

# Natraj Proteins Limited

SOLVENT EXTRACTION PLANT & REFINERY  
Nagpur Kalan, Ordinance Factory Road, ITARSI

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

Email : natrajproteinltd@rediffmail.com

CIN : L00153 MP 1990 PLC 006090



Ref. :

Date :

NPL/SE/2022

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

21.04.2022

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 31.03.2022.**

Dear Sir,

With reference to the terms of clause 3(b)(iii) of the SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated 8<sup>th</sup>February, 2019, we hereby submit the Annual Secretarial Compliance Report for the year ended 31.03.2022.

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 8<sup>th</sup> February, 2019)

**OF**

**NATRAJ PROTEINS LIMITED**

**For the year ended 31.03.2022**

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](http://www.bseindia.com)
- website of the Natraj Proteins Limited-[www.natrajproteins.com](http://www.natrajproteins.com)
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2022** ("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;  - PAN of Public shareholder holding more than 1% holding of the total Paid up share capital.	- 100% shareholding of Promoters 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.	- Only 95.74% shares of the promoters shareholding is in D-mate Form. The company/ promoters has claimed for exemption vide letter dated 2 <sup>nd</sup> May, 2018 for 78,000 shares held by late Mrs. Parveen Arora, which are about 2.08% of the total paid up capital in the physical form.  - Smt. Shubha Puri, Shri Pramod Puri and Apple Mutual Fund holding more than 1% of the total shares in the company have not disclosed their PAN to the Company, hence in the shareholding pattern of the Company, the PAN of such shareholders holding more than 1% shares was not disclosed.
2.	As per Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015 the promoter who intends to acquire/dispose shares of the company are required to submit Trading Plan to the Compliance Officer / BSE.	- Non submission of Trading Plan as required under Regulation 5.	- Mr. Arush Arora, considered as the promoter (Upon the sad demise of Ex-Promoter Shri Surendra Singh Arora) of the company has disposed off 1,26,283 equity shares of Rs. 10/- each, which is about 3.37% of the total paid up share capital of the Company during the year 2021-22 without complying with the Regulation 5 of SEBI (PIT) Regulations, 2015 relating to submission of Trading Plans and matters related thereto.

(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	<ul style="list-style-type: none"> <li>- Only 96.08% shares of the promoters shareholding is in D-mat Form, the company/ promoters has claimed for exemption vide letter dated 2<sup>nd</sup> May, 2018 for 78,000 shares held by late Mrs. Parveen Arora, about 3.92% of the total promoters share capital in the physical form.</li> <li>- Only 46.94% of the public shareholding is in the D-mate Form</li> <li>- 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.</li> </ul>	31 <sup>st</sup> March, 2020 and 31 <sup>st</sup> March, 2021	<ul style="list-style-type: none"> <li>- No further action was taken by the legal heir of Mrs. Parveen Arora these 78,000 shares which are now about 4.25% of the total promoters shareholding is still available in the physical form.</li> <li>-As compared to previous year, there is an increase of 4.63% shares of the public shareholding in the D-mat mode, therefore the company has complied with at-least 50% of shares of Non-Promoter Group in D-mate Form.</li> <li>-The Company's RTA have issued total three letters to de-mate their shares and providing PAN and Bank mandate on 13<sup>th</sup> July, 2018; 20<sup>th</sup> Oct. 2018 and 1<sup>st</sup> Dec., 2018. Further, in compliance of SEBI Circular dated 3<sup>rd</sup> November, 2021 further reminder were given to the shareholders but still no further action were taken by these shareholders</li> </ul>	<ul style="list-style-type: none"> <li>- Subject to the confirmation of the exemption claimed by the Company, it is having status of complied with as such.</li> <li>- The company has complied with the provisions during the year under review.</li> <li>- Necessary action have been taken by the Company as required. However, necessary compliances are pending at the part of the shareholders.</li> </ul>

Place: Indore  
Date: 21<sup>st</sup> April, 2022  
UDIN: F003565D000177618  
Peer review: 743/2020

For, D. K. JAIN & CO.,  
COMPANY SECRETARIES  
FRN No. 11995MP067500



(Dr.) D.K. JAIN  
PROPRIETOR  
FCS No.: 3565; CP No.: 2382