



Ref. No. ML/BSE/005/19-20

Date: 30.07.2020

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 2019-2020.

Sir/ Madam,

Pursuant to SEBI Circular dated 08th February 2019, we have attached herewith Annual Secretarial Compliance Report for FY 2019-2020 issued by M/s Sultana K & Associates , Practising Company Secretaries. The Report has been duly noted at the Board Meeting held on Thursday, 30th July 2020.

Thanking you,

Yours Faithfully
For Marsons Limited

Uttara Sharma

(Uttara Sharma)
Company Secretary
(M. No. A48464)

Marsons Limited



To,
The Board of Directors,
MARSONS LIMITED

Sir,

Annual Secretarial Compliance Report for the Financial Year 2019-20

We have been engaged by Marsons Limited (hereinafter referred to as 'the Company') bearing CIN: L31102WB1976PLC030676 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Due to restricted movement amid COVID-19 pandemic, my basis of examination for issuing Secretarial Compliance Report for the financial year 2019-20 was only restricted to the Information /documents /Confirmations /Records provided by the Company in the electronic mode and could not be verified from the original records. The management has confirmed that the records submitted to me are the true and correct.

Annual Secretarial Compliance Report is enclosed.



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Secretarial Compliance Report of MARSONS LIMITED
for the year ended 31st March 2020.

We, *Sultana K & Associates* 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 2020 ("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;
- (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*
- (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, 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 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 March 2019, June 2019, September 2019, December 2019.	Corporate Action was initiated on 24.06.2019 for Capital Reduction and Consolidation of Shares therefore Trading was suspended.
2	Reg 13(3) : Submission of Investor Complaints	Quarter ended March 2019, June 2019.	Company was under CIRP Process and has received Final order after successful approval of Resolution Plan on 9 th May 2019.
3	Submission of Reconciliation of Share Capital Audit Report	Quarter ended March 2019, September 2019, December 2019.	Trading was suspended due to Corporate Action.
4	Compliance under Reg 40(9)	Quarter ended Sep 2019.	Trading was suspended due to Corporate Action.

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
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(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... (The years are to be mentioned)	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 SULTANA K & ASSOCIATES

Sultana Khan

Sultana Khan
Practicing Company Secretary
Proprietor

M. No. A44373/ C.P. No- 20815

UDIN : A044373B000531838



Place: Kolkata
Date: 30.07.2020