

**BSE Limited**

June 29, 2021

Listing Compliance Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.  
Script Code : 526161

Dear Sir/Madam,

**Sub : Submission of Annual Secretarial Compliance Report for the year ended March 31, 2021**

In compliance with the SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Secretarial Compliance Report of Spenta International Limited for the financial year ended March 31, 2021 issued by M/s. Tariq Budgujar & Co., Company Secretaries.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours Faithfully,

For Spenta International Limited

**Iram Fatima Shaikh**  
**Company Secretary & Compliance Officer.**



**TARIQ BUDGUJAR & CO.  
COMPANY SECRETARIES**

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**002, Building No. 05, Radiant Society Back Road, Mira Road East  
Mumbai 401107 Email: cstariqbudgujar@gmail.com**

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**Secretarial compliance report of Spenta International Limited for the year ended 31<sup>st</sup> March, 2021**

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

I Mohammed Tariq Budgujar, Proprietor of Tariq Budgujar & Co. Practicing Company Secretaries have examined:

- (a) Due to State wide lock down all the documents and records made available in soft copies and explanation provided by **Spenta International Limited** ("the listed entity") CIN L28129MH1986PLC040482;
- (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, 2021** ("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 Non-convertible 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; - not applicable for the period under review
- (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 12/03/2019.
- (t) Framework for listing of Commercial Paper as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated 22nd October 2019 read with Non-compliance with provisions related to continuous disclosures as per SEBI Circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/231 dated November 13, 2020- **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; - **not applicable for the period under review.**
- (v) Disclosure of standardizing reporting of violations related to code of conduct under SEBI (PIT), 2015 as per SEBI Circular HO/ISD/ISD/CIR/P/2019/82 dated 19th July, 2019.
- (w) Violation of Insider Trading SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020.
- (x) E-VOTING Facility as per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020.
- (y) Operational guidelines for Transfer and Dematerialization of re-lodged physical shares as per SEBI Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020.
- (z) Handling of Scores Complaints as per SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated 13 August, 2020.
- (aa) Automation of System Driven Disclosures as per SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020.

**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.	Reg 6(1) of LODR: Appointment of qualified Company Secretary as the compliance officer.	Non-Compliance with regulation 6(1) of LODR.	As informed by the Company, during the year under review the Company appointed a qualified Company Secretary as the compliance officer for the period from 2 <sup>nd</sup> July 2020.

			Company had given representation to BSE to waive the penalty for the Non-Compliance of Reg 6(1) of LODR and as informed by company, BSE has waived the said penalty.
2.	Regulation 19(1) (b) of LODR: All directors of the Nomination and Remuneration committee shall be non-executive directors.	Non-Compliance with regulation 19(1)(b) of LODR.	As informed by the Company, during the year under review Constitution of Nomination and Remuneration was not as per Regulation 19(1)(b) of SEBI LODR 2015 for the period from 1 <sup>st</sup> April 2020 to 16 <sup>th</sup> July 2020. The Company had given representation to BSE waive the penalty for Non-Compliance of the said regulation as informed by company, BSE has waived the said penalty.

(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 record.

(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	The BSE has waived penalty of Rs. 1,08,560 which was levied for the quarter ended June 2020 and September 2020, for the Non-Compliance of Reg 6(1) of SEBI LODR, 2015.	The Company has appointed Mr. Nitesh Pangle a qualified Company Secretary as a compliance officer w.e.f 2 <sup>nd</sup> July 2020 & Company has given a representation to BSE hearing held on 30 <sup>th</sup> December

				2020 for waiver of fines
2	BSE	Non- Compliance with Regulation 19	BSE has waived penalty of Rs. 2,14,760 which was levied for the quarter ended June 2020, for the Non-Compliance of Reg 19 of SEBI LODR, 2015.	The Company appointed Mr. Shashikant N Newatia as a member in Nomination and Remuneration Committee meeting held on 17 <sup>th</sup> July 2020.

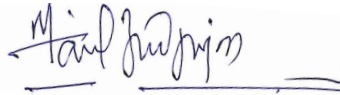
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr No</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31.03.2020</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1	Non-Compliance with regulation 6(1) of LODR.	During the year company has not appointed a qualified Company Secretary as Compliance Officer	The Company appointed Mr. Nitesh Pangle a qualified company secretary as a compliance officer w.e.f. 02 <sup>nd</sup> July 2020.	The Company has appointed Mr. Nitesh Pangle a qualified Company Secretary as a compliance officer w.e.f 2 <sup>nd</sup> July 2020 & complied with said regulation.
2	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.	The Company appointed Mr. Shashikant N Newatia as a member in Nomination and Remuneration Committee meeting held on 17 <sup>th</sup> July	The Company has appointed Mr. Shashikant Newatia as member in NRC meeting held on 17 <sup>th</sup> July 2020 & Complied with said regulation.

			2020.	
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**Note:** It is to be noted that due to lockdown and social distancing guidelines issued by the Government authorities for containment of spread of COVID-19 pandemic, the above- mentioned documents, registers, forms etc have not been physically verified by us, as being maintained by the Company at its registered office. While we have taken all possible steps to verify these records electronically and taken confirmation from the Company, whenever required but the audit for Secretarial Compliance Report is subject to limitation of availability of documents.

For TARIQ BUDGUJAR & CO.,  
COMPANY SECRETARIES



**MOHAMMED TARIQ BUDGUJAR**

(Proprietor)

ACS: 47471 COP: 17462

Place: Mumbai

Date: 29.06.2021

UDIN: A047471C000537235