
**ENCODE PACKAGING INDIA
LIMITED**
(FORMALLY KNOWN AS NOVA PUBLICATIONS INDIA LIMITED)

**27th ANNUAL REPORT
AND
ACCOUNTS
2021-2022**

CIN: L67120PB1994PLC015406
Regd off: -D-82, FOCAL POINT EXTENSION JALANDHAR CITY
PUNJAB- 144004, INDIA

GO GREEN!

DEAR SHAREHOLDERS,

YOU ARE HEREBY REQUESTED TO FURNISH YOUR E-MAIL ADDRESS TO US BY SENDING ON OUR E-MAIL ID AT cs@encodepackaging.com QUOTING YOUR FOLIO NUMBER/DEPOSITORY PARTICIPANT ID AND CLIENT ID OR REGISTER YOUR E-MAIL ADDRESS WITH YOUR RESPECTIVE DEPOSITORY PARTICIPANT.

THEREAFTER, THE E-MAIL ADDRESSES AVAILABLE IN OUR RECORDS OR WITH YOUR DEPOSITORY PARTICIPANT SHALL BE DEEMED TO BE YOUR REGISTERED E-MAIL ADDRESS FOR SERVING NOTICES/DOCUMENTS, ETC. INCLUDING THOSE COVERED UNDER THE COMPANIES ACT, 2013 (THE ACT). IN THE EVENT OF ANY CHANGE IN YOUR E-MAIL ADDRESS FOR RECEIVING FUTURE COMMUNICATION/DOCUMENTS, YOU ARE REQUESTED TO UPDATE THE SAME WITH US OR WITH YOUR DEPOSITORY PARTICIPANT.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. SUNIL KUMAR CHOPRA
(MANAGING DIRECTOR)

MR. RAJAN CHOPRA
(WHOLE-TIME DIRECTOR)

MR. CHETAN BALUBHAI PATEL
(DIRECTOR)

MR. VARINDER SEHGAL
(INDEPENDENT DIRECTOR)

MR. NAVDEEP SINGH BHATTI
(ADDITIONAL INDEPENDENT DIRECTOR)

MRS. VIBHUTI BHATTI
(ADDITIONAL INDEPENDENT DIRECTOR)

MR. RAMAN KUMAR
(ADDITIONAL INDEPENDENT DIRECTOR)

MR. UMESHBHAI GOR RASIKLAL
(INDEPENDENT DIRECTOR)

MR. GAGANDEEP SINGH
(ADDITIONAL DIRECTOR)

MR. RAJVIR SINGH
(ADDITIONAL DIRECTOR)

COMPANY SECRETARY
MS. SHAGUN DEWAN

CHIEF FINANCIAL OFFICER
RICHA KHULLAR

STATUTORY AUDITORS

SARNA & AGGARWAL
CHARTERED ACCOUNTANTS
B-18, VAKIL BUILDING,
MODEL TOWN ROAD
JALANDHAR

SECRETARIAL AUDITORS

ANKIT GADHI & ASSOCIATES
COMPANY SECRETARIES
B-21 PROFESSIONAL PLANET
MODEL TOWN ROAD
JALANDHAR

INTERNAL AUDITORS

RITESH KHATTER & COMPANY
CHARTERED ACCOUNTANTS
WM-3, BASTI GUZAN,
JALANDHAR

BANKERS

ICICI BANK LIMITED
OPP. KINGS HOTEL
22-23 G.T. ROAD
JALANDHAR-144001
PUNJAB

REGISTERED OFFICE

D-82, FOCAL POINT EXTENSION,
JALANDHAR CITY-144001
PUNJAB (INDIA)

REGISTRAR & TRANSFER AGENTS

DATAMATICS BUSINESS SOLUTIONS LIMITED
NO.B-5, PART B
CROSS LANE, MIDC
ANDHERI (EAST)
MUMBAI-400093, INDIA

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th (Twenty Seventh)** Annual General Meeting of the Members of ENCODE PACKAGING INDIA LIMITED will be held on **Monday, the 04th day of July, 2022 at 02:00 P.M.** at registered office of the Company at D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB 144004 IN to transact the following businesses:

ORDINARY BUSINESS

Item No.1- Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Directors and the Auditors thereon.

Item No.2- Retire By Rotation

To appoint a Director in place of Mr. Chetan Balubhai Patel (DIN: 03556088) who retires by rotation and being eligible, offers himself for re-appointment.

Item No.3- Appointment of Auditors

“RESOLVED THAT pursuant to provision to section 139 of the Companies Act, 2013 **M/s. SARNA & AGGARWAL (FRN- 011796C)** be and are hereby appointed as the Statutory auditors of the Company to hold office from the date of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company, at remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.”

SPECIAL BUSINESS

Item No.4- Appointment of MR. RAMAN KUMAR as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. RAMAN KUMAR (DIN:08784318)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th December,2021 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an

Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 27th December,2021 to 26th December,2026.”

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.5- Appointment of MR. NAVDEEP SINGH BHATTI as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. NAVDEEP SINGH BHATTI (DIN:03232929)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th February,2022 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 12th February,2022 to 11th February,2027.”

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.6- Appointment of MS. VIBHUTI BHATTI as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MS. VIBHUTI BHATTI (DIN:08191843)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th March, 2022 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 9th March, 2022 to 8th March, 2027.”

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.7– Appointment of MR. GAGANDEEP SINGH as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 161, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. GAGANDEEP SINGH (DIN: 07734887)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th June 2022 in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting be and is hereby appointed as Executive Director of the Company .”

Item No.8– Appointment of MR. RAJVIR SINGH as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 161, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. RAJVIR SINGH (DIN: 07807886)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th June 2022 in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting be and is hereby appointed as Executive Director of the Company .”

Item No 9-Reappointment of Mr. Sunil Kumar Chopra (DIN: 00092090) as a Managing Director of the Company for a period of further five years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions

and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-ppointment and remuneration of Mr. Sunil Kumar Chopra (DIN: 00092090) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of further five years with effect from 4th July, 2022 to 3rd July, 2027 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Sunil Kumar Chopra, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No 10-Reappointment of Mr. Rajan Chopra (DIN: 00092139) as a Whole-Time Director of the Company for a period of further five years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Rajan Chopra (DIN: 00092139) as a Whole-Time Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of further five years with effect from 4th July, 2022 to 3rd July, 2027 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Sunil Kumar Chopra, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No.11– Adoption of New Set of Memorandum of Association of the Company as per Companies Act 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to Section 4 of the Companies Act, 2013 and subject to such other consents and approvals as may be needed, the consent of the members be and is hereby accorded for the adoption of new set of Memorandum of Association as per Companies Act 2013 in place of existing Memorandum of Association of the Company.

RESOLVED FURTHER that the Board of Directors be and are hereby authorized to do all ancillary and consequential matters in this regard”.

Item No.12– Adoption of New Set of Article of Association of the Company as per Companies Act 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to Section 5 of the Companies Act, 2013 and subject to such other consents and approvals as may be needed, the consent of the members be and is hereby accorded for the adoption of new set of Article of Association in place of existing Article of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all ancillary and consequential matters in this regard.”

Item No 13–To alter the main object in the Memorandum of Association of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 4 & 13 of companies act 2013 and other applicable provisions if any, the main objects of Memorandum of Association of the company be and is hereby altered by deleting old and adding the new objects no. 1 & 2 under clause 3rd (a) as follows:-

The objects to be pursued by the Company are as under:

1. To carry on business in India and elsewhere as manufacturers or and dealers in and importers and exporters of all kinds of packaging material including Self Adhesive Labels, Printed Labels, Peel-Off Labels, Hang Tags, Clamp Shell Cards, Mono Cartons, Header Cards, Belly Bands, Stickers, carry bags, Boxes, PDQ Boxes and Cartons wholly or partly made of paper, board, P.P. etc and packing requisite of every kind and related activities.
2. To construct, erect, establish a factory or factories and work-shops with suitable machines, plants, engines, tools, instruments for manufacturing packing articles and to adopt all processes of

manufacture such as printing, cutting, lamination, embossing, foxing, pasting, binding, shaping, fabricating, or other chemical, mechanical, electrical or manual operations for making packing articles and also to take on hire, rent or acquire, purchase any plant, engines, machinery, tools as referred to above from any person or body or association.

“RESOLVED FURTHER THAT Memorandum of Association of the company be altered accordingly in regard to change in the incidental/ancillary object of the company”

By Order of the Board
For ENCODE PACKAGING INDIA LIMITED

Sd/-	Sd/-
SUNIL KUMAR CHOPRA	RAJAN CHOPRA
MANAGING DIRECTOR	WHOLE TIME DIRECTOR
(DIN: 00092090)	(DIN: 00092139)

Place: JALANDHAR

Dated: 06.06.2022

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 41 CHANDAN NAGAR, JALANDHAR, PUNJAB-144008, PUNJAB NOT LESSTHAN 48 (FORTY EIGHT)
2. In case of joint holders attending the meeting, only such joint holder who is in higher in the order of will be entitled to vote.
3. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to cs@encodepackaging.com.
4. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their De-Mat Accounts immediately. Members holding shares in physical form are requested to advise any changes of address immediately to Registered Office of the Company or to Registrar M/s Datamatics Business Solutions Limited. Institutional investors, who are members of the Company, are encouraged to attend and vote at the twenty-seventh AGM of the Company.
5. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Datamatics Business Solutions

Limited ("Datamatics") at www.datamaticsbpo.com, info@dfssl.com. Further, the Company had availed of services offered by CDSL to update email addresses of shareholders of the Company having their holding with a depository participant registered with CDSL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.

6. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
7. Members are requested to bring their attendance slips to the AGM. Duplicate admission slips and/or copies of the Annual Report and Accounts will not be provided at the AGM venue.
8. Route Map showing directions to reach to the venue of the 27th AGM is given at the end of this Notice as per the requirement of Secretarial Standards-2 on "General Meeting"
9. The Register of Members and Share Transfer Books of the Company will be closed from 28th June 2022 to 4th July 2022. (both days inclusive).
10. The cut-off date for e-voting is Monday the 27th June 2022.
11. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Monday 27th June 2022, such person may obtain the user id and password from Datamatics by email request on info@dfssl.com.
12. SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
13. Instructions for remote e-voting and joining the AGM are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 30th June 2022 at 10.00 AM and ends on 3rd July 2022 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date) of Monday the 27th June 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed

that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Participants (DP)	
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Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can 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

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence

	number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant ENCODE PACKAGING INDIA LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz cs@encodepackaging.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. General Information

- Remote e-voting right cannot be exercised by a proxy.
- The Results of the remote e-voting will be declared on or after the date of the AGM i.e. Monday 4th July 2022.
- The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website encodepackaging.com under the section 'e-Voting results' and on the website of CDSL; such Results will also be forwarded to the Stock Exchange(s) where the Company's shares are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No 3.

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), Meeting of the Company till the date of the Annual General Meeting held in Calendar year 2022, Accordingly the Board of Directors at their meeting held on 6th June 2022 have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of **M/s. SARNA & AGGARWAL (FRN- 011796C)** to hold office from the date of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company at remuneration as may be fixed by the Board of Directors in consultation with the said Auditors."

None of the director has any interest in the resolution except as member(s) of the Company.

The resolution set out in Item no. 3 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No 4.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **MR. RAMAN KUMAR (DIN:08784318)**, as an Additional Independent Director of the Company by the Board of Directors with effect from 27th December,2021 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 27th December,2021 to 26th December,2026. Subject to the approval of the members.

The Company has received a notice from a member proposing **MR. RAMAN KUMAR** as a candidate for the office of Director of the Company. **MR. RAMAN KUMAR** does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

MR. RAMAN KUMAR has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **MR. RAMAN KUMAR** fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of **MR. RAMAN KUMAR** as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of **MR. RAMAN KUMAR** as an Independent Non-Executive Director for a term of five consecutive years from 27th December,2021 to 26th December,2026.

MR. RAMAN KUMAR is an energetic qualified entrepreneur. **MR. RAMAN KUMAR** would bring with him immense experience to the Company in the areas of Educational Industry.

MR. RAMAN KUMAR is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - MR. RAMAN KUMAR

DIN: - 08784318

DATE OF BIRTH:-14.03.1986

DATE OF FIRST APPOINTMENT IN THE BOARD:- 27.12.2021

QUALIFICATION, EXPERIENCE & EXPERTISE:- energetic qualified entrepreneur.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :- 2

NO OF DIRECTORSHIP OF OTHER BOARD:-1

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- earned a good name in the industry to which company belongs would bring with him immense experience to the Company in the areas of Educational Industry.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No 5.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **MR. NAVDEEP SINGH BHATTI** as an Additional Independent Director of the Company by the Board of Directors with effect from 12th February,2022 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 12th February,2022 to 11th February,2027 Subject to the approval of the members.

The Company has received a notice from a member proposing **MR. NAVDEEP SINGH BHATTI** as a candidate for the office of Director of the Company. **MR. NAVDEEP SINGH BHATTI** does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

MR. NAVDEEP SINGH BHATTI has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, **MR. NAVDEEP SINGH BHATTI** fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of **MR. NAVDEEP SINGH BHATTI** as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of **MR. NAVDEEP SINGH BHATTI** as an Independent Non-Executive Director for a term of five consecutive years from 12th February,2022 to 11th February,2027

MR. NAVDEEP SINGH BHATTI is working in the industry since a long times and have decade of experience in the Educational Industry and has earned a good name in the industry.

MR. NAVDEEP SINGH BHATTI is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - NAVDEEP SINGH BHATTI

DIN: -03232929

DATE OF BIRTH:-04.10.1985

DATE OF FIRST APPOINTMENT IN THE BOARD:- 12.02.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- He is an acumen business man and having the wide experience in Educational Industry.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-1

NO OF DIRECTORSHIP OF OTHER BOARD:-3

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- acumen business man and having the wide experience in Educational Industry.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item No 6.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **MS. VIBHUTI BHATTII** as an Additional Independent Director of the Company by the Board of Directors with effect from 9th March, 2022 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 9th March, 2022 to 8th March, 2027 Subject to the approval of the members.

The Company has received a notice from a member proposing **MS. VIBHUTI BHATTI** as a candidate for the office of Director of the Company. **MS. VIBHUTI BHATTI** does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

MS. VIBHUTI BHATTI has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **MS. VIBHUTI BHATTI** fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of **MS. VIBHUTI BHATTI** as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of **MS. VIBHUTI BHATTII** as an Independent Non-Executive Director for a term of five consecutive years from 27th December, 2021 to 26th December, 2026.

MS. VIBHUTI BHATTI would bring with her immense experience in the areas of Educational Industry.

MS. VIBHUTI BHATTII is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - VIBHUTI BHATTI

DIN: -08191843

DATE OF BIRTH:-01.01.1985

DATE OF FIRST APPOINTMENT IN THE BOARD:- 09.03.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- having the wide experience in Educational Industry.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-0

NO OF DIRECTORSHIP OF OTHER BOARD:-1

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- acumen business man and having the wide experience in Educational Industry.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members

ITEM NO.7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed **MR. GAGANDEEP SINGH (DIN: 07734887)**, as an Additional Director of the Company with effect from 6th June 2022 subject to approval in shareholder meeting. .In accordance with provisions of Section 161(1) and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required of the Companies Act, 2013, **MR. GAGANDEEP SINGH (DIN: 07734887)**, who holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received a notice from a member proposing **MR. GAGANDEEP SINGH (DIN: 07734887)**, as a candidate for the office of Director of the Company

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - GAGANDEEP SINGH

DIN: - 07734887

DATE OF BIRTH:-25.06.1993

DATE OF FIRST APPOINTMENT IN THE BOARD:- 06.06.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- He has good experience in the field of Packaging business.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-0

NO OF DIRECTORSHIP OF OTHER BOARD:-2

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:-
Good and experienced Businessman

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

ITEM NO.8

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed **MR. RAJVIR SINGH (DIN: 07807886)**, as an Additional Director of the Company with effect from 6th June 2022 subject to approval in shareholder meeting. .In accordance with provisions of Section 161(1) and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required of the Companies Act, 2013, **MR. RAJVIR SINGH**, who holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received a notice from a member proposing **MR. RAJVIR SINGH** as a candidate for the office of Director of the Company

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - RAJVIR SINGH

DIN: - 07807886

DATE OF BIRTH:-09.11.1984

DATE OF FIRST APPOINTMENT IN THE BOARD:- 06.06.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- He has good experience in the field of Packaging business.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-0

NO OF DIRECTORSHIP OF OTHER BOARD:-2

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:-
Good and experienced Businessman

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

ITEM NO.9

Mr. Sunil Kumar Chopra, is a co-promoter and Director of the Company. He is managing the whole of the affairs of the Company. He has technical and administrative experience of more than 35 years in the Company.

He has excellent grasp and thorough knowledge & experience. His knowledge of various aspects relating to the Company's affairs and long business experience. His current term of appointment is expired and the Board of Directors has considered that for smooth and efficient running of the business of the Company the services of Mr. Sunil kumar Chopra as Managing Director should be available to the Company for a further period of five years with effect from 4th July, 2022.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Company has nominated Mr. Sunil Kumar Chopra and the Board of Directors has recommended his appointment as Managing Director of the Company at their meetings held on 6th June 2022, subject to the approval of members of the Company at its 27th Annual General Meeting for a period of five years with effect from 4th July, 2022.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise except Mr. Sunil Kumar Chopra in the Resolution at Item No. 9 of the Notice.

ITEM NO.10

Mr. Rajan Chopra, is a co-promoter and Director of the Company. Dr. Rajan Chopra graduated in medicine from Government Medical College, Amritsar, Punjab. With over 25+ years of experience, he looks after the day-to-day operations of the group. He is responsible for the entire operations.

His current term of appointment is expired and the Board of Directors has considered that for smooth and efficient running of the business of the Company the services of Mr. Rajan Chopra as a Whole-Time Director should be available to the Company for a further period of five years with effect from 4th July, 2022.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Company has nominated Mr. Rajan Chopra and the Board of Directors has recommended his appointment as Whole-Time Director of the Company at their meetings held on 6th June 2022, subject to the approval of members of the Company at its 27th Annual General Meeting for a period of five years with effect from 4th July, 2022.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise except Mr. Rajan Chopra in the Resolution at Item No. 10 of the Notice.

ITEM NO.11 &12

The Companies Memorandum of Association and article of association are as per Companies Act 1956 so with the provisions of Companies Act 2013, Board decided to adopt the new set of Memorandum of Association & Article of Association as per Companies Act 2013.

With the enactment of Companies Act 2013 it is mandatory for every company to adopt new set of article of association & Memorandum of Association as per new Act.

Therefore this resolution is being placed before the members for their approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 11 & 12 of the accompanying Notice for approval of the Members.

ITEM NO.13

The Company was changed its name dated 30.12.2021 to ENCODE PACKAGING INDIA LIMITED for diversification and growth of the Company accordingly the Directors of the Company in their meeting held on 06th June 2022 put forward the proposal to change the main object of the Company as per name of the Company and to start the new activities of Company with the new object as mentioned in the resolution.

The proposed change of Object will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

As per the provisions of Sections 4 & 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for Change the object of the Company & consequent alteration in the Memorandum of Association of the Company by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 13 of the accompanying Notice for approval of the Members.

