



Trading House recognised by Govt. of India

Date: 31st July, 2020

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

Dear Madam/Sir

Sub.: Annual Compliance Report for the year ended March 31, 2020


Please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020 as certified by M/s Saurabh Agrawal & Co., Practicing Company Secretary.

This report has been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

This is for your information and records.

Yours Faithfully

For: Emmsons International Limited


Anil Kumar Monga
Chairman & Managing Director
DIN: 00249410

Encl.: As above



Admn. Off. : 101 South Delhi House, 12 Zamrudpur Community Centre, Kailash Colony, New Delhi -1100 48. India
Tel. : 2924 7721-25 Fax : 91 11 2924 7730 e-mail : corporate@emmsons.com Visit us : www.emmsons.com
Regd. Office : 2637 (First Floor), Naya Bazar, Delhi-110006, Tel. : 2392 9341, 2392 2810 Fax : 91 11 2392 4234

2001-2002/2009-2010

CIN No. : L74899DL1993PLC053060



1998-1999



Saurabh Agrawal & Co.

Company Secretaries

403, Nirmal Tower, 26 Barakhamba Road,
Connaught Place, New Delhi-110001

Tel: 011- 40366403,23752129

SECRETARIAL COMPLIANCE REPORT OF EMMSONS INTERNATIONAL LIMITED FOR THE YEAR ENDED ON 31ST MARCH, 2020

To

Emmsons International Limited(CIN: L74899DL1993PLC053060)

101/12, Community Centre,

Zamrudpur, New Delhi - 110048

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 *Emmsons International Limited ('The Company')*;
- 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.

We hereby declare that due to COVID-19 pandemic, we have not visited the office of the Company.

For the year ended on 31st March, 2020 (**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;

- 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) Regulations, 2014;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *Not Applicable to the Company during the audit period;*
- g. Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013 *Not Applicable to the Company during the audit period;*
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And based on the above examination, I/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 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	Company has not complied the provisions of regulation 6
2	Regulation 31 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	The listed entity has made delay in submission of shareholding pattern for the quarter ended June, 2019.	Company has not complied the provisions of regulation 31
3	Regulation 33 (3)(b) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	The listed entity has not submitted quarterly/Half yearly/Annually consolidated results for the Financial Year ended March 31, 2020. The Listed entity has not submitted consolidated financial results for Financial Year ended March 31, 2019.	Company has not complied the provisions of regulation 33(3)(b)
4	Regulation 33 (3)(d) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	The listed entity has not submitted audited consolidated financial results for the financial year ended on 31 st March, 2019 within sixty days from the end of the financial year along with	Company has not complied the provisions of regulation 33(3)(d)

		the audit report.	
5	Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed entity has not submitted Annual Report for the year ended March 31, 2019 with Stock Exchange. The Company has not convened any Annual General Meeting for the year ended March 31, 2019.	Company has not complied the provisions of regulation 34
6	Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed entity has not convened annual general meeting for the year ended March, 2019 hence not complied with the provisions of Regulation 44 with respect to meeting of shareholders and voting rights.	Company has not complied the provisions of regulation 44
7	Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The website of the listed entity is not updated in terms of the provisions of Regulation 46	Company has not complied the provisions of regulation 46

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.	-
2	Regulation 8	The Board of Directors of the Company has not formulated the a code of practices and procedures for fair disclosures of unpublished price sensitive information.	-
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.	-

b) *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 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 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 Exchange vide their email dated 29th August, 2019	Company is non compliant with the provisions of Regulation 31 pertaining to the shareholding pattern for the quarter ended June, 2019	Freeze the demat accounts of all the entities mentioned in the shareholding pattern and fine was levied for Rs. 66,080/-.	Company has paid the fine imposed by BSE on 31st October, 2019
2.	Bombay Stock Exchange vide their letter dated LIST/COMP/5320 38/Reg 6(1) Dec-19/297/2019-20 dated February 12, 2020	Company is in non compliance of Regulation 6(1) pertaining to the appointment of qualified Company Secretary as the Compliance Officer	The Company is liable to pay the fine for an amount Rs. 71980 and it will continue to be computed further till the time of rectification of the non compliance 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.	Company has not paid the fine as imposed by BSE and the demat accounts of the promoter and promoter group are frozen.

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 March 31, 2019	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The listed entity has not submitted quarterly	The listed entity has not submitted quarterly	No action was taken by the listed entity with respect to the	Default still persist.

	(From April 2018 to March 2019)/year –to-date consolidated financial results (March 31, 2018) to the stock exchange with in forty five days of each quarter.	(From April 2018 to March 2019)/year –to-date consolidated financial results (March 31, 2018) to the stock exchange with in forty five days of each quarter.	consolidated quarterly results for the 2018-2019	
2	The listed entity has not submitted audited consolidated financial results for the financial year ended on 31 st March, 2018 within sixty days from the end of the financial year along with the audit report.	The listed entity has not submitted audited consolidated financial results for the financial year ended on 31 st March, 2018 within sixty days from the end of the financial year along with the audit report.	These were submitted to the Stock Exchange on 15 th March, 2019 and adopted by the shareholder in their Annual General Meeting held on 26 th April, 2019.	Compliance was not done within time.
3	Listed entity has not complied the provisions of Regulation 34 within time. The AGM was not held in time.	Listed entity has not complied the provisions of Regulation 34 within time. The AGM was not held in time.	As the consolidation of the financial results was not available therefore compliance was done on 26 th April, 2019. However it was submitted within 21 working days of the holding of the AGM	Compliance was done beyond the stipulated time i.e. on 26th April, 2019

For: Saurabh Agrawal & Co.
Company Secretaries

Saurabh Agrawal Digitally signed by
Saurabh Agrawal
Date: 2020.07.31
22:37:24 +05'30'

Saurabh Agrawal
FCS
CP No. 4868
M.No. 5430

Date : 31.07.2020
Place : New Delhi
UDIN: F005430B000541460