



POLSON LTD

Manufacturers & exporters of eco friendly tannin extracts & leather chemicals since 1906

Date: 30.05.2019

To
BSE Ltd.
Phiroze Jeejeebhoy
Towers, Dalal Street,
Mumbai 400 001

Sub: Annual Secretarial Compliance Report of Polson Limited (Security Code: 507645) for the year ended March 31, 2019

Reference:- SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019

Dear Sir/Madam,

In terms of clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Mr. Mihen Halani, Practicing Company Secretary and Secretarial Auditor of the Company.

We request you to kindly take the above information on record.

Thanking You.

For Polson Ltd

Amol Kapadia
Managing Director
DIN: 01462032



REGD. OFFICE: Ambaghat Vishalgad, Taluka Shahuwadi, District Kolhapur - 415 101. CIN No. L15203PN1938PLC002879

MUMBAI CITY: 615/616 (6th floor) Churchgate Chambers, 5, New Marine Lines, Churchgate, Mumbai 400 020.

Tel.: 91-22-2262 6437 /2262 6439. Fax: 91-22-22822325. E-mail: admin@polsonltd.com

KOLHAPUR : Unit No.3, B-4, Kagal Hatkanangale, 5 Star MIDC, Kagal, Kolhapur - 416 216. Tel.: 91-231-2305199.

MIHEN HALANI & ASSOCIATES*Practicing Company Secretaries*

32, 1st Floor, Shantinath Shopping Centre, Near Aditi Restaurant, S.V. Road,
Malad (West), Mumbai – 400 064, ☎: 022 – 6236 0279, ✉: mihenhalani@gmail.com

Secretarial Compliance Report of Polson Limited for the year ended March 31, 2019**SECRETARIAL COMPLIANCE REPORT**

To,
The Board of Directors,
Polson Ltd
CIN: L15203PN1938PLC002879
Security ID: POLSON / Security Code: 507645/ ISIN: INE339F01021

We, M/s. Mihen Halani & Associates, have examined:

- a) all the documents and records made available to us and explanation provided by Polson Ltd (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018/2009;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the period under review**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not Applicable during the period under review**
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review**
- k) Other Rules and Regulations and the circulars/ guidelines issued thereunder;
 - SEBI (Depositories and Participants) Regulations, 2018/1996;

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)	Deviation	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 46 of SEBI (LODR) Requirements, 2015:	Non maintenance of website	The company has not updated its functional website within the requisite time period.

- (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.
1	SEBI	Non fulfillment of minimum shareholding as required under Rule 19(2) (b) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 from June 03, 2013 till October 26, 2017.	An adjudicating officer was appointed and Company has filed Settlement Application bearing reference no. <u>3535/2018</u> dated June 25, 2018 with SEBI in terms of Regulations 3(1) and 3(2) of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to as 'Settlement Regulations') proposing to settle the proceedings.	The company has made the payment of Rs. 6,80,000/- as full and final payment towards settlement of all proceeding.

(d) Since this is the first year of reporting, there are no previous reports in respect of which the listed entity is required to take actions to comply with the observations made under such previous reports.

For MIHEN HALANI & ASSOCIATES
Practicing Company Secretary

Date: 28.05.2019
Place: Mumbai


Mihen Halani
(Proprietor)
CP No: 12015
FCS No:9926

