

NEAPS/BSE ONLINE

29th May, 2025

**The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring
Rotunda, Dalal Street,
Mumbai – 400001
(BSE Scrip Code: 500187)**

**Listing Department
National Stock Exchange of India Limited
Plot No. C/1, Block-G
Exchange Plaza, 5th Floor,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
(NSE Symbol: AGI)**

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2025

Please find enclosed Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2025 issued by M/s. DMK Associates, Company Secretaries dated 13th May, 2025 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your reference and record.

We believe you will find the same in order.

Thanking you,

For AGI Greenpac Limited

(Ompal)
Company Secretary

**Name: Ompal
Address: 301-302, 3rd Floor, Park Centra, Sector-30, Gurugram-122001
Membership No.: A30926**

AGI Greenpac Ltd

Corporate Office: 301-302, 3rd Floor, Park Centra, Sector-30, NH 8, Gurugram, Haryana-122 001, India. T. +91 124 477 9200

Registered Office: 2, Red Cross Place, Kolkata-700001, West Bengal, India. T. +91 33-22487407/5668 hsilinvestors@hsilgroup.com | www.agigreenpac.com
CIN: L51433WB1960PLC024539

AGI glaspac Office: Glass Factory Road, Off Motinagar, Borabanda, Hyderabad-500018, India. T: + (91) 40-2383 1771(5lines), M: agi@agi-glaspac.com

AGI Plastek Office: AGI glaspac Premises, Glass Factory Road, Off Motinagar, Borabanda, Hyderabad-500018, India. T: +91 40-2383 1771(5lines), M: sales@gpoly.in

AGI CloZures Office: Sy.No.208 to 218, Sitarampur, Isnapur, Patancheru, Telangana- 502307, India. T: +91-8455-225511, M: info@agiclozures.com

**SECRETARIAL COMPLIANCE REPORT OF
AGI GREENPAC LIMITED
FOR THE YEAR ENDED 31 MARCH 2025**

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have examined:

- (a) all the documents and records made available to us and explanation provided by **AGI GREENPAC LIMITED ("the listed entity") (CIN L51433WB1960PLC024539)** (hereinafter referred to as the "**Company**") having its registered office at 2, Red Cross Place, Kolkata, WB-700001
- (b) the filings/submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31 March, 2025 (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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date (herein after referred as "**SEBI LODR**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended till date (herein after referred as "**SEBI ICDR**");
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended till date;

Monika


- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended till date; (**Not applicable to the Company during the Audit Period**)
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date; and
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified in **Annexure A**.
- (b) The Company has taken the following actions to comply with the observations made in previous reports: **Annexure B**.

We hereby report that, during the review period the compliance status of the listed entity with the following requirements

S. No.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	None
2.	<u>Adoption and timely updation of the Policies:</u>		

	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		
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	None
8.	Related Party Transactions:		
	• The Listed entity has obtained prior approval of Audit Committee for all Related party transaction	YES	None
	• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
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 thereunder	YES	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	None

11.	<p>Actions taken by SEBI or Stock Exchange(s), if any</p> <p>No Actions 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 thereunder</p>	YES	<p>SEBI has issued an Adjudication Order no. ORDER/BM/RK/2024-25/30315 dated April 30, 2024 ("Order"), under Section 15- I of the SEBI Act, 1992, read with Rule 5 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 against the Company, imposing a penalty INR 5,00,000/- (Indian Rupees Five Lakhs only) for violation of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").</p> <p>However, the Company has filed an appeal with the Hon'ble Securities and Appellate Tribunal ("Hon'ble SAT") against the aforementioned Order. , the matter is still pending before the Hon'ble SAT for hearing.</p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of</p>	Nil	<p>The statutory auditors have not resigned during the review period.</p>



	chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	No non-compliance was observed

- a) We hereby confirm that the company has not issued any Employees Benefit Scheme and therefore the disclosure as required under regulation 46(2) (za) of the SEBI LODR read with SEBI circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 is not applicable on the company.

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 report 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 LODR Regulations 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.

Date : 13.05.2025
Place : New Delhi
UDIN : F005480G000334226



For DMK Associates
Company Secretaries

Monika Kohli

(MONIKA KOHLI)
B. Com (H), FCS, LL.B. I.P.
PARTNER
FCS 5480, C P 4936
Peer Review No. 779/2020
FRN: P2006DE003100

Annexure A

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action i.e. Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 4(1)(c), (d), (e) and (h) and Regulation 30(7) of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations")	SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations")	Non-disclose of material developments with respect to disclosures made by the Company dated October 31, 2022 and March 16, 2023 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations")	SEBI	SEBI -has issued an Adjudication Order no. ORDER/BM/RK/2024-25/30315 dated April 30, 2024 ("Order"), under Section 15-I of the SEBI Act, 1992, read with Rule 5 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995	SEBI has observed the following violations by the Company: (a) Regulation 4(1)(c), (d), (e) and (h) of the LODR Regulations violated by having failed to provide accurate, adequate and explicit disclosure resulting in misrepresentation to the stock exchanges by not disclosing the information regarding approval of the Competition Commission of India ("CCI") in its disclosure dated March 16, 2023. (b) Regulation 30(7) of LODR Regulations read with Regulation 4(1)(e) and (h) of the LODR Regulations violated by having failed to disclose the following material developments with respect to disclosures made by the Company dated October 31, 2022 and March 16, 2023. • Submission of modifications to Application filed with CCI. • Show cause notice issued by CCI to the Company. • Litigation related to the aforementioned CCI Order approving the proposed combination of the Company and HNGIL. 2. Under the Order, SEBI has specifically observed that the material available on record does not quantify any disproportionate gains or unfair advantage, if any, made by the Company, and the losses, if any, suffered by the investors due to such violations on the part of the Company, nor has it been alleged by SEBI.	Rs. 5,00,000/-	The Company has filed an appeal with the Hon'ble Securities and Appellate Tribunal ("Hon'ble SAT") against the aforementioned Order and the same is pending as on date.	During the year under review, the Company has filed an appeal with the Hon'ble Securities and Appellate Tribunal ("Hon'ble SAT") against the aforementioned Order. The same is pending.	The Company has filed an appeal with the Hon'ble Securities and Appellate Tribunal ("Hon'ble SAT") against the aforementioned Order and the same is pending as on date.



Annexure B

S. No.	Observations/ Remarks of the Practicing Company Secretary in th previous reports	Observations made in Secretarial Compliance Report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulation / Circulars/ guidelines including specific clause)	Details of Violation / deviation and action taken / penalty imposed, if any, on the listed entity	Remedial, if any taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	SEBI has imposed a penalty of Rs.5,00,000/- on the company and as per management they were evaluating the order in consultation with legal advisers. The same was captured in Annexure A of previous report	31.03.2024	<u>Regulation 4(1)(c), (d), (e) and (h) and Regulation 30(7) of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations")</u> .	SEBI vide Adjudication Order No: ORDER/BM/RK/2024-25/30315 dated 30.04.2024 imposed penalty on Company with respect to disclosures made by the Company dated October 31, 2022 and March 16, 2023 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")	The Company has filed an appeal on 04.06.2024 with the Hon'ble Securities and Appellate Tribunal ("Hon'ble SAT") against the aforementioned Order and the same is pending as on date.	During the year under review, the Company has filed an appeal with the Hon'ble Securities and Appellate Tribunal ("Hon'ble SAT") against the SEBI Adjudication Order dated 30.04.2024. The same is pending on the date of this report.

