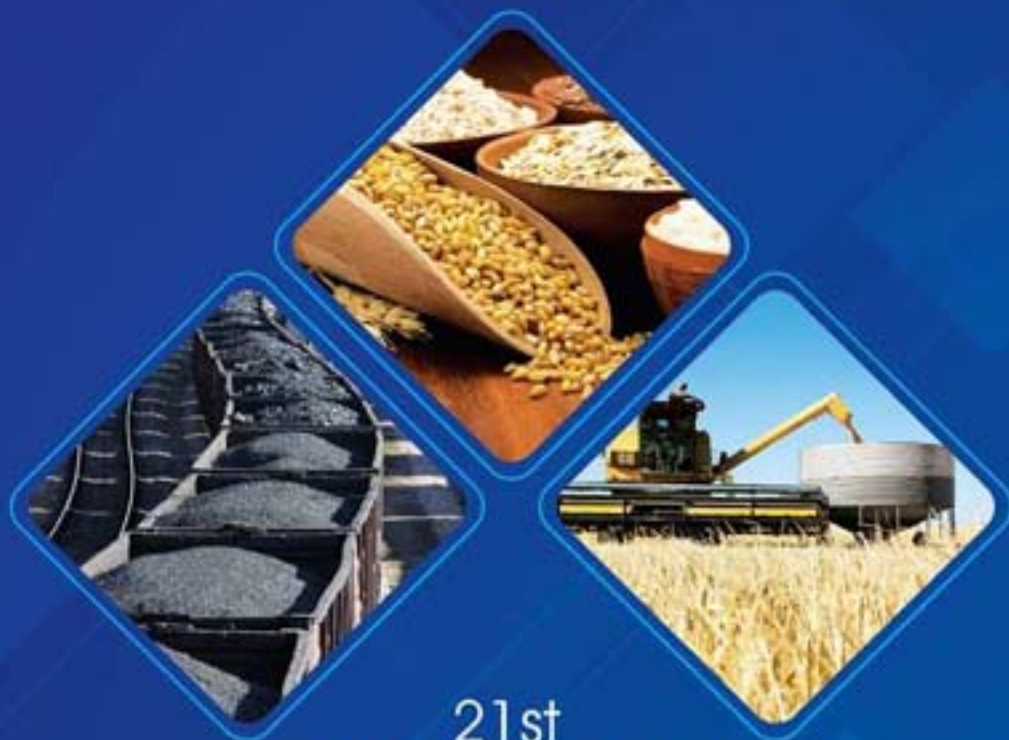


CREATING QUALITY, WINNING TRUST



21st ANNUAL REPORT — 2013-2014 —



CHAIRMAN'S MESSAGE



Mr. Anil Monga, Chairman & Managing Director

Dear Stakeholders,

It is with great pleasure that I present to you the 21st Annual Report of your Company, Emmsons International Limited.

Your Company, one of the leading trading house in India is having diversified product in its basket. The core business of your Company is depending upon the procuring of orders from overseas buyer. Un-expectedly, the last fiscal year witnessed unacceptable levels of Current Account deficits, High Borrowing Cost, Great Volatility in forex market, continued uncertainty in many developed economies resulting in slower global growth. The International Business environment remained difficult and challenging.

Although the Company passed through complex time in the past year, we are quite confident that we would be able to tide over this adversity. With the unstinting support, commitment and energy of our employees and other stake holders, Emmsons will scale greater heights and continue to achieve newer milestones in its journey. We continued to focus on cost optimization & efficient management of working capital. We are constantly striving to enhance our reputation as one of the India's leading trading house. Despite these constraints, your Company performed reasonably well.

For the year under review, our revenue stands at Rs. 1525.54 Crore as against the revenue of Rs. 1837.32 Crore in financial year 2012-13. Net profit of your Company stood at Rs. 2.40 Crore as against the net profit of Rs. 10.24 Crore in financial year 2012-13.

Although last year have been full of challenges, this has helped us to strengthen our inspired, emotional & intellectual muscles. While hindrances were tall however it enabled us to accelerate the renovation of our customs into one of excellence. The prospect is full of challenges but yet full with opportunities. Gorgeous morning follows every dark night.

