

Creating Quality, Winning Trust



24th | Annual Report
2016-2017

EMMSONS INTERNATIONAL LIMITED

CHAIRMAN'S MESSAGE



Mr. Anil Kumar Monga, Chairman & Managing Director

Dear Fellow Shareholders,

It's a great pleasure to present you 24th Annual General Meeting of the Company.

A very dear friend told me that obstacles, setbacks and failures are probably what makes the experience of life full, fuller than the heights of success ever will. Who better to know about this than me and probably every member of my Emmsons family? But in spite of all this, I want to assure you that not a single moment goes by when I am not feeling positive about the future. The road will be long, hard and sometimes look impossible without the support of those who helped me get here, but this Road is the only one that will get us back to where we were. We will go on this journey with a clear vision and goals, and with a little bit of luck, can go through the turnaround very quickly.

The Financial position of the group is laid out very clearly in the books of Account, which you already have. There is no denying that the company has gone through unprecedented losses and difficulties. But there is also no denial from us up here at the podium that we can come back and come back bigger and stronger. We have a vision in place, a vision that, if properly executed, will take us to a more positive and profitable future. Things as they stand, We are not very far from executing the plan to bring Emmsons back to the heights it was 3 years ago.

Till then, I request you the shareholders to back us, show us the same support that you have over the years, and I Promise you, every single drop of my blood, sweat and tears will be used as bricks to repair the foundation of Emmsons and make it soar again.

Thank you for your time.

Regards

Sd/-

Anil Kumar Monga
Chairman & Managing Director

CONTENTS

Overview

Financial Highlights & Key Indicators	2
Corporate Information	3
Notice of the Meeting	4
Directors' Report	11
Management Discussion & Analysis Report	35
Corporate Governance Report	36
Certificate on Corporate Governance	47
CEO/CFO Certification	48

Standalone Financial Statements

Auditors' Report	49
Balance Sheet	54
Statement of Profit & Loss	55
Cash Flow Statement	56
Notes to Financial Statement	57
Balance Sheet of Group Companies in USD(\$)	73
Statement of Profit and Loss of Group Companies in USD(\$)	74

Consolidated Financial Statements

Auditors' Report	75
Balance Sheet	78
Statement of Profit & Loss	79
Cash Flow Statement	80
Notes to Financial Statement	81
Statement Pursuant to Section 129 of the Companies Act, 2013 read with rule 5 of Companies(Accounts) Rules, 2014.	99
Proxy Form	101
Route Map	103

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

PARTICULARS	2016-17	2015-16	2014-15	2013-14	2012-13
Gross Turnover/Income	1485.45	37841.56	76093.51	152554.06	183731.88
Earnings before Depreciation, Interest and Tax (EBDIT)	26104.00	(13024.17)	932.65	7931.59	7492.79
Depreciation	67.57	78.49	113.62	79.96	66.14
Profit before Tax	(39520.89)	(29730.73)	(7905.44)	383.42	1488.37
Profit after Tax	(39520.89)	(29730.73)	(7890.49)	240.64	1023.87
Equity Dividend %	-	-	0.00	0.00	10.00
Dividend Payout	-	-	0.00	0.00	119.96
Equity Share Capital	1199.60	1199.60	1199.60	1199.60	599.80
Equity Share Warrants Allotment/Application Money	-	-	0.00	0.00	0.00
Reserve & Surplus	(67772.39)	(28251.51)	1479.22	9443.57	9845.44
Net Worth	(66572.79)	(27051.90)	2678.83	10643.17	10445.24
Gross Fixed Assets	1253.83	1267.41	1667.70	1642.33	1688.81
Net Fixed Assets	605.41	678.75	1114.61	1249.74	1339.64
Total Assets	54604.74	88489.72	107975.52	90509.18	71915.60
Total Liabilities	121177.53	115541.62	105296.69	79866.01	61470.36
Market Capitalisation	821.73	959.68	1933.76	3970.68	6396.89

KEY INDICATORS

PARTICULARS	2016-17	2015-16	2014-15	2013-14	2012-13
Earnings per Share (Basic) - Rs	(329.45)	(247.84)	(65.78)	2.28	17.07
Turnover per Shares- Rs	12.38	315.45	634.32	1271.70	3063.21
Book Value per Share- Rs	(554.96)	(225.51)	22.33	88.72	174.14
Debt: Equity Ratio	-1.46:1	-2.49:1	17.35:1	5.41:1	4.38:1
EBDIT/Gross Turnover- %age	-1757.31	-34.42	1.22	5.19	4.08

