



# MADHUCON

PROJECTS LIMITED

CIN: L74210TG1990PLC011114

Ref No.: MPL/SX/2019

Date: 06.06.2019

To,

The Bombay Stock Exchange (BSE) 1 <sup>st</sup> Floor, New Trading Ring, PJ Towers, Dalal Street, Fort, Mumbai -400 001 BSE Scrip Code: 531497	The National Stock Exchange (NSE) of India Limited, 5th Floor, Exchange Plaza, Bandra (East), Mumbai- 400 051. Symbol: MADHUCON
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Dear Sir/Madam,


Sub.: Annual Secretarial Report for the year ended 31<sup>st</sup> March, 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for year ended 31<sup>st</sup> March, 2019 issued by M/s Venkata Krishna & Associates, Company Secretaries.

This is for your information and record.

Thanking You

Regards,  
For Madhucon Projects Limited

  
Deepak Joshi  
Company Secretary & Compliance Officer  
M.No.4924



**Secretarial Compliance Report of MADHUCON PROJECTS  
LIMITED for the year ended 31.03.2019**

*(Pursuant to the SEBI/Circular No:IR/CFD/CMD/27/2019/Dated08.02.2019)*

We, Venkata Krishna & Associates have examined:

(a) all the documents and records made available to us and explanation provided by **MADHUCON PROJECTS 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 31.03.2019 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 there under; 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; ; **Not Applicable during the review period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ; **Not Applicable during the review period**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ; **Not Applicable during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ; **Not Applicable during the review period**

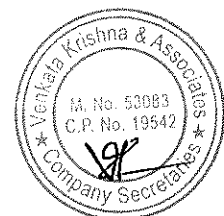


- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ; **Not Applicable during the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ; **Not Applicable during the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; ; **Not Applicable during the review period**
- (i) Other regulations as applicable.

and circulars/ guidelines issued there under; 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 in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations/ Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 9 of SEBI (LODR) Regulations, 2015	A policy for preservation of documents is in place and revised policy will be uploaded on website after approval in the Board Meeting of the Company Dated 28.05.2019.
2.	Regulation 6 of SEBI (LODR) Regulations, 2015	Appointment of Company Secretary as Compliance Officer: The company has appointed Company Secretary as Compliance Officer w.e.f. 01.03.2019 with a delay of 59 days for the Quarter ended 31.03.2019
3.	Regulation 22 of SEBI (LODR) Regulations, 2015	A whistle Blower Policy is in place and revised policy will be uploaded on website after approval in the Board Meeting of the Company Dated 28.05.2019.
4.	Regulation 23 of SEBI (LODR) Regulations, 2015	A Policy on materiality of related party transaction & on dealing with related Party is in place and revised policy will be uploaded on website after approval in the Board Meeting of the Company Dated 28.05.2019.
5.	Regulation 24 of SEBI (LODR) Regulations, 2015	1. The company has appointed independent director of Listed Company on the Board of Directors of some unlisted material Subsidiaries.



		2. The Audit Committee of the listed entity has not reviewed the financial statements of material unlisted Subsidiaries.  3. The minutes of Board Meetings of the unlisted material subsidiaries have not been placed in the Board Meetings of Listed Company.
6.	Regulation 30(4)(ii) of SEBI (LODR) Regulations, 2015	A policy for determination of materiality is in place and revised policy will be uploaded on website after approval in the Board Meeting of the Company Dated 28.05.2019.
7.	Regulation 30(8) of SEBI (LODR) Regulations, 2015	A policy of Archival is in place and revised policy will be uploaded on website after approval in the Board Meeting of the Company Dated 28.05.2019.
8.	Regulation 47 of SEBI (LODR) Regulations, 2015	The Company has not Published the following in news papers: <ul style="list-style-type: none"> <li>➤ Notice of the Board Meetings where financial results are discussed.</li> <li>➤ Notices of General Meeting of shareholders.</li> </ul>

- 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 my/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 there under:

Sr.No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1.	Bombay Stock Exchange	The company has not appointed the Qualified company Secretary as the	Imposed fine of Rs.69,620/- (including GST calculated up to 28 <sup>th</sup> February, 2019 for Delay of 59 Days.	The company has paid the fine amount to Bombay Stock Exchange on 24.05.2019 and Company has appointed Company




		compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015.		Secretary as Compliance officer w.e.f. 01.03.2019.
2.	National Stock Exchange	The company has not appointed the Qualified company Secretary as the compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015	Imposed fine of Rs.69,620/- (including GST calculated, up to 28 <sup>th</sup> February, 2019 for Delay of 59 Days	The company has paid the fine amount to National Stock Exchange on 24.05.2019 and Company has appointed Company Secretary as Compliance officer w.e.f. 01.03.2019.

d. This being the first report since the notification of the requirement to submit this report, reporting on actions taken to comply with the observations made in the previous report does not arise.

For Venkata Krishna & Associates

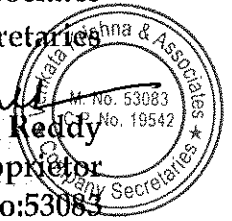
Company Secretaries

  
S V Krishna Reddy

Proprietor

M.no:53083

CP.No:19542



Date: 25.05.2019

Place: Hyderabad