

SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with various circulars issued by SEBI)

OF

NATRAJ PROTEINS LIMITED**for the year ended 31.03.2026**

We, M/s D.K. Jain & Co., Company Secretaries have examined:

- a) all the documents and records made available to us, and explanation provided by **Natraj Proteins Limited** (CIN: L00153MP1990PLC006090);
- b) the filings/ submissions made by the listed entity to the BSE Ltd at - www.bseindia.com;
- c) website of the listed entity i.e. www.natrajproteins.com;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the financial year ended **31st March, 2026** ("Review Period") in respect of compliance with the provisions of:

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

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, includes: -

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not Applicable to the Listed entity during the period under review, in view of that no securities were issued*);
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buy back of Securities) Regulations, 2018 (*Not Applicable to the Listed entity during the period under review in view of that no securities were buy back*);
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review in view of that no such scheme was made*);
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review in view of that no such securities were issued and listed*);
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

and the Circulars/Guidelines issued thereunder;

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

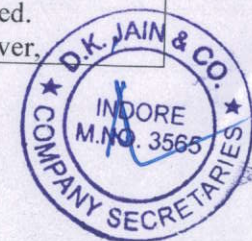


I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by the Company | Type of Action by BSE/ Authority | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-------|---|--|---|--|---|---|-------------|---|--|---------|
| 1 | The company is required to have the Special contingency Insurance Policy for insuring the risk arising out of the requirements relating to issue of duplicate securities. | SEBI.Cir. No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P /CIR/ 2022/70 dated 25th May, 2022 | The company has not renewed the Special Contingency Insurance Policy after 29.08.2025 | The company could not take the renewal of policy and is in process to get from the same provider or otherwise from other | No action has been taken by BSE or any authority/ | The company has not renewed the Special Contingency Insurance Policy after 29.08.2025 | Nil | The company was required to renew the insurance policy well in advance before its expiry, hence the required compliance was not made after 29.08.2025 | The company could not take the renewal of policy and is in process to get from the same provider or otherwise from other | Nil |

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

| S. No | Observations/ Remarks of the Practicing Company Secretary | Observation made in the Secretarial Compliance Report for the year ended | Compliance Requirement (Regulations/Circulars/ guidelines including specific clause) | Details of Violation / Deviations and actions taken / penalty imposed, if any on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the Listed entity |
|-------|--|--|--|--|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 1 | The shareholders who are holding shares more than 1% of the total capital of the company are required to disclose their PAN in the | 31.03.2023; 31.03.2024; 31.03.2025 | Company is required to disclose PAN of those shareholders who are holding more than 1% shares of the company | Details of violation: The company has not disclosed PAN of 2 shareholders holding more than 1% of the total shares | The Company's RTA have issued various reminder letter for updating the KYC details of the members in Form ISR-1 and ISR-2 but | Necessary action have been taken by the Company as required. However, |



| | | | | | | |
|---|--|--|---|---|--|---|
| | Shareholding Pattern on the quarterly basis. | | | held by them Action taken by: No Action has been taken by any authority. | still no PAN details were provided by them. | necessary compliances are pending at the part of the shareholders |
| 2 | As per the Internal code of Conduct of the Company designed as per the requirement of Schedule B of the SEBI (PIT) Regulations, 2015. Designated Persons/ Employees, connected persons, Fiduciary of the Company and their immediate relatives are advised to not execute trades when trading window of the company is closed. | 31.03.2023 31.03.2024 31.03.2025 | All the Promoter and Promoter group, Directors, KMP's, Designated Persons/ Employees, connected persons, Fiduciary of the Company and their immediate relatives are not allowed to deal in the shares of the Company either directly or indirectly during this Closure of Trading Window. | Details of violation: One of the promoter has sold 17,323 equity shares during the Trading Window was closed Action taken by: No Action has been taken by any authority. | The company has asked for various details from such Promoter but no reply was received. Further, Audit committee has made proper enquiry of the various transactions and then the matter has been reported to BSE through Listing Portal on 10.08.22. | The matter needs to be decided by the competent authority on the application made to BSE Ltd. on 10.08.2022 |



I. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| S. No | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|-------|--|-------------------------------|--|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India. | Yes | - |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of the Board of directors of the listed entities; ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI. | Yes Yes | - - |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website i.e. www.natrajproteins.com. ● Timely dissemination of the documents/information under a separate section on the website. ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document (s)/ section of the website. | Yes Yes Yes | - - - |
| 4. | Disqualification of Director: None of the Director(s) of the Company is/are disqualified u/s 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | - |
| 5. | Details related to subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | N.A. N.A. | The company does not have any Subsidiary or Material Subsidiary company. |
| 6. | Preservation of Documents: The listed entity is preserving and | Yes | - |



| | | | |
|-----|---|-----------------|---|
| | maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015. | | |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations | Yes | - |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; (b) In case no prior approval is obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes N.A. | - It is observed that prior approval of Audit Committee has been obtained, wherever it was required. |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder. | Yes | - |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | - |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: <u>No action(s) has been taken</u> against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder or the action taken against the listed entity/its promoters/directors/subsidiaries either by the SEBI or by Stock Exchange are specified in the last column. | Yes | - |



| | | | |
|-----|--|------|--|
| 12. | <p>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of Statutory Auditors from the listed entities or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with Para 6.1 and 6.2 of Section V-D Chapter V of Mater Circular on compliance with the provisions of LODR Regulations by Listed entities.</p> | N.A. | There was no resignation of the Auditor of the company during the period under review. |
| 13. | <p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation /circular /guidance note etc. except as reported above</p> | No. | - |
| 14. | <p>The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR:</p> <p>a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021.</p> <p>b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.</p> <p>The rationale for reducing information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.</p> | N.A. | The listed entity is not required to comply with the disclosure requirement of Employee Benefit Scheme Documents in terms of Regulations 46(2)(za) of LODR Regulations |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

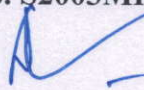


3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Place: Indore
Date: 25th May, 2026
UDIN: F003565H000462518

For, D. K. JAIN & CO,
COMPANY SECRETARIES
FRN No. S2003MP064600


CS (Dr.) D.K. JAIN
PROPRIETOR
FCS No.: 3565: CP No.: 2382
Peer review: 6672/2025