



## **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**

**Ref No. APT/2024-25/CS/08**

**30<sup>th</sup> May-2024**

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

**To,  
THE GENERAL MANAGER-  
DEPARTMENT OF CORPORATE  
BSE LIMITED, PHIROZE JEE JEE BHOY  
TOWERS, DALAL STREET, MUMBAI  
PIN-400001**

**BSECODE:- 506979**

**SUB:- Annual Secretarial Compliance Report for the year ended as on 31<sup>st</sup> March, 2024.**

**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 31<sup>st</sup> March, 2024.

Kindly take on record the same and acknowledge.

Thanking You,  
Yours faithfully,

**For APT Packaging Limited**

**CS JYOTI BAJPAI  
COMPANY SECREATRY  
M. No. A-69064  
Encl: as above**



## **GANESH PALVE & ASSOCIATES**

### **Company Secretaries**

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#### **SECRETARIAL COMPLIANCE REPORT OF APTPACKAGING LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

##### **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") 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 31<sup>st</sup> March,2024 (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)
    - 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	-
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	Yes	-
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 with in the time limits prescribed there Under	Yes	-
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	-
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	-
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	Company has not applicable to comply 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 there is no case or resignation of Statutory Auditor & tenure has not completed yet.

	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	
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 the auditee</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>During the year under review there is no case or resignation of Statutory Auditor &amp; tenure has not completed yet.</p>

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
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**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 (Regulation s/circulars/ guidelines including specific clause)	Regulation /Circular No.	Devi atio ns	Actio n Taken by	Type of Action	Detail s of Violat ion	Fine Amo unt	Observations/Remarks of the Practicing Company Secretary	Management Response	Rema rks
01.	Advertisement in news paper for Quarterly results	47 (1)	-	PCS	-	-	-	Delayed in advertisement of Quarterly results in news papers for June-2023, September-2023 and December-2023 quarter respectively.	Management is of the opinion that all delayed due to advance booking and availability of the space in news paper is required which could not be possible due to fund constraint.	-
02.	Event Based ROC fillings and Compliances.	Companies Act-2013	-	PCS	-	-	-	Delayed in filling of ROC forms MGT-14; Form No. 15; Form No. AOC-4 XBRL, form No. MGT-7; Form No. PAS-6	Management is of the view that all compliances has been done with additional fees to ROC. Due to fund constraint filling has been delayed.	-
03.	Non-submission of the details of its Statutory Auditors by September 18, 2023.	The Exchange vide email dated September 8, 2023, has requested listed entities to submit the details of its Statutory Auditors by September 18, 2023.	-	BSE	Clarific ation	Non-Submi ssion	Nil	Company has given two time reply to exchange on 02/10/2023 and 13/02/2024 respectively but the case is still opened at BSE listing portal. Company was not listed during the period hence required information not available with the Auditors of the company	Mr. NIKHIL NLOYA, chartered Accountants was the Statutory Auditors of the Company during the period FY 01 April. 2017 to 31 March, 2022. Firm Registration No. 132280W M. p No. 133562 for five years. As the company was not listed at any stock exchange during the said period the Statutory Auditors not	-

									required to take Peer Review Number from their institute. As per Listing portal path BSE Listing Centre>Lisitng Compliance>Company database>Statutory Auditor Details (FY 2018-199 to FY 2023-24) it is mandatory tab of Peer Review Number, date of issue and valid up to which is not available with Statutory Auditors. You are requested kindly mention the same technical issues we have enclosed details as under. Please once again note that we are not able to submit the required data due to mandatory fields of Tabs.
04.	Reconciliation of Share Capital Audit Report	Reg 31 and Reg 76	-	BSE	Discrepancy	Clarification	NIL	It is observed from the submission made under 31 of LODR and Reg 76 of DP regulation for quarter ended Jun 30, 2023, that there is a mismatch in no of shares held in dematerialized form in Shareholding Pattern and Reconciliation of Share capital Audit report.	On 22.10.2023 and 13.02.2024 company replied There being no difference as per the SHP data of RTA agent and Reconciliation of share Capital Audit Report for the Quarter ended as on 30 June, 2023. The difference of 12000 shares belongs to other financial institutions of public holding held in dematerialized form and the same figure



