



SPENTA INTERNATIONAL LIMITED

BOARD OF DIRECTORS:

- Mr. Sanjay Gadodia (DIN-00203433)** : Chairman, Whole Time Director cum Chief Executive Officer
- Mr. Danny Hansotia (DIN-00203497)** : Managing Director cum Chief Financial Officer
- Mr. Gaurav Samdaria (DIN-06797334)** : Independent Non-Executive Director
- Ms. Sunita Misri (DIN-06926975)** : Independent Non-Executive Director

BANKERS:

DCB Bank Limited
Nariman Point Branch, Mumbai - 400 021.

AUDITORS:

A. R. PARIKH & CO., Mumbai.
Chartered Accountants
321, Parekh Market, 3rd Floor,
Opera House, Mumbai - 400 004.
E-mail:ameetparikh@mtnl.net.in/arparikh.co@gmail.com

SECRETARIAL AUDITORS:

HS Associates, Company Secretaries, Mumbai

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai - 400 078.
Tel: - 022-25963838 Fax: - 022-25946969
Email id:-mumbai@linkintime.co.in
Website :-www.linkintime.co.in

LISTING OF EQUITY SHARES:

BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001.

Ahmedabad Stock Exchange Limited
Kamdhenu Complex, 120 Feet Ring Rd,
Panjarapol, Ambawadi,
Ahmedabad, Gujarat-380015

REGISTERED OFFICE & FACTORY:

Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali, District Thane,
Palghar (West) - 401 404.
Tel- 91-(2525)-250056
Fax- 91-(2525)-250056 Extn.113.
Email-spentain@vsnl.com
Website: www.spentasocks.com
CIN - L28129MH1986PLC040482

CONTENTS	Page
Notice of the Annual General Meeting	1
Directors' Report	8
Secretarial Audit Report	13
Management Discussion and Analysis Report	31
CEO/CFO Certification; Declaration on Code of Conduct	33
Independent Auditors' Report	34
Balance Sheet	38
Statement of Profit and Loss	39
Cash Flow Statement	40
Notes forming part of the Financial Statements	42
Nomination Form, Attendance Slip, Proxy Form	61
Assent/Dissent Form	66



SPENTA INTERNATIONAL LIMITED

NOTICE OF AGM

Notice is hereby given that the **Twenty-Ninth Annual General Meeting** (the “Meeting”) of **Spenta International Limited** (“the Company”) will be held on **Wednesday, September 28, 2016 at 11.30 a.m.** at the Registered Office of the Company situated at **Plot No. 13 to 16, Dewan Industrial Estate, Village Navali, Dist. Thane, Palghar (West) – 401 404** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2016 including audited Balance sheet as at 31st March, 2016 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To declare Final dividend on equity shares for the Financial Year 2015-2016
3. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. A. R. Parikh & Co, (Membership No. 38188) Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India who were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 24th September, 2014 (hereinafter referred as said AGM) from the conclusion of the said AGM till the conclusion of Thirtieth Annual General Meeting to be held in the year 2017, be and are hereby ratified for the financial year 2016-17 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

Registered Office:

Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali, District Thane,
Palghar (West) - 401 404

DATE: AUGUST 11,2016

PLACE: PALGHAR

BY ORDER OF THE BOARD

Sd/-
DANNY HANSOTIA
(MANAGING DIRECTOR)
DIN NO: 00203497

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.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Register of Members and Share Transfer Register shall remain closed from Tuesday September 20, 2016 to Tuesday September 27, 2016 **(Both days inclusive.)**
4. Final Dividend of Rs.1.20 per share has been recommended by the Board of Directors for the year ended 31st March, 2016 and subject to the approval of the shareholders at the ensuing Annual General Meeting is proposed to be paid on and from 1st October, 2016.
5. Members are requested to inform the Company's Registrars and Share Transfer Agents Viz. M/s Link Intime India Private Limited, regarding changes, if any in their registered address with the PIN code number.
6. In order to ensure safety against fraudulent encashment of dividend warrants, members holding shares in physical form are requested to furnish to the Company or Company's R&T Agents, M/s. Link Intime India Private Limited, bank account details which will be printed on the dividend warrants.
7. A Member may avail of the facility of nomination by nominating in the prescribed "NOMINATION FORM", a person to whom his/her shares in the Company shall vest in the event of his/her death.
8. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office (email:spentain@vsnl.com) Member are requested to bring their copies of Annual Reports to the Meeting.
9. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories viz NSDL and CDSL, will be printed on the dividend warrants. Members are requested to inform the concerned Depository participant of any change in address, dividend mandate, Etc.
10. In terms of section 125 Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed are uploaded on the Company's website at www.spentasocks.com for shareholders information.
11. Electronic copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2016 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 29th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the



SPENTA INTERNATIONAL LIMITED

28th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Nomination Form, Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.spentasocks.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Palghar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: spentain@vsnl.com.

14. Voting through electronic mean

- i. 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 members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- I. The Voting period begins on Sunday, the 25th September, 2016 at 09.00 a.m. and ends on Tuesday, 27th September, 2016 at 05.00 p.m. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of Wednesday 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.

II. In case of members receiving e-mail:

- a. Open e-mail
- b. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- c. Now click on "Shareholders" tab
- d. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- e. 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.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. 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.
- h. If you are a first time user follow the steps given below:
 - i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then reach directly 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

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 number of shares held by you as on the cut-off date in the Dividend Bank details field.

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.

- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on relevant **EVSN 160809009** of Spenta International Limited on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries 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

In case of members receiving the physical copy:

Please follow all steps from sl. no. b to sl. no. r above to cast vote.

Other Instructions

- The voting period begins **on Sunday, the 25th September, 2016 at 09.00 a.m and ends on Tuesday, 27th September 2016 at 05.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e **Wednesday 21st September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The “cut-off date” means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting
- 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- In case of any queries you may refer the Frequently Asked Questions (FAQ’s) for shareholders and e-voting user manual for shareholders available at the Downloads Section of www.evoting.CDSL.com
- If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **Wednesday 21st September, 2016**
- Mr. Nitin Sarfare, Partner of HS Associates, Practicing Company Secretaries (Membership No. ACS No.36769) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- The scrutinizer shall within a period of not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results of the e-voting along with the scrutinizers report shall be placed in the Company’s website www.spentasocks.com and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.



SPENTA INTERNATIONAL LIMITED

- Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Nitin Sarfare, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than **Tuesday, 27th September, 2016** (5.00 pm IST)
 - Ballot Form received after this date will be treated invalid.
 - A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
16. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The Members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialized form for all the investors.

Registered Office:

Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali, District Thane,
Palghar (West) - 401 404

DATE: AUGUST 11,2016

PLACE: PALGHAR

BY ORDER OF THE BOARD

Sd/-

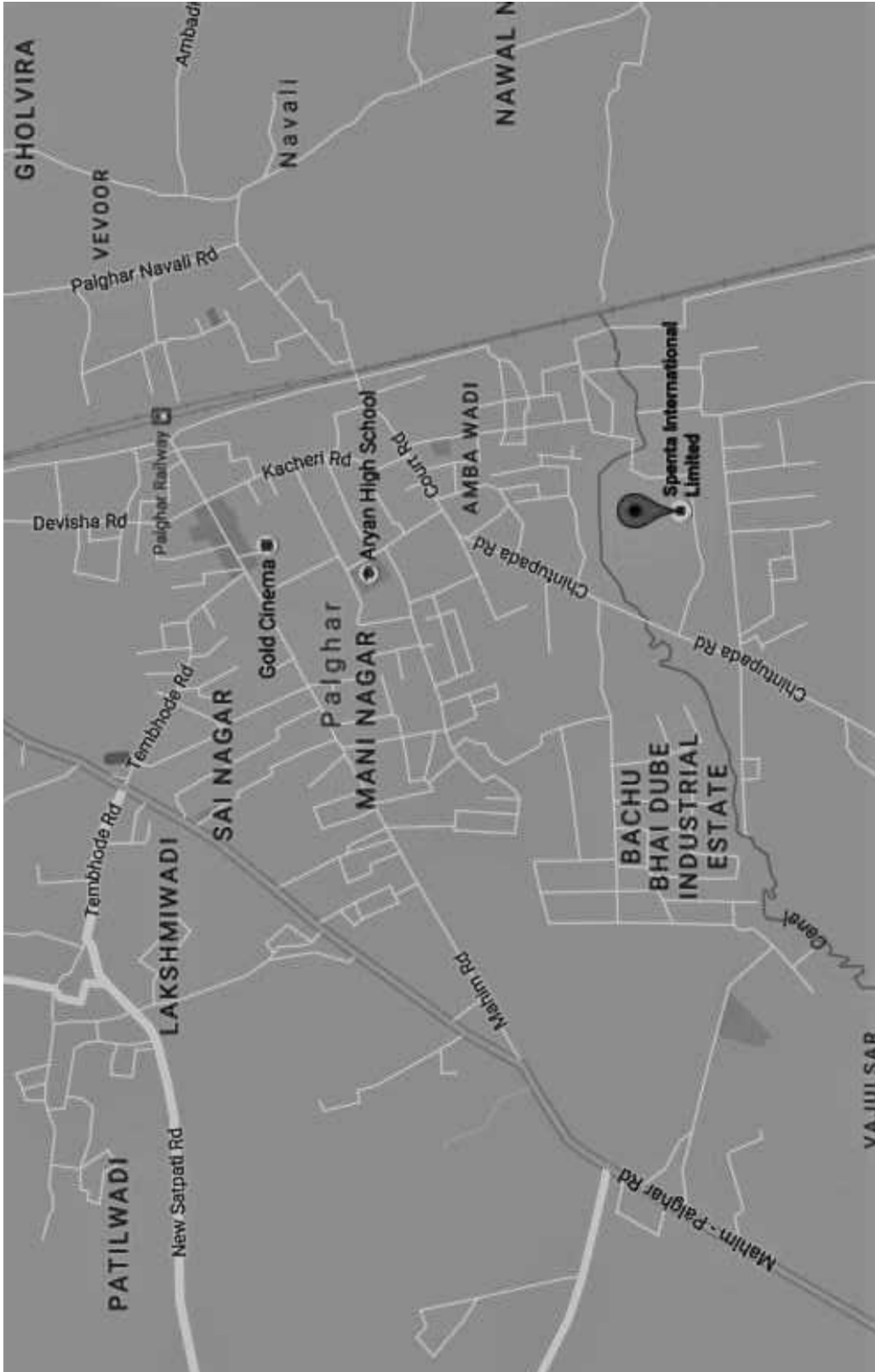
DANNY HANSOTIA
(MANAGING DIRECTOR)

DIN NO: 00203497



SPENTA INTERNATIONAL LIMITED

Route Map for Annual General Meeting



Landmark: Near Income Tax Office
Distance from Palghar Station: 1.8 Kilometers



DIRECTORS' REPORT

To,
 The Members,
SPENTA INTERNATIONAL LIMITED.

