

Corporate Governance

| | |
|--------------------|---------------------------|
| martin-burn-ltd | |
| Scrip Code :523566 | Quarter Ending : Mar-2023 |

Annexure 1

II. Composition of Committees

| | |
|---|---|
| Disclosure of notes on composition of committees explanatory | - |
|---|---|

Audit Committee Details

| Whether the Audit Committee has a Regular Chairperson | | | | Yes | | | Remarks |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date Of Appointment | Date of Cessation | |
| 1 | 00987782 | MAHESH KUMAR TIBREWAL | Non-Executive - Independent Director | Chairperson | 30-05-2016 | - | - |
| 2 | 02472977 | RAJENDRA KUMAR KHETAN | Non-Executive - Independent Director | Member | 14-11-2019 | - | - |
| 3 | 00711971 | KEDAR NATH FATEHPURIA | Executive Director | Member | 04-03-1985 | - | - |
| 4 | 08664698 | DEVESH HANSRAJ PODDAR | Non-Executive - Independent Director | Member | 01-07-2020 | - | - |

Nomination and remuneration committee

| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | Yes | | | Remarks |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date Of Appointment | Date of Cessation | |
| 1 | 00987782 | MAHESH KUMAR TIBREWAL | Non-Executive - Independent Director | Chairperson | 30-05-2016 | - | - |
| 2 | 02472977 | RAJENDRA KUMAR KHETAN | Non-Executive - Independent Director | Member | 14-11-2019 | - | - |
| 3 | 08664698 | DEVESH HANSRAJ PODDAR | Non-Executive - Independent Director | Member | 01-07-2020 | - | - |

Stakeholders Relationship Committee

| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | Yes | | | Remarks |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date Of Appointment | Date of Cessation | |
| 1 | 00987782 | MAHESH KUMAR | Non-Executive - Independent Director | Chairperson | 30-05-2016 | - | - |

| | | | | | | | |
|---|----------|--------------------------|---|--------|------------|---|---|
| | | TIBREWAL | | | | | |
| 2 | 02472977 | RAJENDRA KUMAR KHETAN | Non-Executive - Independent Director | Member | 14-11-2019 | - | - |
| 3 | 00711992 | MANISH FATEHPURIA | Executive Director | Member | 09-11-2016 | - | - |

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Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory

-

| Sr | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive(in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present*(All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|----|---|--|------------------------------|--|---|--|---|
| 1 | 21-10-2022 | - | - | Yes | - | 6 | 3 |
| 2 | 19-01-2023 | 89 | - | Yes | - | 6 | 3 |
| 3 | 31-03-2023 | 70 | - | Yes | - | 6 | 3 |

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Annexure 1

IV. Meeting Of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | |
|--|---------------------------------------|---|--|-------------------------|-------------------------------|---|--|--|--------------------------------------|
| Sr | Name of Committee | EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (details) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All directors including Independent director) | No. of Indep Directors after meeting |
| 1 | Audit Committee | 21 Oct 2022 | - | - | - | Yes | - | - | 3 |
| 2 | Audit Committee | 19 Jan 2023 | 89 | - | - | Yes | - | - | 3 |
| 3 | Audit Committee | 31 Mar 2023 | 70 | - | - | Yes | - | - | 3 |
| 4 | Nomination and remuneration committee | 31 Mar 2023 | - | - | - | Yes | - | - | 3 |
| 5 | Stakeholders Relationship Committee | 19 Jan 2023 | - | - | - | Yes | - | - | 2 |

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Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here |
|--|--|----------------------------------|---|
| 1 | Whether prior approval of audit committee obtained | Yes | - |
| 2 | Whether shareholder approval obtained for material RPT | NA | - |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee | NA | - |
| Disclosure of notes on related party transactions | | | - |
| Disclosure of notes of material transaction with related party | | | - |

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Annexure I

VI. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|--|-------------------------------|
| 1 | The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee | Yes |
| 3 | The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee | Yes |
| 4 | The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee | Yes |
| 5 | The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before board of directors | Yes |
| 9. | Any comments/observations/advice of Board of Directors may be mentioned here: | - |