CORPORATE INFORMATION

THE BOARD

ANIL KUMAR MONGA	:	Chairman & Managing Director
RAJESH MONGA	:	Whole Time Director
VIRESH SHANKAR MATHUR	:	Non-Executive Director
SONI BENYDIN JAIPRAKASH	:	Non-Executive Director
SUBHASH CHANDER	:	Non-Executive Director (From 14-11-2016 to 30-12-2016 and again From 27-04-2017 to 30-12-2017)
RAHUL CHOPRA	:	Non-Executive Director (From 28-03-2018)

GENERAL MANAGER (ACCOUNTS) & CFO**SURINDER BHAYA**

(Till 31-10-2016)

CFO**BHALENDRA PAL SINGH**

(From 30-05-2017)

COMPANY SECRETARY**SANDHYA KEDIA**

(From 01-02-2017)

SNEHA KHEMKA

(From 4-04-2016 to 22-12-2016)

AUDITOR (S)

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

REGISTERED & ADMIN OFFICE

17, Community Centre,
Zamrudpur, New Delhi-110048
Tel: 011-29247721-25

CIN, WEBSITE ADDRESS AND EMAIL

L74899DL1993PLC053060

www.emmsons.com

corporate@emmsons.com

SHARE REGISTRAR AGENT

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

PRINCIPAL BANKERS

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

NOTICE is hereby given that 24th Annual General Meeting of M/s Emmsons International Limited will be held on Thursday, the 24th Day of May, 2018 at 1.00 P.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:**

(a) the audited financial statement of the Company for the financial year ended March 31, 2017. The report of Board of Directors and Auditor's Report thereon and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017

2. To appoint a Director in place of Mr. Rajesh Monga (DIN:00249642), who retires by rotation and being eligible offers himself for re-appointment.**3. Appointment of Statutory Auditors:**

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 sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/S Akhil Mittal & Co., Chartered Accountants, (ICAI Firm Registration No. 026177N) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s Suresh & Associates, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the conclusion of 24th Annual General Meeting of the Company till the conclusion of 29th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting) on such remuneration plus taxes as applicable, out of pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

"RESOLVED FURTHER THAT the Chairman & Managing Director, Whole Time director, Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

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 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, as Whole Time Director of the Company for a further period of three year effective from 1st January, 2017 to 31st December, 2020 without remuneration.

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 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."

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act, 2013 and the 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, Dr. Rahul Chopra (DIN: 07982762) who was appointed as an Additional Director of the Company by the Board of Directors to hold office up to the date of this Annual General Meeting in terms of section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Independent Director of the Company not liable to retire by rotation for a term upto March 27, 2023."

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

Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company

“RESOLVED that pursuant to Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for the modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

- A. Part A of the Objects Clause of the Memorandum of Association of the Company be titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.”
- B. The existing Part A (Main Objects) of the Objects Clause of the Memorandum of Association of the Company be altered by replacing the existing Clause III(A) with the following new Clause III(A) as under:

Clause III(A)

1. To takeover as a going concern the business being carried on under the name and style of EMSONS INTERNATIONAL, 2637 1ST Floor Naya Bazar Delhi together with goodwill, rights, privileges, assets and liabilities on such terms and conditions as may be mutually agreed upon. The said firm ceased to exist after such takeover by the company after incorporation.
2. To carry on the business as importer, exporters, marketers, buyers, sellers, distributors of and dealers in and all kinds of materials, commodities goods and articles whether raw, semi-manufactured or completely manufactured in India or abroad.
3. To be interested in promoting or undertake the formation and establishment, and to take, hold and dispose of shares in such organisations, institutions, business or companies, whether industrial, hoteliers, restaurants, agricultural, trading, manufacturing, mining or otherwise as may be considered to be conducive to the profit and interest of the company and also to acquire, promote, aid, foster, subsidise or acquire interests in any such industry or undertaking.
4. To build, contract, establish, own, purchase, sell, take on lease of exchange or otherwise acquire, hold, maintain and manage industrial commercial or residential buildings and plots, apartment houses, hotels, motels, hostels, restaurants, factory premises, godowns, goals, warehouses, flats, hostels, boarding houses, clubs, pleasure grounds and amusement parks, theatres, cinemas or other show houses, meeting or lecture hall, libraries, dharamshalas and sarais, health resorts and sanatoriums, gardens, swimming pools and baths, huts, Bazars and markets, meals and exhibition and to let, sublet, given on lease or otherwise to permit use and occupation of the same for rent or hire, charges and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential, commercial and industrial quarters.
- C. The following new Clause be inserted after existing clause 32 under part III(B) of the Object Clause of the Memorandum of Association of the Company and numbered as Clause 33 and the said Part B be titled as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A”:

Clause III(B) (33)

To undertake Corporate Social Responsibility (“CSR”) activities.