By Order of the Board
For ENCODE PACKAGING INDIA LIMITED

Sd/-
SUNIL KUMAR CHOPRA
MANAGING DIRECTOR
(DIN: 00092090)

Sd/-
RAJAN CHOPRA
WHOLE TIME DIRECTOR
(DIN: 00092139)

Place: JALANDHAR
Dated: 06.06.2022

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting their **27th Annual Report** on the Business and Operations and the accounts for the Financial Year ended 31st March, 2022 of the Company.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder:

Particulars	(Fig in Rs)	(Fig in Rs)
	For the year ended on 31.03.2022	For the year ended on 31.03.2021
Revenue from Operations	1,05,91,353.00	3,88,60,225.00
Other Income	5,570.00	0.00
Finance Charges	3,521.00	2,615.00
Provision for Depreciation	3,03,472.00	9,467.00
Profit Before Tax	6,92,970.00	64,665.00
Less: Current Tax	1,08,100.00	10,300.00
Deferred Tax	1,18,405.00	-2,441.00
Profit After Tax	4,66,465.00	56,806.00
Proposed Dividend on Equity Shares	0.00	0.00
Tax on proposed Dividend	0.00	0.00
Transfer to Reserves	0.00	0.00
Surplus carried to Balance Sheet	4,66,465.00	56,806.00

2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance are as under:

- Revenue from operations Decreased to Rs. 10591353/-
- Profits After tax increased also increase from Rs. 56,806 to Rs. 4,66,465/-

3. PROPOSED TRANSFER TO GENERAL RESERVES

As per section 134(3) (j) of Companies Act, 2013, No amount has transferred to the General Reserve.

4. DIVIDEND

In order to conserve the resources of the Company, the director's have decided not to declare any Dividend for the financial year 2021-22.

5. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

The name of company change from Nova Publication India Limited to Encode Packaging India Limited w.e.f 30.12.2021 for diversification and growth of the Company in new sector.

6. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is none of the above-mentioned order(s) which impacts the going concern status and company's operations in future.

7. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY FOR THE COMPANY

The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure "A"** and is attached to this report.

9. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

10. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure "B"** as Form MGT-9 and is attached to this Report.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of Contracts or Arrangements made with related parties pursuant to Section 188 of Companies act, 2013 is furnished in **Annexure "C"** as Form AOC-2 and is attached to this report.

12. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its Responsibility Statement that:-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

14. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review, no amount of principal or interest was outstanding as on the date of balance sheet.

15. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS

a) Board Meetings

The Board of Directors of the Company met 9 (Nine) times during the financial year 2021-22. The Details of above-mentioned Board Meetings are provided in Corporate Governance Report annexed herewith.

b) Changes in Directors And Key Managerial Personnel

1. Appointment of Mr. Navdeep Singh Bhatti, having DIN- 03232929 as Independent Director of the company w.e.f. 12.02.2022.
2. Appointment of Mr. Vibhuti Bhatti, having DIN- 08191843 as Independent Director of the company w.e.f. 09.03.2022.
3. Appointment of Mr. Raman Kumar, having DIN- 08784318 as Independent Director of the company w.e.f. 27.12.2021.
4. Resignation of Subash Chander Kohli, having DIN- 05266510 from the post of Independent Director of the company w.e.f. 05.05.2022.
5. Resignation of Ms. Golabun Begam, having DIN-08032340 as Independent Director of the Company w.e.f. 23.02.2022

c) Independent Directors

The Company has received declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the above Act.

d) Details of Ratio of Remuneration to Directors

The information relating to remuneration of directors as required under Section 197(12) of the Act –NIL

e) Board Committees

The Board has constituted 3 committees which are as follows:-

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

f) Board Evaluation

As required under the provisions of Section 134(3) (p), the Board has carried out an annual performance evaluation of its own performance and the manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration Committee shall carry out evaluation of Director's performance.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he/she is a member/ general meetings, participation constructively and actively in the meetings of the Board /Committees of the Board, etc.

g) Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied to have access for the same.

h) Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no other material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees or Investments made by the Company are provided in the Financial Statements of the Company.

17. STATUTORY AUDITORS

M/s. SARNA & AGGARWAL (FRN- 011796C) appointed as the Statutory auditors of the Company to hold office from the date of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company, at remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.

18. REMARK BY SECRETARIAL AUDITOR

The secretarial Auditor Mr Ankit Gandhi of Ankit Gandhi and Associates given following observation in Audit report: -Violation of Regulation 30(6) and Scedule III clause 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for late filling of proceeding of Annual general Meeting..

Reply by the board: -

The board has taken note of the observation raised by the secretarial Auditor and will take care in future.

19. CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS

The Register of Members and Share Transfer books of the company will be closed with effect from 28th June, 2022 to 04th July, 2022 (both days inclusive).

20. CORPORATE GOVERNANCE

Your Company has been complying with the provisions of Corporate Governance as stipulated in Regulations 24, 27 and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. A separate as applicable report on Corporate Governance along with Auditors' certificate on compliance of the Corporate Governance norms as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Management Discussion & Analysis forming part of this report are provided elsewhere in this Annual Report.

21. Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed off during the financial year 2021-22:

- (a) No. of complaints received: NIL
- (b) No. of complaints disposed: NIL

22. LISTING FEES

The Company confirms that it has paid the annual listing fees for the financial year 2021-2022.

23. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The internal control and internal audit system are not commensurate with the size and nature of business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. But, regarding internal audit, the company has no formal internal Audit system; however, such checking is being carried out by the staff of the Company. Regarding internal control, appropriate steps are being introduced by the management of the company. Moreover, the Company has appointed M/s Ritesh Khatter & Company, Chartered Accountants, as its Internal Auditors and they periodically test the efficacy of the prevailing internal control systems.

24. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

By Order of the Board
For ENCODE PACKAGING INDIA LIMITED

Sd/-	Sd/-
SUNIL KUMAR CHOPRA	RAJAN CHOPRA
MANAGING DIRECTOR	WHOLE TIME DIRECTOR
(DIN: 00092090)	(DIN: 00092139)

Place: JALANDHAR
Dated: 06.06.2022

ANNEXURE 'A'
Forming Part of the Directors' Report

Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo [Clause (m) of sub-section 134 of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014]

A) Conservation of Energy

1) Energy Conservation measures undertaken: -

The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end. Energy conservation measures have been implemented at all the plants and offices of the Company and special efforts are being put on undertaking specific energy conservation projects like:

- I. Installation of imported technology which helps in reducing energy consumption.
- II. Utilization of lights and other electrical equipments only when need arise.
- III. Optimizing chiller/ split/ package AC set to maintain space temperature @ 26 degree centigrade.
- IV. Auto shutting down of systems to reduce UPS power consumption.
- V. Any other measures as recommended by the concerned department for maximum conservation.

2) Additional investments and proposals:

- I. Replacement of conventional lighting with energy efficient new LED lights to reduce lighting power consumption.
- II. Company is trying to reduce its expenses of energy consumption.

B) Technology Absorption

(i) Efforts, in brief made towards absorption: Induction of contemporary technology and continuous improvement projects across businesses towards reducing process variability, cycle time and wastage while enhancing manufacturing productivity. The Company is using the modern technology in the manufacturing process. As a result there has been a marked Improvement in the quality of the products manufactured by the Company besides lowering the cost of production. The technology has been fully absorbed.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution (a) New techniques and technology of production.

(b) Provide benefits that are cost effective from both an individual and a company perspective.

(iii) Details of Import of Technology (imported during the last three years)- NA

(iv) Expenditure incurred on Research & Development- NA

(v) Foreign Exchange Earnings and Outgo –NA

By Order of the Board
For ENCODE PACKAGING INDIA LIMITED

Sd/-
SUNIL KUMAR CHOPRA
MANAGING DIRECTOR
(DIN: 00092090)

Sd/-
RAJAN CHOPRA
WHOLE TIME DIRECTOR
(DIN: 00092139)

Place: JALANDHAR
Dated: 06.06.2022

SECRETARIAL AUDIT REPORT

The Members,

ENCODE PACKAGING INDIA LIMITED
Jalandhar

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ENCODE PACKAGING INDIA LIMITED (hereinafter called the company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the ENCODE PACKAGING INDIA LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **“the Company”** for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made under the Act;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made under the Act;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed under the Act;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following applicable Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

(vi) Other Laws including Micro, Small and Medium Enterprises Development Act, 2006 applicable to the Company as per the representations given by the Company.

(vii) We have also examined compliance with applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and;

During the period under review and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

-Violation of Regulation 30(6) and Schedule III clause 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for late filling of proceeding of Annual General Meeting.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Ankit Gandhi & Associates

Place: JALANDHAR
Date:06.06.2022

Sd/-
CS Ankit Gandhi
Company Secretary
FCS No 7646;
CP. NO 8204

This Report to be read with our letter of even date which is annexed to this Report as Annexure A and forms integral part of this Report.

The Members

ENCODE PACKAGING INDIA LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Encode Packaging India Limited.

1. The maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Ankit Gandhi & Associates

Place: JALANDHAR
Date:06.06.2022

Sd/-
CS Ankit Gandhi
Company Secretary
FCS No 7646;
C.P. NO 8204

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions **not at Arm's length basis: NIL**

2. Details of contracts or arrangements or transactions **at Arm's length basis:**

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Evergreen Publications India Limited (Associate)
b)	Nature of contracts/arrangements/transaction	Sale of Goods
c)	Duration of the contracts/arrangements/transaction	During 2021-22
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	Rs.56,562/-

3. Details of contracts or arrangements or transactions **at Arm's length basis:**

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nova Publications(Associate)
b)	Nature of contracts/arrangements/transaction	Sale of Goods
c)	Duration of the contracts/arrangements/transaction	During 2021-22
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	Rs.52,00,674/-

By Order of the Board
For ENCODE PACKAGING INDIA LIMITED

Sd/-
SUNIL KUMAR CHOPRA
MANAGING DIRECTOR
(DIN: 00092090)

Sd/-
RAJAN CHOPRA
WHOLE TIME DIRECTOR
(DIN: 00092139)

Place: JALANDHAR
Dated: 06.06.2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

This management's discussion and analysis is designed to provide you with a narrative explanation through the eyes of our management of how we performed, as well as information about our financial condition and future prospects. This management's discussion and analysis contains forward-looking statements, which are subject to risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements. Forward-looking statements include, but are not limited to, our 2022 outlook, our expectations related to general economic conditions (including the impact of the COVID-19 pandemic on the India and global economies) and market trends and their anticipated effects on our business segments.

