

**SECRETARIAL COMPLIANCE REPORT OF SHREE RAM PROTEINS LIMITED
for the Financial Year ended on March 31, 2021****[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

We, have examined:

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

for the year ended on March 31, 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;

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- iv. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
- v. and circulars/ guidelines/Amendments issued thereunder,

and based on the above examination and explanation/clarification given by the Company and its officers/KMP’s, 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 to the extent applicable and in the manner prescribed, 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.	Initial Disclosure in respect of large corporate entity as per SEBI Circular no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 read with communication of National Stock Exchange of India Limited (“NSE”) through e-mail.	Non Submission of Initial Disclosure w.r.t. Large Corporate Entity for the FY 2019-20 to be filed with NSE by June 30, 2020 and through communication of NSE to be submitted by August 13, 2020.	Non Submission of Initial Disclosure w.r.t. Large Corporate Entity for the FY 2019-20 to be filed with NSE by June 30, 2020 and although NSE through its communication requested company to submit upto August 13, 2021, however it was filed on April 27, 2021.

SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091**Regd. Office:- 415, Pushpam Complex, Nr. Bank Of Baroda, Opp. Seema Hall, Satellite, Ahmedabad-380015****T: 079-40051702, Email:-scsandcollp@gmail.com,website:scsandcollp.com**

SCS and Co. LLP

Company Secretaries

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
2.	Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 Intimation of Closure of Trading Window read with communication of National Stock Exchange of India Limited through e-mail.	Trading Window remained opened from April 1, 2020 to April 9, 2020 upto 9.41. A.M.	Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company delayed in closure of Trading window from April 1, 2020 for the purpose of Audited Financial Results of the company for the year ended 31st March, 2020. Company intimated the exchange about the trading Window Closure from April 1, 2020 for insiders of the Company on April 9, 2020 at 9.41. A.M. specifying the reason for delayed intimation, i.e. due to limited access to their servers, Computers and other infrastructural facilities due to complete lockdown of India due to Covid-19 pandemic.
3.	Continual/Annual Disclosure under Regulation 30(1) /30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Non Submission of Continual/Annual Disclosure under Regulation 30(1)/30(2) of SEBI Substantial Acquisition of Shares and Takeovers Regulations, 2011 for the Financial year ended March 31, 2020	Non submission by Promoters together with persons acting in concert with him who shall disclose their aggregate shareholding and voting rights as of the thirty-first day of March of every year. Promoters along with persons acting in of the Company has not submitted Continual/Annual Disclosures under Regulation 30(1)/ 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the Financial Year ended on March 31, 2020.
4.	SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated May 20, 2020 w.r.t. Advisory on disclosure of material impact of CoVID-19 pandemic on listed entities under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'/'LODR')	Non Submission of disclosure of Material impact of Covid- 19 on Company pursuant to SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated May 20, 2020.	Pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated May 20, 2020 w.r.t. Advisory on disclosure of material impact of CoVID-19 pandemic on listed entities under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has not made Disclosure of Material Impact of Covid-19 Pandemic and Consequent Lockdown restrictions on Business of Company under Regulation 30 of SEBI LODR Regulations 2015.

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5.	SEBI Circular no. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018 w.r.t. Monitoring of Foreign Investment limits in listed Indian companies. Company shall appoint one of the depository for monitoring of Foreign Investment limits in Company w.e.f. May 1, 2018	Company has authorized NSDL for Monitoring of foreign investment in company in November 2020	Company has authorized NSDL for Monitoring of foreign investment in company in November 2020 and updated the sectorial caps details and other relevant details by November 30, 2020 to monitor the foreign investment limits .
6.	SEBI Circular no. SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018 - System Driven Disclosures in securities Market.	Company has not implement and has not updated the details of promoters and promoter group of the company, Directors, CEO and upto two levels below the CEO of the Company till October 14, 2020.	Company has updated the details of promoters and promoters group who are holding shares, Directors CEO and upto two levels below the CEO of the Company by October 14, 2020.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our 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.
1.	Stock Exchange – National Stock Exchange of India Limited (“NSE”)	Pursuant to Regulation 29 of SEBI (LODR), Regulation 2015, Company has not given the intimation to Stock Exchange - National Stock Exchange of India Limited (“NSE”) about the meeting of Board of Directors for adoption of financial results for the half year ended September 30, 2019.	On May 8, 2020, NSE levied Fine of Rs. 10,000 for violation of Regulation 29, of SEBI (LODR), Regulation 2015.	Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CI R/P/2020/12 dated January 22, 2020, stock exchange - NSE levied fine of Rs. 10,000/- for not giving the intimation to Stock Exchange - NSE (pursuant to Regulation 29 of SEBI (LODR), Regulation 2015) about the meeting of Board of Directors for adoption of financial results for the half year ended September 30, 2019.



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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.
2.	Stock Exchange – National Stock Exchange of India Limited (“NSE”)	Pursuant to Regulation 33 of SEBI (LODR), Regulation 2015, Company submitted the Un-audited financial results with NSE for the half year ended September 30, 2019 on November 15, 2019.	On May 8, 2020, NSE, levied Fine of Rs. 5,000 for delay of 1 (One) day in adoption/submission of Un-audited financial results for the half year ended September 30, 2019 on November 15, 2019	Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CI R/P/2020/12 dated January 22, 2020, stock exchange - NSE levied fine of Rs. 5000/- for delay of 1 (One) day in adoption/submission of Un-audited financial results (pursuant to Regulation 33 of SEBI (LODR), Regulation 2015, for the half year ended September 30, 2019 on November 15, 2019.
3.	Stock Exchange – National Stock Exchange of India Limited (“NSE”)	Pursuant to Regulation 34 of SEBI (LODR) Regulation 2015, Company has not submitted the Annual Report for the financial year 2017-18.	National Stock Exchange of India Limited (“NSE”), levied Fine Amount of Rs. 11,24,000 which was subsequently waived by NSE vide its waiver letter no. NSE/LIST/SOP/0824 dated November 13, 2020	Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CI R/P/2020/12 dated January 22, 2020, stock exchange - NSE levied fine of Rs. 11,24,000 for delay in submission of Annual Report for the Financial year 2017-18 by 562 days. NSE vide its waiver letter bearing no. NSE/LIST/SOP/0824 dated November 13, 2020 waived the fine of Rs. 11,24,000.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Not Applicable as Company migrated from Emerge Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited w.e.f September 23, 2020, therefore its company's first Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, during the review period, following regulations issued by the Securities and Exchange Board of India were not applicable to the Company, since there were no such instances occurred during the review period that requires the compliance under the said regulations;

- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and
- (g) and circulars/ guidelines/Amendments issued thereunder.

For SCS and Co. LLP

Company Secretaries

Firm Registration Number: - L2020GJ008700

Anjali Sangtani

Partner

M. No. A41942, COP: - 23630

UDIN: - A041942C000539263



Date: - June 29, 2021

Place: - Ahmedabad