

Anuroop Packaging Limited

CIN: L25202MH1995PLC093625

REGISTERED OFFICE – 105, AMBISTE BUDRUK, POST KHANIVALI, TAULKA – WADA, PALGHAR - 421303.

CORPORATE OFFICE – 607, 6TH FLOOR, JIMIMA COMPLEX, OFF. LINK ROAD, MALAD WEST, MUMBAI – 400064.

Contact No.: 022-49240182/83

Email ID: info@anurooppackaging.com

Date: 05.09.2023

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 542865

Dear Sir/ Madam,

Sub: Notice of the 28th Annual General Meeting ('AGM') of the Company for FY 2022-23 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Pursuant to Regulation 30 of the SEBI Listing Regulations, attached herewith is the Notice and Explanatory Statement of the 28th AGM of the Company to be held on Wednesday, September 27, 2023 at 05:00 p.m. at Golden Chariot, western express highway, NH-8, Vasai, Thane, Maharashtra, 401208. The said Notice forms part of the Integrated Annual Report 2022-23.

The Integrated Annual Report for FY 2022-23 is available on the website of the Company at <http://anurooppackaging.com/>.

This is for your information and records.

Thanking you,

Yours faithfully,

For Anuroop Packaging Limited



Akash Amarnath Sharma

Managing Director

DIN: 06389102

Encl.: as above

Notice

NOTICE is hereby given that the 28th Annual General Meeting of Anuroop Packaging Limited will be held on Wednesday, 27th September; 2023 at 05:00 p.m. at Golden Chariot, western express highway, NH-8, Vasai, Thane, Maharashtra, 401208 for the following business:

ORDINARY BUSINESS:

- i. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
- ii. To appoint a Director in place of Mrs. Shweta Akash Sharma (DIN: 06829309) who retires by rotation in terms of section 152(6) and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

- iii. To approve the appoint Mr. Harsh Ashok Dharod (DIN: 08646554), as Independent Director for the term of 5 years.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Harsh Ashok Dharod (DIN: 08646554), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 11, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till May 11, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such

steps as may be necessary, proper or expedient to give effect to this resolution.”

- iv. To approve Re-appointment of Mr. Akash Amarnath Sharma (DIN: 06389102) as Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (the “Act”), and the Companies (Appointment and Remuneration of Managerial Personnel), 2014, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association (“AoA”) of the Company, approval of the Members of the Company, be and is hereby accorded for re-appointment of Mr. Akash Amarnath Sharma (DIN: 06389102) as the Managing Director (“MD”) and Key Managerial Personnel of the Company for a period of Five (5) years commencing from 27th September; 2023 up to 26th September; 2028, liable to retire by rotation, on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Act;

RESOLVED FURTHER THAT in his capacity as MD, Mr. Akash Amarnath Sharma is entitled to exercise all powers as are exercisable by the MD of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

RESOLVED FURTHER THAT any one of the Director(s) be and are hereby severally authorized to sign and execute the appointment letter/ MD contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Akash Amarnath Sharma inter-alia containing terms and conditions of appointment;

RESOLVED FURTHER THAT the Board of Director(s) of the Company be and are hereby authorised to alter and vary the terms and conditions as may deem appropriate in relation to the said appointment on the recommendations of Nomination & Remuneration Committee of the Company subject to terms as specified in explanatory statement, and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 of the Act read with the rules made thereunder and other applicable laws;

RESOLVED FURTHER THAT the Board of Director(s) of the Company be and are hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions,

difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution."

Registered Office:

Ambiste (Budruk) Post Khanivali
Taluka Wada Palghar Maharashtra 421303
CIN: L25202MH1995PLC093625
Place: Palghar
Date: 05th September 2023