BUSINESS REVIEW

The Company was changed its name dated 30.12.2021 to ENCODE PACKAGING INDIA LIMITED for diversification and growth of the Company also it will start the new business i.e Packaging Business after change the main object of the Company.

OPPORTUNITIES & THREATS, RISKS & CONCERN, PERFORMANCE & OUTLOOK

The company bears the normal risk in terms of inherent business risk in the kind of business the company is into. The Board of the company has taken a balanced approach for investing in these activities.

<u>STRENGTHS</u>	<u>WEAKNESSES</u>
<ul style="list-style-type: none">• Research and Development.• Brand enhancement and differentiation• Growing international & domestic market.	<ul style="list-style-type: none">• Environmental problems.• Cost of equipments.• Cost of packaging
<u>OPPURTUNITIES</u>	<u>THREATS</u>
<ul style="list-style-type: none">• leverage the sustainable packaging segment.• Supply to booming customer industries.• Drive innovation and technology.	<ul style="list-style-type: none">• Highly competitive and cyclical industry.• Increasing trend of E-commerce.• Restrictive trade practices by consumer countries

RISKS & CONCERNS

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to are, credit risk, market risk and operational risk. Deriving from the long years of experience, your Company's policy framework is designed to provide the right balance between business growth and portfolio quality.

OUTLOOK

Your Company shall continue to aggressively pursue to increase its turnover which will further increase margins. This endeavor is expected to result in ample opportunities in future where your Company can perform significantly.

INFORMATION TECNOLOGY

Our company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets.

HUMAN RESOURCES

Your Company continues to lay great stress on its most valuable resource - people. Continuous training is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the customer of the company.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic market conditions affecting the availability of resources, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

CORPORATE GOVERNANCE

(A) COMPANY'S PHILOSOPHY

Corporate Governance is based on the principle of fairness, equity, transparency, accountability and dissemination of information. In 'ENCODE PACKAGING INDIA LIMITED', we believe that a high standard of Corporate Governance is the essence of business growth and investor confidence. The Company aims at to set the highest standards of governance, meticulously pursue them and thereby maximize value for its shareholders and fairness to its customers, employees and public at large.

(B) BOARD OF DIRECTORS

The Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company. As part of its functions, Board periodically reviews all the relevant information which is required to be placed before it pursuant to Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The meetings of the Board of Directors are normally held at its registered office of the Company. Meetings are scheduled well in advance and after adequate notice.

The Board of Directors comprises Executive, Non-Executive and Independent directors in the Company.

During the year, 9 Board meetings were held on 05.06.2021, 23.06.2021, 14.08.2021, 25.08.2021, 30.08.2021, 13.11.2021, 27.12.2021, 12.02.2022, 09.03.2022.

The attendance of directors in the Board meeting held during the year and at the last Annual General Meeting are as under:

Name of Director	Designation	No of Board Meetings Attended	Attendance of Last AGM
SUNIL KUMAR CHOPRA (DIN:00092090)	Managing Director	9	YES
RAJAN CHOPRA (DIN:00092139)	Whole Time Director Executive	9	YES
VARINDER SEHGAL (DIN:02846404)	Independent Non-Executive Director	9	YES
SUBASH CHANDER KOHLI (DIN: 05266510)	Independent Non-Executive Director	9	YES
CHETAN BALUBHAI PATEL (DIN: 03556088)	Non-Executive Director	2	YES
GOLABUN BEGAM (DIN: 08032340)	Independent Non-Executive Director	0	YES
UMESHBHAI GOR RASIKLAL (DIN: 08424480)	Independent Non-Executive Director	1	YES
RAMAN KUMAR (DIN: 08784318)	Independent Non-Executive Director	2	NO
NAVDEEP SINGH BHATTI (DIN: 03232929)	Independent Non-Executive Director	1	NO
VIBHUTI BHATTI (DIN: 08191843)	Independent Non-Executive Director	0	NO

- ❖ Appointment of Mr. Navdeep Singh Bhatti, having DIN- 03232929 as Independent Director of the company w.e.f. 12.02.2022.
- ❖ Appointment of Mr. Vibhuti Bhatti, having DIN- 08191843 as Independent Director of the company w.e.f. 09.03.2022.
- ❖ Appointment of Mr. Raman Kumar, having DIN- 08784318 as Independent Director of the company w.e.f. 27.12.2021.
- ❖ Resignation of Ms. Golabun Begam, having DIN-08032340 as Independent Director of the Company w.e.f. 23.02.2022

(C) AUDIT COMMITTEE

1. Terms & References

The terms of references of Audit Committee includes review and discussion with the auditors about internal control system, the scope of audit including the observations of the auditors, and the review of quarterly, half yearly and annual financial statements before they are submitted to the Board of Directors.

2. Composition

The Board has constituted Audit Committee in accordance with the requirements of Section 177 of the Companies Act 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The terms of reference of Audit Committee include the powers and role stipulated in Schedule II SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

Name of Member	Status	No. of Meetings Attended
VARINDER SEHGAL	Chairman	5
SUBHASH CHANDER KOHLI	Member	5
RAJAN CHOPRA	Member	5

The Audit Committee had met 5 (Five) times during the year 2021-22 on 05.06.2021, 14.08.2021 , 30.08.2021, 13.11.2021, 12.02.2022

The audit committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary
- Compliance with the accounting standards.

The Audit Committee of the Company performs the following functions:-

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment/removal of auditors of the company, fixation of audit fees and approval for payment for any other services.

- Reviewing with management the annual financial statements before submission to the board for approval with particular reference to:
 - i) Change, if any, in accounting policies and practices and reasons for the same.
 - ii) Major accounting entries involving estimates based on exercise of judgment by the management.
 - iii) Significant adjustments made in the financial statements arising out of audit findings.
 - iv) Compliance with listing and other requirements relating to financial statements.
 - v) Disclosure of any related party transactions.
- Reviewing with the management, the quarterly and yearly financial statement before submission to the Board for approval.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit Process.
- Reviewing the functioning of the Whistle Blower mechanism.

Review of information

Management discussion and analysis of financial condition and results of operations;

- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(D) NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted Nomination and Remuneration Committee in accordance with the requirements of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The terms of reference of Nomination and Remuneration Committee include the powers and role stipulated in Schedule II SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

Name of Member	Status	No. of Meetings Attended
SUBHASH CHANDER KOHLI	Chairperson	5
VARINDER SEHGAL	Member	5
SUNIL CHOPRA	Member	5

The Nomination and Remuneration Committee had met 5 (Five) times during the year 2021-22 on the 25.08.2021, 30.08.2021, 27.12.2021, 12.02.2022, 09.03.2022.

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To develop a succession plan for the Board and to regularly review the plan.

Remuneration Policy

The remuneration paid to Executive Directors of the Company is approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee. The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on review of achievements, on a periodical basis.

Performance evaluation of the Independent directors

Board evaluates the performance of Independent directors as per new SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

(E) STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Board has constituted Stakeholder's Relationship Committee in accordance with the requirements of the Companies Act 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The terms of reference of Stakeholder's Relationship Committee include the powers and role stipulated in Schedule II SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

- The company has a committee to look into issues relating to shareholders and focus primarily on share transfers, redress of shareholders' and investors' complaints and matters relating thereto. The chairman of the committee is Sh. RAJAN CHOPRA
- No share holder's complaint was received during the year under consideration as such no complaint was pending as on 31-03-2022. No share is pending for transfer as on 31-03-2022.

The Stakeholder's Relationship Committee had met 2 (Two) time during the year 2021-22 on 30.08.2021 & 09.03.2022

Name of Member	Status	No. of Meetings Attended
RAJAN CHOPRA	Chairperson	2
VARINDER SEHGAL	Member	2
SUNIL CHOPRA	Member	2

(F) GENERAL BODY ANNUAL GENERAL MEETING

The details of last three annual general meetings are given below:

Financial Year	Day & Date	Time	Location
2020-21	MONDAY, 27.09.2021	02.00 P.M	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility
2019-20	SATURDAY, 26.09.2020	02.00 P.M	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility
2018-19	WEDNESDAY, 25.09.2019	02.00 P.M	41, Chandan Nagar, Jalandhar

No postal ballots were used for voting at these meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

(G) DISCLOSURES

Name & Designation of Compliance Officer- Ms. Shagun Dewan, Company Secretary is designated as Compliance officer of the Company.

Shareholders Complaints & Requests- There were 2 Complaints received during the year 2021-22 which were also resolved during the year.

(H) MEANS OF COMMUNICATION

All vital information relating to the Company and its performance, including quarterly results, official press releases are posted on the web site of the Company.

- The Company's web-site address is <http://www.encodepackaging.com>.
- The quarterly and annual results of the Company's performance are published in leading English dailies like Economic Times, and in vernacular language (Punjabi) in Ajit Samachar, Aaj di Awaz etc.
- The quarterly results of the Company are also available on the websites of BSE Limited. The site is www.bseindia.com.