While concluding, I convey my personal gratitude for your continued support in our journey of delivering consistent, competitive and responsible growth and the confidence that you have reposed in your company's Board of Directors. I sincerely hope that you will continue to extend your whole-hearted support to us so that we, along with the management team, and all employees will further accelerate the growth and progress of the company.

Thanking you,

Sd/-

(Anil Monga)
Chairman & Managing Director

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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send an email to emmsonsgogreen@linkintime.co.in giving details like Name and Folio No. to register the same at our Registrar and Transfer Agents.

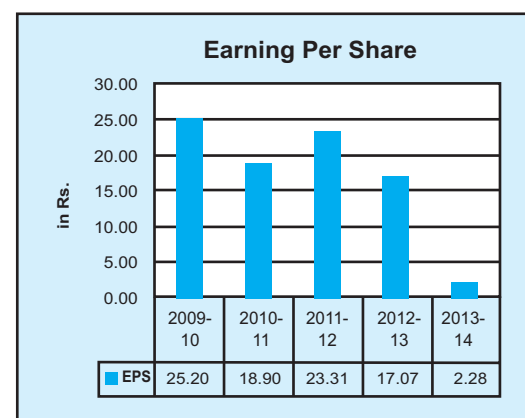
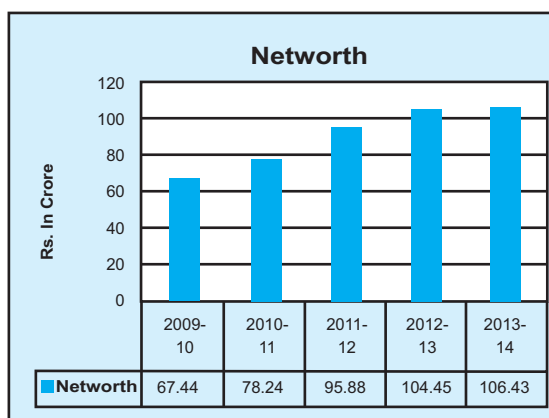
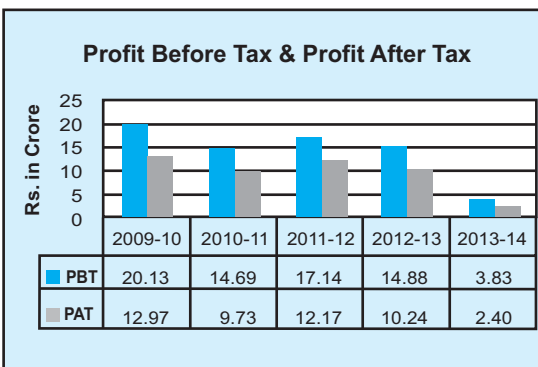
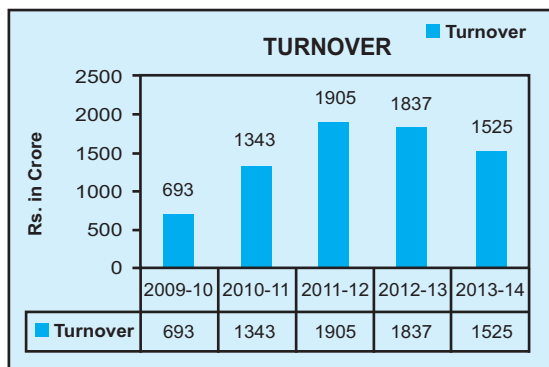
EMMSONS**FINANCIAL HIGHLIGHTS**

