

**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 31<sup>st</sup> March 2022 (1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022)**. 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.	MGT-14	Annual General Meeting	RoC	28/09/2021	05/10/2021	Timely	T53068730
2.	MGT-14	Approval of Accounts	RoC	24/06/2021	07/07/2021	Timely	T29820511
3.	MGT-14	Approval of Board Report	RoC	09/08/2021	03/09/2021	Timely	T40458135
4.	MGT-14	Investment in Mutual Funds	RoC	09/08/2021	06/12/2021	Delayed	T62075163
5.	DPT-3	Annual DPT-3 as at 31.03.2021	RoC	31/03/2021	28/06/2021	Timely	T26478792
6.	MR-1	Re-appointment of Mr. Kailash Chand Sharma as Chairman & MD for a period of 3 years w.e.f 01.08.2022	RoC	28/09/2021	11/10/2021	Timely	T53840880
7.	MGT-7	Annual Return as at 31.03.2021	RoC	31/03/2021	15/11/2021	Timely	T58642786
8.	AOC-4 (XBRL)	Financial Statements for 2020-21 as at 31.03.2021	RoC	31/03/2021	27/10/2021	Timely	T56410962
9.	MGT-15	Report on AGM 2021	RoC	28/09/2021	05/10/2021	Timely	T52996923
10.	CRA-2	Appointment of Cost Auditor	Central Govt.	24/06/2021	14/07/2021	Timely	T30801047
11.	CRA-4 (XBRL)	Filing of Cost Audit Report	Central Govt.	09/08/2021	13/09/2021	Delayed	T42465930
12.	CFSS-2020	Application for issue of immunity under the	RoC	31/03/2020	05/04/2021	Timely	T10299170

		CFSS, 2020					
--	--	------------	--	--	--	--	--

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 5 (Five) Audit Committee;
    - 4.2.3 1 (One) Nomination and Remuneration Committee;
    - 4.2.4 4 (Four) 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 2021-22 for the purpose of the Annual General Meeting from 22<sup>nd</sup> September, 2021 to 28<sup>th</sup> September., 2021;
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 2021-22. Further there was no requirement to transfer any unpaid/unclaimed dividend/other amounts as it was not applicable during the year 2021-22 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 24<sup>th</sup> June, 2021. The report of the Board for the year ended 31<sup>st</sup> March, 2021 was prepared, approved and signed on 9<sup>th</sup> August, 2021 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 Kailash Chandra Sharma, Chairman & Managing Director was re-appointed for a further period of 3 years w.e.f. 1<sup>st</sup> August, 2022;
 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 26<sup>th</sup> Annual General meeting (AGM) held on 09.09.2017 till the conclusion of the 31<sup>st</sup> 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 2021-22 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 not 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/Observation:***

*The Company has expended Rs. 7.80 Lakhs towards the CSR project of the company and the Remaining balance of Rs. 19.56 Lakhs will be spend in the tenure of the project.*

***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 posses 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:**

<b>S. No.</b>	<b>Name of Register</b>	<b>Register /Form</b>	<b>Requirement u/s</b>
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 and Records for Attendance of <ul style="list-style-type: none"><li>• Board Meeting</li><li>• Committee Meetings</li><li>• General Meeting</li></ul>	-	118 and SS-1 & SS-2
7	Register of Directors and KMPs and their shareholdings	-	170

**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**