Annexure I

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1. | Name of signatory | KHUSHBU SARAF |
| 2. | Designation | Company Secretary and Compliance Officer |

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Annexure 2

II. Annual Affirmation

| Sr | Particulars | Regulation Number | Compliance status (Yes/No) | If status is "No" details of non-compliance |
|----|---|-------------------------------|----------------------------|---|
| 1 | Independent directors have been appointed in terms of specified criteria of independence and or eligibility | 16(1)(b) & 25(6) | Yes | - |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes | - |
| 3 | Meeting of board of directors | 17(2) | Yes | - |
| 4 | Quorum of Board meeting | 17(2A) | Yes | - |
| 5 | Review of compliance reports | 17(3) | Yes | - |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | - |
| 7 | Code of conduct | 17(5) | Yes | - |
| 8 | Fees or compensation | 17(6) | Yes | - |
| 9 | Minimum information | 17(7) | Yes | - |
| 10 | Compliance certificate | 17(8) | Yes | - |
| 11 | Risk assessment and management | 17(9) | Yes | - |
| 12 | Performance evaluation of independent directors | 17(10) | Yes | - |
| 13 | Recommendation of Board | 17(11) | Yes | - |
| 14 | Maximum number of Directorships | 17A | Yes | - |
| 15 | Composition of audit committee | 18(1) | Yes | - |
| 16 | Meeting of audit committee | 18(2) | Yes | - |
| 17 | Composition of nomination and remuneration committee | 19(1) & (2) | Yes | - |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | - |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | - |
| 20 | Composition of stakeholder relationship committee | 20(1), 20(2) & 20(2A) | Yes | - |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | - |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | - |
| 23 | Vigil mechanism | 22 | Yes | - |
| 24 | Policy for related party transaction | 23(1),(1A),(5),(6), (7) & (8) | Yes | - |
| 25 | Prior or omnibus approval of audit committee for all related party transactions | 23(2), (3) | Yes | - |
| 26 | Approval for material related party transactions | 23(4) | NA | - |

| | | | | |
|--------------------------------------|---|-------------------------|-----|---|
| 27 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | - |
| 28 | Composition of board of directors of unlisted material subsidiary | 24(1) | NA | - |
| 29 | Other corporate governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA | - |
| 30 | Annual Secretarial Compliance Report | 24(A) | Yes | - |
| 31 | Alternate Director to Independent Director | 25(1) | NA | - |
| 32 | Maximum Tenure | 25(2) | Yes | - |
| 33 | Meeting of independent directors | 25(3) & (4) | Yes | - |
| 34 | Familiarization of independent directors | 25(7) | Yes | - |
| 35 | Declaration from Independent Director | 25(8) & (9) | Yes | - |
| 36 | D & O Insurance for Independent Directors | 25(10) | NA | - |
| 37 | Meeting of Risk Management Committee | 21(3A) | NA | - |
| 38 | Memberships in committees | 26(1) | Yes | - |
| 39 | Affirmation with compliance to code of conduct from members of board of directors and senior management personnel | 26(3) | Yes | - |
| 40 | Disclosure of shareholding by non-executive directors | 26(4) | Yes | - |
| 41 | Policy with respect to obligations of directors and senior management | 26(2) & 26(5) | Yes | - |
| Any other information to be provided | | | | - |

Annexure II

| | |
|-------------------|--|
| Name of signatory | KHUSHBU SARAF |
| Designation | Company Secretary and Compliance Officer |

Corporate Governance

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Annexure II

III. Affirmation

| Sr. | Particulars | Compliance status (Yes/No/NA) |
|--------------------------------------|--|-------------------------------|
| 1 | The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied | NA |
| Any other information to be provided | | - |

Annexure II

| | | |
|----|-------------------|--|
| 1. | Name of signatory | KHUSHBU SARAF |
| 2. | Designation | Company Secretary and Compliance Officer |

