

Ref: MIL/BSE/2021

Date: 17.05.2021

To,
The Corporate Relations department
BSE Limited
Department of Corporate Services
P J Towers, Dalal Street, Fort,
MUMBAI 400001

Re: Maximus International Limited
Script Code: 540401

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2021

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith Annual Secretarial Compliance Report for the financial year ended 31st March, 2021 issued by Mr. Hemang M. Mehta, Proprietor of M/s. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara.

Please take the above on your records

Thanking you.

Yours faithfully,
FOR: MAXIMUS INTERNATIONAL LIMITED



Dharati Shah
Company Secretary



Encl: As Above



SECRETARIAL COMPLIANCE REPORT OF MAXIMUS INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021

I, Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries have examined:

- a) all the documents and records made available to me and explanation provided by Maximus International Limited (“the listed entity”),
- b) the filings / submissions made by the listed entity to the stock exchange,
- 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, 2021 (“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, as amended from time to time;
- 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;
- 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;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 / 2018;
- k) The listed entity has complied with clauses 6(A) and 6(B) mentioned in circular issued by the Securities and Exchange Board of India bearing no.: CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I 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/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that the Board of Directors of top 2000 listed entities (w.e.f. 01.04.2020) shall comprise of not less than six directors.	The composition of Board of Directors was non-complaint for the period from 01.04.2020 to 16.08.2020 as number of Directors on the Board of the listed entity had been 5 which was less than 6.	The Board of of Directors of top 2000 listed entities (w.e.f. 01.04.2020) shall comprise of not less than six directors. However, as per the circular issued by the SEBI bearing no.: SEBI/HO/CFD/CMD1/CIR/P/2020 /48 dated 26 th March, 2020, the listed entity was exempted from imposition of fines etc. for the non-compliance with provisions of the SEBI (LODR) Regulations, 2015 during the quarter ended on 30 th June, 2020. Accordingly, the listed entity appointed sixth director on the Board w.e.f. 17.08.2020. In view of the above, the effective non-compliance period was re-calculated by the BSE as from 01.07.2020 to 16.08.2020 and imposed a revised fine of Rs. 2,77,300/- (inclusive of GST) which the listed entity had deposited the same with the BSE Limited within stipulated time.

- b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder in so far as it appears from my 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.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	BSE Limited	Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that the Board of Directors of top 2000 listed entities (w.e.f. 01.04.2020) shall comprise of not less than six directors. However, as per the circular issued by the SEBI bearing no.: SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated 26 th March, 2020, the listed entity was exempted from imposition of fines etc. for the non-compliance with provisions of the SEBI (LODR) Regulations, 2015 during the quarter ended on 30 th June, 2020. Accordingly, the listed entity appointed sixth director on the Board w.e.f. 17.08.2020. In view of the above, the effective non-compliance period was re-calculated by the BSE as from 01.07.2020 to 16.08.2020 and imposed a revised fine of Rs. 2,77,300/- (inclusive of GST).	Fine imposed by the BSE Limited amounting to Rs. 2,77,300/- (inclusive of GST) for period of non-compliance during the quarter ended on 30 th September, 2020.	The listed entity had paid revised fine of Rs. 2,59,675/- (Rs. 2,77,300/- less TDS Amount: Rs. 17,625/-) for period of non-compliance during the quarter ended on 30 th September, 2020.

- 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 previous reports	Observations made in the Secretarial Compliance Report for the year ended 31st March, 2020	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	Not Applicable	Not Applicable

Place: Vadodara
Date: 17.05.2021

For H. M. Mehta & Associates
Company Secretaries

HEMANG
MEHTA

Digitally signed by HEMANG MEHTA
DN: c=IN, o=Personal,
pseudonym=1d777485c005604e8d170
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serialNumber=6a7d3f50484d4f2b90844
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Date: 2021.05.17 12:26:12 +05'30'

Hemang Mehta
Proprietor
FCS No.: 4965
C. P. No.: 2554
UDIN: F004965C000335086

ANNEXURE TO SECRETARIAL COMPLIANCE REPORT

To,
The Members
Maximus International Limited

The Secretarial Compliance Report of even date is to be read along with this letter.

1. Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the Securities Contracts (Regulation) Act, 1956 (SCRA), rules made thereunder and regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these records. The verification was done to ensure that correct facts are reflected in the said records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of SEBI Act and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Vadodara
Date: 17.05.2021

For H. M. Mehta & Associates
Company Secretaries

HEMANG
MEHTA

Digitally signed by HEMANG MEHTA
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pseudoym=e1d777485c005604e8d170
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st=GUJARAT,
serialNumber=6a7d3f50484d42b90844
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Date: 2021.05.17 12:31:49 +05'30'

Hemang Mehta
Proprietor
FCS No.: 4965
C. P. No.: 2554
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