



spenta[®]

**32nd
Annual Report
2018-19**

SPENTA INTERNATIONAL LIMITED



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
- Mrs. Anita Koti (DIN- 08069112)** : Independent Non-Executive Director)
- Ms. Sunita Misri (DIN-06926975)** : Independent Non-Executive Director

BANKERS:

DCB Bank Limited
Citi Bank, N.A

AUDITORS:

A K Kocchar & Associates
Chartered Accountants
No. 601, Vishveshwar Nagar Rd,
Malad, Reserve Bank of India Staff Quarters,
Raheja Twp, Goregaon, Mumbai - 400063

SECRETARIAL AUDITORS:

HS Associates, Company Secretaries, Mumbai

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Private Limited
Link Intime India Private Limited,
C-101, 247 Park,
L.B.S. Marg, Vikhroli (W),
Mumbai – 400 083
Tel: - 022-49186000 Fax: - 022-49186060
Email id:- rnt.helpdesk@linkintime.co.in
Website:-www.linkintime.co.in

REGISTERED OFFICE & FACTORY:

Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali, District Palghar (W) - 401 404.
Tel No: 7666625388 / 7666025388
Email-contact@spentasocks.com
Website: www.spentasocks.com
CIN - L28129MH1986PLC040482

LISTING OF EQUITY SHARES:

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

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SPENTA INTERNATIONAL LIMITED

NOTICE OF AGM

Notice is hereby given that the Thirty-Second Annual General Meeting (the "Meeting") of **Spenta International Limited** ("the Company") will be held on **Monday, September 30, 2019 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, 2019 including Audited Balance Sheet as at 31st March, 2019 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 2018-2019.
3. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of Five years until the conclusion of the 37th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. A K Kochar And Associates, Chartered Accountants, Mumbai, with registration number 120410W be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to dissolution of firm of Statutory Auditor of M/s. Rajeev Shah & Co, Mumbai, at a remuneration of Rs. 2,00,000 (Two Lakhs), plus applicable taxes, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the Thirty Seventh Annual General Meeting."

SPECIAL BUSINESS -

4. To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of Association of the Company by deleting the Object Clauses of the Company mentioned under Clause III (C) – Other Objects and all the clauses shall be renumbered from 1 to 35 (both inclusive) of revised Memorandum of Association of the Company

FURTHER RESOLVED THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The Main Object To Be Perused By The Company Is:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

FURTHER RESOLVED THAT any Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Registered Office:

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

DATE: 14th AUGUST, 2019

PLACE: PALGHAR

BY ORDER OF THE BOARD

SD/-
DANNY F. HANSOTIA
MANAGING DIRECTOR & CFO
DIN: 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 24, 2019 to Monday September 30, 2019 **(Both days inclusive.)**
4. Explanatory statement under section 102 of the Companies Act, 2013 ("Act") which sets out details relating to Special Business is annexed hereto.
5. Final Dividend of Rs. 1.50 per share has been recommended by the Board of Directors for the year ended 31st March, 2019 and subject to the approval of the shareholders at the ensuing Annual General Meeting is proposed to be paid on and from 30th September, 2019.
6. 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.
7. 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.
8. 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.
9. 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: cs@spentasocks.com) Member are requested to bring their copies of Annual Reports to the Meeting.
10. 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.
11. 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 shareholder's information.
12. Electronic copy of the Annual Report for 2019 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 2019 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and

SPENTA INTERNATIONAL LIMITED

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 32nd 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.

14. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2019 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: cs@spentasocks.com.
15. 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 32nd 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/its discretion, subject to compliance with the instructions prescribed below.

PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- I. **The Voting period begins on Friday, the 27th September, 2019 at 09.00 a.m. and ends on Sunday, 29th September, 2019 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 Monday 23rd September, 2019, 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:
 - h. If you are a first-time user follow the steps given below

	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.

- 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 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 190813031** 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.

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- 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 Sr. No. “b” to Sr. No. “r” above to cast vote.

Other Instructions

- The voting period begins on Friday, the 27th September, 2019 at 09.00 a.m. and ends on Sunday, 29th September, 2019 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. Monday 23rd September, 2019 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 18th September, 2019.
- Mr. Prasad Chavan, Partner of HS Associates, Practicing Company Secretaries (Membership No. ACS 49921 COP No. 20415) 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 3 (Three) 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



SPENTA INTERNATIONAL LIMITED

listed.

- 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. Prasad Chavan, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than **Sunday, 29th September, 2019 (05.00 p.m. 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: 14TH AUGUST, 2019

PLACE: PALGHAR

BY ORDER OF THE BOARD

Sd/-

DANNY F. HANSOTIA
MANAGING DIRECTOR & CFO
DIN: 00203497

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

As required by Section 102 of the Companies Act, 2013 ("Act") the following explanatory statement sets out all material facts relating to the business mentioned under item No. 3 of the accompanying Notice:

The Board of Directors at the Board Meeting held on May 20, 2019 appointed M/s. A K Kochar & Associates, Chartered Accountants, FRN 120410W to fill the casual vacancy caused due to dissolution of firm of the Statutory Auditors M/s Rajeev Shah & Co., Chartered Accountant.

