



Nitta Gelatin India Limited

Joint venture of Kerala State Industrial Development Corporation Ltd. and Nitta Gelatin Inc.

REGISTERED & CORPORATE OFFICE
Nitta Center
SBT Avenue
Panampilly Nagar, Ernakulam
Kerala, India-682036
Tel : 0484 2864400, 2317805
Email : ro@nitta-gelatin.co.in

GELATIN DIVISION
Post Box 3109
PO Info Park,
Kakkanad, Cochin
India-682042
Tel : 0484 2869300, 2869500
Email : gd@nitta-gelatin.co.in

OSSEIN DIVISION
PO Kathikudam
(Via) Koratty,
Trichur- 680 308 India
Tel : 0480 2749300, 2719598
Email : od@nitta-gelatin.co.in

REVA DIVISION
Plot No.832, 832/1 & 832/2,
GIDC - Mega Industrial Estate,
Jhagadia - 393110
Dist.: Bharuch, Gujarat, India
Phone : +91 9099436733
Email : rd@nitta-gelatin.co.in

CIN : L24299KL1975PLC002691

Website : www.gelatin.in

BSE Limited,
Phiroze Jeejeebhoy Towers,
25th floor, Dalal street,
Mumbai-400 001

16.05.2024

SCRIP CODE: 506532

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the Financial Year (2023-24) pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Annual Secretarial Compliance Report, certified by the Practicing Company Secretary, Mr. Abhilash Nediyaal Abraham (C.P No. 14524) for the financial year ended 31st March 2024.

We request that the above information is taken on record.

Thanking You,

Yours truly,

For **Nitta Gelatin India Limited**

VINOD Digitally signed by
VINOD MOHAN
MOHAN Date: 2024.05.16
15:58:05 +05'30'

Vinod Mohan
Company Secretary and Compliance Officer

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF NITTA GELATIN INDIA
LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

I, Shri. Abhilash Nedyalil Abraham, Practising Company Secretary (M No.F10876; C.P No.14524), 46/2504-B, Haritha Road, Vennala, Ernakulam, Kochi – 682028 have examined:

- (a) all the documents and records made available to us and explanation provided by Nitta Gelatin India Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to BSE Limited,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable during the review period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable during the review period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable during the review period)**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- I. (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	Regulation 30 of SEBI (Listing Obligations and	Regulation 30 of SEBI (Listing Obligations and Disclosure	81 days delay in reporting	-	Penalty	The penalty imposed by the Hon'ble Addition	Rs. 16000	During audit, it is found that the Hon'ble Additional Chief	Minimum Wages Act, 1948 and The Minimum Wages (Gujarat)	



CS ABHILASH NEDIYALIL ABRAHAM

B.B.A, LL.B, F.C.S

PRACTISING COMPANY SECRETARY



Disclosures) Requirements) Regulations,2015	Requirements) Regulations,2015	under Regulation 30.			al Chief Judicial Magistrate and Judge (CD), Labour Court, Bharuch, Gujarat on the Company and Managing Director under the Minimum Wages Act,1948 and the Minimum Wages (Gujarat) Rules,1961 vide its order dated 09.12.2023 has to be reported within 24 hours, however but reported with delay of 81 days.		Judicial Magistrate and Judge (CD), Labour Court, Bharuch, Gujarat has convicted the Company and Managing Director under the Minimum Wages Act,1948 and the Minimum Wages (Gujarat) Rules,1961 vide its order dated 09.12.2023 in two separate cases CC No.537/2023 and CC No. 538/2023 and levied a penalty of Rs. 12,000/- and Rs. 4000/- respectively for not complying with Rule 26(d), Rule 26(2), Rule 26(b)(1) and Rule 22 of the Minimum Wages (Gujarat)	Rules, 1961 for the Reva Division have been complied with; However all the required records could not be produced on time, since the mail communication in this regard from the Labour department was not acted upon due to oversight. The Company was of the bonafide opinion that the amount paid was a fee as advised by the lawyer. Subsequently a Court order was received, on examination of which only, it was known that the amount was a penalty. The Company was duly maintaining all the records.
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Bldg. No. 46/2504-B, Haritha Road, Vennala, Kochi - 28

Mob: 94468 65161, Office: 0484 3586389, e-mail: abislab2015@gmail.com

CS ABHILASH NEDIYALIL ABRAHAM

B.B.A, LL.B, F.C.S

PRACTISING COMPANY SECRETARY



								<p>Rules,1961 r/w Section 18 of the of the Minimum Wages Act,1948 for Reva Division. The Board of Directors is advised to ensure compliance with respect to the provisions of the Minimum Wages Act, 1948 and the Minimum Wages (Gujarat) Rules, 1961 for its Reva Division at all times to avoid conviction and imposition of penalties in this regard in future including strengthenin g the systems and processes to monitor and comply with the labour laws with regard to Reva</p>		
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								Division. Further, the disclosure for the same under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to BSE Ltd was made with delay of 81 days. The Board of Directors is advised to ensure the timely reporting to BSE Ltd in future.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practising Company Secretary in the previous reports	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
	Nil					



(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements::

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remark 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 (ICSI).	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 entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated 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 websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are	Yes Yes Yes	



	accurate and specific which re-directs to the relevant document(s)/ section of the website		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	The company has only one material subsidiary i.e. Bamni Proteins Limited
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 start of every financial year as prescribed in SEBI Regulations.	Yes	





<p>8</p>	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>Yes NA</p>	<p>Prior approval was obtained for all Related party transactions</p>
<p>9</p>	<p>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.</p>	<p>Yes</p>	<p>The disclosure with respect to penalty imposed by the Hon'ble Additional Chief Judicial Magistrate and Judge (CD), Labour Court, Bharuch, Gujarat under Minimum Wages Act,1948 has been reported with delay of 81 days</p>
<p>10</p>	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	





<p>11</p>	<p>Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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.</p>	<p>Yes</p>	<p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or BSE under SEBI Regulations and circulars/ guidelines issued thereunder during the year under review.</p>
<p>12</p>	<p>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.</p>	<p>NA</p>	
<p>13</p>	<p>Additional non-compliances observed, if any: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above</p>	<p>Yes</p>	<p>No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc. during the year under review.</p>



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 report 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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

UDIN: F010876F000367936

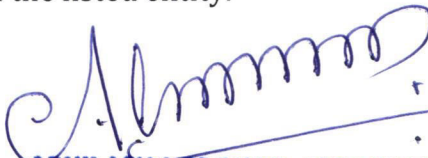
M. No. : F10876 C.P. No.: 14524

Unique Code No. I2015KE2046800

PR No. 728/2020

Date: 14.05.2024

Place: Kochi


ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B., F.C.S, DARB (ICSI)
Practising Company Secretary
M.No.F10876, C.P. No. 14524
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