(I) GENERAL SHAREHOLDER INFORMATION

Date of incorporation	05th December, 1994
Registered office	D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB
Date and Time of Annual General Meeting	04th July, 2022 at 02.00 PM (IST)
Venue of Annual General Meeting	D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB
Date of Book Closure	28th June, 2022 to 04th July, 2022

Financial Calendar	
Financial reporting for 1st Qtr. ending June 30, 2022	On or before 14 th August, 2022
Financial reporting for 2nd Qtr. ending Sept 30, 2022	On or before 14 th November, 2022
Financial reporting for 3rd Qtr. ending Dec 31, 2022	On or before 14 th February, 2023
Financial reporting for 4th Qtr. ending March 31, 2023	On or before 30 th May, 2023

Listing on Stock Exchange	Shares are listed in Bombay Stock Exchange The listing fee for the year 2021-22 has been paid to the Bombay Stock Exchange.
Registrar and Transfer Agents	Datamatics Business Solutions Limited Plot No.B-5, Part B Cross Lane, MIDC, Andheri (East) Mumbai-400093, India\Tel: +91-2266712001-6, Fax: +91-2266712011 www.datamaticsbpo.com , info@dfssl.com

Scrip Code	(BSE) – 530733
ISIN Code	(NSDL) - INE900O01014

(J). SHARES TRANSFER

Share transfers and related operations for the Company are conducted by Datamatics Business Solutions Limited., which is registered with the SEBI as a Registrar. Share transfer is normally affected within the maximum period of 15 days from the date of receipt, if all the required documentation is submitted

(K). OTHERS

Shareholding Pattern as on 31st March 2022

Category of Shareholders	No. of Shareholders	No. of fully paid up equity shares held	Shareholding as a %
(A) Promoter & Promoter Group	0	0	0
(B) Public	1040	3152100	100.00
Total	1040	3152100	100.00

Distribution of Shareholding as on 31st March, 2022

Sr. No.	Shares Range		Shares	% To Capital	No. Of Holders	% To No. Of Holders
	From	To				
1	1	500	69076	2.19	631	60.67
2	501	1000	89410	2.84	103	9.90
3	1001	2000	81740	2.59	52	5.00
4	2001	3000	97706	3.10	37	3.56
5	3001	4000	147922	4.69	41	3.94
6	4001	5000	123586	3.92	27	2.60
7	5001	10000	627815	19.92	83	7.98
8	10001	50000	1101137	34.93	57	5.48
9	50001	9999999999	813708	25.82	9	0.87
TOTAL			3152100	100.00	1040	100.00

Dematerialization of shares & liquidity as on 31st March, 2022

	Number of shares	% of Total Issued Cap.
Shares held in dematerialized form in CDSL	1962349	62.26
Shares held in dematerialized form in NSDL	423701	13.44
Shares held in Physical	766050	24.30
Total	3152100	100%

Stock Data as on 31st March, 2022

Following Table gives the monthly high and low prices and volumes of equity shares of the Company at BSE for the year ended March 31, 2022.

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr-21	29.95	32.00	29.00	30.35	185
May-21	31.00	32.90	24.50	24.50	436
June-21	24.50	26.45	21.25	26.40	5870
July-21	26.40	28.05	25.00	26.20	425
Aug-21	26.20	26.20	19.20	23.60	1576
Sept21	23.55	23.95	13.05	13.05	3424
Oct-21	12.40	13.70	9.55	10.04	92622
Nov-21	10.04	10.51	8.67	9.92	31538
Dec-21	9.92	9.92	8.11	9.39	33987
Jan-22	9.39	13.00	8.49	12.10	208177
Feb-22	12.10	12.86	9.39	9.98	45227
Mar-22	9.98	11.33	7.91	8.40	20264

Location Address

ENCODE PACKAGING INDIA LIMITED, D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB (INDIA) Ph: 0181-5007630
E mail: cs@encodepackaging.com Website: Encodepackaging.com

Address for Correspondence:

In line with the requirement of the Listing Agreement, Company has designated an email ID cs@encodepackaging.com exclusively for the purpose of registering complaints by investors. The Shareholders may address their correspondence to:

Company Office (Registered)

ENCODE PACKAGING INDIA LIMITED
D-82, FOCAL POINT EXTENSION
JALANDHAR CITY PUNJAB
Phone No: 0181-5007630
Email: cs@encodepackaging.com

Registrars and Transfer Agent

Datamatics Business Solutions Limited.
Plot No.B-5, Part B Cross Lane, MIDC
Andheri (East) Mumbai-400093, India
Tel: +91-2266712001-6
Email: info@dfssi.com

(L). OTHERS DISCLOSURES

a) Materially significant related party transaction that may have potential conflict of interests of Company at large

Related party Transactions are defined as transfer of resources, service or obligations between a company and related party, regardless of whether a price is charged.

Necessary disclosures under the Accounting Standards 18 relating to the related Party transactions form part of the accounts for the year 2021-22. Please refer this link for read the policy on related party transaction <http://www.encodepackaging.com/Policies/>

b) Disclosure of accounting treatment in preparation of financial statements

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

c) Whistle blower policy

The company has put in place a mechanism of reporting illegal or unethical behaviour. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. Please refer this link for read the whistle blower policy <https://encodepackaging.com/Policiess/>

d) Auditor's Certificate on Corporate Governance:

The auditor's certificate regarding compliance of conditions of corporate governance is annexed to the Directors' Report

Declaration by Managing Director

The declaration by the Managing Director stating that all the Board Members and senior management personnel have affirmed their compliance with the laid down code of conduct for the year ended March 31, 2022, is annexed to the Corporate Governance Report.

To,
The Members
ENCODE PACKAGING INDIA LIMITED

Sub-Declaration regarding compliance with the Code of Conduct by Board Members and Senior Management personnel

This is to certify that

- The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the Company.
- The Code of Conduct has been posted on the website of the Company.
- The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year 2021-22.

Date: 05.06.2022
Place: Jalandhar

Sunil Kumar Chopra
Managing Director

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and
Schedule V Para C clause (10) (i) of (Listing Regulations, 2015)**

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by M/s Encode Packaging India Limited, having its Registered office at D-82, FOCAL POINT EXTENSION JALANDHAR CITY-144004, Punjab and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on 31.03.2022, in our opinion, **none of the director** on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

Place: JALANDHAR
Date: 06.06.2022

For Ankit Gandhi & Associates
CS Ankit Gandhi
Company Secretary
FCS No 7646; CP. NO 8204

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of **ENCODE PACKAGING INDIA LIMITED**

We have examined the compliance of the mandatory conditions of Corporate Governance Procedure followed by ENCODE PACKAGING INDIA LIMITED during the year ended 31st March 2022, as stipulated in as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said company with Stock Exchanges.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For M/S CHANDAN SYAL & CO.
Chartered Accountants

Sd/-

CHANDAN SYAL

PARTNER

M.No. : 541845

Date: 04.06.2022
Place: JALANDHAR

INDEPENDENT AUDITOR'S REPORT

TO,

**THE MEMBERS OF ENCODE PACKAGING INDIA LIMITED
PREVIOUSLY KNOWN AS NOVA PUBLICATIONS INDIA LIMITED**

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **ENCODE PACKAGING INDIA LIMITED** previously known as NOVA PUBLICATIONS INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31/03/2022 and the Statement of Profit and Loss, statement of cash flows and statement of changes in equity for the year then ended, and notes to financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2022**, and its **Profit** and changes in equity and cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue Recognition

The Key Audit Matter	How the Matter was addressed in our audit
As disclosed in the financial statements, revenue is measured net of any trade discounts and volume rebates to customers ("discounts and rebates"). Certain discounts and rebates for goods sold during the year are only finalised when the precise amounts are known, and revenue therefore includes an estimate of variable consideration. The variable consideration	Our audit procedures included: <ul style="list-style-type: none">• Understanding the process followed by the Company to determine the amount of accrual for discounts and rebates.• Evaluating the design and implementation and testing operating effectiveness of Company's general IT controls, key manual and application controls over the Company's IT systems including controls over rebates agreements / arrangements, rebate payments / settlements and

<p>represents the portion of discounts and rebates that are not directly deducted on the invoice and involves estimation by the Company in recognition and measurement of such discounts and rebates. This includes establishing an accrual at year end, particularly in arrangements with customers involving varying terms which are based on annual contracts or shorter-term arrangements. In addition, the value and timing of promotions for products varies from period to period, and the activity can span beyond the year end. The unsettled portion of the variable consideration results in discounts and rebates due to customers as at year end.</p>	<p>Company's review over the rebate accruals.</p> <ul style="list-style-type: none"> • Inspecting on a sample basis, key customer contracts. Based on the terms and conditions relating to discounts and rebates, assessing the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards. • Performing substantive testing by selecting samples of discounts and rebates transactions recorded during the year as well as period end discounts and rebates accruals and matching the parameters used in the computation with the relevant source documents. • Examining historical rebate accrual together with our understanding of current year developments to form an expectation of the rebate accrual as at year end and comparing this expectation against the actual rebate accrual, completing further inquiries and obtaining underlying documentation, on a sample basis, as appropriate.
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Provisions and contingent liabilities relating to taxation, litigations and claims

The Key Audit Matter	How the Matter was addressed in our audit
<p>The provisions and contingent liabilities relate to ongoing litigations and claims with various authorities and third parties. These relate to direct tax, indirect tax, transfer pricing arrangements, claims, general legal proceedings, environmental issues and other eventualities arising in the regular course of business. As at the year ended 31 March 2022, the amounts involved are insignificant. The determination of a provision or contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. The amount recognised as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Company.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Understanding the process followed by the Company for assessment and determination of the amount of provisions and contingent liabilities relating to taxation, litigations and claims. • Evaluating the design and implementation and testing operating effectiveness of key internal controls around the recognition and measurement of provisions and re-assessment of contingent liabilities. • Inquiring the status in respect of significant provisions and contingent liabilities with the Company's internal tax and legal team, including challenging the assumptions and critical judgements made by the Company which impacted the computation of the provisions and inspecting the computation. • Assessing the assumptions used and estimates of outcome and financial effect, including considering judgement of the Company, supplemented by experience of similar decisions previously made by the authorities and, in some cases, relevant opinions given by the Company's advisors. • Testing data used to develop the estimate for completeness and accuracy. • Evaluating judgements made by the Company by comparing the estimates of prior year to the actual outcome. • Evaluating the Company's disclosures in the financial statements in respect of provisions and contingent liabilities. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is neither recognized nor disclosed.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for

expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (b) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (c) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

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- (d) The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
- (e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) On the basis of the written representations received from the directors as on **31/03/2022** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2022** from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts for which there were any material foreseeable losses. The Company has made provision if any, as required under the applicable law or accounting standards, for material foreseeable losses on derivative contracts to the financial statements;
 - iii.
 - a) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
 - c) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - d) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material misstatement;
 - e) No dividend has been declared or paid during the year by the Company is in compliance with Section 123 of the Act.
- (i) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the

Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

FOR CHANDAN SYAL & CO.
(Chartered Accountants)

(Firm's Registration No. 030690N)

Sd/-

Chandan Syal

PROP.