As per the provisions of Companies Act, 2013 read with rules made thereunder a causal vacancy caused due to dissolution of firm of Statutory Auditor needs to be approved by the members. Accordingly, the Board of Directors have recommended the appointment of M/s. A K Kochar & Associates, Chartered Accountants Mumbai to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting .

M/s. A K Kochar & Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 3 except to the extent of their shareholding.

Item No. 4

Spenta International Limited was incorporated on 25th July, 1986 under the provisions of the Companies Act, 1956.

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors' in its meeting held on 14th August, 2019 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

Clause III (A) – The Main Object To Be Perused By The Company Is:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause III© – Other objects have been deleted and Renumbered from 1 to 35 (both inclusive);



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The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors recommend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4 of the notice except to the extent of their shareholding in the Company.

Registered Office:

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

DATE: 14TH AUGUST, 2019

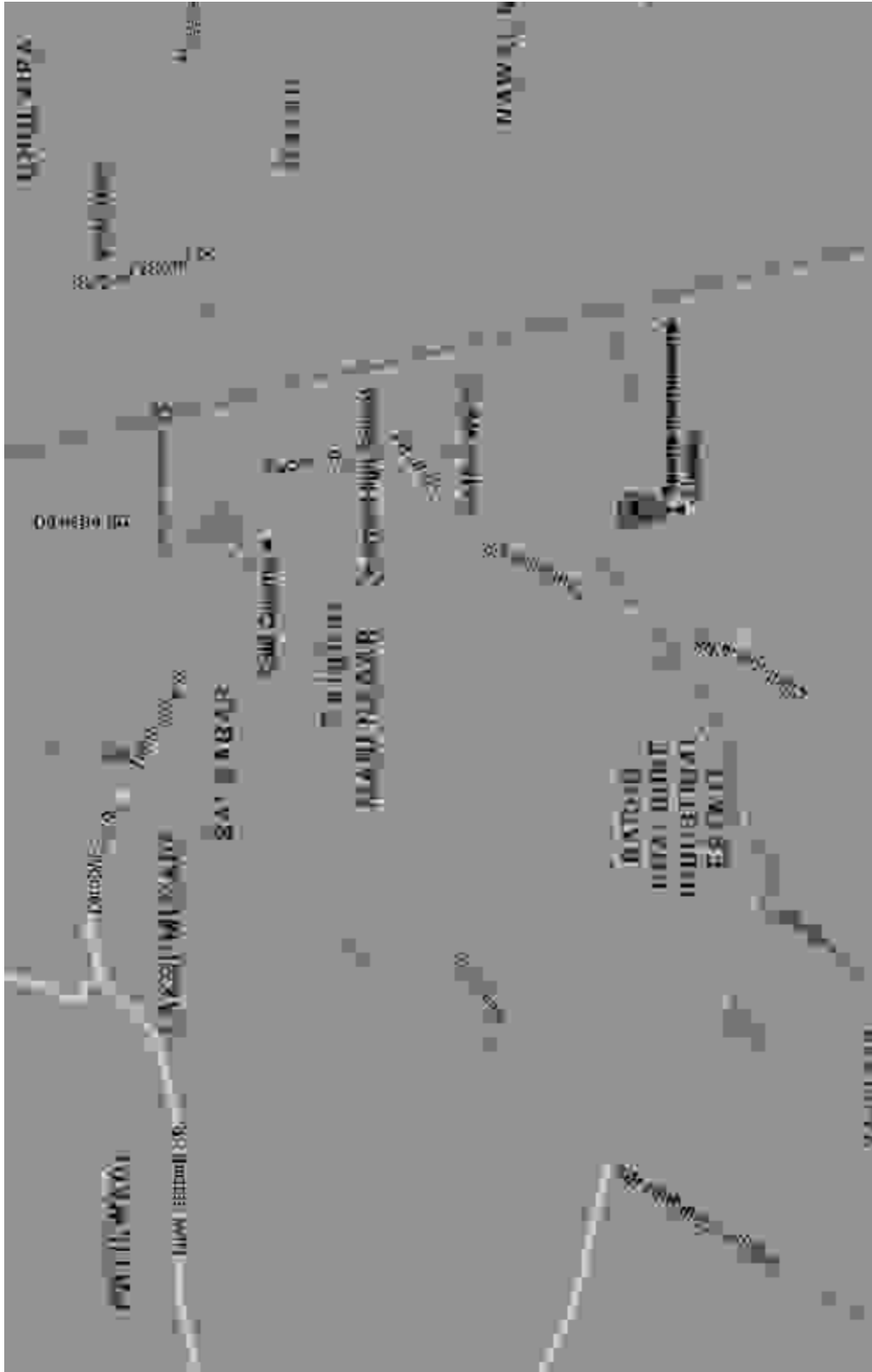
PLACE: PALGHAR

BY ORDER OF THE BOARD

Sd/-

DANNY F. HANSOTIA
MANAGING DIRECTOR & CFO

DIN: 00203497



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

DIRECTOR'S REPORT

To,
The Members,
SPENTA INTERNATIONAL LIMITED.

