

30th **ANNUAL** *REPORT*

2022-2023

**CREATING QUALITY,
WINING TRUST**



EMMSONS INTERNATIONAL LIMITED

CHAIRMAN'S MESSAGE



Anil Kumar Monga, Chairman & Managing Director

Dear Shareholders, Ladies & Gentlemen,

Warm greetings from Emmsons Group!

I am delighted to extend a heartfelt welcome to each one of you at the 30th Annual General Meeting of your Company. Even in this virtual setting, your presence is a privilege and a testament to our strong bond. Thank you for your unwavering trust, encouragement, and consistent support towards the Company and its Management.

The dedication and teamwork displayed by our talented professionals inspire me with confidence and assurance, despite hardships our recent past. Our path to a bright and prosperous future is well-lit by the milestones set by your Company.

As we come together at this juncture, it's a moment to celebrate our shared accomplishments. Your commitment and belief in the Company's vision have played a pivotal role in our success. Your support fuels our drive to excel further and embrace the opportunities that lie ahead.

Let us continue to push boundaries, embrace innovation, and maintain the spirit of unity that defines us. Each success story we create is a testament to our collective efforts, and I am confident that our journey ahead will be even more remarkable.

I extend my best wishes to each one of you and your families. May you all continue to thrive and find happiness in every endeavour.

Thank you for being an integral part of the Emmsons Group.

Warm regards,

Sd/-

ANIL KUMAR MONGA

Chairman & Managing Director

Emmsons Group

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PRESENT CORPORATE INFORMATION

THE BOARD :-

ANIL KUMAR MONGA

Chairman & Managing Director

RAJESH MONGA

Whole Time Director

MS. SONI BENYDIN JAIPRAKASH

Non-Executive Director

RAHUL CHOPRA

Non-Executive Director

BHUPINDER SINGH

Non-Executive Director

(Resigned w.e.f. 13-03-2023)

COMPANY SECRETARY

PRIYA KESARI

(Appointed w.e.f. 22.08.2023)

CFO

BHALENDRA PAL SINGH

AUDITOR(S)

B .B. Chaudhry & Co.

Z-8, Hauz Khas, New Delhi – 110016

REGISTERED & ADMIN OFFICE

Flat No. 301, Plot No. 12, Zamrudpur,
Community Centre, Kailash Colony,
New Delhi-110048, Tel: 011-29247721-25

SHARE REGISTRAR AGENT

Link Intime India Private Limited

Noble Heights, 1st Floor, Plot NH 2,
C-1 Block LSC, Near Savitri Market,
Janakpuri, New Delhi-110058

CIN, WEBSITE ADDRESS AND EMAIL

L74899DL1993PLC053060

www.emmsons.com

bhalendra.singh@emmsons.com

PRINCIPAL BANKERS

1- Punjab National Bank

(Ex-Oriental Bank of Commerce-Now
merged with Punjab National Bank

2-Bank of Baroda

3-Indian Bank (Ex-Allahabad Bank-Now
merged with Indian Bank),

4-Indian Overseas Bank

NOTICE

NOTICE is hereby given that 30th Annual General Meeting of M/s Emmsons International Limited will be held on Wednesday 27th September, 2023 at 12:15 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM), 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, 2023 along with the report of Board of Directors and Auditor's thereon and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023.
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.

SPECIAL BUSINESS:

3. To re-appoint Mr. Rahul Chopra as Non-Executive Independent Director of the Company

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 the Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Article of Association of the company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rahul Chopra (DIN: 07982762), as a non-executive independent director of the Company whose 1st term to hold office was expired on 27th March, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, not liable to retire by rotation from 28.03.2023 to 27.03.2028."

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, latest being the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The proceedings of the 30th AGM will be deemed to be conducted at the Registered Office of the Company situated at Flat No. 301, Plot No. 12 Zamrudpur Community Centre, Kailash Colony Delhi - 110048.
2. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed to this notice.
3. Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015, the information about the Directors proposed to be appointed /re- appointed is appended as Annexure to the notice.

