

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. :

NPL/SE/2024

Online filing at www.listing.bseindia.com

Date :

27th May, 2024

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 31st March, 2024.

Dear Sir/Ma'am,

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, we hereby submit the Annual Secretarial Compliance Report for the year ended 31st March, 2024.

We are also in the process of filing the aforesaid disclosure in XBRL format within the stipulated time and the same shall also be hosted on the website of the company.

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

**POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl: a/a



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 31.03.2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **NATRAJ PROTEINS LIMITED** having CIN: **L00153MP1990PLC006090** (hereinafter referred as 'the listed entity'), having its Registered Office at Nagpur Kalan, Ordinance Factory Road, Itarsi, Narmadapuram (Formally known as Hoshangabad) (M.P.) 461111. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We, **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 filings/ submissions made by the listed entity to the BSE Ltd at - www.bseindia.com;
- website of the listed entity i.e. 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, 2024** ("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 there under; 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 Depositories Act, 1996 and the Regulations and Bye-laws framed there under,

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not Applicable to the Listed entity during the period under review as the Company has not issued any fresh capital*);
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buy back of Securities) Regulations, 2018 (*Not Applicable to the Listed entity during the period under review as no buyback of shares were made by the Company*);
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review as no such scheme was initiated by the Company*);
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable to the Listed entity during the period under review*);
- SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review*);
- SEBI (Prohibition of Insider Trading) Regulations, 2015;



(i) other regulations as applicable.
and circulars/guidelines issued thereunder;
and based on the above examination, I/We hereby report that, during the Review Period:

(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	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The company is required to take Special Contingency Insurance Policy for insuring the risk arising out of the requirements relating to issue of duplicate securities	Para 5 of SEBI Cir. No. SEBI/HO/ MIRSD/MI RSD _RTAMB/P /CIR/ 2022/70 dated 25 th May, 2022	The company has not taken the required policy.	No Action has been taken by any authority	Nil	The company has not taken the required policy.	Nil	The company was required to take the insurance policy but the said policy was not obtained.	The company is in the process to take the policy as specified in the SEBI Circular.	-

(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 in the previous reports)(PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	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.	The company was required to take the insurance policy but the said policy was not obtained.	31.03.2023	The company is required to take Special Contingency Insurance Policy for insuring the risk arising out of the requirements relating to issue of duplicate securities	Details of violation: The company has not taken the required policy. Action taken by: No Action has been taken by any authority.	The company is in the process to take the policy as specified in the SEBI Circular.	Not complied and the non compliance is continuing
2.	In 1 (One) case the company has given delayed intimation to BSE Ltd on 25.04.2023 regarding postponement of the commercial production of Rice Mill which was due to commence at the end of January, 2023.	31.03.2023	Disclosure of event or information which in the opinion of Board of Directors of the company are Material	Details of violation: The company is required to disclose the material event within 24 hours of the occurrence of the event. Action taken by: No Action has been taken by any authority.	The said non-compliance was done inadvertently and without any malafide intention. The company will take due care of the necessary compliances in future.	The company has complied the same by delayed filing.
3.	The 100% Promoters holding are required to be kept in D-mate form	31.03.2023	100% shares of the Promoter are required to be kept in D-mate Form.	Details of violation: 2.08% shares of the promoters shareholding is not in D-mat Form.	The company/ promoters has already claimed an exemption vide letter dated 2 nd May, 2018 for 78,000 shares held by late Mrs.	Deemed to be complied with



					Parveen Arora, about now 2.08% of the total promoters share capital in the physical form.	
4.	The shareholders who are holding shares more than 1% of the total capital of the company are required to disclose their PAN in the Shareholding Pattern on the quarterly basis.	31.03.2023	Company is required to disclose PAN of those shareholders who is holding more than 1% shares of the company	Details of violation: Company has not disclosed PAN of 3 shareholders holding more than 1% of the total shares held by them Action taken by: No Action has been taken by any authority.	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 still no PAN details were provided by them.	Necessary action have been taken by the Company as required. However, necessary compliances are pending at the part of the shareholders
5.	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	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 10.08.22

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 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 	Yes Yes Yes	- - -



	relevant document (s)/section of the website.		
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.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	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 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.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the during the financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval has been obtained, The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	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	The Company has made all the applicable disclosures as per requirement of the SEBI (LODR).
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: No action(s) has been taken 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 except as provided under separate paragraph herein (**).	Yes	-
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and /or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	There is no case of resignation of Auditor during the period under review.



13.	<p>Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular /guidance note etc. except as reported above.</p>	No	<p>It is observed that the Company has not complied with SEBI Circular No. CIR/CFD/ CMD/ 13/2015 dated 30.11.2015.</p> <p>The Company is required to disclose PAN of shareholders holding more than 1% shares of the company. It is observed that the company has not disclosed PAN of 3 shareholders holding more than 1% of the total shares in the Shareholding pattern filed to BSE Ltd.</p> <p>It has been explained that 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 still no PAN details were provided by them.</p>
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**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

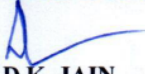
Assumptions & Limitation of scope and Review:

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 certify 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: 22nd May, 2024
Peer review: 743/2020
UDIN: F003565F000425866



For, D. K. JAIN & CO.,
COMPANY SECRETARIES
FRN No. I1995MP067500


CS (Dr.) D.K. JAIN
PROPRIETOR
FCS No.: 3565: C P No.: 2382