	(Rs. in Crores)				
PARTICULARS	2013-14	2012-13	2011-12	2010-2011	2009-2010
Gross Turnover/Income	1525.54	1837.32	1905.27	1343.51	693.22
Earnings before Depreciation, Interest and Tax (EBDIT)	79.61	74.92	70.29	44.21	41.47
Depreciation	0.80	0.66	0.73	0.59	0.50
Profit before Tax	3.83	14.88	17.14	14.69	20.13
Profit after Tax	2.40	10.24	12.17	9.73	12.97
Equity Dividend %	0.00	10.00	25.00	20.00	20.00
Dividend Payout	0.00	1.20	1.50	1.03	1.03
Equity Share Capital	11.99	5.99	5.99	5.14	5.14
Equity Share Warrants Allotment/ Application Money	0.00	0.00	0.00	0.22	0.00
Reserve & Surplus	94.43	98.45	89.88	72.87	62.29
Net Worth	106.43	104.45	95.88	78.24	67.44
Gross Fixed Assets	16.42	16.88	16.69	13.97	10.85
Net Fixed Assets	12.50	13.39	13.46	11.21	8.63
Total Assets	905.09	719.15	773.53	583.03	382.19
Total Liabilities	798.66	614.70	677.65	504.79	314.75
Market Capitalisation	39.70	63.96	70.95	42.91	47.28

KEY INDICATORS

PARTICULARS	2013-14	2012-13	2011-12	2010-11	2009-10
Earnings per Share (Basic) - Rs	2.28	17.07	23.31	18.90	25.20
Turnover per Shares- Rs	1271.70	3063.21	3176.52	2607.74	1346.59
Book Value per Share- Rs	88.72	174.14	159.85	151.55	131.00
Debt: Equity Ratio	5.46:1	4.38:1	5.53:1	2.44:1	2.47:1
EBDIT/Gross Turnover - %age	5.22	4.08	3.69	3.29	5.98
Net Profit Margin- %age	0.16	0.56	0.64	0.72	1.87

MILESTONES



CORPORATE INFORMATION

THE BOARD

ANIL MONGA	: Chairman & Managing Director
RAJESH MONGA	: Whole Time Director
SHIVAZ MONGA	: Executive Director
SATISH CHANDRA GUPTA	: Non-Executive Director
VIJAY KUMAR KAKKAR	: Non-Executive Director
VIRESH SHANKAR MATHUR	: Non-Executive Director

GENERAL MANAGER (FINANCE) AND CFO

HAMANT PAUL

COMPANY SECRETARY

AMIT SHEKHAR

VINAY GUJRAL (TILL 17.09.2014)

AUDITOR(S)

Suresh & Associates
3A Bigjo's Tower, Netaji Subhash Place,
Pitampura, Delhi-110034.

REGISTERED OFFICE

2637, First Floor, Naya Bazar,
Delhi-110006
Tel : 011-23929341

ADMN. OFFICE

101, South Delhi House, 12, Zamrudpur
Community Centre, Kailash Colony,
New Delhi-110048
Tel:011-29247721-25

SHARE REGISTRAR AGENT

Link Intime India Private Limited
44, Community Centre, 2nd Floor,
Naraina Industrial Area Phase-I,
Near PVR Naraina, New Delhi-110028

PRINCIPAL BANKERS

Oriental Bank of Commerce
Allahabad Bank
Indian Overseas Bank
Bank of Baroda

CIN, WEBSITE ADDRESS AND EMAIL

L74899DL1993PLC053060
www.emmsons.com
corporate@emmsons.com

NOTICE

NOTICE is hereby given that 21st Annual General Meeting of M/s Emmsons International Limited will be held on Wednesday, the 29th Day of October, 2014 at 11.00 A.M. at Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi -110057, to transact the following businesses :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with Report of Board of Directors and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Rajesh Monga, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Suresh & Associates, Chartered Accountants, (FRN: 003316N) as Auditors of the company to hold office from the conclusion of this meeting (i.e 21st Annual General Meeting) until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS :

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and consent of the Company be and is hereby accorded for the payment of remuneration as minimum remuneration, in the absence of adequate profits in the financial year 2013-2014, to Mr. Anil Monga, (DIN 00249410) Chairman & Managing Director of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or the Nomination & Remuneration Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the company".

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and consent of the Company be and is hereby accorded for the payment of remuneration as minimum remuneration, in the absence of adequate profits in the financial year 2013-2014, to Mr. Rajesh Monga, (DIN 00249642) Whole Time Director of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or the Nomination & Remuneration Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the company".

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and consent of the Company be and is hereby accorded for the payment of remuneration as minimum remuneration, in the absence of adequate profits in the financial year 2013-2014, to Mr. Shivaz Monga, (DIN 00253144) Executive Director of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or the Nomination & Remuneration Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the company".