Your Directors have great pleasure in presenting 29th ANNUAL REPORT along with the Audited Balance Sheet and Profit and Loss Account, for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

Particulars	(Rs. in Lacs)	
	Year ended 2015-16	Year ended 2014-15
Total Income (including Other Income)	3825.56	3612.80
Gross Profit (before Interest, Depreciation and tax)	576.61	475.90
Less : Interest	113.76	74.68
: Depreciation	92.30	221.64
: Provision for taxation - Current	100.00	91.00
- Deferred	0.42	(36.63)
Net Profit after tax	270.14	125.21
Balance brought forward from previous year's a/c	1592.38	1580.27
 Amount available for appropriation	 1862.52	 1705.48
Transfer & Appropriations:		
Proposed Dividend	33.17	30.41
DDT on proposed Equity Dividend	6.75	6.22
Capital redemption reserve on buy back of shares	NIL	76.47
Balance carried to balance sheet	1822.60	1592.38
	1862.52	1705.48

2. DIVIDEND AND TRANSFER TO RESERVES:

Your Directors are pleased to recommend a final Dividend of Rs. 1.20 per equity share of the face value of Rs. 10/- each for the approval of the shareholders.

The dividend, if approved by the shareholders at the forthcoming Annual General Meeting would absorb Rs. 33.17 lacs, excluding Rs. 6.75 lacs as tax on dividend. The dividend will be free of tax in the hands of the shareholders of the Company.

No amount is being transferred to reserves during the year under review.

3. FUTURE PROSPECTS :

Company is in the process of importing 46 socks knitting machines out of which 28 machines are new and 18 machines are pre-owned. This will increase company's production capacity by 10 % and reduce the dependence of the Company on outsourcing.

4. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY;

There is no change in the nature of business of the Company.

5. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

Some workers of the company had declared a sudden strike in the factory during November 2015 and the production activities have been halted. In view of the above, the Company has entered into necessary initial negotiation with the workers.

SPENTA INTERNATIONAL LIMITED

Strike has been temporarily withdrawn from November 06, 2015 to March 31, 2016 as Management has entered into three years' agreement with workers and matter has been settled.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year there has been no change in the composition of Board of Directors of the Company.

Members of the Company approved payment of remuneration in the grade of Rs. 7,00,000 p.m to Mr. Sanjay Gadodia, whole time Director w.e.f 29th September, 2015.

7. NUMBER OF BOARD MEETINGS:

During the financial year, the Board had met seven times on 29th May 2015, 8th July 2015, 14th August 2015, 8th September 2015, 30th September 2015, 9th November 2015 and 12th February 2016.

8. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

9. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors met once during the year on 12th February, 2016 to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was compiled by Independent authority and informed to the members.

10. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms:

- i) That in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual accounts on a going concern basis.
- v) That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating

11. SUBSIDIARIES AND ASSOCIATE COMPANY'S:

As on 31st March, 2016, Company has no subsidiaries and associate companies.

12. DEPOSITS:

Your Company did not accept any deposits from the public during the year. There are no deposits which have not been claimed by depositors or paid by the company after the date on which the deposit became due for repayment or renewal, as the case may be, according to the contract with the depositors & there are no total amounts due to the depositors & remaining unclaimed or unpaid.

13. INTERNAL AUDITOR

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. Rajesh K. Jain & Co., internal auditors for the year to 2016-2017 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

14. STATUTORY AUDITORS:

M/s. A. R. Parikh & Co (Membership No. 38188), Chartered Accountants were appointed as Statutory Auditors at the Annual General Meeting held on 24th September, 2014 for the period of three (3) years. i.e. for the Annual General Meeting to be held in year 2017 subject to ratification at each Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified from appointment

The resolution for ratification of his appointment is put forward for your approval in the ensuing Annual General Meeting.

15. STATUTORY AUDITOR'S REPORT AND QUALIFICATION:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. A. R. Parikh & Co, Statutory Auditors, in their report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

16. COST AUDITORS:

As per Section 148 read with Companies (Audit & Auditors) Rules, applicable to cost auditors, the company was not liable to appoint Cost auditors for the financial year 2015-16.

17. SECRETARIAL AUDITOR & REPORT

The Board has appointed Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for the financial year 2016-2017. Also annexed herewith secretarial Audit report (MR-3), in Annexure-1 as provided by M/s. HS Associates, for the secretarial audit conducted by them for the period 2015-16 under review. The company is in the process of appointment of whole time company secretary however the company could not find suitable candidate for the post of whole time company secretary.

18. EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure-2 and is attached to this Report.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure 3.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

SPENTA INTERNATIONAL LIMITED

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.spentasocks.com.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Schedule 13 of the Balance Sheet.

21. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:

Information on conservation of energy, technology absorption, foreign exchange earnings and out go, is required to be given pursuant to provision of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is annexed hereto marked Annexure-4 and forms part of this report.

22. CORPORATE GOVERNANCE REPORT

The company falls under the criteria 15(2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2016, the Company's Paid up Capital is of Rs. 2,76,43,260 /- (Rupees Two Crore Seventy Six Lacs Forty Three Thousand Two Hundred Sixty only) and Net worth is of Rs.21,19,02,442/- (Rupees Twenty One Crore Nineteen Lacs Two Thousand Four Hundred Forty Two only).

Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company.

23. PARTICULARS OF EMPLOYEES:

During the financial year there were no employees drawing salary exceeding Rs. 5 Lacs p.m if employed for a part of financial year and Rs. 60 lac p.a. if employed throughout the financial year. The information pursuant to Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 relating to median employee's remuneration is annexed hereto marked Annexure-5 and forms part of this report.

24. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this report. (Annexure 6)

25. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives and thus in pursuance of the same it has formulated a Risk Management Policy to ensure compliance with revised clause 49 of the listing agreement. Major risks identified by the businesses and functions are systematically addressed and also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee and The risk management policy is available on the website of the company: www.spentasocks.com.

26. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.



SPENTA INTERNATIONAL LIMITED

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

27. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

28. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. Details of which have been given in the Corporate Governance Report annexed to this Report.

The Vigil Mechanism Policy is available at the website of the company: www.spentasocks.com.

29. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints, redressal for the benefits of its employees. Currently there are 57 women employees' working with the Company and a senior women employee has been designated to receive complaints and report such cases to the Audit Committee in this behalf. There were no complaints filed by any of the women employees of the Company under this Act.

30. ACKNOWLEDGMENTS:

Your Directors wish to place on record their appreciation of the support which the Company has received from its promoters, lenders, business associates including distributors, vendors and customers, the press and the employees of the Company.

BY ORDER OF THE BOARD

Sd/-

SANJAY GADODIA

(CHAIRMAN)

DIN NO: 00203433

DATE: AUGUST 11,2016

PLACE: PALGHAR

SECRETARIAL AUDIT REPORT

Form No. MR-3

For Financial Year Ended On 31st March, 2016.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SPENTA INTERNATIONAL LIMITED.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Spenta International Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by Spenta International Limited ("The Company"), for the year ended on 31st March, 2016 according to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);
- ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines,



SPENTA INTERNATIONAL LIMITED

Standards and Listing Agreement/Obligations mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following laws applicable specifically to the Company:

- a. The Environment (Protection) Act, 1986; and
- b. Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and
- c. Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.
- d. Factories Act, 1948;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the act and also the Company had not appointed a whole time Company Secretary during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has:

1. Adopted New set of Articles of Association at the Annual General Meeting held on 29th September, 2015
2. Recommended Final Dividend of Rs.1.20 per share by the Board of Directors for the year ended 31st March, 2016.
3. Approved payment of remuneration in the grade of Rs. 7,00,000 p.m to Mr. Sanjay Gadodia, whole time Director in the company

DATE: 11th August, 2016.
PLACE: Mumbai

For HS Associates
Company Secretaries
Sd/-

Hemant S. Shetye
Partner
FCS No. : 2827
CP No.: 1483

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March 2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
i) CIN:-	L28129MH1986PLC040482
ii) Registration Date:-	25/07/1986
iii) Name of the Company:-	SPENTA INTERNATIONAL LIMITED
iv) Category / Sub-Category of the Company	040482 / Company limited by shares
v) Address of the Registered office and contact details:-	Plot # 13-16, Dewan Industrial estate, Village Navali, Palghar (West), Thane - 401404
vi) Whether listed company:-	Yes
vii) Name, Address and Contact details of Registrar and Transfer	Link Intime India Private Limited. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078. Telephone : 022-25946970 Fax : 022-25946969 E-mail : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in

I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1.	Manufacture of textiles	13	100%

II. PARTICULARS OF ASSOCIATE COMPANIES -

Sr. No.	Name and address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
Your Company has no associate, Joint venture or subsidiary companies.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	1664453	-	1664453	60.21	1780817	-	1780817	64.51	06.99
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1600	-	1600	00.06	1600	-	1600	00.06	-
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
1. Directors	-	-	-	-	-	-	-	-	-
2. Directors Relative	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	1666053	-	1666053	60.27	1782417	-	1782417	64.48	06.99
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	-
Total shareholding of Promoter (A) (A)(1)+(A)(2)	1666053	-	1666053	60.27	1782417	-	1782417	64.48	06.99
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-

I) Other (specify)	-	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	38513	3200	41713	01.51	6707	3200	9907	00.35	-76.25	
I) Indian										
ii) Overseas										
b) Individuals	-	-	-	-	-	-	-	-	-	-
I) Individual share-holders holding nominal share capital upto Rs. 1 lakh	322777	333520	656297	23.74	312091	309520	621611	22.49	-5.29	
ii) Individual share-holders holding nominal share capital in excess of Rs. 1 lakh	340027	16000	356027	12.88	247344	16000	263344	9.53	-26.03	
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
(c-i) CLEARING MEMBER	2536	-	2536	00.09	15543	-	15543	00.56	512.90	
c-ii) OFFICE BEARERS	-	-	-	-	-	-	-	-	-	-
(c-iii) NON-RESIDENT INDIANS	5100	366000	41700	01.51	14571	36500	51071	01.85	22.47	
(c-iv) HUF										
Total Public share-holding (B) (B)(1) + (B)(2)	708953	389320	1098273	39.73	614189	365220	979409	35.43	-10.82	
C. Shares held by Custodian for GDRs ADRs										
Grand Total (A+B+C)	2375006	389320	2764326	100	2396606	367720	2764326	100	-	

SPENTA INTERNATIONAL LIMITED

(ii) Shareholding of Promoter's :

