



Ref. No. ML/BSE/012/22-23

Date: 30.05.2022

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 2021-2022.

Sir/ Madam,

Pursuant to SEBI Circular dated 08th February 2019, we have attached herewith the Annual Secretarial Compliance Report for FY 2021-2022 issued by M/s Jaiswal A & Co., Practising Company Secretaries. The Report has been duly noted at the Board Meeting held on Monday, 30th May 2022.

Thanking you,

Yours Faithfully
For Marsons Limited

Uttara Sharma

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

Marsons Limited



JAISWAL A & CO.

Company Secretaries
4A, Council House, 1st Floor, MMS Chamber
Room No- D1, Kolkata- 700001
Email : jaiswalrun82@gmail.com

To,

Date: 30.05.2022

The Board of Directors,
MARSONS LIMITED
CIN: L31102WB1976PLC030676
Office: Budge Budge Trunk Road,
Chakmir, Maheshtala
Kolkata- 700142

Respected Sir,

Sub : Annual Secretarial Compliance Report for the Financial Year 2021-22

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.

Our basis of examination for issuing Secretarial Compliance Report for the financial year 2021-22 was only restricted to the Information/documents/Confirmations/Records provided by the Company. The management has confirmed that the records submitted to us are the true and correct.

Annual Secretarial Compliance Report is enclosed.





JAISWAL A & CO.

Company Secretaries

4A, Council House, 1st Floor, MMS Chamber

Room No- D1, Kolkata- 700001

Email : jaiswalarun82@gmail.com

Secretarial Compliance Report

for the year ended 31st March 2022

Marsons Limited

CIN- L31102WB1976PLC030676

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 2022 ("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 during the review period*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (*Not Applicable during the review period*)
- (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 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable during the review period*)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*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 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The 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, 2018, to the extent applicable to the Company;

and based on the above examination and circulars/ guidelines issued thereunder, 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 there-under,
- (b) The listed entity has 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 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... (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.				



(e) The listed entity has complied with the provisions of the above Acts, Regulations and circulars/ guidelines, including SEBI circular CIR/CFD/CMDI/114/2019 dated 18/10/2019 in respect of appointment of Auditor, to the extent applicable.

There were no observations in the report for the previous year and therefore no actions were desired to be taken by the listed entity.

****Note: The Company was under NCLT, Kolkata Bench and has received Final order on 25.01.2022 after the successful approval of "Original Resolution Plan with modification" of the Resolution Applicant by the NCLT Court, Kolkata Bench.**

The Company is under the process of complying with the provisions of minimum public shareholding under SEBI(LODR) Regulations, 2015 as per the Resolution Plan approved by the NCLT, Kolkata Bench vide Order dated 25.01.2022.

Place: Kolkata

Date : 30.05.2022



For JAISWAL A & CO.
Company Secretaries

A handwritten signature in black ink, appearing to read "Arun Kumar Jaiswal".

Arun Kumar Jaiswal
Practicing Company Secretary
Proprietor
Mem. No.29827; C.P. No- 12281
UDIN- A029827D000429589