

MANSOON TRADING COMPANY LIMITED

CIN : L99999MH1985PLC035905

Regd. Office : Office No. 203, 2nd Floor, M - Space, Next to Minatai Thackeray Blood Bank,
Sitaram Patkar Marg, Goregaon (West), Mumbai - 400 104

E mail : mansoontradingltd@gmail.com · Website : mansoontrading.co.in

29th May, 2023

Deputy Listing Manager
Listing Compliance
BSE Limited
P. J. Towers,
Dalal Street
Mumbai 400 001

Ref: Scrip Code: 512303

Subject: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March, 2023

Dear Sir / Madam

With reference to the Compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR / CFD / CMD 1 / 27 /2019 dated 8th February, 2019, we are enclosing herewith the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023 duly issued by M/s GIRISH MURARKA & CO., Practicing Company Secretary.

Please take the above Report on your record and oblige.

Thanking you.

Yours faithfully,
For Mansoon Trading Company Limited

V. B. Kulkarni

Vikas B. Kulkarni
Managing Director
(DIN – 08180938)



GIRISH MURARKA & CO.

Company Secretaries

Ground Floor, Wing "A", Flat No. 001, Bharateeya Kala Mandal C/2, Co-op. Hsg. Soc. Ltd.
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SECRETARIAL COMPLIANCE REPORT OF MANSOON TRADING COMPANY LIMITED (CIN – L99999MH1985PLC035905) FOR THE YEAR ENDED 31ST MARCH, 2023

I, Girish Murarka, proprietor of M/s GIRISH MURARKA & CO, practicing Company Secretary have examined:

- a) All the documents and records made available to us and explanation provided by MANSOON TRADING COMPANY LIMITED ("the listed entity").,
- b) The filings / submissions made by the listed entity to the stock exchange – BSE Limited,
- c) Website of the listed entity,
- d) Any other documents / filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 ("Review Period") in respect of compliance with provisions of:
 - (i) The Securities and Exchange Board of India, Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder and
 - (ii) 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;
- 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 Benefit 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; **(Not Applicable during the review period)**
- g) 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) Securities and Exchange Board of India (Delisting of Equity Shares) Amendments Regulations, 2016; **(Not Applicable during the review period)**
- j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations 2009; **(Not Applicable during the review period)**
- k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circular / guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observation / Remarks by PCS*
1	Secretarial Standards: The compliance of the Listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretary of India (ICSI) as notified by Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None
2	Adoption and timely up dation of Policies: *All Applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of listed entities *All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	None



3	<p>Maintenance and Disclosure on Website:</p> <p>*The Listed entity is maintaining a functional website</p> <p>*Timely dissemination of documents / information under a separate section on the website</p> <p>*Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website</p>	Yes	None
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is / are disqualified under section 164 of Companies Act, 2013 as confirmed by the listed</p>	Yes	None
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.</p> <p>a). Identification of material subsidiary companies.</p> <p>b). Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	The entity has no subsidiary company.
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7	<p>Performance Evaluation</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations</p>	Yes	None
8	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / rectified / rejected by the Audit Committee, in case no approval has been obtained</p>	Not Applicable	The Company has not entered into any related party transaction



The Company received another email dated January 30, 2023, regarding the Late submission in compliance of Regulation 13(3) for Quarter ended Dec.18 and Regulation 23(9) for the Quarter ended September, 2022 and levied the fine of Rs. 3,000/- and Rs. 1,90,000 at basic respectively.

Further BSE in the said email for late submission under Regulation 33 for the Quarter ended Sept-19 levied the fine of Rs. 65,000/- at basic.

K. Daga up to as Non-Executive Independent Director up to 31.03.2025
The above EGM was held and the proceeding of the EGM with Scrutinizers Report about Passing of the resolution was submitted.

The Company submitted the waiver application mentioned that Non-compliance under Regulation 17(1A) was not intentional and it is not Price Sensitive Information which will impact the market, hence fine imposed please be waived.

The Company has paid the fine levied by the BSE for late submission under Regulation 13(3) for the Quarter ended Dec.18 and Regulation 23(9) for the half year ended 30th September, 2022

The Company had made the submission on 8th November, 2019, intimating that the Company has adopted IND-AS for the First time for the financial year 2019-20. Hence in terms of circular CIR / CFS / FAC / 62 / 2016 dated 05.07.2016, The Board Meeting for approval of UFR for Quarter and half year ended 30.09.2019 can be held till 14.12.2019. As against above, the Board Meeting was held on 27.11.2019 and thereby there is no delay