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT in terms of section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and consent of the Company be and is hereby accorded for payment of following remuneration and perquisite to Mr. Anil Monga, (DIN : 00249410) as Chairman & Managing Director of the Company for his remaining tenure from 1st April, 2014 to 31st August, 2015:

- A. SALARY :** Rs. 5,00,000 (Rupees Five Lacs Only) per month in the grade of Rs. 5,00,000- Rs. 10,00,000
- B. COMMISSION :** Such percentage of net profits as may be decided by the Board of Directors in each Financial Year.

C. PERQUISITES:

In addition to Salary and Commission, he will be entitled to Perquisites like furnished accommodation, gas, electricity, water and furnishings, medical reimbursement, leave travel concession, club fees including membership fee of two clubs, personal accident insurance etc. in accordance with the rules of the Company, such perquisites being restricted to Rs. 30,00,000/- (Rupees Thirty Lacs Only) per annum.

- i) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable, otherwise, at actual. Provisions for use of Company car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of Perquisites for the purpose of calculating the said ceiling.
- ii) Company's contribution to Provident Fund and Superannuation Fund shall not be included in the computation of limits for Perquisites aforesaid.
- iii) The total remuneration payable to him including Commission, value of Perquisites and Company's contribution towards Provident Fund and Superannuation Fund shall be subject to section 197 and Schedule V of the Companies Act, 2013.

D. OTHER TERMS

- i) The total remuneration including commission and perquisites payable to him shall not exceed five percent where there is only one Managing Director and ten percent where there are more than one managing/Managing Director, of the profits calculated in accordance with section 197 of the Companies Act, 2013.
- ii) The Managing Director shall be entitled to reimbursement of all actual expenses, including on entertainment and traveling, incurred in the course of the company's business.
- iii) The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities such as hospitalization etc. as are granted to the senior executives of the company, in accordance with the company's practice, rules and regulations in force from time to time.
- iv) The company or the Managing Director shall be entitled at any time to terminate this appointment by giving three months written notice or by any shorter notice as may be mutually agreed to, by both the parties.
- v) In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid, remuneration by way of salary and perquisites as specified in schedule V of the Companies Act, 2013.
- vi) The Managing Director, so long as he functions as Managing Director, shall not be paid any sitting fee for attending meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Managing Director will be authorized to exercise such powers of management, as may be delegated to him by the company from time to time, subject however, to the overall superintendence, control and supervision of the Board of Directors of the company.

RESOLVED FURTHER THAT in the event (s) of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby recommended to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby recommended to take such steps expedient or desirable to give effect to this resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT in terms of section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and consent of the Company be and is hereby accorded for payment of following remuneration and perquisite to Mr. Shivaz Monga, (DIN : 00253144) as Executive Director of the Company for a period starting from 1st April, 2014 to 31st March, 2017:

- A. SALARY :** Rs. 5,00,000 (Rupees Five Lacs Only) per month in the grade of Rs. 5,00,000- Rs. 10,00,000
- B. COMMISSION :** Such percentage of net profits as may be decided by the Board of Directors in each Financial Year.

C. PERQUISITES:

In addition to Salary and Commission, he will be entitled to Perquisites like furnished accommodation, gas, electricity, water and furnishings, medical reimbursement, leave travel concession, club fees including membership fee of two clubs, personal accident insurance etc. in accordance with the rules of the Company, such perquisites being restricted to Rs. 30,00,000/- (Rupees Thirty Lacs Only) per annum.

- i) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable, otherwise, at actual. Provisions for use of Company car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of Perquisites for the purpose of calculating the said ceiling.
- ii) Company's contribution to Provident Fund and Superannuation Fund shall not be included in the computation of limits for Perquisites aforesaid.
- iii) The total remuneration payable to him including Commission, value of Perquisites and Company's contribution towards Provident Fund and Superannuation Fund shall be subject to section 197 and Schedule V of the Companies Act, 2013.