- D. Wherever required, to replace the reference to various sections of the Companies Act, 1956 with the reference to the corresponding sections of the Companies Act, 2013, in Part B of the Object Clause of the Memorandum of Association of the Company and make changes, wherever required.
- E. The existing Part C titled “THE OTHER OBJECTS ARE” of the Objects Clause in the Memorandum of Association of the Company be deleted.”

“RESOLVED FURTHER THAT the Clause IV, Liability Clause of the Memorandum of Association be and is hereby altered and substituted as under:

Clause IV

The liability of the members of the Company is limited to the amount unpaid, if any, on the shares held by them.”

“RESOLVED further that the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolutions.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. (Blank proxy form is enclosed).

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. In terms of Section 152 of the Companies Act, 2013, Mr. Rajesh Monga (DIN: 00249642) retire by rotation at the meeting and being eligible, offer himself for re-appointment. The Board of directors recommend his re-appointment. Brief resume of Director including those proposed to be re-appointed, nature of expertise in specific functional area, names of companies in which they hold directorship and membership/chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under Regulation 72 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchange are provided in the Corporate Governance Report forming part of the Annual Report.
4. The Register of Members and the Share Transfer Books of the company will remain closed from Friday, the 18th Day of May, 2018, to Thursday, the 24th Day of May, 2018 (both days inclusive) for the purpose of Annual General Meeting.
5. Members are requested to notify immediately the changes in their address, if any to the Company or Share Transfer Agent.
6. Members holding shares in identical order of names in more than one folio are requested to write to the Company / Share Transfer Agent, enclosing their share certificates, to enable the Company to consolidate their holding in one folio.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for identification.
9. Members / Proxies are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature registered with the company for admission to the meeting hall.
10. Relevant documents referred to in the Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Company/RTA.
12. The Ministry of Corporate Affairs has vide notification dated September 05, 2016 brought into force certain provisions of section 124 and 125 of the Companies Act, 2013 ("the Act") and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF RULES") with effect from September 07, 2016 including amendments thereof. Pursuant to the provisions of section 124 of the Act, the dividend which remains unclaimed/ unpaid for a period of seven years from the date of the transfer of the unpaid dividend account of the Company is required to be transferred to the IEPF Account of the Central Government.

Further, pursuant to the provisions of section 124 of the Act and the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account within thirty days of such shares becoming due for transfer to IEPF.

The members/ claimants whose shares, unclaimed dividend, sales proceeds of fractional shares etc. have been transferred to IEPF may claim their shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5.

Members are requested to claim all the unpaid/ unclaimed dividend to avoid transfer of dividend or shares as the case may be to the IEPF Account and are requested to contact Link In Time India Pvt. Limited, the Registrar and Share Transfer Agent of the Company for claiming the dividend. The details of the unclaimed dividends are available on the Company's website at www.emmsons.com and Ministry of Corporate Affairs at www.mca.gov.in.

13. E-Voting

In compliance with the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its shareholders with facility to exercise their votes on the resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting (Remote-E-voting).

The Company has engaged the services of CDSL for facilitating e-voting to enable shareholders to cast their vote electronically.

Process for e-voting:-

The instructions for shareholders voting electronically are as under:

- (i) The Remote e-voting period begins on 9.00A.M, 21st May, 2018 and ends on 5.00PM, 23rd May, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th May, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders may log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field which is printed on the Attendance slip or as provided in email.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the EMMSONS INTERNATIONAL LIMITED.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate and Custodian respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com and co.secy@emmsons.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or co.secy@emmsons.com.
- The remote e-voting period will commence from 21st May, 2018 at 9.00 A.M and will end on 23rd May, 2018 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut off date on 17th May, 2018 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting through ballot paper as the AGM. Any person, who acquires shares of the Company and become member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e 17th May, 2018 may follow the same instructions as mentioned in the notice for e-voting.
14. Mr. Saurabh Agrawal, Company Secretary in whole time practice has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer after scrutiny the votes cast at the meeting (Poll) and through remote e-voting, will, not later than three days of the conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
15. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.emmsons.com and on the website of CDSL within two working days of the passing of the resolutions at the AGM of the Company and Communicated to Stock Exchange.
16. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of meeting.

Dated: 12.04.2018
Place: New Delhi

For and on behalf of the Board

Sd/-
(Anil Kumar Monga)
Chairman & Managing Director
(DIN : 00249410)