	Further in the same email id, BSE alleged violation of Regulation 34 about delay in submission of Annual Report for the year ended 31.03.2022 by 5 days and impose the fine of Rs. 10,000/- basic under		<p>The Company submitted that the cutoff date for dispatch of Annual Report to the Shareholder was 1st September, 2022 and on the same day it was to be submitted BSE also. But the same was submitted on September 5, 2022. The Company requested for condonation of delay and fine imposed be waived.</p> <p>The Company is following up with BSE for processing of Waiver Application and the fine, if any, revised will be paid. With this Promoter Demate Account will be unfreezed. However, the Company shares are infrequently traded.</p>
12	<p>Additional Non-compliance, if any:</p> <p>No additional non-compliance observed for any SEBI Regulation / Circular / guideline note etc.</p>	Not Applicable	There is no additional non-compliance observed for all SEBI Regulation / Circular / guidance note etc.

Compliance related to resignation of Statutory Auditor from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observation / Remark by PCS
1	Compliance with the following conditions while appointing / re-appointing an auditor		
	i)If the Auditor has resigned within 45 days from the end of quarter of a financial year, the auditor before such resignation, has issued the limited review / auditor report for such quarter or	N.A	
	ii)If the Auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited	N.A.	



	<p>review / audit report for such quarter as well as the next quarter or</p> <p>iii) If the Auditor has signed the limited review / audit report for the first three quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>N.A.</p>	
<p>2</p>	<p>Other conditions relating to resignation of Statutory Auditor</p>		
	<p>i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee</p> <p>a) In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarter Audit Committee meetings</p> <p>b) In case the Auditor proposes to resign, all concern with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Company, the Auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable</p> <p>c) The Audit Committee / Board of Directors as the case may be, deliberated on the matter on receipt of such information from the Auditor relating to the proposal to resign as mentioned above and communicate its views to the management and auditor.</p> <p>ii) Disclaimer in case of non-receipt of information:</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	



	The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity / its material subsidiary has not provided information required by the auditor		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019	N.A.	

The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued under, except in respect of matter specified below:

Sr. No.	Compliance Requirements (Regulations/ Circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observation / Remark of Practicing Company Secretary	Management Response	Remark
					Advisory/ Clarification/Fine/Show Cause Notice/ Warning etc.					
As per Annexure "A"										

The Listed entity has taken following action to comply with the observation made in the previous year report.

Sr. No.	Compliance Requirements (Regulations/ Circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observation / Remark of Practicing Company Secretary	Management Response	Remark
					Advisory/ Clarification/Fi					



					ne/Show Cause Notice/ Warning etc.					
Not Applicable										

Assumption & Limitation of Scope and Review:

1. Compliance of Applicable laws and ensuring the authenticity of the documents and information furnished are the responsibility of the Management of listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For GIRISH MURARKA & CO.
Company Secretaries

Girish Murarka
Proprietor
ACS – 7036
COP – 4576

Place: Mumbai

Date: 27th May, 2023

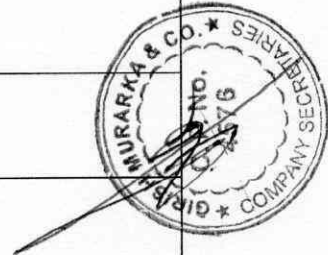
UDIN – A007036E000399670

Peer Review No. 2223/2022



Annexure "A"

Sr. No	Compliance (Requirements / Regulations / Circulars / guidelines, including specific clause	Regulation / Circular No.	Deviation	Action taken by	Type of Action / advisory / clarification / Fine / Show cause / Notice / warning etc	Details of Violation	Fine Amount in Rupees	Observation / Remark of Practicing Company Secretary	Management Response	Remark
1	Regulation 17(1) of SEBI(LODR), Regulations, 2015	Reg.17(1)	The Non-Compliance with requirement pursuant to the Composition of Board, including appointment of Woman Director	BSE	Fine	Composition of Board of Directors including appointment of Woman Director	4,60,000/- Plus GST 18%	The Company at the Board Meeting held on 1 st March, 2023 with the appointment of Mr. Anil Vitthal Londhe, as Non-Executive Independent Director and his appointment was regularized at EGM held on 28.03.2023.	The Management submitted that at the Board Meeting held on 1 st March, 2023 with the appointment of Mr. Anil Vitthal Londhe, as Non-Executive Independent Director and his appointment was regularized at EGM held on 28.03.2023.	The Company submitted the waiver application dated 16.03.2023 wherein the above appointment was informed and also mentioned that Non-compliance under Regulation 17(1) was not intentional and it is not Price Sensitive Information which will impact the