Quarter Ending :Mar-2023

Annexure I
I. Composition of Board of Directors

| | |
|--|-----|
| Disclosure of notes on composition of board of directors explanatory | NA |
| Whether the listed entity has a Regular Chairperson | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

Disqualification of Directors under section 164 of the Companies Act, 2

| Sr | Title (Mr/Ms) | Name of the Director | DIN | Category | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification |
|----|------------------|-----------------------------|----------|---|---|-----------------------------------|---------------------------------|--------------------------------|
| 1 | Mr | KEDAR NATH FATEHPURIA | 00711971 | Executive Director,Chairperson,MD | - | - | - | - |
| 2 | Mrs | SARIKA FATEHPURIA | 03570828 | Non-Executive - Non Independent Director | - | - | - | - |
| 3 | Mr | MANISH FATEHPURIA | 00711992 | Executive Director | - | - | - | - |
| 4 | Mr | MAHESH KUMAR TIBREWAL | 00987782 | Non-Executive - Independent Director | - | - | - | - |
| 5 | Mr | RAJENDRA KUMAR KHETAN | 02472977 | Non-Executive - Independent Director | - | - | - | - |
| 6 | Mr | DEVESH HANSRAJ PODDAR | 08664698 | Non-Executive - Independent Director | - | - | - | - |

Composition of Committee
Meeting of Board of Directors
Meeting of Committees
Related Party Transactions
Affirmations

Annexure II
Website Affirmations

| Sr. No. | Item | Compliance status | Details of non-compliance | Web address |
|---------|--|-------------------|---------------------------|---|
| 1 | Details of business | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 2 | Terms and conditions of appointment of independent directors | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 3 | Composition of various committees of board of directors | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 5 | Details of establishment of vigil mechanism or whistle blower policy | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 6 | Criteria of making payments to non-executive directors | Yes | - | https://www.martinburnltd.com/policies |
| 7 | Policy on dealing with related party transactions | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 8 | Policy for determining material subsidiaries | NA | - | - |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 11 | Email address for grievance redressal and other relevant details | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 12 | Financial results | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 13 | Shareholding pattern | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | - | - |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | - | - |
| 16 | New name and the old name of the listed entity | NA | - | - |
| 17 | Advertisements as per regulation 47 (1) | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 18 | Credit rating or revision in credit rating obtained | NA | - | - |

| Sr. No. | Item | Compliance status | Details of non-compliance | Web address |
|--|---|-------------------|---------------------------|---|
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | - | - |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | - | https://www.martinburnltd.com/regulation-46 |
| 21 | Materiality Policy as per Regulation 30 | Yes | - | https://www.martinburnltd.com/policies |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | NA | - | - |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | - | https://www.martinburnltd.com/ |
| Disclosure of notes on website in terms of Listing Regulations explanatory | | - | | |

Annual Affirmation
Affirmation

Annexure III

III. Affirmations

| Sr | Particulars | Regulation Number | Compliance status(Yes/No/NA) | If status is "No" details of non-compliance may be given here |
|--------------------------------------|-------------|-------------------|------------------------------|---|
| no record found | | | | |
| Any other information to be provided | | - | | |

| | | |
|---|-------------------|--|
| 1 | Name of signatory | KHUSHBU SARAF |
| 2 | Designation | Company Secretary and Compliance Officer |

Annexure IV
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure Not Applicable

Reason for Non Applicability Not Applicable

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|-----------------|---|--|
| no record found | | |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
|-----------------|---------------------------------------|--|--|
| no record found | | | |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|-----------------|--------------------------------------|--|--|
| no record found | | | |

(D) Additional Information

| Affirmations | Compliance Status |
|---|--|
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | |
| Name | - |
| Designation | - |
| Place | - |
| Date | |
| Signatory Details: | |
| Name of signatory | KHUSHBU SARAF |
| Designation of person | Company Secretary and Compliance Officer |
| Place | -- |
| Date | -- |