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	DANNY F HANSOTIA	730277	26.42	-	690277	24.97	-	-5.48
2.	SANJAY S GADODIA	486769	17.61	-	643133	23.26	-	32.12
3.	FIROZE MINOCHAR HANSOTIA	118000	4.27	-	118000	4.26	-	-
4.	SANDEEP GADODIA	164307	5.94	-	164307	5.94	-	-
5.	SULOCHANA S. GADODIA	103500	3.74	-	103500	3.74	-	-
6.	RITA S GADODIA	46000	1.66	-	46000	1.66	-	-
7.	AMY F HANSOTIA	13000	0.47	-	13000	0.47	-	-
8.	VIRAF FIROZE HANSOTIA	2600	0.09	-	2600	0.09	-	-
9.	JUVENILE TRADING PVT LTD	1600	0.06	-	1600	0.06	-	-
	TOTAL	1666053	60.27	-	1782417	64.48	-	6.98

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	DANNY FIROZE HANSOTIA				
	At the beginning of the year	730277	26.41		
	Transfer of shares as on 15 th May 2015	40000	1.45		
	At the End of the year			690277	24.97

2	SANJAY SHYAMSUNDER GADODIA				
	At the beginning of the year	486769	17.60		
	Transfer of shares as on 12 th May 2015	40000	1.45	526769	19.0560
	Transfer of shares as on 25 th Aug 2015	5000	0.18	531769	19.2478
	Transfer of shares as on 26 th Aug 2015	10000	0.36	541769	19.6096
	Transfer of shares as on 27 th Aug 2015	11286	0.41	553055	20.0079
	Transfer of shares as on 28 th Aug 2015	24940	0.90	577995	20.9190
	Transfer of shares as on 31 st Aug 2015	10000	0.36	587995	21.2719
	Transfer of shares as on 1 st Sep 2015	15000	0.54	602995	21.8135
	Transfer of shares as on 2 nd Sep	20138	0.73	623133	22.5420
	Transfer of shares as on 4 th Sep	20000	0.72	643133	23.2654
	At the End of the year			643133	23.26
3	SANDEEP SHYAMSUNDER GADODIA				
	At the beginning of the year	164307	05.94		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the End of the year			164307	05.94
4	FIROZE M HANSOTIA				
	At the beginning of the year	118000	04.26		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the End of the year			118000	04.26
5	SULOCHANA GADODIA				
	At the beginning of the year	103500	03.74		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the End of the year			103500	03.74

6	RITA GADODIA				
	At the beginning of the year	46000	1.66		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the End of the year			46000	01.66
7	AMY FIROZE HANSOTIA				
	At the beginning of the year	13000	0.47		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the End of the year			13000	00.47
8	VIRAF FIROZE HANSOTIA				
	At the beginning of the year	2600	00.09		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the End of the year			2600	00.09
9	JUVENILE TRADING PVT LTD				
	At the beginning of the year	1600	0.06		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the End of the year			1600	00.05

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2014		Transactions during the year		Cumulative Shareholding at the end of the year - 2015	
		No. of Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of the Company
1	YAZDI B PESTONJAMASP	129259	04.67	-	-	129259	04.67
	At the end of the year	-	-	-	-	129259	04.67
2	ANUP OMPRAKASH JUNEJA	20352	00.74	-	-	20352	00.74
	At the end of the year	-	-	-	-	20352	00.74
3	GANDHI PRATIK RAJENDRA	31200	01.13	-	-	31200	01.13
	At the end of the year	-	-	-	-	31200	01.13
4	CHAITALEE MANIHAR	16200	00.58	-	-	16200	00.58
	Market Sell	-	-	28.08.15	-1000	15200	00.54
	Market Purchase	-	-	31.03.16	15200	30400	01.10
	At the end of the year	-	-	-	-	30400	0.55
5	DIPAK KANAYALAL SHAH	32000	01.16	-	-	32000	01.16
	Market Sell	-	-	04.09.15	-2000	30000	01.08
	Market Sell	-	-	11.09.15	-200	29800	01.07
	Market Purchase	-	-	25.09.15	26200	56000	02.03
	Market Sell	-	-	30.09.15	-28000	28000	01.01
	At the end of the year	-	-	-	-	28000	01.01
6	USHA NIRANJAN AGARWAL	16000	00.58	-	-	16000	00.58
	At the end of the year	-	-	-	-	16000	00.58
7	JAYANT GOPAL FARSWAN	164	00.01	-	-	164	00.01
	Market Purchase	-	-	08.05.15	12340	12504	00.45
	Market Purchase	-	-	25.09.15	12504	25008	00.90
	Market Sell	-	-	30.09.15	-12504	12504	00.45
	At the end of the year	-	-	-	-	12504	00.45
8	SHANTI MURARI MANWANI	9940	00.36	-	-	9940	00.36
	Market Purchase	-	-	18.09.15	100	10040	00.36
	Market Purchase	-	-	25.09.15	10040	20080	00.72
	Market Sell	-	-	30.09.15	-10040	10040	00.36
	Market Purchase	-	-	20.11.15	60	10100	00.36
	Market Purchase	-	-	04.12.15	7	10107	00.36
	Market Purchase	-	-	22.01.16	22	10129	00.36
	Market Purchase	-	-	12.04.16	650	10779	00.38
	Market Purchase	-	-	04.03.16	50	10829	00.39
	At the end of the year	-	-	-	-	10829	00.39
9	KULDEEP SURI	10000	00.36	-	-	10000	00.36

	At the end of the year	-	-	-	-	10000	00.36
10	PRABHUDAS LILLADHER						
	PRIVATE LIMITED	-	-	-	-	-	-
	Market Purchase	-	-	06.11.15	10000	10000	00.36
	Market Purchase	-	-	11.12.15	25	10025	00.36
	Market Sell	-	-	18.12.15	-25	10000	00.36
	Market Purchase	-	-	15.01.16	10	10010	00.36
	Market Sell	-	-	22.01.16	-10	10000	00.36
	At the end of the year	-	-	-	-	10000	00.36

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	DANNY F HANSOTIA	730277	26.41	690277	24.97
2.	SANJAY S GADODIA	486769	17.61	643133	23.26

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	318.79	0	0	318.79
ii) Interest due but not paid	0	0	0	0.00
iii) Interest accrued but not due	0	0	0	0.00
Total (i+ii+iii)	318.79	0.00	0.00	318.79
Change in Indebtedness during the financial year				
Addition	421.34	0	0	421.34
Reduction	-70.02	0	0	-70.02
Net Change	351.32	0.00	0.00	351.32
Indebtedness at the end of the financial year				
i) Principal Amount	670.11	0	0	670.11
ii) Interest due but not paid	0	0	0	0.00
iii) Interest accrued but not due	0	0	0	0.00
Total (i+ii+iii)	670.11	0.00	0.00	670.11

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Rs. in Lacs
		Danny Hansotia	Sanjay Gadodia	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	20.81	20.81	41.62
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	9.19	9.19	18.38
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - As % of Profit - Others, specify	0	0	0
5.	Others, please specify	0	0	0
	Total (A)	30.00	30.00	60.00
	Ceiling as per the Act	84.00	84.00	168.00

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Gaurav Samdaria	Ms. Sunita Misri	
1.	Independent Directors	Independent Directors	Independent Directors	-
	• Fee for attending board committee meetings	36000	36000	72000
	• Commission	-	-	-
	• Other, please specify	-	-	-
		1500	1500	3000
	Total (1)			
	Other Non-Executive Directors	-	-	-
	• Fee for attending board committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B) = (1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority [RD/NCLT/COLOUR]	Appeals, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**SPENTA INTERNATIONAL LIMITED****FORM NO. AOC - 2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies(Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sr. No	Name of the Related Party & Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. Details of contracts or arrangements or transactions at arm's length basis:

Name of the Related Party & Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if any
NIL	NIL	NIL	NIL	NIL

Sd/-

Name: **Danny Hansotia**
Director: Managing Director
Din No:00203497

Sd/-

Name: **Sanjay Gadodia**
Director: Whole Time Director
Din No: 00203433

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT , 2013 READ WITH THE COMPANIES (ACC OUNTS) RULES, 2014
A. CONSERVATION OF ENERGY

- i. The steps taken or impact on conservation of energy :
 - Maintained the power factor in the range of 0.998 to 0.999 throughout the year and got rebate in electricity bills
 - New Kaesar Make air compressor and dryer installed in 2013 for better consumption of electricity
- ii. The steps taken by the company for utilizing alternate sources of energy - NIL
- iii. The capital investment on energy conservation equipments. - NIL

B. TECHNOLOGY ABSORPTION

- i. the efforts made towards technology absorption :
 - a. Installation of ETP plant for treatment and conservation of waste water
 - b. Installation of Metal Detectors in Finishing Line to detect metal contamination in socks
 - c. In house repair of electronic parts in the Knitting machine, thus eliminating need to import spare parts frequently
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution :
 1. Improved safety measures and pollution control
 2. Quality and productivity improvement
 3. Cost Reduction
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
 - a. the details of technology imported - NIL
 - b. the year of import - NIL
 - c. whether the technology been fully absorbed - NIL
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof - NIL
- iv. the expenditure incurred on Research and Development – Non Ascertainable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in lacs)

	31/03/2016	31/03/2015
Foreign Exchange Earnings:	NIL	NIL
Foreign Exchange outgo:		
Travelling	2.48	-
Advances for Spares and Consummables	0.56	0.51
Plant and Machinery	55.92	50.28
Spares & Consumables	7.42	9.69

SPENTA INTERNATIONAL LIMITED
Form A : Disclosure of Particulars with respect to Conservation of Energy
A. POWER & FUEL CONSUMPTION

		31.3.2016	31.3.2015
	Electricity		
a)	Purchased		
	Units (in lacs) (in kwh)	16.86	19.59
	Amount in Rupees (in lacs)	135.12	145.90
	Rate per Unit (in rupees)	8.01	7.45

B. CONSUMPTION PER UNIT OF PRODUCTION

		31.3.2016	31.3.2015
		Number of pairs	
	Product : Knitted Socks	52,68,173	56,16,818
	Electricity (kwh/pair of socks)	0.320	0.349

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the directors	Ratio to median Remuneration
Non-executive directors	
Mr. Gaurav Samdaria	0.37
Mrs. Sunita Misri	0.37
Executive directors	
Mr. Sanjay Gadodia	29.58
Mr. Danny Hansotia	29.58

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Sanjay Gadodia	146.51
Mr. Danny Hansotia	146.51
Mr. Sanjay Samdaria	–
Mrs. Sunita Misri	–

- c. The percentage increase in the median remuneration of employees in the financial year: No Increase in remuneration
- d. The number of permanent employees on the rolls of Company: 87
- e. The explanation on the relationship between average increase in remuneration and Company Performance:
The average remuneration of employees has remained same as that of last year however the company's net profit has increased from Rs. 17958116 to Rs. 37055644
- f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY 16	60,00,000
Revenue	37,74,99,345
Remuneration of KMPs (as a % of revenue)	1.59%
Profit before Tax (PBT)	3,70,55,644
Remuneration of KMP (as a % of PBT)	16.19%

- g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2016	March 31, 2015	% Change
Market Capitalisation	27,74,00,114.1	1,26,05,53,265.6	-78%
Price Earnings Ratio	10.27	10.07	1.99%

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2016	IPO	% Change
Market Price (BSE)	100.35	Rs.10 at Par	903.5

- i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Remuneration of employees remained same a last year however remuneration paid to key managerial personnel increased by 146.51%

- j. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

Remuneration in FY 2016	(Managing Director) 30,00,000	(Whole-Time Director & CFO) 30,00,000
Revenue :		
Remuneration as % of revenue	0.79	0.79
Profit before Tax (PBT):		
Remuneration	8.10	8.10

- k. The key parameters for any variable component of remuneration availed by the directors:
 There are no variable components of remuneration provided to the Directors

- l. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:
None.

