

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

May 30, 2022

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2022

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, 2022 issued by HSPN & Associates LLP., Company Secretaries.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours Faithfully,

For **Spenta International Limited**

 

Sunil Mahyavanshi
Company Secretary & Compliance Officer.



**HSPN & ASSOCIATES LLP
COMPANY SECRETARIES**

LLPIN: AAZ-8456 | Unique Code: L2021MHE011400
(Formerly known as HS ASSOCIATES
Unique Code: P2007MH004300)

KETAN R. SHIRWADKAR (Designated Partner)

B.COM. ACS.

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Secretarial Compliance Report of Spenta International Limited for the year ended 31st March, 2022.

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

I Ketan Ravindra Shirwadkar, Designated Partner of HSPN & Associates LLP 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 31stMarch, 2022 ("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 and Sweat Equity) Regulations, 2021 erstwhile Securities and Exchange Board of India (Share



Based Employee Benefits) Regulations, & 2014 & SEBI (Issue of Sweat Equity) Regulations, 2002; - **not applicable for the period under review;**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 & Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; **not applicable for the period under review;**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;

(i) 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;

(j) Disclosure of reasons for delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November19,2018;

(k) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018;

(l) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July16, 2018 read with SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;

(m) 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;**

(n) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;

(o) 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;

(p) 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; **not applicable for the period under review;**

(q) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01,2019;

(r) 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;

(s) Framework for listing of Commercial paper as per SEBI circular SEBI/HO/DDHS/CIR/P/2019/115 dated 22nd October 2019 read with Non-compliance



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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;**

(t) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated 18,2019; **not applicable for the period under review;**

(u) Disclosures 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;

(v) Violation of Insider Trading SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020;

(w) E-VOTING Facility as per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020;

(x) 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;

y) Handling of Scores Complaints as per SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated 13th August 2020;

(z) Automation of System Driven Disclosures as per SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020;

a) Common and Simplified Norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details, and Nomination dated SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 November 03, 2021

aa) Issuance of Securities in dematerialized form in case of Investor Service Requests dated SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 January 25, 2022

ab) Format of compliance report on Corporate Governance by Listed Entities dated SEBI/HO/CFD/CMD-2/P/CIR/2021/567 May 31, 2021:

ac) disclosure obligations of listed entities in relation to Related Party Transactions. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021;

ad) Automation of disclosure requirements under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011-System Driven Disclosures - Ease of doing business circular no. SEBI/HO/CFD/DCR-3/P/CIR/2022/27 dated March 7, 2022.

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.

b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder so far as it appears from my/our examination of those records.



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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.
NA	NA	NA	NA	NA

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 report dated 31 st March, 2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Reg 6(1) of SEBI(LODR) Regulations 2015: Non-Compliance w.r.t Appointment of qualified Company Secretary as the compliance officer.	Reg 6(1) of SEBI(LODR) Regulations 2015: Non-Compliance w.r.t Appointment of qualified Company Secretary as the compliance officer.	The Company appointed a qualified Company Secretary as the compliance officer for the period from 2nd July 2020. Company had given representation to BSE to waive the penalty for the Non-Compliance of Reg 6(1) of SEBI(LODR) Regulations 2015. BSE has waived the said penalty	The Company has made the Compliance good and there is no occurrence of non-compliance during the reporting period



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2.	Regulation 19(1) (b) of SEBI (LODR) Regulations, 2015: All directors of the Nomination and Remuneration committee shall be non-executive directors.	Regulation 19(1) (b) of SEBI (LODR) Regulations, 2015: All directors of the Nomination and Remuneration committee shall be non-executive directors.	The Company appointed Mr. Shashikant N Newatia as a member in Nomination and Remuneration Committee meeting held on 17th July 2020. Further the Company made representation to BSE to waive the penalty for Non-Compliance of the said regulation. BSE has waived the said penalty	The Company has made the Compliance good and there is no occurrence of non-compliance during the reporting period
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Note:

This report is based on the following:

1. Compliances required to be done by the Company during the Financial Year ended 31st March, 2022 (i.e. the period covered for the purpose of this Report is from 01st April, 2021 to 31st March, 2022.
2. There was no event of appointment/re-appointment/resignation 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 18th October, 2019 issued by SEBI.

Place: Mumbai.
 Date: 28-05-2022
 ICSI UDIN: A037829D000420926
 PEER REVIEW NO: P2007MH004300

For HSPN & ASSOCIATES LLP
 Company Secretaries

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Ketan R. Shirwadkar
 Designated Partner
 ACS No.: 37829
 COP No.: 15386

