

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Natures Basket Limited**  
Duncan House, 31, Netaji Subhas Road,  
Kolkata, 700001, West Bengal

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s. **Natures Basket Limited** (hereinafter called the "Company") having (CIN-U15310WB2008PLC244411). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon.

Based on our verifications of the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, and Minute Books, Forms and Returns filed and other records maintained by M/s. **Natures Basket Limited** as given in **Annexure - I** for the Financial Year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder is not applicable to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The other Laws applicable specifically to the company is Annexed with this Report as **Annexure- II**.

The Company is not listed on any Stock Exchange in India hence compliance related to Securities and Exchange Board of India (Listing Obligations and disclosure requirements) Regulations, 2015 is not applicable to the Company and only clause (i), (iii) and (vi) are applicable to the Company.

We have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to schedule the Board Meetings, Agenda. As per first proviso of Section 173(3) of the Companies Act, 2013, Independent Directors were present in the Board Meeting(s) held during the year under review, therefore detailed notes on agenda were not sent at least seven days in advance. Further a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.





**We further report that** during the audit period, the following specific events were held:

1. Change of Registered office of the Company from 2nd Floor, Spencer Building, 30 Forjett Street, Mumbai – 400036 to Duncan House, 31, Netaji Subhas Road, Kolkata 700001 West Bengal w.e.f April 8, 2021. As a result of such change the CIN of the company got changed from U15310MH2008PLC182816 to U15310WB2008PLC244411
2. Mr. Devendra Chawla was re-appointed as Director.
3. The Company has increased its Authorised Share Capital from Rs. 500 crores to Rs. 750 crores.
4. M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W / W-100022) resigned as statutory Auditors of the company w.e.f October 30, 2020 and M/s. S. R Batliboi & Co. LLP (SRB) Chartered Accountants (Firm Registration No. 301003E/E300005) was appointed as statutory Auditors of the company w.e.f October 30, 2020
5. Mr. Sanketh Koka has resigned from the company as Whole Time Director w.e.f. November 22, 2020
6. Mr. Vijeet Singh Shekhawat was appointed as Manager of the Company w.e.f. December 23, 2020.

**Note:**

1. This report is to be read with our letter of even date which is annexed as ‘**Annexure-III**’ and forms an integral part of this report.

**Place:** Mumbai  
**Date:** June 15, 2021

For **Aabid & Co**  
Company Secretaries



**Mohammed Aabid**  
Partner  
Membership No.: **F6579**  
COP No.: **6625**  
UDIN: F006579C000465158

**ANNEXURE – I**  
**List of documents verified**

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the Financial Year ended March 31, 2021.
3. Minutes of the meetings of the Board of Directors, Audit Committee, held during the financial year under report.
4. Minutes of General Body Meetings held during the financial year under report.
5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 164 (2) and 184 (1) of Companies Act, 2013.
7. E-forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
8. Statutory Registers under Companies Act, 2013



**ANNEXURE – II**  
**LIST OF OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY**

1. The Maternity Benefit Act, 1961.
2. The Payment of Gratuity Act, 1972.
3. The Maharashtra Shops & Establishment Act, 1972
4. The Employee's State Insurance Act, 1948.
5. Employee's Compensation Act, 1923.
6. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
7. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
8. The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975
9. The Information Technology Act, 2000
10. The Food, Safety & Standard Act, 2006



**ANNEXURE-III**

To,  
The Members,  
**Natures Basket Limited**  
Duncan House, 31, Netaji Subhas Road,  
Kolkata, 700001, West Bengal

Our report of even date is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance laws, rules and regulations, and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

