

To,  
The Board of Directors,  
Shree Ram Proteins Limited  
CIN:- L01405GJ2008PLC054913  
Imperial Heights Tower-B, Second Floor,  
Office No. B-206, 150 Ft Ring Road,  
Opp Big Bazar, Rajkot 360005, Gujarat

Sir/Madam,

### **SECRETARIAL COMPLIANCE REPORT**

We have been engaged by **Shree Ram Proteins Limited** (hereinafter referred to as 'the Company' bearing CIN:- **L01405GJ2008PLC054913** whose Equity Shares are Listed on National Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No CIR/CFD/CMD/1/27/2019 dated 8<sup>th</sup> February, 2019 and to issue the Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars/guidelines issued thereunder from time to time and issue a report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Secretarial Compliance Report is enclosed herewith.

For SCS and Co LLP  
Company Secretaries  
Firm Registration Number: - L2020GJ008700  
Peer Review Number: - 1677/2022

Anjali Sangtani  
Partner  
M No. A41942, COP: - 23630  
UDIN:- A041942D000417416  
Date: - May 28, 2022  
Place: -Ahmedabad

**SECRETARIAL COMPLIANCE REPORT OF  
SHREE RAM PROTEINS LIMITED  
For the Financial Year ended on March 31, 2022**

**[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” or “SRPL”),
- 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, 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;

- 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
i.	Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulation)- Closure of Trading Window	Promoter and Person’s falling under Promoter Group of Company traded in shares of Company during the closure of Trading Window	Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and Company's Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities, Company's Trading Window for dealing in securities of the Company remained closed with effect from October 1, 2021 till 48 hours after the announcement of the financial results of the Company for the quarter ended September 30, 2021 and with effect from January 1, 2022 till 48 hours after the announcement of the financial results of the Company for the quarter ended December 31, 2021. Company Secretary uploaded Intimation to Stock Exchange on September 30, 2021 and December 31, 2021 respectively.

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary																																			
			<p>Promoter and Person falling under Promoters Group traded in Shares of Company during span of Trading Window Closure for Insiders of Company:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name of Person</th> <th style="width: 15%;">Category</th> <th style="width: 20%;">Date of Transaction</th> <th style="width: 35%;">No. of Shares sold</th> </tr> </thead> <tbody> <tr> <td>Geetaben Lalitbhai Vasoya (PAN:- AHSPV6469R)</td> <td rowspan="2">Promoter Group</td> <td>October 21, 2021</td> <td>(10)</td> </tr> <tr> <td></td> <td>January 4, 2022</td> <td>(25,000)</td> </tr> <tr> <td>Lalitbhai Vasoya (PAN:- ADKPV6510F)</td> <td>Promoter</td> <td>January 10, 2022</td> <td>(50,000)</td> </tr> </tbody> </table>	Name of Person	Category	Date of Transaction	No. of Shares sold	Geetaben Lalitbhai Vasoya (PAN:- AHSPV6469R)	Promoter Group	October 21, 2021	(10)		January 4, 2022	(25,000)	Lalitbhai Vasoya (PAN:- ADKPV6510F)	Promoter	January 10, 2022	(50,000)																				
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ii.	<p>Contra Trade as per code of internal procedures and conduct for prevention of insider trading in securities as per Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.</p>	<p>Promoter had entered into Contra Trade within a period of 6 months</p>	<p>Details of Contra Trade executed by Promoter, Mr. Lalitbhai Vasoya (PAN:- AHSPV6469R) within a period of 6 months:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;">Date of Transaction</th> <th style="width: 15%;">Buy/Sell</th> <th style="width: 20%;">No of Shares</th> <th style="width: 50%;">Average Price per Share</th> </tr> </thead> <tbody> <tr> <td>January 10, 2022</td> <td>Sell</td> <td>50000</td> <td>46</td> </tr> <tr> <td>January 28, 2022</td> <td>Buy</td> <td>58000</td> <td>48.40</td> </tr> <tr> <td>March 30, 2022</td> <td>Sell</td> <td>17000</td> <td>131.00</td> </tr> <tr> <td>March 31, 2022</td> <td>Sell</td> <td>11526</td> <td>131.50</td> </tr> </tbody> </table>	Date of Transaction	Buy/Sell	No of Shares	Average Price per Share	January 10, 2022	Sell	50000	46	January 28, 2022	Buy	58000	48.40	March 30, 2022	Sell	17000	131.00	March 31, 2022	Sell	11526	131.50															
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iii.	<p>Regulation 7(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT)</p>	<p>Promoters had not given Disclosures within 2 trading days of transaction or a series of transaction in a calendar quarter aggregating to a traded value of Rupees Ten Lakh Rupees under Regulation 7(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015).</p>	<p>Following Promoter and Person falling under Promoter group had not disclosed within 2 trading days of transaction or a series of transaction in a calendar quarter aggregating to a traded value of Rupees Ten Lakh Rupees under Regulation 7(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">Date of Transaction</th> <th style="width: 10%;">Due date of Disclosure</th> <th style="width: 10%;">Date of Intimation to Company</th> <th style="width: 10%;">Date of Intimation by Company</th> <th style="width: 15%;">Name of Person</th> <th style="width: 10%;">Category</th> <th style="width: 15%;">No of Shares Buy/ (Sold)</th> </tr> </thead> <tbody> <tr> <td>December 24, 2021</td> <td>December 28, 2022</td> <td>January 20, 2022</td> <td>January 24, 2022</td> <td>Geetaben Lalitbhai Vasoya</td> <td>Promoter Group</td> <td>(25000)</td> </tr> <tr> <td>January 4, 2022</td> <td>January 06, 2022</td> <td>January 20, 2022</td> <td>January 20, 2022</td> <td>Geetaben Lalitbhai Vasoya</td> <td>Promoter Group</td> <td>(25000)</td> </tr> <tr> <td>January 10, 2022</td> <td>January 12, 2022</td> <td>January 20, 2022</td> <td>January 24, 2022</td> <td>Lalitbhai Vasoya</td> <td>Promoter</td> <td>(50000)</td> </tr> <tr> <td>January 28, 2022</td> <td>February 01, 2022</td> <td>April 6, 2022</td> <td>April 6, 2022</td> <td>Lalitbhai Vasoya</td> <td>Promoter</td> <td>58000</td> </tr> </tbody> </table>	Date of Transaction	Due date of Disclosure	Date of Intimation to Company	Date of Intimation by Company	Name of Person	Category	No of Shares Buy/ (Sold)	December 24, 2021	December 28, 2022	January 20, 2022	January 24, 2022	Geetaben Lalitbhai Vasoya	Promoter Group	(25000)	January 4, 2022	January 06, 2022	January 20, 2022	January 20, 2022	Geetaben Lalitbhai Vasoya	Promoter Group	(25000)	January 10, 2022	January 12, 2022	January 20, 2022	January 24, 2022	Lalitbhai Vasoya	Promoter	(50000)	January 28, 2022	February 01, 2022	April 6, 2022	April 6, 2022	Lalitbhai Vasoya	Promoter	58000
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Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary										
iv.	Regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 –Disclosure of encumbered shares	Promoter of Company had not disclosed details of shares of company encumbered by him within seven working days from creation of encumbrance under Regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	<p>Detail of Delayed Disclosure by Mr. Lalitbhai Vasoya (PAN:- ADKPV6510F) under Regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for encumbrance on his shares of Company:-</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 15%;">Date of Creation of Encumbrance</th> <th style="width: 15%;">Due Date of Disclosures</th> <th style="width: 15%;">No of Shares Encumbered</th> <th style="width: 15%;">Date of Disclosure to Company</th> <th style="width: 15%;">Date of Disclosure by Company</th> </tr> </thead> <tbody> <tr> <td>January 27, 2022</td> <td>February 07 2022</td> <td>600000</td> <td>April 11, 2022</td> <td>April 11, 2022</td> </tr> </tbody> </table>	Date of Creation of Encumbrance	Due Date of Disclosures	No of Shares Encumbered	Date of Disclosure to Company	Date of Disclosure by Company	January 27, 2022	February 07 2022	600000	April 11, 2022	April 11, 2022
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- 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:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	The requirement to maintain structured digital database under Regulation 3(5) of SEBI (Prohibition of Insider Trading Regulations, 2015, i.e. SEBI (PIT) Regulations and amendments.	Structured digital database maintained with Company does not have adequate internal controls and checks as required under SEBI PIT Regulations, 2015.	Company has maintained Structured Digital Database but database does not have adequate internal controls and checks such as time-stamping and audit trails to ensure non-tampering of the database.