- m. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on February 12, 2016 that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: www.spentasocks.com

- n. The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on February 12, 2016 that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: www.spentasocks.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A. INDUSTRY STRUCTURE AND DEVELOPMENT:**

In the hierarchy of human needs, clothing occupies the second top most priority coming next to the food. The use of socks by the armed forces fighting in high altitude and in adverse climatic conditions have now been finding ways among executives and school children and general masses altogether. Wearing of any kinds of shoes without socks is termed as incomplete. There is more to wearing socks than just adherence to fashion. Socks provide additional cushioning and bounce to the feet. Socks are simple items and one of the basic necessities of people of all ages and income strata. Socio-economic changes and fashion awareness amongst the masses have brought in sea change in the living styles in India.

The socks and accessories market in India has grown tremendously over the past 6 years. This has led to various opportunities as well and created a huge market for accessories in India. Metros have the largest business potential at the moment, because of the increasing demand of products influenced by global trends and styles as well as the global brand penetration in the Indian fashion industry. The next wave of growth in this industry will be seen in the tier I and II markets; where brands have achieved significant awareness but limited availability. The sock and accessories being the unorganized and fragmented sector the entire industry size and figures cannot be estimated. Although, Indian socks and accessories market is still customizing and nurturing, socks are graduating from a simple accessory to a more sophisticated product largely supported by continued innovations.

Fashion Trends in the India are evolving at a faster pace. Socks have come to become an integral part of the daily clothing as well as a fashion statement. Textiles and apparels exported from India consume mainly indigenous inputs and are, therefore, big earners of net foreign exchange. This helps the country reduce its current account deficit.

B. OPPORTUNITIES AND THREATS:

Your Company is well poised to seize opportunities available in the sock knitting industry on account of its state-of-the-art production facilities, technical expertise, good quality culture and emphasis on product innovation and growth potential. We feel that socks are such a versatile accessory that brings innovation into, it is inevitable progression. The demand for socks has been increasing gradually for the last few decades particularly in India and other developing countries. The flow of orders has been progressively increasing with each passing year. As there are large and potential Domestic and International Market available, your Company has an opportunity to widen production base, with increasing turnover, which will result in economies of scale and advance processing capabilities. Market is gradually shifting towards Branded Readymade Garment and due to greater Investment and FDI opportunities availability your Company is expected to grow at a high rate with huge demand creation in the market.

With the era of domination of the world's textiles, including hosiery items, originating in China, decreasing slowly, the base is shifting to India and other Emerging/Developing Countries. This augurs well for Indian Companies in the textile and hosiery sector. Continuous Quality improvement is need of the hour as there are different demand patterns all over the world, to balance the demand and supply, to make balance between price and quality, changing consumer preferences, locational disadvantage, and geographical disadvantages. Continuation of these adverse factors will result into potential threats to our industry.

C. SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:

The Company has one segment activity namely socks, in line with the definition of "segment" as per Accounting Standard 17 issued by the Institute of Chartered Accountants of India. The performance of the Company is discussed separately in the Directors' Report.

D. OUTLOOK:

Expectations are high, prospects are bright, but capitalizing on the new emerging opportunities will be a challenge for the socks manufacturing Companies. The Company's Socks Division is optimistic of growth through continued network expansion and innovation. It is also expected that the outlook for the synthetic textile sector shall revise for financial year 2016 from 'negative to stable'.

Further investments are being made in to enhance reach and accessibility to its target audience, enhancing product vitality, improving supply chain responsiveness and delivering superior customer service to delight the customer with better quality product. The Business will continue to focus on increasing the premium and fashion quotient of its offerings on the basis of a deep understanding of consumer preferences and delivering products of world-class quality.



SPENTA INTERNATIONAL LIMITED

E. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has an adequate internal control system commensurate with its size and nature of its business. The Company's internal control mechanism is geared towards ensuring adequate internal controls to meet the increasing size and complexity of business, for safeguarding the assets of the Company, identifying weaknesses and areas of improvement and to meet all compliance. The focus is primarily on checks and controls of systems and processes, monitoring compliances, continuous upgrade of controls and current business risk assessment.

F. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review the total production of the socks was satisfactory. The Profit before tax recorded during the year was Rs. 370.56 Lacs as against Rs. 179.58 Lacs in the previous financial year.

G. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company believes that Human Resources is its most valuable resource which has to be nurtured well and equipped to meet the challenges passed by the dynamics of Business Developments. Industrial Relations at all locations were cordial throughout the year. Our sustainable human resources policy focuses on diversity, learning and continuing education, supporting a conducive culture, and occupational health and safety. The staff is highly motivated due to good work culture and the values which the Company maintains. Your Directors would like to record their appreciation of the efficient and loyal service rendered by the Company's employees.

H. CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

I. RISK'S AND CONCERNS:

The Indian cotton textile sector that has not been faring quite well for the past few years could see some stability in the current financial year as per the report by India Ratings and Research. The sector is expected to maintain an overall stable outlook led by stable spinning margins in the cotton yarn segment, range-bound cotton prices and favorable domestic and export demand. However, the outlook for cotton yarn exporters is negative due to a slowdown in demand for yarn particularly from China, leading to softer yarn realizations and lower capacity utilization. Currently India has a small share in the global textile trade. Industry trackers say that India is well positioned to gain from weak input prices and growing demand for apparels. Unfavorable cotton-polyester staple fibre spreads have hurt substitution demand for synthetic fibres and synthetic yarn. Lower export competitiveness of Indian synthetic yarn also contributes to the subdued outlook as import and central excise duty continue on man-made fibres.

The major challenge that the textile, apparel and hosiery industry faces is of ever increasing production costs arising out of rising wages, power and other overheads. Rupee has become strong against several foreign currencies from mid 2014. This has already adversely impacted the topline and bottom line of the exporting units, when compared with their last two/three years'

BY ORDER OF THE BOARD

Sd/

DANNY HANSOTIA
(MANAGING DIRECTOR)

Date : August 11, 2016
Place: Palghar

CEO/CFO CERTIFICATION

To,
The Board of Directors,
Spenta International Limited.
Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali, Palghar.

We, Sanjay Gadodia, Chief Executive Officer and Danny Hansotia, Chief financial Officer of the Company do hereby certify that:

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - (a) Significant changes, if any, in internal control over financial reporting during the year;
 - (b) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and.
 - (c) Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR SPENTA INTERNATIONAL LTD

FOR SPENTA INTERNATIONAL LTD

Sd/-
SANJAY GADODIA
(CEO)

Sd/-
DANNY HANSOTIA.
(CFO)

Date : August 11, 2016
Place: Palghar

DECLARATION

I, Sanjay Gadodia, CEO of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

FOR SPENTA INTERNATIONAL LIMITED

Sd/-
SANJAY GADODIA
(CEO)

Date : May 27, 2016
Place: Palghar



SPENTA INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

1. We have audited the accompanying financial statements of Spenta International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards specified under section 133 of the Act. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, and to the best of our information, and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the generally accepted accounting principles in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
- c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

6. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the said Order.

7. As required by Section 143(3) of the Act, we report that :

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the companies (Account) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.
 1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March, 2015.

For A. R. Parikh & Co.
Chartered Accountants
(Registration No. 107532W)

Ameet R. Parikh
(Proprietor)
Membership No. 038188
Place : Mumbai
Date : May 27, 2016.

Annexure to Independent Auditors' Report

(Referred to in paragraph of audit report on "Other Legal and Regulatory Requirements" of even date)

1. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) The fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verifications.
 - c) In our opinion, the Company has not disposed off a substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
 - a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In our opinion and to the best of our information and according to explanations given to us, In respect of loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 189 of the Act:
 - a) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
4. The Company has not given any loan, investment, guarantees and security for loans taken by others from banks or financial institutions.
5. The company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Act and rules framed there under.
6. In our opinion and as per the explanations given to us the company is not required to maintain accounts and records as prescribed by the Central Government under Section 148(1) of the Companies Act, 2013.
7. In respect of statutory dues :
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs duty, Works Contract tax, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
 - b) The disputed statutory aggregates to Rs. 7,446,117/-, of which Rs.2,861,057/- has been deposited on account of disputed matters pending before appropriate authorities are as under.

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961.	Income-Tax	5,411,190/-	F.Y. 2004-05	Income Tax Appellate Tribunal
The Income Tax Act, 1961.	Income-Tax	2,034,927/-	F.Y. 2005-06	Income Tax Appellate Tribunal
TOTAL		7,446,117/-		

8. According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayments of dues to financial institutions, banks or debenture holders.
9. According to the records of the company examined by us and the information and explanation given to us, the Company has applied the term loans for the purpose for which the loans were obtained
10. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
11. According to the records of the company examined by us and the information and explanation given to us, the managerial remuneration has been paid as per the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xii) of paragraph 4 of the Order are not applicable to the Company.
13. According to the records of the company examined by us and the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;
14. During the year the company has not made any preferential allotment or private placement of shares.
15. According to the records of the company examined by us and the information and explanation given to us, the company has not entered in to any non-cash transactions with directors or person connected with him
16. As the company is not engaged in business of non-banking financial institution, accordingly the company is not required to registered under section 45-IA of Reserve Bank of India Act, 1934.

For A. R. Parikh & Co.
Chartered Accountants
(Registration No. 107532W)

Ameet R. Parikh
(Proprietor)
Membership No. 38188

Place : Mumbai
Date : May 27, 2016



SPENTA INTERNATIONAL LIMITED

Balance Sheet as at 31 March 2016

(Amount in Rs.)

