



APT PACKAGING LTD

Gut No. 76, village Pangra, Paithan Road, Tq. Paithan,
Dist Aurangabad, Maharashtra state of India -431106
Website:- WWW.aptpackaging.in Cont:- +91-9960100449

CIN:-L24100MH1980PLC022746

30th May-2023

**To,
THE MANAGER-LISTING
BSE LIMITED,
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET,
MUMBAI – 400001**

**To
THE GENERAL MANAGER-
DEPARTMENT OF CORPORATE SERVICES
BSE LIMITED, PHIROZE JEE JEE BHOY
TOWERS, DALAL STREET, MUMBAI
pin- 400 001**

BSE CODE:- 506979

SUB:- Annual Secretarial Compliance Report for the year ended as on 31st March, 2023.

Ref:- Regulation 24A of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam,

With reference to the above subject please find the attached herewith the Annual Secretarial Compliance Report for the Financial year ended as on 31st March, 2023.

Kindly take on record the same and acknowledge.

Thanking You,

Yours faithfully,

For APT Packaging Limited

**CS JYOTI BAJPAI
COMPANY SECRETARY**

Encl: as above

GANESH PALVE & ASSOCIATES

PRACTICING COMPANY SECRETARY

(CP. NO. 23264 ACS 42980)

Office Add:- C-2, Second Floor, Bharat Bazar, Aurangabad - 431006

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SECRETARIAL COMPLIANCE REPORT OF APT PACKAGING LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023

1. We Ganesh Palve and Associates have examined:-

- a) All the documents and records made available to us and explanation provided by APT Packaging Limited ("the Listed Entity- **Suspended from BSE for Trading due to procedural action till 19th July, 2022**") arising from the compliances of specific Regulations listed under Para 2.
- b) The filings/submissions made by the Listed Entity to the stock exchange in connection with the above.
- c) Website of the Listed Entity
- d) Any other documents /filing as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2023 (Review period") in respect of Compliance with the provisions of:

- a) The Securities and Exchange Board of India Act 1992 (SEBI Act), and the Regulations, Circulars, guidelines issued there under ; and
- b) The Securities Contracts (Regulations) Act, 1956 ("SCRA") rules made there under and the Regulations, Circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

2. The specific regulations, whose provisions and the circular /guidelines issued there under, have been examined include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
- b. securities and Exchange Board of India {Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time)
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time)
- d. Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 {as amended from time to time): Not Applicable during the review period
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021(as amended from time to time)): Not Applicable during the review period
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time): Not Applicable during the review period
- g. Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 (as amended from time to time)
- h. other regulations as applicable) and circulars/guidelines issued there under:
 - a) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 (as amended from time to time)
 - b) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (as amended from time to time)

and based on the above examination, I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr No	Particulars	Compliance Status (Yes/No)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	-
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	Except:- Establishment of vigil mechanism/ Whistle Blower policy. Policy on dealing with related party transactions and Policy for determining 'material' subsidiaries adopted on 14 th Feb, 2023
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	No	During the review period Company has not maintained its website as per Reg. 46 till March, 2023. But, now maintained as per requirement. www.aptpackaging.in
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	Company does not have any Subsidiary company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance		

	evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	a) Yes b) NA	As the company has obtained prior approval of Audit Committee for all related party transactions so point 8 (b) is not applicable
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	Yes	Since the September, 2022 Quarter company has received Trading approval from Second Quarter of FY 2022-23.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Since the September, 2022 Quarter company has received Trading approval from Second Quarter of FY 2022-23.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except as provided under separate paragraph herein (**)	Yes	Inadvertently BSE has taken action of freezing of promoters demat account during the quarter which was replied satisfactory to BSE and action withdrawn consequently.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	Company has not applicable any additional compliance requirement.
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:			
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as	NA NA	During the year under review previous Statutory Auditor has retired upon completion of their tenure and company has appointed new Statutory auditors

	well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	in AGM after approval of members
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>During the year under review previous Statutory Auditor has retired upon completion of their tenure and company has appointed new Statutory auditors in AGM after approval of members</p>

	the auditor		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	During the year under review previous Statutory Auditor has retired upon completion of their tenure and company has appointed new Statutory auditors in AGM after approval of members.

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr No .	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
01.	Adoption of and implementation of Indian Accounting Standards (IND-AS)	SEBI/HO/CFD/DIL/CIR/P/2016/47 IND AS	-	-	-	-	-	Company is required to adopt mandatory IND – AS for the first two quarter i.e June- 2022 and Septemebr-2022 respectively.	Company has adopted mandatory IND-AS from 1 st October, 2022 and the management is of the opinion that the impact Ind AS would not materially affects the financial result of a company for first and second quarters due to trading has been started from second quarter.	-
02.	Non-furnishing of SHP & Reconciliation of Share Audit Report	Reg 31 and Reg 76	-	-	-	-	-	Company is required to file Share Holding Pattern & Reconciliation of Share Audit Report for the first two quarters	Company has furnished SHP and Reconciliation of Share Audit Report form Trading approval i.e from Second quarter of FY 2022-23.	
03.	Non-furnishing of Compliance	Regulation-7	-	-	-	-	-	Company has not furnished Compliance Certificate for first two	Company has furnished Compliance Certificate from Trading approval	

