



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF NITTA GELATIN INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

I, Shri Abhilash Nedyalil Abraham, Practising Company Secretary (M No. A22601; C.P No.14524), 32/1721A, Pallisseri Kavala, N. H. Bypass, Puthiya Road, Kochi-25 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,

for the financial year ended 31st March, 2020 ("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 **(Not applicable during the review period);**
- (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) Regulations, 2014 **(Not applicable during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

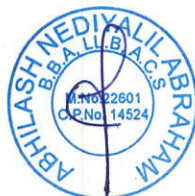
and based on the above examination, I hereby report that, during the Review Period:

- (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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 14 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	As per Regulation 14, listing fee has to be paid to stock exchanges on or before 30th April of every financial year. On scrutiny, it was found that there was 7 days delay in payment of listing fee with BSE Ltd.	Company should ensure payment of listing fee within time to avoid interest on the late filing.
2	Regulation 23(9) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	As per Regulation 23(9), the listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website. On analysis it is found that there was 39 days delay in submission of Related Party Transactions for half year ended 31.03.2019 (Consolidated basis)	Company is advised to submit disclosures of related party transactions on time.





(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.
	NIL			

(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 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Board Composition is not as per the provisions of the Regulation 17 of the LODR in as much as there was shortfall of Independent Directors in the Board for the shorter period between 03.08.2018 and 29.10.2018 consequent to the retirement of Mr. K. L Kumar as well as resignation of Mr. Naotoshi Umeno on 03.08.18 and 04.08.2018 respectively. Consequent to which the number of Independent Directors on the Board got reduced to three	-	Mr E. Nandakumar and Mr Yoichiro Sakuma , Independent Directors were appointed onto the Board and Committees on 29.10.2018 to meet the statutory requirements.	Noted





	which was one short of the statutory requirement for the shorter period. Resultantly, the number of members of the Nomination and Remuneration committee and Stakeholders Relationship Committee were also fall below the minimum level.			
2	Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall	-	Mr. A. K. Nair retired from Company on 02.08.2019	Since Mr. A. K. Nair retired from the Company the question of reappointment does not arise.





	indicate the justification for appointing such person. On analysis we found that Mr. A.K. Nair, Independent Director have already attained 75 years as on 27th August 2018.			
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UDIN : A022601B000235968

C.P. No.: 14524

Date: 13.05.2020

Place: Kochi



ABHILASH NEDIYALIL ABRAHAM
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