

Form MGT-8
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CIN : L00153MP1990PLC006090
Nominal Capital : Rs.5,00,00,000

We have examined the registers, records, books and papers of **Natraj Proteins Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the **financial year ended on 31st March, 2021 (1st April, 2020 to 31st March, 2021)**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year are correctly and adequately.
B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. the company is having a status of a Public Limited Company incorporated under the provisions of the Companies Act, 1956 and have its shares listed with the BSE Ltd.;
 2. maintenance of registers/records as stated in **Annexure 'A'** to this certificate and making entries therein within the time prescribed thereof;
 3. filing of forms and returns, with the Registrar of Companies/ Central Government prescribed under the Act and the Rules made thereunder is detailed as follows:

S. No.	Particulars of Form	Purpose	Authority to which filed	Date of event	Date of Filing	Timely or Delayed	SRN
1.	CHG-1	Creation of Charge of Bank of Baroda of Rs. 45.50 Crores	RoC	04.05.2020	22.05.2020	Timely	R39412051
2.	CHG-1	Modification of Charge of Bank of Baroda from Rs. 45.50 Cr. to Rs. 49.27 Cr.	RoC	09.11.2020	18.11.2020	Timely	R71352157
3.	CHG-4	Satisfaction of Charge of Andhra Bank of Rs. 55.50 Crores	RoC	20.06.2020	11.09.2020	Delayed	R55005896
4.	DPT-3	Annual DPT-3 as at 31.03.2020	RoC	31.03.2020	08.08.2020	Delayed (Filed in extended period)	R48923825
5.	MR-1	Re-appointment of Shri Sharad Kumar Jain as WTD for a period of 3 years w.e.f 01.10.2020	RoC	01.10.2020	30.10.2020	Timely	R69298826
6.	MGT-7	Annual Return as at 31.03.2020	RoC	31.03.2020	23.10.2020	Timely	R68408434
7.	AOC-4 (XBRL)	Financial Statements for 2019-20 as at 31.03.2020	RoC	31.03.2020	14.12.2020	Delayed (Filed in extended period)	R74901711
8.	MGT-15	Report on AGM 2020	RoC	28.09.2020	03.10.2020	Timely	R65382582
9.	MGT-14	Approval of Accounts for the FY 2019-20	RoC	14.07.2020	22.07.2020	Timely	R46801528
10.	MGT-14	Approval of Board Report for the FY 2019-20	RoC	13.08.2020	26.08.2020	Timely	R51462125
11.	MGT-14	Authority to avail Working Capital Limit of	RoC	31.03.2020	02.06.2020	Timely	R40397358

		Rs. 4550.00 Lakhs from Bank of Baroda					
12.	MGT-14	Re-appointment of Shri Sharad Kumar Jain as WTD for a period of 3 years w.e.f 01.10.2020	RoC	28.09.2020	03.10.2020	Timely	R65385270
13.	CRA-2	Appointment of Cost Auditor	Central Govt.	14.07.2020	24.07.2020	Timely	R47205554
14.	CRA-4 (XBRL)	Filing of Cost Audit Report	Central Govt.	13.08.2020	28.12.2020	Timely	R78417003