Membership No. :541845

Place: Jalandhar
Date: 30.05.2022

"Annexure A" to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s ENCODE PACKAGING INDIA LIMITED Previously Known As NOVA PUBLICATIONS INDIA LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system Equitable Mortgage over financial reporting and their operating effectiveness. Our audit of

internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system Equitable Mortgage over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls System Equitable Mortgage over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR CHANDAN SYAL & CO.
(Chartered Accountants)
(Firm's Registration No. 030690N)
Sd/
Chandan Syal
PROP.
Membership No. :541845

Place: Jalandhar
Date: 30.05.2022

Annexure “B” to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(1) In Respect of Fixed Assets

(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As explained to us, Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed/ Possession Certificate/ Lease agreement/ Encumbrance Certificate provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date except for the following which are not held in the name of company. The documents are with the banks/ financial institutions and are not available for verification.

Description of Property	Gross Carrying Value	Held in the Name of	Whether promoter or director or their relative or employee	Period Held	Reason for not being held in the name of company
		NIL			

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year

(2) In Respect of Inventory

(a) As explained to us, Physical verification of inventory has been conducted at reasonable intervals by the management. Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification by the management

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(3) According to information and explanations given to us, The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability, Partnerships or other parties covered in the register maintained under section 189 of the Act.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans to any other entity as below:

Particulars	Loans
NIL	

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of secured and unsecured loans are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of secured and unsecured loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of secured and unsecured loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties. Further, the Company has not given any advances in the nature of loans to any party.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(4) According to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits and amounts which are deemed to be deposits from public. Therefore, the provisions of the clause (v) of paragraph 3 of the Order are not applicable to the Company.

(6) Having regard to the nature of the Company's business / activities, the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act. Accordingly reporting under clause (vi) of paragraph 3 of the Order is not applicable.

(7) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022, for a period of more than six months from the date they became payable.

(c) According to the information and explanation given by the management no dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax, Provident Fund and Cess which have not been deposited as on March 31, 2022 on account of disputes.

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount Unpaid	Amount paid Under protest

(8) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- (9) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made there under
- (10) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix) (a) of the order is not applicable to the company. Company is not required to file quarterly returns of current assets to bank or financial institutions.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loans from any lender. Accordingly, clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act. The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31 March 2022.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act). The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31 March 2022.
- (11) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.
- (12) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

- (13) The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.
- (14) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by then applicable accounting standards.
- (15) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (16) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its subsidiaries or associate companies or persons connected with them and hence provisions of section 192 of the companies Act, 2013 are not applicable.
- (17) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC
- (18) The Company has not incurred cash losses in the current and in the immediately preceding financial year
- (19) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company.
- (20) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (21) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects, the Company has transferred the unspent amount to a Special Account within a period of 30 days from the end of the financial year in compliance with Section 135(6) of the Act.

Notes forming part of the financial statements

as at and for the year ended March 31, 2022

1. CORPORATE INFORMATION

The Company is in Publishing activity and carrying manufacturing / trading of books and publishing paper.

2. SIGNIFICANT ACCOUNTING POLICIES

i) **Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 and relevant provisions thereof.

ii) **Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognized in the period in which the results are known/ materialized.

iii) **Inventories**

Inventories are valued at lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sales including octroi and other levied. Finished goods and work in progress are valued at cost or realizable value.

iv) **Cash flow Statement**

Cash flow are reported using the indirect methods, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company are segregated based on the available information.

v) **Depreciation and amortization**

Depreciation has been provided for on the USEFUL LIFE METHOD as per the rates prescribed in schedule II to the Companies Act, 2013. Depreciation is charged from the month of the date of purchase in the case of acquisition made during the year. In respect of assets sold, depreciation is provided up to the month prior to the date of sale. Intangible assets are amortized over their estimated useful life.

vi) **Revenue recognition**

SALES OF GOODS

Revenue is recognized when significant risk and rewards of ownership of the goods sold are transferred to the customer and the commodity has been delivered to the shipping agent/ customer. Revenue represents the invoice value of goods and services provided to third parties net of discounts, sales tax/ value added, GST and adjustments arising on analysis variances.

OTHER INCOME

Interest income is recognized on a time proportion basis by reference to the principal outstanding and at the interest rate applicable.

vii) Tangible fixed assets

Fixed assets are carried at historical cost (net of available Central, State VAT credit and GST input) less accumulated depreciation/amortization and impairment losses, if any. Costs include expenses incidental to the installation of assets and attributable borrowing and financing costs incurred upto the date the assets is ready for its intended use.

CAPITAL WORK IN PROGRESS

Projects under which assets are not ready for their intended use and other capital work in progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

viii) Intangible Assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

ix) Foreign currency transactions and translations

No foreign currency Transactions are recorded during the financial year.

x) Foreign currency forward contracts

No Foreign currency forward contracts are made.

xi) Government grants, subsidies and export incentives

No Government grants and subsidies are received by the company.

xii) Investments

No Long term investments are made by the company.

xiii) Employee benefits

SHORT TERM EMPLOYEE BENEFITS

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service.

xiv) Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs attributable to the acquisition or construction of assets requiring a substantial period of time are capitalized. All other borrowing costs including exchange differences on foreign currency loans to the extent regarded as an adjustment to the interest costs are charged to statement of profit and loss and included under "Finance Cost".

xv) Segment reporting

The company is dealing in single product. Therefore, the company operates in single business segment.

xvi) Taxes on income

The company's income taxes include taxes on the company's taxable profits, adjustment attributable to earlier periods and changes in deferred taxes. Valuation of all tax liabilities are carried at current amounts and in accordance with the enacted tax laws and in the case of deferred taxes, at rates that have substantively enacted.

Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences which occur as a result of items being

for income tax purposes during a period different from when they were recognized in the financial statements.

xvii) Impairment of assets

The impairment of assets is not charged to the statement of Profit & Loss.

xviii) Provision, contingent liabilities and contingent assets

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is neither recognized nor disclosed.

xix) Related Party Disclosures

As per Accounting Standard 18, the disclosures of transactions with related parties are given below:-

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:-

S.No.	Name of Related Party	Relationship	
1	Evergreen Publications India Limited	Associates	
2	Nova Publications	Associates	

(ii) Transactions during the year with related parties:-
(Rs. In Lacs)

S.No.	Nature of Transactions	Associates	Key Management Personal
1	Sale of Goods	Rs.52.57	

xx) The company has complied with the requirement with respect to number of layers as prescribed u/s 2(87) of the companies act, 2013 read with companies (restriction on number of layers) Rules,2017.

xxi) The Company has not traded or invested in crypto currency or virtual currency during the year

xxii) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

xxiii) DISCLOSURE AS PER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

There are no loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties as at 31st March, 2022 and 31st March, 2021.

xxiv) DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act 2013 or Section 560 of Companies Act, 1956 during the financial year

xxv) Previous year Figures

Previous year figures are regrouped and recasted.

ENCODE PACKAGING INDIA LIMITED
Previously Known as NOVA PUBLICATIONS INDIA LIMITED
Balance Sheet as at 31st March, 2022

Particulars	Sch No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
EQUITY			
Share Capital	1	31,521,000	31,521,000
Other Equity	2	1,244,878	778,413
TOTAL EQUITY (A)		32,765,878	32,299,413
NON CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	3	531,000	-
Lease Liabilities		-	-
Other Non-Current Financial Liabilities		-	-
Deferred Tax Liabilities (Net)		113,293	-
TOTAL NON CURRENT LIABILITIES (B)		644,293	-
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings		-	-
Trade Payables	4	342,937	32,387,163
Other Financial Liabilities		-	-
Other Current Liabilities	5	700,456	785,445
Provisions	6	108,100	10,300
TOTAL CURRENT LIABILITIES (C)		1,151,492	33,182,908
TOTAL EQUITY & LIABILITIES (A)+(B)+(C)		34,561,663	65,482,320
II.Assets			
NON CURRENT ASSETS			
Property, Plant & Equipment	7	14,072,585	1,057
Other Intangible Assets		-	-
Capital Work-in-Progress		-	-
Intangible Assets under Development		-	-
Non-Current Investments		-	-
Deferred Tax Assets (Net)		-	5,112
Other Financial Assets	8	3,000,000	-
Other Non-Current Assets		-	-
TOTAL NON CURRENT ASSETS (A)		17,072,585	6,169
CURRENT ASSETS			
Financial Assets			
Current Investments		-	-
Inventories	9	631,050	-
Trade Receivables	10	3,356,504	57,049,150
Cash and Cash Equivalents	11	2,232,146	488,466
Other Financial Assets		-	-
Other Current Assets	12	11,269,378	7,938,536
TOTAL CURRENT ASSETS (B)		17,489,078	65,476,152
TOTAL ASSETS (A)+(B)		34,561,663	65,482,320

NOTES TO ACCOUNTS

1 - 22

Schedules referred to above and notes attached there to form an integral part of Balance Sheet
As per our report of even date attached.

FOR CHANDAN SYAL & CO.
Chartered Accountants.