4. In terms of the MCA circulars, physical attendance of the members at the AGM and appointment of proxies has been dispensed with. Accordingly the attendance slip, Proxy Form and Route Map are not annexed to this notice. However in pursuance of Section 112 and 113 of the Act, representatives of the corporate members may be appointed for the purpose of casting vote through remote e-voting prior to the AGM, participation in the AGM through VC/OAVM facility and for electronic voting during the AGM.
5. Corporate members intending to authorise their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorisation, etc. authorising their representatives to attend and vote on their behalf by email to [**bhalendra.singh@emmsons.com**](mailto:bhalendra.singh@emmsons.com)
6. Pursuant to the aforesaid MCA Circulars, Attendance of the members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. The Company has engaged [LINKINTIME](#) to provide the facility for voting through remote e-voting, for participation in the 30th AGM through VC facility and e-voting during 30th AGM.
8. In line with the MCA circulars and SEBI Circulars referred above, the notice of the 30th AGM along with annual report is being sent by e-mail to all the members, whose email IDs are registered with the Company. The said documents are available on the website of the Company at www.emmsons.com and on the website of the BSE Limited at www.bseindia.com and also on the website of the Link Intime India Private Limited ("LIPL") at www.linkintime.co.in.
9. The Company has published advertisements in newspaper to encourage shareholders, holding shares in physical and electronic form, to register/update their email ids for receiving the Annual Report of the Company for the financial year 2022-23.
10. Those shareholders who have still not been able to update their email IDs, may follow the process for registration of email IDs and procuring User IDs and Password for e-voting, on the resolution set out in the notice:-
 - o In case shares are held in demat mode, please sent an email to [**enotices@linkintime.co.in**](mailto:enotices@linkintime.co.in) quoting DP Client Id (16 digit DP Id+ Client ID or 16 digits beneficiary ID), Name of the holder(s), scanned copy of client master list/demat account statement, PAN Card and Aadhar Card.
 - o In case of shares are held in Physical mode, please sent an email to [**enotices@linkintime.co.in**](mailto:enotices@linkintime.co.in) quoting Folio No., Name, scanned copy of share certificate (Front & Back), PAN card, Aadhar card.
11. All the members of the Company are encouraged to attend the AGM and vote on the items to be transacted at the AGM. Corporate Members are requested to send a certified true copy of the Board Resolution/authorization letter through email at [**bhalendra.singh@emmsons.com**](mailto:bhalendra.singh@emmsons.com).
12. The Company has fixed Wednesday, September 20, 2023 as the cut-off date for determining the eligibility to vote in respect of items of business to be transacted at 30th AGM.
13. Any person who acquires the shares of the Company and becomes the member of the Company after sending of the notice and is holding shares as on cut-off date, may obtain login ID and password by sending a request at [**enotices@linkintime.co.in**](mailto:enotices@linkintime.co.in). However if he/she is already registered with linkintime for remote e voting, then he/she can use his/her existing user ID and password for casting the vote. Any shareholders who dispose off his/her shareholding such that he/she is not a member as on the cut-off date should treat this notice for information purpose only.
14. CS Saurabh Agrawal (FCS:5430) from Saurabh Agrawal & Co., Company Secretaries) has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of the items of business to be transacted at the 30th AGM, in a fair and transparent manner.

15. Since the AGM will be held through VC Facility, the Route Map being not relevant, is not annexed to this Notice.
16. In compliance with the provisions of MCA Circulars and SEBI Circulars referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. Those shareholders, who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting systems during the AGM.
17. The company will be providing facility for remote e-voting, participation in the 30th AGM through VC/OAVM and voting during the 30th AGM through electronic system. The remote e-voting period begins from **Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Tuesday, September 26, 2023 at 05:00 P.M (IST)**. The remote e-voting module shall be disabled by LIPL for voting thereafter.
18. Members may join the 30th AGM through VC/OAVM which shall be kept open for the members on Wednesday, September 27, 2023 from 12.00 P.M. IST i.e. 15 minutes before the scheduled start time and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled start time i.e. by 12.45 P.M. on date of AGM.
19. **Process of Registration of email ID and Bank Account details:**
 - i. In the case of Shares held in Physical mode: Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details, upload the required documents and submit.
 - ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP

Please refer detailed instructions for remote e-voting, attending the AGM through VC/OAVM and electronic voting during the AGM, annexed to this notice.

In addition to the normal instructions which are provided for e-voting, following Additional points to be included:

20. **E-voting:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) on the items mentioned in the notice by electronic means through e-voting Services provided by Link Intime India Pvt. Ltd. The e-voting shall be open on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Tuesday, September 26, 2023 at 05:00 P.M (IST)..

Mr. Saurabh Agrawal Practicing Company Secretary (FCS: 5430) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on September 20, 2023 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, can cast their vote electronically.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website

The instructions for members for voting electronically are as under:-

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of eVoting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cds_lindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.

	<ul style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<p>Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter).</p> Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. \ Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - i. In case shareholders/ members is having valid email address, Password will be sent to his /her registered e-mail address.
 - ii. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - iii. The password should contain minimum 8 characters, at least one special character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.