



Ref. No. ML/BSE/004/19-20

Date: 30.05.2019

The Department of Corporate Services
The Bombay Stock Exchange Ltd.
P. J. Towers, Dalal Street
Mumbai – 400 001.

Scrip Code: 517467

Sub: Annual Secretarial Compliance Report for FY 2018-2019.

Sir/ Madam,

Pursuant to SEBI Circular dated 08th February 2019, we have attached herewith Annual Secretarial Compliance Report for FY 2018-2019 issued by M/s Jaiswal A & Co. , Practising Company Secretaries. The Report has been duly noted at the Board Meeting held on Thursday, 30th May 2019.

For Marsons Ltd

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Akhilesh Kotia
Director
(DIN: 00076777)

Secretarial Compliance Report of Marsons Limited
for the year ended 31st March 2019

We, JAISWAL A & CO., Company Secretaries have examined:

- (i) all the documents and records made available to us and explanation provided by **Marsons Limited** ("the listed entity"),
- (ii) the filings/ submissions made by the listed entity to the stock exchanges,
- (iii) website of the listed entity,
- (iv) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st 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; *Not Applicable*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *Not Applicable*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not Applicable*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable* Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not Applicable*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Any other regulations as applicable.

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/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Reg 31: Submission of Shareholding Pattern	Quarter ended Sep 2018, Dec 2018 & March 2019	RTA has not provided data due to non-payment of fees
2	Reg 13(3) : Submission of Investor Complaints	Quarter ended Sep 2018, Dec 2018 & March 2019	RTA has not provided data due to non-payment of fees
3	Submission of Reconciliation of Share Capital Audit Report	Quarter ended Sep 2018, Dec 2018 & March 2019	RTA has not provided data due to non-payment of fees
4	Non- Appointment of Company Secretary & Chief Financial Officer of the Company	Quarter ended Sep 2018 Dec 2018 & March 2019	<i>As the Company "Marsons Limited" was under CIRP Process pursuant to an Order dated 20th June 2018 of the National Company Law Tribunal, Kolkata Bench.</i>
5	Non Payment of Listing Fees	Listing fees for FY 2018-19 is pending	<i>As the Company "ABC Limited" was under CIRP Process pursuant to an Order dated 20th June 2018 of the National Company Law Tribunal, Kolkata Bench</i>
6	Compliance regarding Sec 54(5) of DP Regulations 1996.	Quarter ended Sep 2018 , Dec 2018 & March 2019	RTA has not provided data due to non-payment of fees
7	Compliance under Reg 40(9)	Quarter ended Sep 2018 & March 2019	RTA has not provided data due to non-payment of fees

The Company "Marsons Limited" was under CIRP Process pursuant to an Order dated 20th June 2018 of the National Company Law Tribunal, Kolkata Bench, as per the provisions of the Insolvency and Bankruptcy Code, 2016. The Company has received final order dated 09th May 2019 on the above matter.



- (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/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.	Observations/ remarks of the Practicing Company Secretary, if any.
N.A.	N.A.	N.A.	N.A.	N.A.

- (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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.				



For JAISWAL A & CO.

Arun Kumar Jaiswal
 Arun Kumar Jaiswal
 Practicing Company Secretary
 Proprietor
 Mem. No.29827; C.P. No- 12281

Place: Kolkata

Date:30.05.2019