	Sch.	As at 31 March 2016	As at 31 March 2015
EQUITY AND LIABILITIES:			
Shareholder Funds			
Share Capital	2	27,643,260	27,643,260
Reserves and Surplus	3	184,259,182	161,238,158
		211,902,442	188,881,418
Non Current Liabilities			
Long Term Borrowings	4	25,655,424	7,510,159
Deffered Tax Liabilities	5	-	-
Long Term Provisions	6	4,995,430	3,999,159
		30,650,854	11,509,318
Current Liabilities			
Short Term Borrowings	7	41,355,767	24,368,164
Trade Payables	8	37,873,379	36,321,281
Other Current Liabilities	9	-	-
Short Term Provisions	10	50,09,031	4,597,823
		84,238,177	65,287,268
TOTAL EQUITY AND LIABILITIES			
		326,791,473	265,678,004
ASSETS :			
Non Current Assets			
Fixed Assets	11		
- Tangible Assets		84,099,679	56,448,925
- Capital Work-in-Progress			-
Non Current Investments	12	11,389,083	10,000,000
Deffered Tax Assets	5	3,500,916	3,543,043
Long Term Loans & Advances	14	25,132,496	8,605,675
Other Non Current assets	15	92,691	145,663
		124,214,865	78,743,307
Current Assets			
Current Investments	13	7,147,726	2,147,726
Investories	16	54,696,948	58,615,613
Trade receivables	17	70,858,100	55,544,249
Cash and cash equivalents	18	60,135,097	62,516,876
Short-term loans and advances	19	4,303,129	3,521,066
Other Current assets	20	5,435,608	4,589,167
		202,576,609	186,934,697
TOTAL ASSETS			
		326,791,473	265,678,004
Significant Accounting Policies			
The notes referred to above form an integral part of Financial Stateents	1		

As per our report of even date

For A. R. Parikh & Co.

Chartered Accountants

(Firm Registration No. 107532W)

Ameet R. Parikh

Proprietor

Membership No : 38188

Place : Mumbai

Date : 27th May 2016.

For and behalf of the Board

Sd/-

Sanjay S Gadodia

Chairman

DIN - 00203433

Place : Mumbai

Date : 27th May 2016.

Sd/-

Danny F Hansotia

Managing Director

DIN - 00203497



SPENTA INTERNATIONAL LIMITED

Statement of Profit and Loss Account for the year ended 31 March 2016

(Amount in Rs.)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME :			
Revenue from Operations	21	377,499,345	355,560,250
Other Income	22	5,056,719	5,719,905
Total Revenue (1+2)		382,556,064	361,280,155
OPERATING EXPENDITURE :			
(a) Cost of Materials Consumed	23	193,674,335	192,100,702
(b) Purchase of Stock in Trade	24	58,114,616	62,455,510
(c) Changes in inventories of Finished Goods, Work In Progress & Stock In Trade	25	7,293,691	(4,870,728)
(d) Employee Benefits Expense	26	23,450,400	22,712,342
(e) Depreciation and amortization expense	11	9,229,633	22,164,036
(f) Power & Fuel Cost	27	13,836,758	14,774,179
(g) Finance charges	28	11,376,098	7,467,983
(h) Other expenses	29	28,524,889	26,518,016
Total Expenses		345,500,420	343,322,039
PROFIT BEFORE TAX		37,055,644	17,958,116
Tax Expense			
(a) Current Tax		10,000,000	9,100,000
(b) Deferred Tax (Net)		42,127	(3,663,160)
Profit / (Loss) after tax		27,013,517	12,521,276
Earning per share (of `10/- each)	31		
(a) Basic (incl./excl. exceptional items)		9.77	4.53
(b) Diluted (incl./excl. exceptional items)		9.77	4.53
Significant Accounting Policies	1		
The notes referred to above form an integral part of Financial Statements			

As per our report of even date

For A. R. Parikh & Co.

Chartered Accountants

(Firm Registration No. 107532W)

Ameet R. Parikh

Proprietor

Membership No : 38188

Place : Mumbai

Date : 27th May 2016.

For and behalf of the Board

Sd/-

Sanjay S Gadodia

Chairman

DIN - 00203433

Place : Mumbai

Date : 27th May 2016.

Sd/-

Danny F Hansotia

Managing Director

DIN - 00203497

CASH FLOW STATEMENT
ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 MARCH 2016 (Amount in Rs.)

	As at 31 March 2016		As at 31 March 2015	
A) Cash flow from operating activities				
Net Profit/(Loss) before tax and extraordinary items		37,055,644		17,958,116
Adjustments for :				
Depreciation	9,176,661		22,111,064	
Amortisation	52,972		52,972	
Non Cash Items - others	1,195,382			
Interest income	(5,025,589)		(5,310,243)	
Finance Cost	11,376,098		7,467,983	
Dividend income	(26,226)			
(Profit) / Loss on Sale of Fixed Assets	-		(28,742)	
	16,749,298		24,293,034	
Operating Profit before Working Capital Changes		53,804,941		42,251,150
Adjustments for :				
(Increase) / decrease in inventories	3,918,665		(12,838,176)	
(Increase) / decrease in Trade receivable	(15,313,851)		8,635,614	
(Increase) / decrease in Short term loans and advances		(782,063)		(1,447,394)
(Increase) / decrease in other current assets		(846,441)		294,539
(Increase) / decrease in other non current assets				
Increase / (decrease) in trade payable	1,552,098		620,279.9	
Increase / (decrease) in other current liabilities		-		-
Increase / (decrease) in short term provisions	(35,81,285)		74,716	
Increase / (decrease) in long term provisions	996,271	(1,40,56,606)	43,792	(4,616,629)
		39,748,335		37,634,521
Cash generated from / used in operations				
Direct Taxes paid	(10,449,538)		(10,085,256)	
Net cash generated from / (used in) operating activities(A)		2,92,98,797		27,549,265
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets including CWIP				
Purchase/ Sale of Fixed Assets	(36,884,705)		(8,296,179)	
Advance for Fixed Assets	(17,729,128)		(1,800,000)	
Movement in Non Current Investments	(1,389,083)		-	
Movement in Current Investments	(5,000,000)			
Increase /decrease in Other non current Assets		52,972		
(Increase) / decrease in Long term loans and advances		(16,526,820)		
Dividend income	26,226			
Interest income	5,025,589	(72,424,949)	5,310,243	(4,785,936)
Net cash (used) in investing activities (B)		(72,424,949)		(4,785,936)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Buyback of Shares including Share Premium		-		(11,122,368)
Allotment money received		-		5,500
Interest paid	(11,376,098)		(7,467,983)	
Net increase / (decrease) in working capital borrowings	16,987,603		8,566,518	
Net increase / (decrease) in long term borrowings	18,145,265		(4,294,528)	
Net increase / (decrease) in Other long term liabilities				
Net increase / (decrease) in Short term Borrowings	16,987,603	40,744,373		(14,312,861)
Net cash (used in) from financing activities (C)		40,744,373		(14,312,861)
Net Cash Flow for the year		(23,81,779)		8,450,469
Cash and cash Equivalents as at 31.03.2015		6,25,16,876		54,066,407
Cash and cash Equivalents as at 31.03.2016		6,01,35,098		62,516,876



SPENTA INTERNATIONAL LIMITED

CASH FLOW STATEMENT

ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 MARCH 2016

Note : 1) The Cash Flow Statements has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

2) Previous years figures have been regrouped / rearranged wherever necessary.

As per our report of even date

For and behalf of the Board

For A. R. Parikh & Co.
Chartered Accountants
(Firm Registration No. 107532W)

Ameet R. Parikh
Proprietor
Membership No : 38188

Sd/-
Sanjay S Gadodia
Chairman

Sd/-
Danny F Hansotia
Managing Director

Place : Mumbai
Date : 27th May, 2016.

Place : Mumbai
Date : 27th May, 2016.

Note 1. Significant Accounting Policies**(a) Basic of Preparation of Financial Statements**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention and accrual basis. The accounting policies have been consistently applied by the Company except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous year.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation, (net of Cenvat / Value Added Tax, wherever applicable). Cost is inclusive of freight, non cenvatable duties, levies & any directly attributable cost of bringing the assets to their working condition for intended use.

(d) Capital Work-in-Progress

Borrowing costs (net of interest earned on temporary investments of such borrowings) if specifically attributable to qualifying assets, are capitalized to such assets and in general, weighted average interest cost is capitalized to the qualifying assets.

(e) Depreciation

Depreciation on Fixed Assets has been provided on Straight - Line Method (SLM) in accordance with the rates prescribed under Schedule II of the Companies Act, 2013 over the life of the assets. However company has not calculated useful of the asset.

(f) Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at exchange rate prevailing at the date of the transaction or that approximates the actual rate at the date of the transaction. Foreign Currency Assets and Liabilities are restated at the rate prevailing at the year end or at the forward rate where forward cover has been taken. In respect of transactions covered by forward exchange contracts, the difference between contract rate and the rate on the date of the transaction is recognized as income or expense in the Profit and loss account over the life of the contract.

(g) Inventories

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Raw material comprises of Yarn and packing material at cost, Wastage is valued at net realizable value. Cost of Raw material, finished goods, Spares and Consumables are determined on First in First out basis.

(h) Investments

Current investments and non-current investments are stated at cost. Provision for diminution in the value of the long term investments is made only if such a decline is other than temporary.

(i) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Domestic Sales are booked at net off Returns & exclude Sales Tax / Value Added Tax.

(j) Employee Benefits

Employee benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered. Liability towards gratuity benefit has been made on the assumption that such benefits are payable to employees on termination of their employment and method adopted for its calculation has been worked by management internally in place of actuarial valuation method.

(k) Earning Per Shares

In accordance with the Accounting Standard 20 (AS – 20) “the Earning Per Share” issued by the Institute of Chartered Accountants of India, basic earning per share is computed using average number of shares outstanding during the year.

(l) Provision for Current Tax & Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax liability is recognized and carried forward only to the extent that there is virtual certainty that the liability will be realized in future.

(m) Provision, Contingent Liabilities & Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

(n) Capital Subsidy

Subsidy given by Government is under State Government Subsidy Scheme for setting up Industrial unit in backward area. As this is only an incentive and not for acquiring any specific Capital Asset, the same is treated as Capital Reserve.

As per our report of even date

For A. R. Parikh & Co
Chartered Accountants

For and behalf of the Board

Ameet R. Parikh
(Proprietor)
Membership No.38188

Sd/-
Sanjay S. Gadodia
Chairman
DIN : 00203433

Sd/-
Danny F. Hansotia
Managing Director
DIN : 00203433

Place : Mumbai
Date : 27 May, 2016.

SPENTA INTERNATIONAL LIMITED

Notes forming part of Financial Statements as at and for the year ended March 31, 2016

2 : SHARE CAPITAL

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised Share Capital				
Equity Shares of Rs.10/- each with voting rights	3,500,000	35,000,000	3,500,000	35,000,000
Issued Share Capital				
Equity Shares of Rs.10/- each	2,764,326	27,643,260	2,764,326	27,643,260
Subscribed and Fully paid up				
Equity Shares of Rs.10/- each	2,764,326	27,643,260	2,764,326	27,643,260
		-		
TOTAL	2,764,326	27,643,260	2,764,326	27,643,260

A) Reconciliation of equity shares & amounts outstanding

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
At the beginning of the year	2,764,326	27,643,260	3,111,900	31,119,000
Add : Allotment money received	-	-		5,500
Less : Shares cancelled on buy back of Equity Shares	-	-	(347,574)	(3,475,740)
At the end of the year	2,764,326	27,643,260	2,764,326	27,643,260

B) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/-. The equity shares have rights, preferences & restrictions which are in accordance provisions of law, in particular the companies Act, 2013.

