

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF NITTA GELATIN INDIA LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

I, Shri. Abhilash Nedyalil Abraham, Practising Company Secretary (M No.F10876; C.P No.14524), 32/1721A, Pallisseri Kavala, N. H. Byepass, 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 31<sup>st</sup> March, 2021("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 17(1)(b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	There was one short of the required number of Independent Directors on the Board for the limited period between 19.03.2021 to 31.03.2021 consequent to the retirement of Dr. K Cherian Varghese, Independent Director on 18.03.2021.	The Company is advised to maintain the composition of Board of Directors at all point of time.
2	Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Considering the retirement of Dr K Cherian Varghese on 18.03.2021 and as a proactive measure, the Board of Directors at their meeting held on 29.01.2021 had reconstituted the Stakeholders Relationship Committee (SRC) and Nomination and Remuneration Committee (NRC) with sufficient number of directors. However, Audit Committee (AC) has not been reconstituted with sufficient number of directors on the day. Hence, for the limited period between	Company is advised to maintain the composition of Audit Committee at all point of time.



		19.03.2021 to 31.03. 2021, the number of required ID in the Audit Committee was one short of the minimum required as per SEBI LODR.	
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(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 2019-20	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	86TH Audit Committee Meeting of the Company was held on 6th May,2019 and the same was adjourned to 9th May,2019 since financial statements were not ready by the time. On the next day ie 7th May,2019, 87th meeting of the Audit Committee of the Company was held. 87th meeting of the Audit Committee was held in between the 86th original meeting and adjourned meeting ie on 7th May, 2019. It is pertinent to note that 87th Audit Committee meeting was held without completion of the 86th Audit Committee meeting since the adjourned meeting held on 9th May is the continuation of the original meeting.Company	2019-20	Meetings are conducted in seriatim	Noted



	is advised to conduct the meetings in seriatim to avoid possible conflict in decision making.			
2	As per Regulation 14 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listing fee has to be paid to stock exchanges before 30th April of every financial year. On scrutiny of the listing fee paid to BSE Ltd during FY 2019-20 ,it is found that there was 7 days delay in payment of listing Fee (Due date April 30). Company should ensure payment of listing fee within time to avoid interest on the late filing.	2019-20	Listing Fee is paid in time	Noted
3	As per Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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	2019-20	Related Party Transactions are filed in time.	Noted.





relevant accounting standards for annual results to the stock exchanges and publish the same on its website. On analysis it is found that there is 39 days delay in submission of Related Party Transactions for half year ended 31.03.2019 (Consolidated basis)			
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UDIN : F010876C000157308

C.P. No.: 14524

Unique Code No. I2015KE2046800

PR No. 728/2020



**ABHILASH NEDIYALIL ABRAHAM**  
B.B.A, LL.B., F.C.S  
Practising Company Secretary  
M.No.F10876, C.P.No.14524  
Bldg.No.32/1721A, Pallisseri Kavala  
N.H.Byepass, Puthiya Road, Kochi-25



Date: 22.04.2021

Place: Kochi