

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF NITTA GELATIN INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

I, Shri. Abhilash Nedyalil Abraham, Practising Company Secretary (M No.F10876; C.P No.14524), 46/2504B, Haritha Road, Vennala, Ernakulam, Kochi – 28 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, 2022 (“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”);

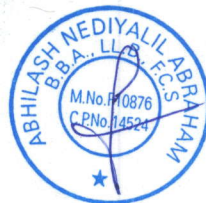
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-





- (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
Nil			

(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 Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2020-21	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	As per Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 50% of the Board of Directors of Nitta Gelatin India Limited shall be Independent Directors. 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.	2020-21	Appointed Mr. V. Ranganathan as Independent Director on 27/04/2021 and complied with the Board composition.	Noted





2	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 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 Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	2020-21	Appointed Mr. V. Ranganathan as member of the Audit Committee and complied with the Audit Committee composition.	Noted
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UDIN : F010876D000154547

C.P. No.: 14524

Unique Code No. I2015KE2046800

PR No. 728/2020

Date: 19.04.2022

Place: Kochi

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