

Date: 30<sup>th</sup> June, 2020

To,  
Department of Corporate Service (DCS-CRD),  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub.: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020.**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we enclose herewith the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020 for your information and record.

Kindly take the same on your record and acknowledge receipt of the same.

Thanking You,  
Yours truly,

**FOR SPENTA INTERNATIONAL LIMITED**

Sd/-  
**DANNY F. HANSOTIA**  
**MANAGING DIRECTOR**  
**DIN: 00203497**  
**Mobile No: 9821020834**

**Encl.:** As above

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**Secretarial compliance report of Spenta International Limited for the year ended 31<sup>st</sup> March, 2020**

To  
Board of Directors,  
**Spenta International Limited**  
Plot # 13-16, Dewan Industrial Estate,  
Village Navali, Palghar (West),  
Thane- 401404.

I Prasad R. Chavan, Partner of HS Associates have examined:

- (a) All the documents and records made available to me and explanation provided by **Spenta International Limited** (“the listed entity”);
- (b) The filings/ submissions made by the listed entity to the stock exchanges;
- (c) Website of the listed entity;
- (d) Any other document/ filing, as may be relevant which has been relied upon to make this certification;

For the year ended 31<sup>st</sup> March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - ***not applicable for the period under review.***
- (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 for the period under review.***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - ***not applicable for the period under review.***
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - ***not applicable for the period under review.***
- (g) Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - ***not applicable for the period under review.***
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;
- (j) Annual Secretarial audit report and annual secretarial compliance report for listed entities as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019;
- (k) Disclosure of reasons for delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018;
- (l) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018;
- (m) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 read with SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;
- (n) Standard Operating Procedure for suspension and revocation of trading of specified securities circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018
- (o) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;
- (p) Monitoring of Foreign Investment limits in listed Indian companies SEBI circular IMD/FPIC/CIR/P/2018/74 dated April 27, 2018 read with SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018
- (q) Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions, debt securities, as per SEBI circular CIR/CFD/CMD/93/2017 dated August 4, 2017;
- (r) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01, 2019;

- (s) Disclosure of significant beneficial ownership in the shareholding pattern as per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2019/36 dated March 12, 2019;
- (t) Framework for listing of Commercial Paper as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated 22<sup>nd</sup> October 2019 - **not applicable for the period under review;**
- (u) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**And based on the above examination, I hereby report that, during the Review Period:**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 19(1) (b) of LODR: All directors of the committee shall be non-executive directors	Non-Compliance with regulation 19(1)(b) of LODR.	During the year the Constitution of Nomination and Remuneration is not as per Regulation 19(1)(b) of SEBI LODR 2015.
2.	Regulation 6 (1) of LODR: A Listed entity shall appoint a qualified Company Secretary as Compliance Office	Non-Compliance with regulation 6(1) of LODR.	During the year company has not appointed a qualified Company Secretary as Compliance Officer.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE	Non-Compliance with Reg 6(1) of LODR	BSE has levied penalty of Rs. 10,620 for September, 2019 quarter and Rs. 1,08,560 for December Quarter.	Company has made a request to BSE for sympathetic view. However since there is no reply from BSE for the request company has not taken steps to make payment of the same to BSE.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<b>Not applicable</b> as this being the 01 <sup>st</sup> report as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08,2019, hence there are no previous reports applicable.			

**Note:**

1. This report is based on the following: -
  - a) Data received from the Company partially through electronic mode as physical verification of the data and corresponding documents from the month of February 2020 could not be accessed during the course of audit due to the ongoing nationwide lockdown on account of COVID-19 pandemic.
  - b) Compliances required to be done by the Company during the Financial Year ended 31st March, 2020 (i.e. the period covered for the purpose of this Report is from 01st April, 2019 to 31st March, 2020).

2. There was event of appointment of statutory auditor of the Company during the review period and the Company has suitably modified the terms of appointment of its existing statutory auditor to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 issued by SEBI.

**Date: 19<sup>th</sup> June, 2020**  
**Place: Mumbai**  
**ICSI UDIN: A049921B000359230**

**For HS Associates**  
**Company Secretaries**

PRASAD  
RAJENDRA  
CHAVAN

Digitally signed by  
PRASAD RAJENDRA  
CHAVAN  
Date: 2020.06.19  
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**Prasad R. Chavan**  
**Partner**  
**ACS No.: 49921**  
**CP No.: 20415**