

# DEEPAK BANSAL & ASSOCIATES

Company Secretaries

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Flat No.1601, 16th Floor, Tower M, Arihant Arden, Plot No.GH-07A,  
Sector 01, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh-201306  
Ph.: 98991 67774; Email: csdeepakbansal@gmail.com

## SECRETARIAL COMPLIANCE REPORT OF MODI NATUIRALS LIMITED

FOR THE YEAR ENDED 31.03.2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Modi Naturals Limited** having its Registered Office at 405, Deepali Building 92, Nehru Place New Delhi -110019, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **31<sup>st</sup> March, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, Deepak Bansal & Associates, Practicing Company Secretaries, Noida have examined:

- a. all the documents and records made available to us and explanation provided by **Modi Naturals Limited CIN: L15142DL1974PLC007349** ("the listed entity"),
- b. the filings/ submissions made by the listed entity to the stock exchange,
- c. website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended **31.03.2023** ("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: -

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- 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 to the company during the Audit 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 to the company during the Audit Period)**
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the Audit Period)**
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company during the Audit Period)**
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- i. Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations 1993;

and circulars/ guidelines issued thereunder;

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

I. (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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Adherence to the Code of Conduct for Prohibition of	Regulation 9 read with Schedule B of	Violation of the Code of Conduct for Prohibition of Insider	Compliance Officer	A Warning Letter has been given by the Compliance	Mr. Anil Modi, promoter has gifted 22,89,446 equity shares to his wife	Nil	The Compliance Officer has submitted his report on violations to the Stock Exchange on 31.01.2023 in accordance	Considering the explanation of Mr. Anil Modi that the trades executed by him in violation of the Code read with SEBI ("PIT Regulations")	Nil

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	Insider Trading by the Promoters.	SEBI (Prohibition of Insider Trading) Regulations, 2015	Trading by Promoters regarding inter-se transfer of shares amongst them between 06/12/2022 and 06/01/2023 inter-alia during the closure of trading window		Officer to Promoters namely Mr. Anil Modi & his immediate relatives to strictly adhere to the provisions of the Code and also to remain diligent and be in complete compliance of the Code henceforth to avoid stringent actions for any subsequent violations.	Mrs. Nita Modi & 5,00,000 equity shares to his son, Mr. Akshay Modi without obtaining pre-clearance of trade. Further, out of the above shares gifted to his wife, 9446 shares were transferred during closure of trading window. (Trading window was closed w.e.f. 01/01/2023 for the financial results for quarter ended 31.12.2022)		with Schedule B (13) read with Regulation 9 (1) of SEBI (Prohibition on Insider Trading) Regulations, 2015	were inadvertent and not intentional and also considering that the said transaction was of gift of the shares and no monetary value was involved and the aforesaid violation being his first transgression of the Code of Conduct for Prevention of Insider Trading of the Company, a warning letter has been issued to him.  Further, the Designated Person and his immediate relatives have undertaken to be extra cautious while executing transactions in future to ensure compliance of Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports: -----**NA**-----

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Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
<b>1.</b>	<b>Compliances with the following conditions while appointing / re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Not Applicable	There was no such eventuality
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Not Applicable	There was no such eventuality
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Not Applicable	There was no such eventuality

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2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>	<p>There was no such eventuality</p> <p>There was no such eventuality</p> <p>There was no such eventuality</p> <p>There was no such eventuality</p>

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	as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	Not Applicable	There was no such eventuality

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes / No/NA)	Observations / Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes  Yes	-  -

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3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>● The Listed entity is maintaining a functional website</li><li>● Timely dissemination of the documents/ information under a separate section on the website</li><li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul>	Yes  Yes  Yes	-  -  -
4.	<b>Disqualification of Director:</b> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes  Yes	There is no material Subsidiary  There is unlisted wholly owned subsidiary i.e., Modi Biotech Private Limited
6.	<b>Preservation of Documents:</b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-

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7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b>Related Party Transactions:</b>  a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  Not Applicable	-  There was no such eventuality
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under paragraph herein (**).	Yes	-



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12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulations /circular/guidance note etc.	No Non -compliances mentioned at Table I (a) above	Remarks mentioned at Table I (a) above
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### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Deepak Bansal & Associates**  
Company Secretaries  
(Firm No. S2007UP59100)  
P R No.900/2020

**(Deepak Bansal)**

Proprietor

FCS No.: 3736

C P No.: 7433

UDIN: F003736E000417765

Date: 30.05.2023

Place: Greater Noida