	Certificate							quarters	i.e from Second quarter of FY 2022-23.
04.	Non-maintenance of Company website	Regulation 46	-	-	-	-	-	Company has not maintained website as per requirement of regulations 46 of LODR for the whole year.	Company has maintained functional website since the month March, 2023. www.aptpackaging.in
05.	Non-appointment of whole time company secretary	Regulation 6	-	-	-	-	-	Company has not appointed Company Secretary for the period 1 st April, 2022 to 30 th June, 2022	Company has appointed Company Secretary on 1 st July, 2022.
06.	Statement of Investor Complaints.	Regulation 13(3)	-	-	-	-	-	Company has not filed Statement of Investors Complaints for first two quarters	Company has filed Statement of investors since Trading approval i.e from Sept-2022 Qtr.
07.	Certificate of Non-applicability of Corporate Governance Report	Regulation 27	-	-	-	-	-	Company has not filed Non-applicability of Corporate Governance Report for first two quarters	Company has filed Non-applicability of Corporate Governance Report since Trading approval i.e from Sept-2022
08.	Closure of Trading Window	SEBI SAST Regulation	-	-	-	-	-	Company has not filed intimation of closure of Window for first quarter i.e June- 2022	Company has filed intimation of closure of Window from Trading approval i.e from Sept-2022 Qtr
09.	Adoption of SDD software as per Regulation 3(5) PIT	Regulation 3(5) PIT Guidelines	-	-	-	-	-	Company has not installed/ taken SDD software till 18 th December, 2022 and not furnishing proper certificate for the first	Company has installed SSD software as per approval of board on 18 th December, 2022 and filed proper Certificate thereafter to

	guidelines							two quarters i.e 30 th June, 2022 and 30 th September, 2022 respectively.	BSE	
10.	Outstanding ALF Fees	Regulation 4	-	-	-	-	-	Company has not paid outstanding ALF for the FY 2021-22 during the year.	Company has paid pending ALF for the FY 2021-22 recently in the month of April, 2023	
11.	Dematerialization option to Investors	SEBI Circular SEBI/LAD-NRO/GN/2018/24 dated 8 th June, 2018, BSE Circular No. LIST/COMP/15/2018-19 dated 5 th July, 2018	-	-	-	-	-	Company has not given option of dematerialization of shares and inactive ISIN till 20 th July, 2022	Company has given option for dematerialization since 18 th July, 2022 from the trading approval of BSE and active ISIN from 21 st July, 2022	
07.	Adjournment of Board meeting and outcome of Board meeting Delayed in filling Quarterly financial results, publication as per regulation 33	Regulation 30 and Regulation 33	-	-	-	-	-	Company has made delay for the first two quarter for outcome and results, publication, ect.	The application of revocation of suspension was under process in first two quarter. Now, company has taken care for the timely compliances as the Trading approval received from BSE	

*Management of the view that, necessary compliances of the regulation was made applicable from the second Quarter of the FY 2022-23 due to trading

approval was received in second quarter for which company has already clarified to BSE. Earlier company was suspended from trading due to procedural reasons till 19th July, 2022.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports i.e 31.03.2022 report:

Sr No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
01.	Non – adoption of and implementation of Indian Accounting Standards (IND-AS)	SEBI/HO/CFD/DIL/CIR/P/2016/47 IND AS	-	-	-	-	-	Non adoption of mandatory Indian Accounting Standards (Ind AS)	Company has adopted mandatory IND-AS from 1 st October, 2022 and the management is of the opinion that the impact Ind AS would not materially affects the financial result of a company for the period due to trading has been started from second quarter of FY 2022-23.	
02.	Non-furnishing of SHP & Reconciliation of Share Audit Report	Reg 31 and Reg 76	-		-	-	-	Not furnishing of shareholding patterns and reconciliation of share Capital for whole year	Company has furnished SHP and Reconciliation of Share Audit Report form Trading approval i.e from Second quarter of FY 2022-23.	

03.	Non-furnishing of Compliance Certificate	Regulation-7	-	-	-	-	-	Non – furnishing of compliance certificate certifying maintaining physical & electronic transfer facility.	Company has furnished Compliance Certificate from the Trading approval i.e from second quarter of FY 2022-23
04.	Non-payment of Listing fees	Regulation -4	-	-	-	-	-	Non payment of ALF in advance for the FY 2021-22	Company has paid the amount in the month of April, 2023
05.	Non-maintenance of Company website	Regulation 46	-	-	-	-	-	Company has not maintained website as per requirement of regulations 46 of LODR for the whole year.	Company has maintained functional website since the month March, 2023. www.aptpackaging.in
06.	Non-appointment of whole time company secretary	Regulation 6	-	-	-	-	-	Company has not appointed Company Secretary for the period 1 st April, 2022 to 30 th June, 2022	Company has appointed Company Secretary on 1 st July, 2022

**For GANESH PALVE AND ASSOCIATES
COMPANY SECRETARY**

**CS. Ganesh Palve
(Proprietor)
FCS. No: 42980
CP No: 23264
UDIN:- A042980E000426101**

**Date: 30th May, 2023
Place: Aurangabad
(Chh. Sambhajinagar)**