D. OTHER TERMS

- i) The total remuneration including commission and perquisites payable to him shall not exceed five percent where there is only one Managing Director and ten percent where there are more than one managing/Managing Director, of the profits calculated in accordance with section 197 of the Companies Act, 2013.
- ii) The Executive Director shall be entitled to reimbursement of all actual expenses, including on entertainment and traveling, incurred in the course of the company's business.
- iii) The Executive Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities such as hospitalization etc. as are granted to the senior executives of the company, in accordance with the company's practice, rules and regulations in force from time to time.
- iv) The company or the Executive Director shall be entitled at any time to terminate this appointment by giving three months written notice or by any shorter notice as may be mutually agreed to, by both the parties.
- v) In the event of loss or inadequacy of profits in any financial year, the Executive Director shall be paid, remuneration by way of salary and perquisites as specified in schedule V of the Companies Act, 2013
- vi) The Executive Director, so long as he functions as Executive Director, shall not be paid any sitting fee for attending meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Executive Director will be authorized to exercise such powers of management, as may be delegated to him by the company from time to time, subject however, to the overall superintendence, control and supervision of the Board of Directors of the company.

RESOLVED FURTHER THAT in the event (s) of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby recommended to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby recommended to take such steps expedient or desirable to give effect to this resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT in terms of section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and consent of the Company be and is hereby accorded for re-appointment of Mr. Rajesh Monga, (DIN : 00249642) as Whole-Time Director of the Company for a further period of 3 years w.e.f 1st January, 2014.

RESOLVED FURTHER THAT Mr. Rajesh Monga, Whole Time Director of the Company shall be paid following remuneration & Perquisite effective from 1st April, 2014 to remaining tenure.

A. SALARY:- Rs. 5,00,000 (Rupees Five Lacs Only) per month in the grade of Rs. 5,00,000- Rs. 10,00,000

B. COMMISSION:- Such percentage of net profit as may be decided by the Board of Directors in each financial year.

C. PERQUISITES:

In addition to Salary and Commission, he will be entitled to Perquisites like furnished accommodation, gas, electricity, water and furnishings, medical reimbursement, leave travel concession, club fees including membership fee of two clubs, personal accident insurance etc. in accordance with the rules of the Company, such perquisites being restricted to Rs. 30,00,000/- (Rupees Thirty Lacs Only) per annum.

- i) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable, otherwise, at actual. Provisions for use of Company car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of Perquisites for the purpose of calculating the said ceiling.
- ii) Company's contribution to Provident Fund and Superannuation Fund shall not be included in the computation of limits for Perquisites aforesaid.
- iii) The total remuneration payable to him including Commission, value of Perquisites and Company's contribution towards Provident Fund and Superannuation Fund shall be subject to Section 197 and schedule V of the Companies Act, 2013.

D. OTHER TERMS

- i) The total remuneration including commission and perquisites payable to him shall not exceed five percent where there is only one Managing/Whole-time Director and ten percent where there are more than one Managing/Whole-time Director, of the profits calculated in accordance with section 197 of the Companies Act, 2013 as amended from time to time.
- ii) The Whole Time Director shall be entitled to reimbursement of all actual expenses, including on entertainment and traveling, incurred in the course of the company's business.
- iii) The Whole Time Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities such as hospitalization etc. as are granted to the senior executives of the Company, in accordance with the Company's practice, rules and regulations in force from time to time.
- iv) The Company or the Whole Time Director shall be entitled at any time to terminate this appointment by giving three months written notice or by any shorter notice as may be mutually agreed to, by both the parties.
- v) In the event of loss or inadequacy of profits in any financial year, the Whole Time Director shall be paid, remuneration by way of salary and perquisites as specified in schedule V of the Companies Act, 2013
- vi) The Whole Time Director, so long as he functions as Whole Time Director, shall not be paid any sitting fee for attending meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Whole Time Director will be authorized to exercise such powers of management, as may be delegated to him by the Company from time to time, subject however, to the overall superintendence, control and supervision of the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event (s) of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof from time to time being in force read with schedule V to the Companies Act, 2013, Mr. Satish Chandra Gupta (DIN : 00025780), who was appointed as a Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Non Executive Independent Director of the company, not liable to retire by rotation for a term upto March 31, 2019".

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof from time to time being in force read with schedule V to the Companies Act, 2013, Mr. Viresh Shankar Mathur (DIN 01382982), who was appointed as a Director of the Company who retires by rotation at the Annual General