- c. No taken has been 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;
- 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 on March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

# SCS and Co. LLP

Company Secretaries

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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 although NSE through its communication requested company to submit upto August 13, 2021, however it was filed on April 27, 2021.	Company has submitted Initial Disclosure for Year ended on March 31, 2020 on April 27 2021.	Company is advised to take due care for making all compliances w.r.t applicable laws and their amendments within due dates in future
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.	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.	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. However no trading took place from April 1, 2020 to April 9, 2020 by Insiders/designated persons.	Company is advised to take due care for making all compliances w.r.t applicable laws and their amendments within due dates in future.
3	Continual/Annual Disclosure under Regulation 30(1)/30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST 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	Promoters of Company took due care to comply all regulations w.r.t disclosures under SEBI SAST Regulations, 2011 for the period under review.	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 is submitted on May 28, 2022.
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	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.	Company took take due care or is material as for updating stakeholders all material information that has impacted business per Materiality	Company is advised to take due care for updating stakeholders all material information that has impacted business per Materiality Policy adopted by the Company.

**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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	entities under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'/'LODR')		Policy adopted by the Company.	
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	Company has complied with 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 has authorized NSDL for Monitoring of foreign investment in company in November 2020
6	SEBI Circular no. SEBI/HO/CFD/DCR1/CI R/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 up to two levels below the CEO of the Company by October 14, 2020	Company has complied with SEBI Circular no. SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018 - System Driven Disclosures in securities Market by October 14, 2020.

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 (Upto August 12<sup>th</sup> 2021) and The Securities and Exchange Board of India ( Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from August 13, 2021) ;
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ( Upto June 09, 2021) and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ((with effect from June 10, 2021)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Upto August 15· 2021);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 ( Upto August 15, 2021);
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ( with effect from August 16, 2021);

- h. The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries”
- i. circulars/ guidelines/Amendments issued thereunder.

**For SCS and Co LLP**  
**Company Secretaries**  
**Firm Registration Number: - L2020GJ008700**  
**Peer Review Number: - 1677/2022**

**Anjali Sangtani**  
**Partner**  
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