4. calling, convening and holding meetings of Board of directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, notices were given by hand /by email and the directors have signed the attendance sheets for the respective meetings.
 - 4.1 Proceedings have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 - 4.2 The Company has held
 - 4.2.1 2 (Two) CSR Committee;
 - 4.2.2 4 (Four) Audit Committee;
 - 4.2.3 1 (One) Nomination and Remuneration Committee;
 - 4.2.4 1 (One) Stakeholders Relationship Committee;
 - 4.2.5 1 (One) Independent Directors meeting; and
 - 4.2.6 4 (Four) Corporate Compliance Committee.
 - 4.3 The Company was not required to pass any resolutions by Postal Ballot or through Circular.
5. the Company has closed its Register of Members during the financial year 2020-21 for the purpose of the Annual General Meeting from 22nd Sept., 2020 to 28th Sept., 2020;
6. the company has not granted any loans and not provided any advances to the person or firms or companies referred under section 185 of the Companies Act, 2013.
7. the company has entered into contracts and made arrangements and as explained by the management that these were on the arms' length basis and in the ordinary course of business with related parties which were not material as specified under section 188 of the Act, after taking Omnibus approval of the Audit Committee as required under section 188 of the Companies Act, 2013;
8. the Registrar and Share Transfer Agent of the Company has on behalf of the company, has confirmed that the company was not required to deliver any share certificates during the financial year. The Company has:
 - 8.1 not issued or allotted any shares;
 - 8.2 not made any buy back of any equity share;
 - 8.3 not issued preference shares or debentures;
 - 8.4 not altered or reduced the share capital;
 - 8.5 not done any conversion of shares or securities and;
 Hence, it was not required to issue any security certificate in all the above instances;
9. there was no requirement to keep in abeyance any right of dividend, bonus, right shares pending registration of transfer of shares during the year under review.
10. the company has not declared any dividend during the year 2020-21. Further there was no requirement to transfer any unpaid/unclaimed dividend/other amounts as it was not applicable during the year 2020-21 to the IEPF in accordance with section 125 of the Act;
11. the Audited Financial Statement was approved and signed in the Board Meeting held on 14th July, 2020. The report of the Board for the year ended 31st March, 2020 was prepared, approved and signed on 13th August, 2020 as per the provisions of section 134 of the Companies Act, 2013.
12. the Board of directors of the company is duly constituted. However, during the year, following changes took place:-
 - Shri Sharad Kumar Jain, Whole-time Director was re-appointed w.e.f. 1st October, 2020 for a period of 3 years;
 Other than this, there was no appointment/re-appointment of directors to fill casual vacancy during the financial year. The Company has made proper disclosure of the directors and remuneration paid to them;
13. the company has appointed M/s Anup Shrivastava & Associates, as the Statutory Auditors of the Company for a period of 5 consecutive financial years from the conclusion of 26th Annual General meeting (AGM) held on 09.09.2017 till the conclusion of the 31st Annual General Meeting to be held in the year 2022. There was no casual vacancy of the auditors of the Company;

14. the company has obtained approval of the Central Government for appointment of M/s Yogesh Chourasia & Associates as the Cost Auditor for the year 2020-21 except that, it was not required to obtain any approval of the Central Government, Tribunal, Regional Director, Registrar, Court or such authorities prescribed under the various provisions of the Act during the financial year;
15. the company has not invited/accepted/renewed/repaid any deposits including any unsecured loans falling within the purview of section 73 & 74 during the financial year.
16. the Company is continuing borrowings from, banks and has created, modified and satisfied the charge during the year under review. The Company has not borrowed any amount from its directors, members, Public Financial Institutions during the year under review.
17. the company has not made any loans and investments and given any guarantees or provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the year under review;
18. the company has not altered the provisions of the Memorandum and/or Articles of Association of the Company during the year under review;

Matter of emphasis:

The Company has not expended Rs. 27.36 Lakhs towards the CSR activities as required under section 135 of the Companies Act, 2013.

Disclaimer

1. *The compliance by the Company for the applicable taxation Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, and the annual financial statements along with notes attached therewith has not been reviewed by us, since the same have been subject to the statutory financial auditor or by other designated professionals.*
2. *The aforesaid certificate is issued on the basis of the information and according to the random examinations of the documents carried out by us and explanations furnished to us by the company, its officers and agents basis while providing our aforesaid certificate.*
3. *The above said certificate is not a Secretarial Audit.*
4. *All the records after examinations have been delivered to the company/ its representative and we do not possess any original records as per our standard practice.*
5. *Maintenance of the Record are the responsibility of the Company.*

**For, D.K. JAIN & CO.
COMPANY SECRETARIES
F.R. No.: I1995MP067500**

**UDIN:
Peer review: 743/2020
Place: Indore
Date:**

**CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565
CP 2382**

ANNEXURE-A

For Registers maintained by the Company/RTA:

S. No.	Name of Register	Register /Form	Requirement u/s
1	Register of Issuance of Duplicate Share Certificate (Maintained by RTA)	SH-2	46(3)
2	Register of Charges	CHG-7	85
3	Register of Transfer/Transmission (Maintained by RTA)	SH-4	88(1)(a)
4	Register of Member (Maintained by RTA)	MGT-1	88(1)(a)
5	Register for Recording the Disclosure of Interest received in the Form MBP-1 and Register of contracts with related party and contracts and bodies corporate in which directors are interested	MBP-4	189(1)
6	Minute Book • Board Meeting • Committee Meetings • General Meeting	-	118
7	Records for Attendance of: • Board Meeting • Committee Meetings • Members meeting	-	SS-1 & SS-2
8	Register of Directors and KMPs and their shareholdings	-	170

For, D.K. JAIN & CO.
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