FOR ENCODE PACKAGING INDIA LIMITED

CHANDAN SYAL
Proprietor
Membership No. : 541845
Firm No.: 030690N
PLACE : Jalandhar
DATE : This day of 30th MAY 2022
UDIN: 22541845AKCYUA8430

SUNIL KUMAR CHOPRA
DIN:00092090
MANAGING DIRECTOR

RAJAN CHOPRA
DIN:00092139
WHOLE TIME DIRECTOR

RICHA KHULLAR
PAN:BOUPK0835C
CHIEF FINANCIAL OFFICER

SHAGUN DEWAN
PAN: BYOPD1179E
COMPANY SECRETARY

ENCODE PACKAGING INDIA LIMITED
Previously Known as NOVA PUBLICATIONS INDIA LIMITED
Profit and Loss statement for the year ended 31st March, 2022

Particulars	Sch No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from Operations	13	10,591,353	38,860,225
II. Other Income	14	5,570	-
III. Total Income (I +II)		10,596,923	38,860,225
IV. Expenses:			
Cost of Materials Consumed	15	3,016,272	-
Purchase of Stock-in-Trade	16	5,448,982	38,106,897
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	17	-	-
Employee Benefit Expense	18	129,000	90,000
Financial Costs	19	3,521	2,615
Depreciation and Amortization Expense	20	303,472	9,467
Other Expenses	21	1,002,706	586,582
Total Expenses		9,903,953	38,795,561
V. Profit Before Exceptional and Extraordinary Items and Tax	(III - IV)	692,970	64,665
VI. Exceptional Items		-	-
VII. Profit Before Extraordinary Items and Tax (V - VI)		692,970	64,665
VIII. Extraordinary Items		-	-
IX. Profit Before Tax (VII - VIII)		692,970	64,665
X. Tax Expense:			
(1) Current Tax		108,100	10,300
(2) Deferred Tax		118,405	(2,441)
XI. Profit(Loss) for the Period from Continuing Operations	(IX-X)	466,465	56,806
XII. Profit/(Loss) from Discontinuing Operations		-	-
XIII. Tax Expense of Discounting Operations		-	-
XIV. Profit/(Loss) from Discontinuing Operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		466,465	56,806
XVI. Earning Per Equity Share:			
(1) Basic		0.15	0.02
(2) Diluted		0.15	0.02

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Account
As per our report of even date attached.

FOR CHANDAN SYAL & CO.
Chartered Accountants.

FOR ENCODE PACKAGING INDIA LIMITED

CHANDAN SYAL
Proprietor
Membership No. : 541845
Firm No.: 030690N
PLACE : Jalandhar
DATE : This day of 30th MAY 2022
UDIN: 22541845AKCYUA8430

SUNIL KUMAR CHOPRA
DIN:00092090
MANAGING DIRECTOR

RAJAN CHOPRA
DIN:00092139
WHOLE TIME DIRECTOR

RICHA KHULLAR
PAN:BOUPK0835C
CHIEF FINANCIAL OFFICER

SHAGUN DEWAN
PAN: BYOPD1179E
COMPANY SECRETARY

ENCODE PACKAGING INDIA LIMITED
Schedules Forming Part of the Balance Sheet

Sch : 1 Share Capital

Sr. No	Particulars		C.Y	P.Y
1	AUTHORIZED CAPITAL 90,00,000 Equity Shares of Rs. 10/- each.		90,000,000	40,000,000
			90,000,000	40,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 31,52,100 Equity Shares of Rs. 10/- each, Fully Paid Up		31,521,000	31,521,000
	Total		31,521,000	31,521,000

The company is having only one class of equity shares having a par value of Rs.10.00. The Equity Shares have rights, preferences and restrictions which are in accordance with provisions of law, in particular the Companies Act,2013

Company has increased the Authorised Share Capital from Rs.400 Lacs to Rs.900 Lacs approved in Annual General Meeting dt.27.09.2021. Further during the year the name of Company is also changed from "Nova Publications India Limited" to "Encode Packaging India Limited"

Statement of changes in Equity

	<u>C.Y</u>	<u>P.Y.</u>
Balance at the beginning of the reporting year	3152100	3152100
Changes in Equity Share capital due to prior period errors	0	0
Restated balance at the beginning of the current reporting period	3152100	3152100
Changes in Equity Share capital during the year	0	0
Balance At the end of the reporting year	3152100	3152100

Below are the name of the shareholders holding more than 5% of Equity Shares

Name	No. of Shares Holding	Percentage of Holding	% of change during the year
NIL			

Sch : 2 Other Equity

Sr. No	Particulars		C.Y	P.Y
1	Other Reserve (General Reserves)		-	-
2	Surplus (Profit & Loss Account)			
	Opening Balance		778,413	721,607
	(+) Net Profit/(Net Loss) for the current year		466,465	56,806
	(+) Income Tax Refund		-	-
	(+) Transfer from Reserves		-	-
	(-) Income Tax		-	-
	(-) Transfer to Reserves		-	-
	Closing Balance		1,244,878	778,413
	Total		1,244,878	778,413

Sch : 3 Borrowings

Sr. No	Particulars		C.Y	P.Y
1	Loans & Advances From Directors		531,000	-
	Total		531,000	-

Sch : 4 Trades Payable

Sr. No	Particulars	C.Y	P.Y
1	Total outstanding of Micro and Small Enterprises	324,647	32,387,163
2	Total outstanding of other than Micro and Small Enterprises	18,290	-
	Total	342,937	32,387,163

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006

Sch : 4A Trades Payables ageing Schedule

Sr. No	Particulars	C.Y	P.Y
1	Outstanding for following periods from due date of Payment		
	Less than One Year	342,937	32,387,163
	One- Two Years	-	-
	Two- Three Years	-	-
	More than Three Years	-	-
	Total	342,937	32,387,163

Sch : 5 Other Current Liabilities

Sr. No	Particulars	C.Y	P.Y
1	Advances from Customers	500,000	500,000
2	Other payable (specify nature)		
	i) Due to Employees	43,000	10,000
	ii) Other Liabilities:	-	117,989
	iii) Unclaimed Dividend	157,456	157,456
	Total	700,456	785,445

Sch : 6 Provisions

Sr. No	Particulars	C.Y	P.Y
1	Provision for Taxes	108,100	10,300
	Total	108,100	10,300

Sch : 8 Other Financial Assets

Sr. No	Particulars	C.Y	P.Y
1	Advance against Capital Assets	3,000,000	-
	Total	3,000,000	-

Sch : 9 Inventories

Sr. No	Particulars	C.Y	P.Y
1	Raw Material	631,050	-
2	WIP and Finished Goods	-	-
3	Other	-	-
	(Stock as per Inventories taken prepared, valued and certified by the management)		
	Total	631,050	-

Sch : 10 Trade Receivables

Sr. No	Particulars	C.Y	P.Y
1	Undisputed Trade Receivables Considered Good	3,356,504	57,049,150
2	Undisputed Trade Receivables Considered Doubtful	-	-
3	Disputed Trade Receivables Considered Good	-	-
4	Disputed Trade Receivables Considered Doubtful (Debits considered good for which company holds no security other than the debtors personal security)	-	-
	Total	3,356,504	57,049,150

Sch : 10A Trades Receivables ageing Schedule

Sr. No	Particulars	C.Y	P.Y
1	Outstanding for following periods from due date of Payment		
	Less than Six Months	3,356,504	57,049,150
	Six Months - One Year	-	-
	One- Two Years	-	-
	Two- Three Years	-	-
	More than Three Years	-	-
	Total	3,356,504	57,049,150

Sch : 11 Cash & Cash Equivalent

Sr. No	Particulars	C.Y	P.Y
1	Cash-in-Hand Cash Balance	47,390	247,540
	Sub Total (A)	47,390	247,540
2	Bank Balance	2,184,756	240,926
	Sub Total (B)	2,184,756	240,926
3	Cheques on Hand (C)	-	-
	Total [A + B + C]	2,232,146	488,466

Sch : 12 Other Current Assets

Sr. No	Particulars	C.Y	P.Y
	Advances to Suppliers	8,780,500	7,723,000
	Advance Tax & TDS	6,041	42,010
	Income Tax Refundable	48,210	112,620
	GST Receivable	2,434,627	60,906
	Total	11,269,378	7,938,536

Sch : 7 Property, Plant & Equipments

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on Current Year	WDV as on Previous Year
I	Tangible Assets											
1	Plant and Machinery		147,360	14,375,000	-	14,522,360	146,303	303,472	-	449,775	14,072,585	1,057
2	Computer		-	-	-	-	-	-	-	-	-	-
	SUB TOTAL (A)		147,360	14,375,000	-	14,522,360	146,303	303,472	-	449,775	14,072,585	1,057
II	Other Intangible Assets											
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	-
III	Capital Work-in-progress (Prepared, valued and certified by the management)											
	SUB TOTAL (C)		-	-	-	-	-	-	-	-	-	-
IV	Intangible Assets Under Development											
	SUB TOTAL (D)		-	-	-	-	-	-	-	-	-	-
	Total [A + B + C + D] (Current Year)		147,360	14,375,000	-	14,522,360	146,303	303,472	-	449,775	14,072,585	1,057
	(Previous Year)		147,360	-	-	147,360	136,836	9,467	-	146,303	1,057	10,524

Sch : 13 Revenue From Operations

Sr. No	Particulars	C.Y	P.Y
1	Sales of Products	10,591,353	38,860,225
	Total	10,591,353	38,860,225

Sch : 14 Other Income

Sr. No	Particulars	C.Y	P.Y
1	Interest Received	5,570	-
	Total	5,570	-

Sch : 15 Cost of Material Consumed

Sr. No	Particulars	C.Y	P.Y
	Opening Stock of Raw Materials	-	-
	Purchases	3,647,322	-
	Closing Stock of Raw Materials	631,050	-
	Total	3,016,272	-

Sch : 16 Purchases of Stock in Trade

Sr. No	Particulars	C.Y	P.Y
	Opening Stock	-	-
	Purchases	5,448,982	38,106,897
	Closing Stock	-	-
	Total	5,448,982	38,106,897