									has not been fetched in xml file of 30 June, 2023 Quarter may be due to technical reasons. we have verified once again both the filed and enclsod herewith from your reference. Let us know whether we need to revise it once again from company end. As per Reconciliation of Share Audit Report the correct figure of dematerialization of shares at quarter end is 434439.
05.	Detail of Share Holding Patter required as per previous data of RTA agent	Reg 31	-	BSE	Discrepancy	Clarification	-	The details of Master Nischint Machhar (PAN ZZZZZ9999Z), Promoter is not available in the selected quarter of the Promoter category of Apt Packaging Ltd. It was available in previous period/quarter Shareholding Pattern.	On 2 Feb, 2024 we replied During the quarter from 1st October, 2023 to 31st December, 2023 Mr. Nischint Machhar has completed his KYC as per SEBI Circular with RTA agent. Upon PAN based consolidation of his all folios clubbed under one head and the earlier holding under the name of Master Nischint Machhar (PAN ZZZZZ9999Z) holding shares 1950 clubbed into Nischint Machhar (PAN ALBPM7161L) holding shares 14034. So, the overall consolidated holding in the name of Mr.

										<p>Nischint Machhar is reflecting 15984 shares in the record of RTA agent which has been reported by the RTA agent to us at the end of the quarter 31st December, 2023 and same has been updated to BSE through XBRL file. Besides, the number promoters also get reduced from earlier 45 promoters to 44 promoters due to above reasons. There being no need to file the revised share holding pattern as there is no change in the number of shares held by the promoter and promoters group at end of the quarter 30th September, 2023 and at the end of quarter 31st December, 2023 is same. Hence, you are once again requested to close the case</p>	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports i.e 31.03.2023 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	-	-	-	-	-	Company has adopted Ind-As during the reporting period and explained for the previous year	Company has adopted mandatory IND-AS from 1 <sup>st</sup> October, 2022 and maintained the same during the review period.	
02.	Non-furnishing of SHP & Reconciliation of Share Audit Report	Reg31and Reg76	-		-	-	-	Company has now furnished shareholding patterns and reconciliation of share Capital Audit for each quarter and clarified to BSE for Quarter June-2022-23	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	-	-	-	-	-	Company has now furnished compliance certificate for each quarter and clarified to BSE for Quarter June-2022-23	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	-	-	-	-	-	Company has paid pending fees to BSE in the month of April, 2023	Company has paid the amount in the month of April, 2023	
05.	Non-maintenance of Company website	Regulation 46	-	-	-	-	-	Company has maintained functional website since the month March, 2023.	Company has maintained functional website since the month March, 2023.	
06.	Non-appointment of whole time company secretary	Regulation 6	-	-	-	-	-	Company has appointed Company Secretary on 1 <sup>st</sup> July, 2022 and till continues.	Company has appointed Company Secretary on 1 <sup>st</sup> July, 2022	

**For GANESH PALVE AND ASSOCIATES COMPANY  
SECRETARY**

**CS. Ganesh Palve (Proprietor)**  
**ACS.No:42980**  
**CP No: 23264**  
**UDIN:- A042980F000492088**  
**PEER REVIEW NO:- 4165/2023**

**Date: 30<sup>th</sup> May, 2024**  
**Place: Aurangabad**  
(Chh. Sambhajinagar)

Add:- A.bad.- flat no -007, plot no 06, sai-jagnath apt, ranjit nagar, kalda corner, aurangabad-431001.  
Pune- flat no.01, shakuntal apt, near karve statue, kothrud, pune  
E-mail: [csganeshpalve@gmail.com](mailto:csganeshpalve@gmail.com), p.no-7020332255 / 9923465648