

SECRETARIAL COMPLIANCE REPORT OF

Martin Burn Limited

For the period 01-04-2019 to 31-03-2020

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

To
The Members of
Martin Burn Limited

We, T. Chatterjee & Associates 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 - 700 001, (hereinafter referred as "**the listed entity**"), listed on BSE Ltd. (**Scrip Code- 523566**) and The Calcutta Stock Exchange Ltd.
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) books, papers, minute books, reports, statements and documents filed with the recognized stock exchange(s) on the electronic platform , other records maintained by the listed entity and electronics record of the official portal of the Stock Exchange

for the period 01-04-2019 to 31-03-2020 (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, as amended, whose provisions and the circulars/ guidelines issued there under, have been examined to the extent applicable to the listed entity, include: -

- 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, 2018;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014. (not applicable to the listed entity during review period)
- f. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015;
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the listed entity during review period)
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the listed entity during review period)
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 ; (not applicable to the listed entity during review period)
- j. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- k. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; and 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 there under, except the matter specified below :

Sr. No.	Compliance (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
	<ol style="list-style-type: none"> 1. The position of Compliance Officer under Regulation 6(1) of the LODR, 2015 as amended, is vacant since 28-02-2020. 2. The composition of Board is not as per Regulation 17 (1)(b) of the LODR,2015 as amended due to cessation of office of one Independent Director since 25-03-2020 , the resultant vacancy shall be fulfilled by the listed entity in terms of Regulation 25(6) of the LODR,2015 as amended. 3. The composition of Nomination and Remuneration Committee is not as per Regulation 19(1) of the LODR, 2015 as amended due to cessation of office of one Independent Director since 25-03-2020, the resultant vacancy shall be fulfilled by the listed entity in terms of Regulation 25(6) of the LODR, 2015 as amended. 4. The composition of Stakeholders Relationship Committee is not as per Regulation 20 (2A) of the LODR,2015 as amended due to cessation of office of one Independent Director since 25-03-2020 , the resultant vacancy shall be fulfilled by the listed entity in terms of Regulation 25(6) of the LODR,2015 as amended. 		

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.



- (c) The followings are the details of actions taken against the listed entity/ its promoters/ directors 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 there under :

Sr. No.	Action Taken	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

- (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 31 st March, 2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: Kolkata

For **T. Chatterjee & Associates,**
Company Secretaries

FRN No. - P2007WB067100

Date: 15-07-2020

Sumana Mitra 

Sumana Mitra - Partner
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