



Date: 30/05/2023

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To

**Listing Department
BSE Limited
Phiroze Jee Jee Bhoy Towers
Dalal Street, Mumbai – 400001
Maharashtra.
Scrip Code – 532038**

Dear Madam/Sir

Sub.: Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Annual Secretarial Compliance Report for the financial year ended March 31, 2023 received from by M/s Saurabh Agrawal & Co., Practising Company Secretary.

Request you to please take the same on record.

Thanking you

For: Emmsons International Limited

Bhalendra Pal Singh

Bhalendra Pal Singh

PAN: AOEPS2309Q

Chief Financial Officer

Digitally signed by Bhalendra Pal Singh
DN: cn=Bhalendra Pal Singh,
2.5.4.42=30101667947494, email=507310740306e5,
serial=514902264962398df, postalCode=201301,
street=Balambhawan, postalCode=201301,
emailAddress=514902264962398df@emmsons.com,
serialNumber=514902264962398df, email=514902264962398df,
emailAddress=514902264962398df@emmsons.com,
cn=Bhalendra Pal Singh
Date: 2023.05.30 12:53:22 +05'30'

Encl.: As above



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CIN No. : L74899DL1993PLC053060

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**SECRETARIAL COMPLIANCE REPORT OF EMMSONS INTERNATIONAL LIMITED FOR THE
YEAR ENDED ON 31ST MARCH, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Emmsons International Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Flat No. 301, Plot No. 12 Zamrudpur Community Centre, Kailash Colony Delhi - 110048. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, We hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We Saurabh Agrawal & Co., a practicing Company Secretary have examined:

- a. All the documents and records made available to us and explanation provided by 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/filings, as may be relevant which has been relied upon to make this certification.

For the year ended on 31st March, 2023 (Review Period) in respect of the 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 there under 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 Obligation and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018; *Not Applicable to the Company during the audit period;*
- c. Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011; *Not Applicable to the Company during the audit period;*
- d. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018: *Not Applicable to the Company during the audit period;*
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *Not Applicable to the Company during the audit period;*
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not Applicable to the Company during the audit period;*
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that during the Review Period:

I (a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued thereunder except in respect of the matters specified below:

SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Deviations	Observation/Remarks of Practicing Company Secretary
1	Regulation 6 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	The listed entity has not appointed a qualified Company Secretary as Compliance Officer	The Listed entity has not complied the provisions of regulation 6.
2	Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	The Listed entity has Optimum combination of executive and non-executive director, however the Independent directors are not clear the IICA exams as per requirement of	The Listed entity has not complied the provisions of regulation 17.



	the Ministry of corporate affairs.	
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SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Deviations	Observation/Remarks of Company Secretary
1	Regulation 3(5)	The Company has not maintained the structured digital database containing the names of such person or entities as the case may be with whom information is shared.	Company has not complied
2	Regulation 8	The Board of Directors of the Company has not formulated a code of practices and procedures for fair disclosures of unpublished price sensitive information.	Company has not complied
3	Regulation 9	The Board of Directors of the Company has not formulate the code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations.	Company has not complied

(1) The listed entity has not 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.

(2) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchange (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 variation	Details of Action taken e.g. fines, warning letter debarment etc.	Observations/remarks of the Practicing Company Secretary, if any
1.	Bombay Stock	Company is in non	The Company is liable to	Company has not paid



	Exchange vide their email dated 23 rd May, 2022	compliance of Regulation 6(1) pertaining to the appointment of qualified Company Secretary as the Compliance Officer	pay the fine for an amount Rs. 2,58,000/-of the non-compliance and to the satisfaction of the exchange and nonpayment of the fines shall result in freeze the entire shareholding of the promoter and promoter group in this entity as well as other securities held in demat account of the promoter and promoter group.	the fine as imposed by BSE and the demat accounts of the promoter and promoter group are freezed as the company has submitted request letter for the waiver of the fine with BSE.
2.	Bombay Stock Exchange vide their email dated 23 rd May, 2022	Company is in non compliance of Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 for three consecutive years i.e. March, 2018, March 2019 and March 2020.	The Company is liable to pay the fine for an amount Rs. 9,80,000of the non-compliance and nonpayment of the fines shall result in freeze the entire shareholding of the promoter and promoter group in this entity as well as other securities held in demat account of the promoter and promoter group.	Listed entity has not complied with the provisions of Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as the company has submitted request letter for the waiver of the fine with BSE.
3.	Bombay Stock Exchange vide their email dated 23 rd May, 2022	Company is non compliant with the provisions of Regulation 33 pertaining to filing of financial results for March 2018 and June 2020 within prescribed time	Freeze the demat accounts of all the entities mentioned in the shareholding pattern and fine was levied for Rs. 1,10,000/-	The company has filed the financial results after due date. However Company has not paid the fine impose by BSE as the company has submitted request letter for the waiver of the fine with BSE.
4.	Bombay Stock	Company is non-	The Company is liable to	The company has filed