Sch : 17 Change in Inventories

Sr. No	Particulars	C.Y	P.Y
1	Opening Stock of Semi/Finished Goods	-	-
2	Less: Closing Stock of Semi/ Finished Goods	-	-
	Total	-	-

Sch : 18 Employment Benefit Expenses

Sr. No	Particulars	C.Y	P.Y
1	Wages & Salaries	129,000	90,000
2	Staff Welfare	-	-
	Total	129,000	90,000

Sch : 19 Financial Cost

Sr. No	Particulars	C.Y	P.Y
1	Interest Expense		
	(i) Interest Paid	150	1,365
	(ii) Bank Interest	-	-
2	Other Borrowing Cost		
	(i) Bank Charges & Commision	3,371	1,250
	Total	3,521	2,615

Sch : 20 Depreciation & Amortised Cost

Sr. No	Particulars	C.Y	P.Y
1	Depreciation	303,472	9,467
	Total	303,472	9,467

Sch : 21 Other Expenses

Sr. No	Particulars	C.Y	P.Y
A.	MANUFACTURING EXPENSES		
	Power & Fuel	76,563	-
		-	-
	Total (A)	76,563	-
B.	OFFICE & ADMIN EXPENSES		
	Fees, Taxes & Subscription	797,150	382,590
	AGM Expenses	-	30,000
	Telephone & Domain Hosting Expenses	73,500	91,000
	Postage & Telegram	-	-
	Legal Charges	5,600	-
	Miscellaneous Expenses	3,693	(8)
	AUDITOR'S REMUNERATION		
	Audit Fees	-	25,000
	Total (B)	879,943	528,582
C.	SELLING & DISTRIBUTION EXPENSES		
	Advertisement Expenses	46,200	58,000
		-	-
	Total (C)	46,200	58,000
	Total [A + B + C]	1,002,706	586,582

Sch : 22 Key Ratio Analysis

Sr. no.	Ratios	C.Y.	P.Y.	% change in Ratios *
1.00	Current Ratio (Current Assets/Current Liabilities)	15.19	1.97	0.87
2.00	Debt-Equity Ratio (Long Term Debt/ Equity)	0.02	-	1.00
3.00	Debt Service Coverage Ratio (EBITDA/Total Debt Service)	N.A	N.A	N.A
4.00	Return on Equity Ratio (Net Income / Equity)	0.02	0.00	0.91
5.00	Inventory turnover ratio (Cost of Goods Sold/ Average Inventory)	N.A	N.A	N.A
6.00	Trade Receivables turnover ratio (Net Credit Sales/Average Account Receivables)	16.78	0.48	0.97
7.00	Trade payables turnover ratio (Net Credit Purchases/Average Account Payables)	0.28	2.32	7.35
8.00	Net capital turnover ratio (Annual Sales/Equity)	1.30	2.41	0.86
9.00	Net profit ratio (Net Profit after Tax/Annual Sales)	0.04	0.00	0.97
10.00	Return on Capital employed (EBIT/Capital Employed)	0.02	0.00	0.90
11.00	Return on investment (Net Profit after Tax / Investment Investment (i.e. Capital Employed)	N.A	N.A	N.A

* Further explanation shall be provided for any change in the ratio by more than 25% as compared to the preceding year

The variation in all the indicators exceeds 25% on favorable note and shows improvement in all the key ratios when compared with previous year. The change is due to direct adverse impact of COVID on publication industry during the F.Y 2020-21 as compared to F.Y 2021-22

Sch : 23 CORPORATE SOCIAL RESPONSIBILITY (CSR)
 Corporate Social Responsibility (CSR)

NOT APPLICABLE TO THE COMPANY

CASH FLOW STATEMENT

	Particular	Figures for the current reporting period	Figure for the previous reporting period
		2	3
	1		
I. CASH INFLOWS			
1 From Operating activities			
(a) Profit from operating activities		692,970	64,665
<u>Adjustment:</u>			
Depreciation and amortization		303,472	9,467
Amortization of stock compensation			
(Gain)/Loss on sale of fixed assets		-	
Interest Expense		150	1,365
Assets written off		-	
Provision/ (Reveral) for doubtful debts and advances			
(b) Working capital changes:			
Decrease in inventories		-	
Decrease in trade receivables		53,692,646	
Decrease in short-term loans		-	
Decrease in other current assets		-	
Increase in trade payables		-	32,875,363
Increase in other current liabilities		-	91,724
Increase in provisions		97,800	-
Total of (1)		54,787,038	33,042,584

2	From Investing activities		
	(a) Proceeds from sale of fixed assets		-
	(b) Proceeds from sale of investments	-	-
	(c) Realisation of long-term loans and advances from subsidiaries/associates/ business ventures	-	-
	(d) Decrease in other long-term loans and advances	-	-
	(e) Decrease in other non-current assets		
	(f) Dividend received	-	-
	(g) Interest received	-	-
	(h) Other income		
	Total of (2)	-	-
3	From Financing activities		
	(a) Proceeds from issue of share capital		
	(b) Share application money pending allotment		
	(c) Proceeds from long-term borrowings	531,000	
	(d) Proceeds from short-term borrowings		
	Total of (3)	531,000	-
	Total cash inflows (1+2+3)	55,318,038	33,042,584
II.	CASH OUTFLOWS		
1	From Operating activities		
	(a) Loss from operating activities	-	
	<u>Adjustments:</u>		
	Depreciation and amortization	-	
	Amortization of stock compensation		
	(loss)/Gain on sale of fixed assets	-	-
	Interest Income	-	-
	Assets written off		
	(Provision)/ Reversal for doubtful debts and advances		
	(b) Working capital changes:		
	Increase in inventories	631,050	-
	Increase in trade receivables	-	32,957,137
	Increase in short-term loans and advances	-	23,159
	Increase in other current assets	3,330,842	-
	Decrease in trade payables	32,044,226	-
	Decrease in other current liabilities	84,989	-
	Decrease in provisions	-	45,500
	(c) Direct taxes paid (Net of refunds)	108,100	10,300
	(d) Dividend Paid	-	-
	Total of (1)	36,199,208	33,036,096
2	From Investing activities		
	(a) Purchase of tangible assets/capital; work-in-progress	14,375,000	
	(b) Purchase of intangible assets/assets under development	-	
	(c) Purchase of investments		
	(d) Investment in subsidiaries/associates/business ventures		
	(e) Payment of long-term loans and advances to subsidiaries/associates/business ventures		
	(f) Increase in other long-term loans and advances	3,000,000	
	(g) Increase in other non-current assets		
	Total of (2)	17,375,000	-
3	From Financing activities		
	(a) Repayment of long-term borrowings	-	
	(b) Repayment of short-term borrowings	-	
	(c) Dividend paid (including distribution tax)		
	(d) Interest on other finance costs	150	1,365
	(e) Share issue expenses		
	Total of (3)	150	1,365
	Total cash outflows (1+2+3)	53,574,358	33,037,461
III.	Net (decrease)/increase in cash and cash equivalents (I-II)	1,743,681	5,123
	Add: Cash and cash equivalents at the beginning of the period	488,466	483,343
IV.	Cash and cash equivalents at the end of the period	2,232,146	488,466

ENCODE PACKAGING INDIA LIMITED
CIN: L67120PB1994PLC015406
R/O-D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB 144004 IN

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 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

1. Name: Address.....
E-Mail Id:Signature:
2. Name: Address.....
E-Mail Id:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on **Monday, the 04th day of July, 2022 at 02:00 P.M.** at registered office of the Company at D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB 144004 IN

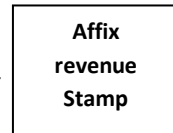
** I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Ordinary Resolution(s)	For	Against	Abstain
Item No.1- Adoption of Financial Statements			
Item No.2- Retire By Rotation			
Item No.3- Appointment of Auditors			
Item No.4- Appointment of MR. RAMAN KUMAR as Independent Director			
Item No.5- Appointment of MR. NAVDEEP SINGH BHATTI as Independent Director			
Item No.6- Appointment of MS. VIBHUTI BHATTI as Independent Director			
Item No.7- Appointment of MR. GAGANDEEP SINGH as Director			
Item No.8- Appointment of MR. RAJVIR SINGH as Director			

Special Resolution(s)	For	Against	Abstain
Item No 9-Reappointment of Mr. Sunil Kumar Chopra (DIN: 00092090) as a Managing Director of the Company for a period of further five years.			
Item No 10-Reappointment of Mr. Rajan Chopra (DIN: 00092139) as a Whole-Time Director of the Company for a period of further five years.			
Item No.11– Adoption of New Set of Memorandum of Association of the Company as per Companies Act 2013			
Item No.12– Adoption of New Set of Article of Association of the Company as per Companies Act 2013			
Item No 13–To alter the main object in the Memorandum of Association of the Company.			

Signed thisday of 2022

 Signature of Shareholder



 Signature of first proxy holder

 Signature of second proxy holder

 Signature of third proxy holder

** This is only optional. Please put a 'V' in the appropriate column against the resolutions indicated in the Box.

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB 144004 IN, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company held on Monday, the 04th day of July, 2022 at 02:00 P.M. at registered office of the Company at D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB 144004 IN

Name & Address of the Shareholder(s)	DP Id	
	Client Id/Regd. Folio.	
	No. of Shares Held	
If Shareholder(s) please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

Notes:

- (1) Shareholder / Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
- (2) Members are requested to advise the change of their address, if any, to M/s Datamatics Business Solutions Limited at the above address.

ENCODE PACKAGING INDIA LIMITED

CIN: L67120PB1994PLC015406

**Regd. Office: D-82, FOCAL POINT EXTENSION
JALANDHAR CITY
PUNJAB -144001, INDIA.**

Tel No: 0181-5007630

Website: <http://encodepackaging.com>

E-mail: cs@encodepackaging.com