

**SECRETARIAL COMPLIANCE REPORT OF
MARTIN BURN LIMITED**

For the financial year ended 31st March,2019

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
(Amendment) Regulations, 2018

To
The members
Martin Burn Limited

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Martin Burn Limited, having Registered office at Martin Burn House, 1 R.N Mukherjee Road, Kolkata-700001, Listed on BSE, Scrip Code- 523566** (hereinafter referred as "**the listed entity**")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March,2019 (herein after referred as the "Review Period") in respect of compliance with the provisions, to the extent applicable to the listed entity of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) 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 to the extent applicable to the listed entity, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, during the Review Period the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

We report that the listed entity has complied the applicable clauses of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 with respect to **corporate governance provisions as specified in regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (a) to (i) of sub-regulation (2) of regulation 46 and para A, B, C, D and E of Schedule V**

Based on the above examination, 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.
- (b) The Listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) During the period under review there was no action taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges.

We further report that based on the information received and records maintained there are adequate systems and processes in the listed entity with the size and operations of the listed entity to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Kolkata

Date: 30/05/2019

For T.Chatterjee & Associates
FRN No. - P2007WB067100



Binita Pandey - Partner
Membership No: 41594
COP No. : 19730