Director of Public Relations
National Stock Exchange of India
New Delhi

	Exchange vide their email dated 23 rd May, 2022	compliant with the provisions of Regulation 31 pertaining to filing of Shareholding pattern for September, 2014 and June 2019 within prescribed time.	pay the fine for an amount Rs. 62,000/- for the non-compliance.	the Shareholding pattern after due date. However Company has not paid the fine impose by BSE as the company has submitted request letter for the waiver of the fine with BSE.
5.	Bombay Stock Exchange vide their email dated 23 rd May, 2022	Company is non-compliant with the provisions of Regulation 27(2) pertaining to filing of Corporate Governance Report for March, 2017 within prescribed time.	The Company is liable to pay the fine for an amount Rs. 9,000/- for the non-compliance	The company has filed the Corporate Governance Report after due date. However, Company has not paid the fine impose by BSE as the company has submitted request letter for the waiver of the fine with BSE.

(b) 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 March 31, 2022	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 3 of SEBI (PIT) Reg 2015:	The Company has not maintained the structured digital database containing the names of such person or entities as the case may be with whom information is shared.	No action was taken by the listed entity.	Default still persist.
2	Regulation 8 of SEBI	The Board of Directors	No action was	Default still persist.



	(PTI) Reg 2015:	of the Company has not formulated the a code of practices and procedures for fair disclosures of unpublished price sensitive information.	taken by the listed entity.	
3	Regulation 9 of SEBI (PTI) Reg 2015:	The Board of Directors of the Company has not formulate the code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations.	No action was taken by the listed entity.	Default still persist.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/N.A)	Observations/ Remarks by PCS*
1	Compliances with the following conditions while appointing/ re-appointing an auditor.		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation,</p>	Not Applicable	The auditor of the listed company and its material subsidiary have not resigned during the review period.



	<p>has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year</p>		
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately</p>	Not Applicable	<p>The Auditor of the listed company and its material subsidiary have not reported any concern during the review period.</p>



	<p>without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and</p>		
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	<p>the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	Not Applicable	<p>the listed company and its material subsidiary have not resigned during the period.</p>

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section</p>	Yes	NIL



	118(10) of the Companies Act, 2013 and mandatorily applicable.		
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI. 	Yes Yes	NIL NIL
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes Yes Yes	NIL NIL NIL
4	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NIL



	<p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>		
5	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	NIL
6	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	No	The Independent directors have not cleared the examination as per requirement of IICA.
7	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation</p>	Yes Yes	NIL NIL



	whether the transactions were subsequently approved / ratified / rejected by the Audit committee.		
8	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	NIL
9	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	No	The listed entity is not complied the regulation.
10	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	Due to some non compliances, SEBI imposed penalty on the company and suspended the trading of shares of the company.
11	Additional Non-compliances, if any: No additional non compliance observed for all SEBI regulation / circular	YES	NIL



e) Presently trading of the Emmons International Limited is suspended due to penal provisions and promoters demat accounts are Frozen.

f) The Listed entity bank accounts are declared Non Performing Assets (NPA) in the year 2014 and no settlement has been made yet.

g) The Listed entity has defaulted in repayment of bank loans and borrowing.

h) The Listed entity has defaulted in payment of listing fee for last two years.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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.

For: Saurabh Agrawal & Co.

Company Secretaries



Saurabh Agrawal

CP No. 4868

M. No. F5430

UDIN: F005430E000420240

Date : 30/05/2023

Place : New Delhi