2	Regulation 17(1A) of SEBI(LODR) Regulations, 2015	Reg.17(1A)	Non-compliance of Regulation 17(1A) pertaining to continuation of Non-Executive Director who has attained the age of 75 years for Mr. Sunil K. Daga and levied the fine of Rs. 2,17,120/- including GST 18%	BSE	Fine	Non-compliance of Regulation 17(1A) pertaining to continuation of Non-Executive Director who has attained the age of 75 years	1,84,000/- Plus GST 18%	Maheswari was appointed since 30 th March, 2015	was already appointed on 30.03.2015 as Woman Director.	market, hence fine imposed please be waived.
						The Company at the Extra-ordinary General Meeting convened and held on 28 th March, 2023 and passed the relevant resolution allowing the continuation of the appointment of Mr. Sunil K. Daga up to as Non-Executive Independent Director up to 31.03.2025 The above EGM was held and the	The Management at the Extra-ordinary General Meeting convened and held on 28 th March, 2023 and passed the relevant resolution allowing the continuation of the appointment of Mr. Sunil K. Daga up to as Non-Executive Independent Director up to 31.03.2025 The above EGM was held and the proceeding of	The Company submitted the waiver application mentioned that Non-compliance under Regulation 17(1A) was not intentional and it is not Price Sensitive Information which will impact the market, hence fine imposed please be waived.	The Company submitted the waiver application mentioned that Non-compliance under Regulation 17(1A) was not intentional and it is not Price Sensitive Information which will impact the market, hence fine imposed please be waived.	



3	Regulation 13(3) of SEBI(LODR) Regulations, 2015	Reg.13(3) Dec.18	The due date of Submission was 21.01.2019 and was submitted on 24.01.2019	BSE	Fine	There was delay by 38 days in compliance of Regulation 13(3)	3,000/- Plus GST 18%	The Company agreed the period of delay and paid the fine imposed	proceeding of the EGM with Scrutinizers Passing of the resolution was submitted.	the EGM with Scrutinizers Report about the resolution was submitted	The Company has delayed in uploading pursuant to Regulation 13(3) and paid the fine imposed
4	Regulation 23(9) of SEBI(LODR) Regulations, 2015	Reg.23(9) Sept.22	The due date of Submission was 29.11.2022 and was submitted on 06.01.2023	BSE	Fine	There was delay by 38 days in compliance of Regulation 23(9)	1,90,000/- Plus GST 18%	The Company agreed the period of delay and paid the fine imposed	Since the Paid-up Capital of the Company is Rs. 1.99 Cr which is less than Rs. 10 Cr, The Management interpreted exemption in terms of Regulation 15 of SEBI(LODR), Regulation. But	Due to delay in the interpretation Of exemption under regulation 15, the delay has occurred and the Company paid the fine imposed.	



5	Regulation 33 of SEBI(LODR) Regulations, 2015	Reg.33	Delay in submission of Un-audited Financial Results for the Quarter ended 30.09.2019 by 13 days	BSE	Fine	There was delay by 13 days in Compliance of Regulation 13 days	65,000/- Plus GST 18%	SEBI vide Circular CIR/CFD/FAC /62/2016 dated 15.07.2016 had granted one month extension for submitting Un-audited Financial Results for those companies on which IND-AS is applicable for the First Time. Since the IND-AS is applicable for the financial year 2019-20, the Company can hold Board Meeting for approval of	The Company had made the submission on 7 th November, 2019, intimating that the Company has adopted IND-AS for the First time for the financial year 2019-20. Hence in terms of circular CIR / CFS / FAC / 62 / 2016 dated 05.07.2016, The Board Meeting for approval of UFR for Quarter and half year ended 30.09.2019 can be held till 14.12.2019. As	due to Net worth of the Company exceeded Rs. 25 Cr. BSE clarified that the exemption will not be applicable. As a result of which the delay of 38 days occurs.	The Company has applied for waiver of the fine as there was no delay.
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6	Regulation 34 of SEBI(LODR) Regulations, 2015	Reg.34	Delay in submission of Annual Report 2021-22 by 5 days	BSE	Fine	The cut-off date for despatch of Annual Report for FY 2021-22 to Shareholders was 01.09.2022 and the Annual Report was submitted to BSE on 05.09.2022.	10000/- Plus GST 18%	UFR for the Quarter and half year ended 30.09.2019 till 14.12.2019. As against this the Company hold Board Meeting on 27.11.2019 & thus, there was no delay	In terms of Regulation 34, there was delay in submission of Annual Report FY 2021-22 to BSE was 5 days	against above, the Board Meeting was held on 27.11.2019 and thereby there is no delay	The delay was due to oversight. No dividend was recommended and shares of the Company in traded infrequently	The Management submitted application for condonation of delay
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