C) Details of shareholders holding more than 5% shares in the Company

Name of the Share Holder	As at March 31, 2016		As at March 31, 2015	
	Number of Shares Held	% age Holding	Number of Shares Held	% age Holding
1. Danny Hansotia	690,277	24.97%	730,277	26.42%
2. Sanjay Gadodia	643,133	23.27%	486,769	17.61%
3. Sandeep Gadodia	164,307	5.94%	164,307	5.94%

3 : RESERVES AND SURPLUS

	As at March 31, 2016		As at March 31, 2015	
A) Capital Reserves				
Balance as at the beginning & end of the year		2,000,000		2,000,000
B) Surplus / (Deficit) in the statement of Profit & Loss				
Balance as at the Beginning of the year end of the year		15,92,38,158		15,80,26,854
Add: Profit / (Loss) for the year		2,70,13,517		1,25,21,854
Add: Appropriations Share Forfeiture		-		-
Less: Proposed Dividend		(39,92,493)		(3,663,344)
Less: Capital Redemption reserve on buy back / redemption of shares		-		(76,46,628)
Balance as at the end of the year		182,259,182		159,238,158
TOTAL		184,259,182		161,238,158

4) LONG TERM BORROWINGS
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
a) Secured loan From Banks				
Term Loan 1 From DCB Bank		1,465,082		3,347,584
Term Loan 2 From DCB Bank		3,905,240		-
Easy Business Term Loan 1 from DCB Bank		19,231,369		-
Easy Business Term Loan 2 from DCB Bank		1,053,733		-
Buyers' Credit From Bank		-		4,162,575
TOTAL		25,655,424		7,510,159

Term Loan 1 :

Details of Security :- 1. Term loan from bank is taken from DCB Bank and secured by : a) Hypothecation of Machineries and Other Assets purchased under this term loan b) Equitable mortgage on the factory Land and Building of Plot nos. 13 to 16 standing in the name of the Company at Palghar and c) Personal Guarantees of Promoter Directors of the Company - Mr. Sanjay Gadodia and Mr. Danny Hansotia.

Terms of Repayment :- Loan to be repaid in quarterly instalment within 4 years upto 31 May 2016

Term Loan 2 :

Details of Security :- 1. Term loan from bank is taken from DCB Bank and secured by : a) Hypothecation of Machineries and Other Assets purchased under this term loan b) Equitable mortgage on the factory Land and Building of Plot nos. 13 to 16 standing in the name of the Company at Palghar and c) Personal Guarantees of Promoter Directors of the Company - Mr. Sanjay Gadodia and Mr. Danny Hansotia.

Terms of Repayment :- Loan to be repaid in equated monthly instalment beginning from December 2015 and ending on November 2019

Easy Business Term Loan 1 :

Details of Security :- 1. Term loan from bank is taken from DCB Bank and secured by : a) Equitable mortgage of commercial property situated at B 1303 Naman midtown purchased under this term loan b) Equitable mortgage on the factory Land and Building of Plot nos. 13 to 16 standing in the name of the Company at Palghar and c) Personal Guarantees of Promoter Directors of the Company - Mr. Sanjay Gadodia and Mr. Danny Hansotia.

Terms of Repayment :- Loan to be repaid in equated monthly instalment beginning from August 2015 and ending on July 2025

Easy Business Term Loan 2 :

Details of Security :- 1. Term loan from bank is taken from DCB Bank and secured by : a) Equitable mortgage of commercial property situated at B 1303 Naman midtown purchased under this term loan b) Hypothecation of furniture and fixtures purchased against this term loan c) Equitable mortgage on the factory Land and Building of Plot nos. 13 to 16 standing in the name of the Company at Palghar and d) Personal Guarantees of Promoter Directors of the Company - Mr. Sanjay Gadodia and Mr. Danny Hansotia.

Terms of Repayment :- Loan to be repaid in equated monthly instalment beginning from September 2015 and ending on August 2018

SPENTA INTERNATIONAL LIMITED
5) DEFERRED TAX LIABILITY

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Deferred Tax Asset - Opening		(3,543,043)		120,117
Deferred Tax Asset for the year		(1,747,019)		(3,663,160)
Total		(5,290,062)		(3,543,043)
Deferred Tax Liability for the year		1,789,146		-
Disallowances under Income Tax				
Total		1,789,146		-
Deferred Tax Liability / (Assets) (Net)		(3,500,916)		(3,543,043)
TOTAL		(3,500,916)		(3,543,043)

6) LONG TERM PROVISIONS

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
(a) Provision for employees benefits - Provision for Gratuity		4,995,430		3,999,159
TOTAL		4,995,430		3,999,159

Provision for Gratuity is made on the assumption that such benefits are payable on termination of employment and method adopted for its calculation has been worked on Actuarial Valuation basis.

7) SHORT TERM BORROWINGS

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
a) SECURED LOANS				
Working Capital Loans - Cash Credit		29,937,143		14,184,170
- Overdraft against Property		11,418,624		10,183,994
TOTAL		41,355,767		24,368,164

Details of Security:- Working capital loans is taken from DCB Bank and the same is 1) secured by hypothecation of inventories and Book Debts, 2) Equitable mortgage on the factory Land and Buildings of Plot Nos. 13 to 16 standing in the name of the Company at Palghar, 3) Personal Guarantees of Promoter Directors of the Company - Mr. Sanjay Gadodia and Mr. Danny Hansotia and 4) Hypothecation of entire Plant & Machinery, Furniture and Fixtures including spares, tools and accessories etc.

8) TRADE PAYABLES

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Micro, Small & Medium Enterprises creditors		-		-
Others		37,873,379		36,321,281
TOTAL		37,873,379		36,321,281

DISCLOSURE UNDER THE SECTION 22 OF THE MICRO, SMALL & MEDIUM DEVELOPMENT ACT 2006

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Principal amount remaining unpaid to suppliers as at the end year.	-	-
Interest due on the above mentioned principal amount remaining unpaid to any .	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSM Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-

SPENTA INTERNATIONAL LIMITED

Dues to micro & small enterprises have been determined to the extent such parties have been identified on the basis of intimation received from the “suppliers” regarding their status under the Micro, small & Medium Enterprises Development Act, 2006.

The Company has not received any such intimation during the year.

9) OTHER CURRENT LIABILITIES
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Employee related liabilities		-		-
Other Liabilities		-		-
TOTAL		-		-

10) SHORT TERM PROVISIONS
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Provision for employee benefits		-		-
Compensated absences		-		-
Provision - Proposed Dividend		39,96,690		36,63,344
Statutory dues payable		10,12,341		9,34,479
TOTAL		50,09,031		45,97,823



spenta[®]
SPENTA INTERNATIONAL LIMITED

NOTE NO. 11) FIXED ASSETS Notes forming part of the financial statements as at and for the year ended March 31, 2016 (Amount in Rs.)

PARTICULARS	G R O S S B L O C K			D E P R E C I A T I O N			N E T B L O C K		
	As at 01/04/2015	Additions	Deductions	As at 31/03/2016	As at 01/04/2015	Sales / Adjustments	For the period	As at 31/03/2016	As at 31/03/2015
TANGIBLE ASSETS									
1 Freehold Land	6,236,894	-	-	6,236,894	-	-	-	-	6,236,894
2 Buildings & Civil Works	21,933,306	-	-	21,933,306	8,144,532	-	712,014	8,856,546	13,788,774
3 Old Factory Shed	603,272	-	-	603,272	151,558	-	21,078	172,636	451,714
4 New Factory Shed	934,792	-	-	934,792	174,418	-	29,735	204,153	730,639
5 Office Premises	-	24,705,500	-	24,705,500	-	-	11,289	11,289	24,694,211
6 Plant & Machinery	144,904,745	8,296,419	-	153,201,164	119,910,888	-	6,369,923	126,280,811	24,993,857
7 Office Equipments	854,575	169,037	-	1,023,612	828,060	-	8,090	836,150	187,462
8 Computer	1,602,706	130,567	-	1,733,273	1,580,405	-	22,763	1,603,168	130,105
9 Furniture and Fixtures	3,318,691	3,067,572	-	6,386,263	1,905,474	-	443,304	2,348,778	4,037,485
10 Misc. Fixed Assets	18,244,535	515,610	-	18,760,145	16,268,387	-	258,702	16,527,089	2,233,056
11 Vehicles	9,285,913	-	-	9,285,913	3,101,546	-	1,271,769	4,373,315	4,912,598
12 Flat at Palghar	697,810	-	-	697,810	103,046	-	27,994	131,040	566,770
Total	208,617,239	36,884,705	-	245,501,944	152,168,314	-	9,176,661	161,344,975	56,448,925
Previous year	193,321,060	15,374,355	78,176	208,617,239	130,085,992	28,742	22,111,064	152,168,314	63,235,068
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-
Previous year	-	-	-	-	-	-	-	-	-

SPENTA INTERNATIONAL LIMITED
12) NON CURRENT INVESTMENTS
(Amount in Rs.)

	As at March 31, 2016	As at March 31, 2015
i) M/s Vyas Developers - (Partnership Firm)	-	10,000,000
ii) Flats at Palghar	11,387,983	-
iii) Naman Midtown - Shares	1,100	-
TOTAL	11,389,083	10,000,000

13) CURRENT INVESTMENTS
(Amount in Rs.)

	As at March 31, 2016	As at March 31, 2015
Investment in Equity shares of Domestic Companies (a) Traded, Quoted		
i) ACC Ltd 300 (Previous Year 300) Equity Shares of face value of Rs.10 each fully paid up	263,948	263,948
ii) Century Textile Ltd 100 (Previous Year 100) Equity Shares of face value of Rs.10 each fully paid up	48,919	48,919
iii) Tata Global Beverages Ltd (formerly Tata Tea Ltd) 4434 (Previous Year 4434) Equity Shares of face value of Rs.1 each fully paid up	567,274	567,274
iv) Engineers India Ltd 1000 (Previous Year 1000) Equity Shares of face value of Rs. 5 each fully paid up	452,962	452,962
v) Tata Motors Ltd 1500 (Previous Year 1500) Equity Shares of face value of Rs.2 each fully paid up	219,065	219,065
vi) Tata Steel Ltd 1050 (Previous Year 1050) Equity Shares of face value of Rs. 10 each fully paid up	595,558	595,558
	2,147,726	2,147,726
Aggregate Market Value of Quoted Investments	2,088,649	2,546,447
(b) Intercorporate Deposit	5,000,000	-
	5,000,000	-
	7,147,726	2,147,726

14) LONG TERM LOANS & ADVANCES
(Amount in Rs.)