For and behalf of the Board of Directors

Akash Amarnath Sharma
Managing Director
DIN: 06389102

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and the proxy need not be a member of the company. Proxies, in order to be effective, must be received by the company not less than 48 hours before the time of meeting.
2. A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Pursuant to the provisions of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings ('SS-2'), the relevant information in respect of the Directors seeking appointment and reappointment at the AGM is attached as "Annexure I" and forms an integral part of this Notice.
4. M/s. KFin Technologies Private Limited ("KFinTech"), Registrar & Transfer Agent of the Company ("RTA"), shall be providing facility for e-Voting.
5. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2022-23 are being sent only through electronic mode (by e-mail) to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-23 will also be available on the Company's website at <http://anurooppackaging.com/>, websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com, and on the website of KFinTech at <https://evoting.kfintech.com>.
6. Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM, and e-voting instructions could not be serviced or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company's RTA i.e. KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by sending an e-mail to einward.ris@kfintech.com. Members are requested to follow the process as guided in the above-mentioned link to capture the email address and mobile number for sending the soft copy of the Notice and e-Voting instructions along with the User ID and Password. In case of any queries, please write to einward.ris@kfintech.com
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2021, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The period of remote e-voting before the AGM commences on Saturday, September 23, 2023 (9:00 a.m. IST) and ends on Tuesday, September 26, 2023 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday September 20, 2023.
8. Mr. Deepak Ramesh Jedhe, Proprietor of M/s Deepak Jedhe & Co. has been appointed as the scrutinizer to scrutinize the e-voting and ballot voting process in a fair and transparent manner.
9. The Scrutiniser shall, immediately after the conclusion of the Ballot paper voting at the AGM, first count the votes cast through Ballot paper voting during the Meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.
10. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company before September 26, 2023 at info@anurooppackaging.com.
11. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names

as per the Register of members of the Company will be entitled to vote.

12. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, KFintech for any assistance in this regard.
13. Pursuant to the provisions of Section 72 of the Act, Members can avail themselves of the facility of nomination in respect of shares held by them. Members desiring to avail of this facility may contact their respective Depository Participant(s).
14. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
15. Inspection of Documents
The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@anurooppackaging.com.
16. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting.
17. The attendance slip cum Proxy Form is placed at the end of this Annual Report.
18. A route map showing direction to reach the venue of AGM is given in the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Saturday, September 23, 2023 (9:00 a.m. IST) and ends on Tuesday, September 26, 2023 (5:00 p.m. IST).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting is explained herein below:
 - Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> VI. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration VII. Proceed with completing the required fields. VIII. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7655, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '7655'- AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/

AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cadeepakjedhe@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Anuroop Packing Limited_Even 7655"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the

process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

OTHER INSTRUCTIONS

- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or at evoting@kfintech.com or Mr. Umesh Pandey, Manager (Unit: Affle (India) Limited) of KFin Technologies District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032, Telangana, India or at einward.ris@kfintech.com and evoting@kfintech.com Private Limited, Selenium Tower B, Plot 31 & 32, Financialcall KFintech's toll free No. 1-800-3454-001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 20th, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person

who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- III. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- IV. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Annexure

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATION, 2015:

Mrs. Shweta Akash Sharma became the Director of Anuroop Packaging Limited dated 03/01/2015 and has been participating in making various policies and regulation of Anuroop Packaging Limited.

Mrs. Shweta Akash Sharma plays an important role in guiding the Security Market activities of Anuroop Packaging Limited.

Mrs. Shweta Akash Sharma is wife of Mr. Akash Sharma the Managing Director of the Company.

Mrs. Shweta Akash Sharma holds 325000 Equity shares in the Company.

Names of companies in which the person also holds directorship and the membership of the committees of the board: None

Attendance Slip

Registered Folio / DP ID & Client ID

Name of Shareholder

Address of Shareholder

No. of Shares held

I/We hereby record my/our presence at the Annual General Meeting of the Company on 27th September, 2023 at 05.00 p.m. at Golden Chariot, western express highway, NH-8, Vasai, Thane, Maharashtra, 401208.

Signature of Shareholder/Proxy of Shareholder: _____

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

Form No. MGT 11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of The Companies (Management and Administration) Rules, 2014]

Name of the Company: Anuroop Packaging Limited

CIN: L25202MH1995PLC093625

Registered office: Ambiste (Bk) Post Khani Tal Wada Palghar Maharashtra 421303

Name of the Member (s):

Registered address:

E-mail Id:

Folio No/Client ID:

DP ID:

I/We being the member (s) of shares of the above named Company, hereby appoint

Sr. No.	Name	Address	Email ID	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual general meeting of the company, to be held on 27th September, 2023 at 05:00 p.m. at Golden Chariot, western express highway, NH-8, Vasai, Thane, Maharashtra, 401208 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Ordinary Business:

- i. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
- ii. To appoint a Director in place of Mrs. Shweta Akash Sharma (DIN: 06829309) who retires by rotation in terms of section 152(6) and being eligible offers herself for re-appointment

Special Business:

- iii. To appoint a Director in place of Mr. Harsh Ashok Dharod (DIN: 08646554) who retires by rotation and being eligible offers herself for re-appointment.
- iv. To approve Appointment of Mr. Akash Amamath Sharma (DIN: 06389102) as Managing Director of the Company.

