



POLSON LTD

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

Date: June 19, 2021

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

**Sub: Annual Secretarial Compliance Report of Polson Ltd (Security Code: 507645)
for the year ended March 31, 2021**

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, 2021.

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

Thanking You.
For Polson Ltd

Amol Jagdish Kapadia
Managing Director
DIN: 01462032





MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,
Malad (West), Mumbai - 400 064, ☎: 022 - 6236 0279 ✉: mihenhalani@gmail.com

**Annual Secretarial Compliance Report of Polson Ltd
for the year ended March 31, 2021**

To,
The Board of Directors,
Polson Ltd
CIN: L15203PN1938PLC002879
BSE Scrip 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, 2021 (“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- **Not Applicable during the period under review;**
- 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 - **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;

Based on the above examination, we hereby report that, during the Review Period:

- i. The listed entity has complied with all 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
1.	Regulation 46 of the SEBI (LODR) Regulations, 2015	Maintenance of Website	The Listed entity hasnot maintained functional website properly as required under Regulation 46(2)of the SEBI (LODR)Regulations,2015.
2.	PART C of the Schedule II of the SEBI (LODR) Regulations, 2015	Internal Audit Report for the quarter ended March 31, 2021	Due to sudden death of existing Internal Auditor in January 2021, the listed entity is in due process of appointing new Internal Auditor. Accordingly, the Internal Audit for the quarter ended March 31, 2021 is yet to be undertaken by the listed entity. As a result of this, the Audit Committee is yet to review the adequacy and findings of internal audit and investigation for the quarter ended March 31, 2021.

- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- iii. No 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.
- iv. The listed entity has taken the following actions to comply with 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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	2019-20	The Company is taking proper measures and action in order to comply with the regulations	The Board of Directors taking appropriate steps and initiative in order to comply with the requirement of the said regulation.
2.	Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015	2019-20	Bombay Stock Exchange(BSE) vide its Letter LIST/COMP/Reg.27(2) & Reg.17 to 21/Dec-19/507645/283/2019-20 dated February 03, 2020 has levied penalty of Rs. 2,17,120/- (Rupees Two Lac Seventeen Thousand One Hundred Twenty Only) for Non-Compliance of constitution of Nomination and Remuneration Committee(NRC). As informed to us, the Company has filed	The Board of Directors informed us that they are yet to receive response from the Bombay Stock Exchange(BSE) in this regards.

			relevant reply along with all the supporting documents with the Stock Exchange.	
--	--	--	---	--

**For Mihen Halani & Associates
Practicing Company Secretary**

Date: 15.06.2021

Place: Mumbai

UDIN: F009926C000442193

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