	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good unless otherwise stated		
Advance Tax - AY 2003-04 to AY 2015-16 net of Provision or Tax	7,403,368	6,805,675
Advance - Purchase of Fixed Assets	17,729,128	1,800,000
TOTAL	25,132,496	8,605,675

SPENTA INTERNATIONAL LIMITED
15) OTHER NON CURRENT ASSETS
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
- Deferred Expenses not w/off		92,692		145,664
TOTAL		92,692		145,664

16) INVENTORIES
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
(a) Stock in Hand				
- Raw Material		19,280,489		19,744,324
- Raw Material - Job Work		10,505,341		8,103,353
- Finished Goods		18,956,227		26,249,918
- Packing Material		5,154,891		3,718,018
- Stores & Spares (Including Consumables)		800,000		800,000
TOTAL		54,696,948		58,615,613

17) TRADE RECEIVABLES
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
(Unsecured and Considered Good)				
- Over 6 months & above		1,062,324		1,476,871
- Others		69,795,776		54,067,378
TOTAL		70,858,100		55,544,249

18) CASH AND CASH EQUIVALENTS
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
- Cash on hand		1,716,254		908,566
- Balance with Banks		3,146,945		543,012
i) In Current Accounts :				
ii) In Fixed Deposit Accounts :				
Maturity with more than 12 months		-		-
Maturity within 12 months		55,271,897		61,065,298
TOTAL		60,135,096		62,516,876

19) SHORT TERM LOANS & ADVANCES
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
- Loan to Staff				
Loan to Staff				
- Unsecured Considered good		919,238		592,138
Other Loans and Advance		928,288		978,306
Advance to Job Workers		1,700,000		1,900,000
Advance for Capital Goods/Spares		755,603		50,622
TOTAL		4,303,129		3,521,066

SPENTA INTERNATIONAL LIMITED
20) OTHER CURRENT ASSETS

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Deposits		1,468,190		1,413,090
Prepaid Expenses		584,473		572,890
Interest Receivable		2,906,093		1,962,719
Other Receivables		27,314		90,513
TDS Receivables (Net)		449,538		549,955
TOTAL		5,435,608		4,589,167

21) REVENUE FROM OPERATIONS

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Sales of products				
Domestic Sale - Socks	311,191,360		299,200,994	
Exports Sales & Entitlement - Third party exports - socks	32,997,542		23,114,450	
Yarn Sale for Socks Purchase / Re-processing	33,273,386		33,204,742	
Sale of Wastage	37,057		40,064	
TOTAL		377,499,345		355,560,250

22) OTHER INCOME

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Interest Income	5,025,589		5,310,243	
Dividend	26,227		45,927	
Profit on sale of Fixed Assets	-		28,742	
Miscellaneous Income	4,903		334,994	
TOTAL		5,056,719		5,719,905

23) COST OF MATERIAL COMSUMED

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
(a) Raw Material Consumed				
Opening Stocks	19,744,324		16,635,784	
Add: Purchases	141,554,109		159,509,920	
	161,298,433		176,145,704	
Less: Closing Stocks	19,280,489		19,744,324	
		142,017,944		156,401,380
(b) Packing Material Consumed				
Opening Stocks	3,718,018		2,613,225	
Add: Purchases	23,111,571		20,148,886	
	26,829,589		22,762,111	
Less: Closing Stocks	5,154,891		3,718,018	
		21,674,698		19,044,093
(c) Job Work Material Consumed				
Opening Stocks	8,103,353		4,349,238	
Add: Job Work charges	32,383,681		20,409,343	
	40,487,034		24,758,581	
Less: Closing Stocks	10,505,341		8,103,353	
		29,981,693		16,655,228
TOTAL		193,674,335		192,100,702

SPENTA INTERNATIONAL LIMITED
24) PURCHASE OF STOCK IN TRADE
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Traded Goods - Socks	58,114,616		62,455,510	
TOTAL		58,114,616		62,455,510

25) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Opening Stock				
Finished Goods	26,249,918		21,679,190	
Spares & Consumables	800,000	27,049,918	500,000	22,179,190
Less :				
Closing Stocks				
Finished Goods	18,956,227		26,249,918	
Spares & Consumables	800,000	19,756,227	800,000	27,049,918
TOTAL		7,293,691		4,870,728

26) EMPLOYEE BENEFITS EXPENSE
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Employees Salary & wages	9,514,870		9,138,210	
Contractors' Payments	9,877,652		10,723,713	
Provident Fund Employer's Contribution	1,062,335		1,024,413	
Gratuity to Employees	1,177,664		571,072	
Bonus to Employees	1,817,879		1,254,934	
TOTAL		23,450,400		22,712,342

27) POWER & FUEL COST
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Power Cost - MSEDCL	13,512,330		14,590,540	
Diesel Cost - DG Set	324,428		183,639	
TOTAL		13,836,758		14,774,179

28) FINANCE COST
(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Bank charges	503,185		314,104	
Interest paid				
1) To Banks				
- On Term Loan	1,898,410		360,928	
- On Working Capital	3,844,608		2,616,171	
- On Inland Bill Purchase	104,180		-	
2) To Others				
- On Fixed Deposits	-		57,000	
- On Unsecured Loans	-		336,129	
- On Car Loans	39,548		142,028	
3) For Bill Discounting	4,986,167		3,641,623	
TOTAL		11,376,098		7,467,983

SPENTA INTERNATIONAL LIMITED
29) OTHER EXPENSES

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
(A) MANUFACTURING EXPENSES				
Carriage Inward	2,218,515		1,324,844	
Commission on Purchase	433,734		572,770	
Consumables Stores & Spares	1,553,134		1,726,922	
Embroidery Charges	-		168,949	
Factory Expenses	372,609		274,725	
Free socks Samples	-		54,915	
Hamali Charges	79,185		88,750	
Labour Charges	-		-	
Octroi Charges	-		-	
Oil Purchases	143,180		234,197	
Repair and Maintenance - Plant & Machinery	1,344,807		1,256,502	
Staff Uniform Expenses	9,000		49,675	
Service Tax on Transport charges	201,041		126,915	
Testing Charges	55,349		100,707	
Washing Charges	534,802		656,362	
		6,945,355		6,636,232
b. SELLING AND DISTRIBUTION EXPENSES				
Business Promotion Expenses	374,614		276,038	
Carriage Outward	5,480,357		4,411,344	
COMMISSION ON SALES	104,923		614,301	
Claims & Shortages	723,239		312,548	
Rent on Gala at Bhiwandi	300,000		75,000	
Scheme & Discount on SPENTA brand	176,745		752,439	
Sales Promotion Expenses	310,436		158,663	
		7,470,314		6,600,333
c. ADMINISTRATIVE AND OTHER EXPENSES				
Advertisement & Publicity	52,695		114,563	
Annual General Meeting Exp Acc	280,348		-	
Payment to Auditors	200,000		200,000	
Bad Debts	8,763		150,960	
Books & periodicals	-		97,107	
Car Insurance	124,476		80,038	
Communication Expenses	275,496		279,811	

	As at March 31, 2016		As at March 31, 2015	
Conveyance	198,783		864,127	
Courier & Postage Charges	209,375		161,760	
DEBIT BALANCES WRITTEN OFF	-		37,420	
Donation	60,000		30,000	
Director's remuneration	6,000,000		1,946,880	
Director Sitting Fees	75,000		-	
Electricity Expenses	82,977		67,908	
Profit/Loss On Foreign Exchang	161,348		-	
Insurance	557,325		553,137	
Interest acc payable	-		-	
Legal & Professional Fees	759,095		1,718,364	
Legal License Fees	274,389		169,526	
Listing Fees	224,720		134,269	
Loss on Foreign Exchange	-		158,751	
Prior Period Adjustment A/C.	57,290		-	
Membership & Subscription	64,123		52,495	
Miscellaneous Expenses	82,396		72,865	
Municipal Tax	361,468		423,835	
Office Expenses	46,685		120,137	
Printitng & Stationery	263,024		320,104	
Professional Tax	2,500		2,500	
Provident Fund - A.O Dues	-		47,839	
Rent	-		326,000	
Repair & Maintenance	380,475		165,077	
Salaries & Wages-office	154,678		74,264	
Sales Tax	2,516		-	
Security Charges	946,914		960,293	
Share Buy Back Expenses	(18,427)		2,312,699	
Transfer Agent Fees	146,201		206,989	
Travelling Expenses	721,939		198,365	
Vehicles Running Expenses	630,656		426,476	
Water Charges	11,799		-	
Welfare - Employees' benefits	710,194		806,891	
		14,109,219		13,281,450
TOTAL		28,524,889		26,518,016

30) CONTINGENT LIABILITIES

	Amount in Rs	
	March 31, 2016	March 31, 2015
i) Claims against the company not acknowledgement as debts		
a) Income tax matters disputed in appeal	7,446,117.00	7,446,117.00

(The Company has filled an Appeal before Income Tax Appellate Tribunal, Mumbai against Income Tax Demand of Rs. 7,446,117/- for A.Y. 2005-06 and A.Y. 2006-07 and paid Rs. 2861057/- against these)

b) Sales Tax matter disputed in appeal - NIL

In the above matter the Company is hopeful of succeeding and as such does not expect any significant liability to crystalize

	Amount in Rs	
	March 31, 2016	March 31, 2015
ii) Bank Guarantee		
a) Guarantee issued to various government departments and the Company is hopeful to meet its obligations	1,065,984	1,871,186

31) Director Remuneration

Director Remuneration (Salaries and Allowances)	Amount in Rs	
	March 31, 2016	March 31, 2015
Managing Director	3,000,000	1,216,800
Whole time Director	3,000,000	1,216,800
Total	6,000,000	2,433,600

32). Auditors Remuneration

Payment to Auditor	Amount in Rs	
	March 31, 2016	March 31, 2015
Audit Fees	200,000	200,000
Taxation Matters	125,500	149,202
Certification and Other Charges	5,000	123,704
Total	330,500	472,906

33) EMPLOYEE BENEFITS PLAN

Disclosure as required by Accounting Standard 15

Liability in respect of gratuity and leave encashment are accounted on payment basis which is not in conformity with Accounting Standard (AS)15 (Revised 2005) on Employee Benefits as issued by the institute of Chartered Accountant of India, which requires that gratuity and Leave Encashment Liabilities be accounted for on accrual basis and as per actuarial basis.

SPENTA INTERNATIONAL LIMITED
DEFINED BENEFIT PLAN

a) The Amount recognised in the Statement of Profit and Loss are as follows

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Current Service Cost of :				
Gratuity	1,177,664		571,072	
Leave Encashment	229,152		162,240	
Provident Fund	1,062,335		1,024,413	
TOTAL		2,469,151		1,757,725

b) The amount recognized in the Balance Sheet are as follows

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Gratuity				
Opening defined benefits	3,999,159		3,955,367	
Current service cost	1,177,664		571,072	
Benefits paid during the year	181,393		527,280	
Provisions Reversed during the year	-		-	
Closing defined benefit obligation	4,995,430		3,999,159	
TOTAL		4,995,430		3,999,159

(Amount in Rs.)

