

**SECRETARIAL COMPLIANCE REPORT**

of

**MAJESTIC AUTO LIMITED**

**[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing and Obligation Requirements), 2015]**

**(For the year ended 31.03.2019)**

We, PKB & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s Majestic Auto Limited (“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 **31<sup>st</sup> March, 2019 (“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:-

- (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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued 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 thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company did not have requisite number of non-executive Directors including Independent Director in the Board.	Due to unexpected demise of Dr. Mohamad Abdul Zahir, Non-Executive Independent Director on 8 <sup>th</sup> November, 2018, vacancy occurred. Thereafter, the Company did not have requisite number of non-executive Directors in the Board. Further, the Company has appointed Mr. S.L. Mohan as Non-Executive Independent Director w.e.f 18 <sup>th</sup> April, 2019.
2.	Regulation 18 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company did not have requisite number of Member in Audit Committee.	Due to unexpected demise of Dr. Mohamad Abdul Zahir, Non-Executive Independent Director on 8 <sup>th</sup> November, 2018, vacancy occurred for Member of Audit Committee and the Company did not have requisite number of Member in Audit Committee.
3.	Regulation 19 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company did not have requisite number of Member in Nomination and Remuneration Committee.	Due to unexpected demise of Dr. Mohamad Abdul Zahir, Non-Executive Independent Director on 8 <sup>th</sup> November, 2018, vacancy occurred for Member of Nomination & Remuneration Committee and the Company did not have requisite number of Member in Nomination &



- (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) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries 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 thereunder:

Sr. No.	Action Taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observation/ remarks of the Practicing Company Secretary, if any
1.	Bombay Stock Exchange Ltd. (BSE)	Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE imposed fine of Rupees 3,06,800/- (Three Lakh Six Thousand and Eight Hundred Rupees Only) for Qtr, ended 31 <sup>st</sup> March, 2019.	Due to unexpected demise of Dr. Mohamad Abdul Zahir, Non-Executive Independent Director on 8 <sup>th</sup> November, 2018, vacancy occurred. Thereafter, the Company did not have requisite number of non-executive Directors in the Board. Further, the Company has appointed Mr. S.L. Mohan as Non-Executive Independent Director w.e.f 18 <sup>th</sup> April, 2019. This is to be noted that Company has been meticulous in doing all the compliances till date and this event happened due to some unavoidable circumstances for the management of the Company. Also, the Company has requested the BSE to waive off the penalty and the matter is with the waiver committee of BSE.
2.	Bombay Stock Exchange Ltd. (BSE)	Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE imposed fine of Rupees 2,12,400/- (Two Lakh Twelve Thousand and Four Hundred Only) for Qtr, ended 31 <sup>st</sup> March, 2019.	Due to unexpected demise of Dr. Mohamad Abdul Zahir, Non-Executive Independent Director on 8 <sup>th</sup> November, 2018, vacancy occurred for Member of Audit Committee and the Company did not have requisite number of Member in Audit Committee. This is to be noted that Company has been meticulous in doing all the compliances till date and this event happened due to some



				unavoidable circumstances for the management of the Company. Also, the Company has requested the BSE to waive off the penalty and the matter is with the waiver committee of BSE.
3.	Bombay Stock Exchange Ltd. (BSE)	Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE imposed fine of Rupees 1,27,720/- (One Lakh Twenty Seven Thousand Seven Hundred and Twenty Rupees Only) for Qtr, ended 31 <sup>st</sup> March, 2019.	Due to unexpected demise of Dr. Mohamad Abdul Zahir, Non-Executive Independent Director on 8 <sup>th</sup> November, 2018, vacancy occurred for Member of Nomination & Remuneration Committee and the Company did not have requisite number of Member in Nomination & Remuneration Committee. This is to be noted that Company has been meticulous in doing all the compliances till date and this event happened due to some unavoidable circumstances for the management of the Company. Also, the Company has requested the BSE to waive off the penalty and the matter is with the waiver committee of BSE.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

This being first year of the Reports, this clause is not applicable.

For PKB & Associates,  
Company Secretary




Pawan Barodiya  
Membership No.: A38674  
COP: 14435

Date: 27.05.2019

Place: New Delhi