Signed this

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Explanatory Statement

As required under Section 102 of the Companies Act, 2013 (the Act) and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. iii and iv of the accompanying Notice:

Item No. iii

Pursuant to Section 161 of the Companies Act, 2013, the Board, on May 11, 2023, appointed Mr. Harsh Ashok Dharod as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from May 11, 2023 to May 10, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Harsh Ashok Dharod:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act. The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Harsh Ashok Dharod. In the opinion of the Board, Mr. Harsh Ashok Dharod fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Harsh's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr. Harsh Ashok Dharod as an Independent Director setting out the

terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Wednesday, September 27, 2023. The resolution seeks the approval of members for the appointment of Mr. Harsh Ashok Dharod as an Independent Director of the Company for a term of 5 (Five) years effective May 11, 2023 to May 10, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation. In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Harsh Ashok Dharod as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Harsh Ashok Dharod, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. iii.

The Board recommends the special resolution as set out in Item no. iii of this notice for the approval of members.

Item No iv :

On the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 26th August, 2023, re-appointed Mr. Akash Amarnath Sharma as Managing Director of the Company with effect from the said date on the new terms and conditions for further term of five years.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Akash Amarnath Sharma as Managing Director of the Company, as set out in the Resolution relating to her re-appointment, on the following terms and conditions:-

Basic salary: 90000/- per month.

Other terms and Conditions:

- a) Minimum Remuneration: In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the appointee shall be paid the above remuneration and perks as the Minimum Remuneration subject, however to the overall limits as per provisions contained in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, as may, for the time being, be in force.
- b) Leave: in accordance with the Rules and Regulation of the Company.
- c) Sitting fee: Mr. Akash Amarnath Sharma shall not be entitled to sitting fee for attending meetings of the Board of Directors or Committees thereof.

Except Mr. Akash Amarnath Sharma being an appointee and His wife Ms. Shweta Sharma none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. iv of the Notice.

Annexure to Notice

Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Akash Amamath Sharma
Director Identification Number (DIN)	06389102
Date of Birth	23-11-1988
Age	35
Date of Appointment	26/08/2023
Qualifications	Graduate
Experience	More than 12 years of experience
Expertise in specific functional areas	Mr. Akash Sharma, is a Commerce Graduate (B.COM) from Mumbai University started his career in early age with a meager seed capital and with immense dedication, started dealing in luxury cars and after successful journey of luxury car dealing, shifted his funds to a manufacturing business as he was more interested in manufacturing, acquired Anuroop Packaging, a 20 years old running business of manufacturing of corrugated boxes. With his extraordinary skills of marketing, immense hard work and 11 years of experience, Mr. Akash is spearheading the company successfully as a result doubled the turnover within 2 years and converted the plant into semi-automatic plant and now leading towards converting Anuroop Packaging Limited into a fully automatic plant.
Directorships held in other companies	Nil
Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Spouse of Ms. Shweta Sharma (Director on Board) Brother of Mr. Akshay Sharma (CFO of the Company)
Remuneration	90000
Number of shares held in the Company	865000
Number of Meetings of the Board attended during the year	9
Names of listed entities from which Director has resigned in the past three years	NIL
Terms and Conditions of appointment/re-appointment	Details of terms and conditions of appointment form part of the Explanatory Statement.

Name of Director	Harsh Ashok Dharod
Director Identification Number (DIN)	08646554
Date of Birth	13/12/1992
Age	31 Years
Date of Appointment	11/05/2023
Qualifications	B.COM, Advocate
Experience	More than 5 years
Expertise in specific functional areas	Expertise in Accounting of various private limited Companies up to Finalisation, TDS Compliance, Statutory & Internal Audits, Stock Audits, GST Registration and Return filling and due diligence.
Directorships held in other companies (excluding foreign companies and Anuroop Packing Limited)	NIL
Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	None
Remuneration	No remuneration other than Sitting Fee.
Number of shares held in the Company	0
Number of Meetings of the Board attended during the year	None
Names of listed entities from which Director has resigned in the past three years	None
Terms and Conditions of appointment/ reappointment	Details of terms and conditions of appointment form part of the Explanatory Statement.