	As at March 31, 2016		As at March 31, 2015	
Leave Encashment				
Opening defined benefits	162,240		-	
Current service cost	229,152		162,240	
Benefits paid / provision reversed during the year	291,392		-	
Closing defined benefit obligation	100,000		162,240	
TOTAL		100,000		162,240

34) Earnings Per Share (EPS)

Basic Earning per share	March 31, 2016	March 31, 2015
Profit after tax (Amt in Rs.)	27,013,517	12,521,276
Weighted average number of equity share	2,764,326	2,764,326
Nominal value of each equity shares	10	10
Basic earnings per share (in Rs.)	9.77	4.53
Diluted earning per share (in Rs.)	9.77	4.53

35) Some of the sundry debtors, sundry creditors and loans & advances are subject to confirmation and reconciliation. Consequential adjustment thereof, if any, will be given effect into the books of accounts in the year of such adjustment.

36) In the opinion of the Board, the current assets, loans & advances are approximately of the value stated and are realizable in the ordinary course of business.

- 37) The items of inventories are measured at lower of cost or or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Raw material comprises of Yarn and packing materail at cost, Wastage is valued at net realized value. Cost of Raw material, finished goods, Spare and Consumables are determined on First in First out basis. (FIFO)
- 38) Previous year figure have been regrouped / reclassified to confirm with current year presentation, whenever considered necessary

39) Capacities and Production

Capacities and Production	Number of Pairs	
	March 31, 2016	March 31, 2015
Installed Capacity	8,600,000	7,800,000
Actual Production	8,517,854	7,645,471

Installed capacity has been calculated on the basis of machines running on production of pouch Heel Socks & real Heel Socks. For the year the number of machines making such production as of March 31, 2016 is 6 & 157 respectively (previous year as of March 31, 2015 is 6 & 136 respectively).

- 40 Insurance claim of Rs. 89.35 Lacs filed by the company on account of fire occurred at the Company's Godown at Aliyali - Palghar, Maharashtra on 26 th August, 2008 damaging complete Building and Stock in hand is still pending with the insurance company. The Company has filled a case against the insurance company in the National Consumer Court, New Delhi. The case is still pending as on March 31, 2016.
- 41 The Company has to fulfil export obligations under EPCG licence granted to the same on conversion from EOU status to DTA status. Since the Machineries required for completion of the said obligation has destroyed in fire in Dec' 2004, the Company has taken up the matter with the relevant authorities for cancellation of the said Licence. The matter is still pending with relevant Authority as on March 31, 2016.
- 42 The Company has received a notice from the Octroi department for recovery Octroi duty for goods cleared under "N" form for the period ended 2008, 2009, & 2010. The Company has however disputed the same and has filled a FIR in the FY 2013-14 against a courier company who have fraudulently forged the Company's documents to clear such goods. The matter is pending with the Octroi authorities as on March 31, 2016.

43) Additional Information

C.I.F. Value of Imports	Amount in Rs	
	March 31, 2016	March 31, 2015
Spares & Consumables	976,606	1,173,686
Plant & Machinery	5,820,439	6,288,802

Foreign Exchange Earning & Outgo	Amount in Rs	
	March 31, 2016	March 31, 2015
Foreign Exchange Earning (F.O.B. Value of Exports)	-	-
Foreign Exchange Outgo		
- Travelling	247,649	-
- Advance for Spares and Consumables	55,603	50,622
- Plant & Machinery	5,591,996	5,027,535
- Spares & Consumables	742,098	969,360

Quantitative Details:				
Raw Material (Yarn)	As at March 31, 2016		As at March 31, 2015	
	Qty. (kgs.)	Amount (Rs.)	Qty. (kgs.)	Amount (Rs.)
Opening Stock	59,727.030	19,744,324	55,246.277	16,635,784
Purchased during the year (Net of returns)	483,572.608	141,554,109	504,261.590	159,509,920
Yarn Sales	100,613.357	33,273,386	98,793.612	33,204,742
Issued for Job Work during the year	162,360.685	46,151,025	98,255.706	30,187,395
Consumption during the year	220,204.775	62,593,533	302,731.519	93,009,243
Closing Stock	60,120.821	19,280,489	59,727.030	19,744,324

Raw Material (Packing Material)	Amount in Rs	
	March 31, 2016	March 31, 2015
Opening Stock	3,718,018	2,613,225
Purchased during the year	23,111,571	20,148,886
Consumption during the year	21,674,699	19,044,093
Closing Stock	5,154,891	3,718,018

Raw material (At Job Work)	As at March 31, 2016		As at March 31, 2015	
	No. of Pairs	Amount (Rs.)	No. of Pairs	Amount (Rs.)
Opening Stock	24,572.390	8,103,353	13,498.160	4,349,238
Issued for Job Work during the year	162,360.685	46,151,025	98,255.706	30,187,395
Receipt from Job Work during the year	154,814.553	43,749,037	87,181.476	26,433,280
Closing Stock	32,118.522	10,505,341	24,572.390	8,103,353

Finished Goods (Socks)	As at March 31, 2016		As at March 31, 2015	
	No. of Pairs	Amount (Rs.)	No. of Pairs	Amount (Rs.)
Opening Stock	849,309	26,249,918	759,919	21,679,190
Production/Job Work during the year	8,517,854	278,780,595	7,645,471	264,430,662
Socks Purchased	2,037,812	58,114,616	2,087,660	62,455,510
Sales (Net of Returns)	10,789,069	344,188,902	9,643,741	322,315,444
Closing Stock	615,906	18,956,227	849,309	26,249,918

44) As per Accounting Standard 18, the disclosures of transaction with the related parties as defined in the Accounting Standard are given below:

Sr.No	Name of Related Party	Relationship
1	Mr. Sanjay S Gadodia	Key Management Personnel
2	Mr. Danny F Hansotia	

(Amount in Lacs)

Nature of Transaction	Key Management Personnel	
	Cur . Yr.	Prev. Yr.
Remuneration		
Mr. Danny F Hansotia	30.00	12.17
Mr. Sanjay S. Gadodia	30.00	12.17

Note: Related party relationship is as identified by the Company and relied upon by the Auditors

45. Segment Reporting

Based on the guiding principles given in Accounting Standards on 'Segment Reporting' [(Accounting Standard -17) issued by the Institute of Chartered Accounts of India] the company's primary business segment is Knitted Socks. As the Company's business activity falls within a single primary business segment the disclosure requirement of As-17 in this regards not applicable.

As per our report of even date

For A. R. Parikh & Co
Chartered Accountants

Ameet R. Parikh
(Proprietor)
Membership No.38188

Place : Mumbai
Date : May 27, 2016

For and behalf of the Board

Sanjay S. Gadodia
Chairman (CEO)
DIN - 00203433

Place : Mumbai
Date : May 27, 2016

Danny F. Hansotia
Managing Director (CFO)
DIN - 00203497



SPENTA INTERNATIONAL LIMITED

SPENTA INTERNATIONAL LIMITED

CIN - L28129MH1986PLC040482

Regd. Office: Plot No.13 to 16, Dewan Industrial Estate, Village Navali, District: Thane, Palghar (West) – 401 404.

Tel- 91-(2525)-250056; Fax- 91-(2525)-250056 Extn.113.

Email: spentain@vsnl.com; Website: www.spentasocks.com

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I/We hereby record my/our presence at the **29th ANNUAL GENERAL MEETING** of the Company at Regd. Office Plot No. 13 To 16, Dewan Industrial Estate, Village Navali, District Thane, Palghar (West) – 401 404 of the Company on Wednesday, 28th September, 2016 at 11.30 am.

Folio No.: _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting. Authorized Representatives are requested to show proper authorization issued in their favour.
3. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Form No. MGT-11

SPENTA INTERNATIONAL LIMITED

CIN - L28129MH1986PLC040482

Regd. Office: Plot No.13 to 16, Dewan Industrial Estate, Village Navali, District: Thane, Palghar (West) – 401 404.

Tel- 91-(2525)-250056; Fax- 91-(2525)-250056 Extn.113.

Email: spentain@vsnl.com; Website: www.spentasocks.com

Name of the Member(s): _____
Registered address: _____
E-mail Id: _____
Folio No. / Client ID No.: _____
DPID No.: _____

I/We, being the Member(s) of _____ Shares of the above named company, hereby appoint:

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

or failing him / her

2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

or failing him / her

3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on Wednesday, 28th September, 2016 at 11.30 a.m. at Plot No. 13, to 16, Dewan Industrial Estate, Village Navali, Dist. Thane, Palghar (W) – 401 404 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution		
	Ordinary Business	For	Against
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2016		
2.	To declare Final dividend on equity shares for the Financial Year 2015-2016		
3.	Appointment of Auditors		

Signed this _____th day of _____, 2016

AFFIX
REVENUE
STAMP

Signature of shareholder

Signature of Proxyholder(s)

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

Form No. SH-14
Cancellation or Variation of Nomination
 [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
 (Share Capital and Debentures) Rules 2014]

To,
Spenta International Limited,
 Plot No. 13 to 16,
 Dewan Industrial Estate,
 Village Navali, District Thane,
 Palghar (West) – 401404.

I/We hereby cancel the nomination(s) made by me/us in favor
 of..... (name and address of the
 nominee) in respect of the below mentioned securities

Or

I/We hereby nominate the following person in place of as nominee in respect of the below
 mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No

(2) PARTICULARS OF NOMINEE(S) —

Name: Nationality:
 Date of Birth: Address:
 Father's/Mother's/Spouse's name: E-mail Id:
 Occupation: Relationship with the security holder:

IN CASE NOMINEE IS A MINOR -

date of Birth: Name of guardian:
 Date of attaining majority: Address of guardian:

Name and address of security holder (s)

Signature

Name and address of witness

Signature

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. Link Intime India Pvt Ltd., C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup West, Mumbai, 400078. Tel: 022 2594 6970 Email: rnt.helpdesk@linkintime.co.in.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.



SPENTA INTERNATIONAL LIMITED

CIN - L28129MH1986PLC040482

Regd. Office: Plot No.13 to 16, Dewan Industrial Estate, Village Navali, District: Thane, Palghar (West) – 401 404.

Tel- 91-(2525)- 250056; Fax- 91-(2525)-250056 Extn.113.

Email-spentain@vsnl.com; Website: www.spentasocks.com

29th ANNUAL GENERAL MEETING

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address :
of the sole / first named Member

2. Name(s) of the Joint-Holder(s) :
If any

3. Registered Folio No. /
DP ID No & Client ID No. :
[Applicable to Members
holding shares in dematerialized form]

4. Number of Shares(s) held :

5. I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No.	Resolution		
	Ordinary Business	For	Against
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015		
2.	To declare Final dividend on equity shares for the Financial Year 2014-2015		
3.	Appointment of Auditors		

Place:

Date:

Signature of the Member
Or
Authorised Representative



SPENTA INTERNATIONAL LIMITED

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: September 27th, 2016 (5.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 19th August, 2016 . and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on 27th September, 2016. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.