

NATRAJ PROTEINS LIMITED

CIN: L00153MP1990PLC006090

Regd. Off: Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P)-461111

Ph no. 07572-262637,262640, Fax No.07572-262639

Email: natrajproteinltd@rediffmail.com

NPL/SE/2021

Online filing at www.listing.bseindia.com

09.06.2021

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 530119

Sub: Submission of the Annual Secretarial Compliance Report for the year ended 31.03.2021.

Dear Sir,

With reference to the terms of clause 3(b)(iii) of the SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019, we hereby submit the Annual Secretarial Compliance Report for the year ended 31.03.2021.

Further, the Annual Secretarial Compliance Report will also be filed in XBRL mode within the stipulated time period.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,
For, NATRAJ PROTEINS LIMITED

P. Agrawal
POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: a/a



**SECRETARIAL COMPLIANCE REPORT***(Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019)***OF****NATRAJ PROTEINS LIMITED****For the year ended 31.03.2021**

I, **CS (Dr.) Dilip Kumar Jain**, proprietor of M/s D.K. Jain & Co., Company Secretaries have examined:

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

for the year ended **31st March, 2021** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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, as amended from time to time and applicable, have been examined, include: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buyback of Securities) Regulations 2018;
- SEBI (Share Based Employee Benefits) Regulations, 2014;
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- circulars/guidelines issued thereunder;

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

- The listed entity has complied with the provisions of the above Regulations, circulars, notifications and guidelines issued thereunder and as applicable to it, (the Regulations mentioned above under (d) to (g) are not applicable to the company during the review period) except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Deviations | Observations/Remarks of the Practicing Company Secretary |
|--------|--|---|--|
| 1. | SEBI Circular No. CIR/CFD/ CMD/13/2015 dated 30.11.2015 in respect of keeping 100% shares of Promoters in D-mate Form; | - 100% shareholding of Promoters is not in D-mate form; | - Only 96.08% shares of the promoters shareholding is in D-mate Form, the company/promoters has claimed for exemption vide letter dated 2 nd May, 2018 for 78,000 shares held by late Mrs. Parveen Arora, about 3.92% |



| | | |
|--|--|--|
| - at-least 50% of shares of Non-Promoter Group in D-mate Form; and - PAN of Public shareholder holding more than 1% holding of the total Paid up share capital. | - Atleast 50% of Non-Promoter Group is not in D-mate Form. - Some of the Shareholders/ Company has not disclosed the PAN for holding more than 1% of the total paid up share capital. | - in the physical form. - Only 46.94% of the public shareholding is in the D-mate Form - Company has not disclosed PAN of Smt. Shubha Puri, Shri Pramod Puri and Apple Mutual Fund holding more than 1% of the total shares held by them in the company. |
|--|--|--|

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| None | | | | |

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

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|---|
| 1 | - Only 96.08% shares of the promoters shareholding is in D-mat Form and the company/ promoters has also claimed for exemption vide letter dated 2 nd May, 2018 for 78,000 shares held by late Mrs. Parveen Arora, about 3.92% in the physical form. - Only 46.46% of the public shareholding is in the D-mate Form | 31 st March, 2020 | - No further action was required to be taken by the Company, as the legal heir have not transmitted the said 78,000 shares holding 3.92% of the total share capital held by Late Mrs. Parveen Arora and still available in the physical form. -As compared to previous year, there is an increase of 0.48% shares of the public shareholding in the D-mat mode, therefore now 46.94% shares are in the D-mat Form. The Company's RTA have issued total three letters to de-mate | - Subject to the confirmation of the exemption claimed by the Company, it is having status of complied with as such. - Necessary action have been taken by the Company as prescribed, but necessary compliances are pending at the part of the shareholders. |



| | | | | |
|--|---|--|---|-------------------|
| | <p>-Company has not disclosed PAN of Smt. Shuba Puri, Shri Pramoda Puri and Apple Mutual Fund holding more than 1% shares in the company.</p> | | <p>their shares and providing PAN and Bank mandate as under; date 13th July, 2018; 20th Oct. 2018 and 1st Dec., 2018. However, no further reminders were given to the shareholders individually, except a note was incorporated in the notice of the AGM every year.</p> <p>-The Company's RTA have issued total three letters to de-mate their shares and providing PAN and Bank mandate as under; date 13th July, 2018; 20th Oct. 2018 and 1st Dec., 2018. However, no further reminders were given to the shareholders individually, except a note was incorporated in the notice of the AGM every year.</p> | <p>- As above</p> |
|--|---|--|---|-------------------|

Place: Indore
Date: 9th June, 2021
UDIN:F003565C000437009



For, D. K. JAIN & CO.,
COMPANY SECRETARIES
FRN No. ~~II995MP067500~~

CS (Dr.) D.K. JAIN
PROPRIETOR

FCS No.: 3565

CP No.: 2382

Peer review: 743/2020