Your Directors have great pleasure in presenting 32nd ANNUAL REPORT along with the Audited Balance Sheet and Profit and Loss Account, for the year ended 31st March, 2019.

1. FINANCIAL RESULTS:

Particulars	(Rs. in Lacs)	
	Year ended 2018-19	Year ended 2017-18
Total Income (including Other Income)	4460.67	3762.17
Gross Profit (before Interest, Depreciation and tax)	837.09	548.41
Less: Interest	199.80	159.10
Depreciation	116.57	131.82
: Provision for taxation - Current	80.00	54.00
- Deferred	15.35	19.16
Net Profit after tax	225.57	184.33
Balance brought forward from previous year's a/c	2274.95	2166.52
Amount available for appropriation	2274.95	2166.52
Transfer & Appropriations:		
Proposed Dividend	41.46	41.46
DDT on proposed Equity Dividend	8.44	8.44
Capital redemption reserve on buy back of shares	NIL	NIL
Balance carried to balance sheet	2274.95	2166.52

2. DIVIDEND AND TRANSFER TO RESERVES:

Your Directors are pleased to recommend a final Dividend of Rs. 1.50 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. 41.46 lacs, excluding Rs. 8.44 lakhs 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 optimising production on all the existing machines by manufacturing optimal product mix. Using better quality yarns and doing product innovation by using different finishes which will enhance the overall quality and help to improve our margins.

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:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Dannay F. Hansotia was re-appointed for 3 years as a Managing Director w.e.f. 1st December, 2017 and Mr. Sanjay Gadodia were re-appointed for 3 years as a Whole Time Director w.e.f. 1st July, 2018 with Shareholder Approval in the Annual General Meeting held on 27th September, 2018.

Further Mr. Prasad Chavan, Company Secretary of the Company was resigned w.e.f. 4th May, 2018 and Ms. Nutan P. Bidye appointed in replace him w.e.f. 5th May, 2018.

7. NUMBER OF BOARD MEETINGS:

During the financial year, the Board had met Twelve times on 4th May 2018, 25th May 2018, 6th August 2018, 14th August 2018, 25th September 2018, 14th November 2018, 14th December 2018, 21st December 2018, 7th January 2019, 11th January 2019, 15th January 2019 and 14th February 2019.

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 14th February, 2019 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, 2019, 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. B. G. Dolar & Co., internal auditors for the year to 2018-2019 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. Rajeesh Shah & Co., Chartered Accountants having firm registration No. 108346W, vacated as a Statutory Auditor due to Dissolution of Firm w.e.f. 31st March, 2019. M/s. A K Kochar & Associates, Chartered Accountants (FRN: 120410W) appointed as Statutory Auditors of the Company in the Board Meeting held on 20th May, 2019 to hold office till the conclusion of the ensuing annual general meeting.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and other Rules framed thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. A K Kochar & Associates., Chartered Accountants having firm registration no 120410W, Mumbai be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of Thirty Seventh AGM of the Company, on remuneration of Rs. 2,00,000/- (Two Lakhs Only) as mutually decided by the Board of Directors.”

Auditors' report is self-explanatory and therefore does not require further comments and explanation.

15. STATUTORY AUDITOR'S REPORT AND QUALIFICATION:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. A K Kochar & Associates., 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 2018-19.

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 2019-2020. 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 2018-19.

Auditors Observation:

1. Nomination and Remuneration Committee is not in Compliance with the provisions of Section 178 of Companies Act, 2013.

Directors Comment:

The Board is identifying an Independent Director in order to comply with the necessary provisions of Composition of the Committee.

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.

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 above Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2019, the Company's Paid up Capital is of Rs. 2,76,43,260 /- (Rupees Two Crores Seventy-Six Lakhs Forty-Three Thousand Two Hundred Sixty only) and Net worth is of Rs. 25,51,38,289/- (Rupees Twenty-Five Crores Fifty-One Lakhs Thirty-Eight Thousand Two Hundred and Eighty-Nine only).

Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 is applicable for the Financial Year 2019-20 and not applicable to company in the year 2018-19.

23. PARTICULARS OF EMPLOYEES:

During the financial year there were no employees drawing salary exceeding Rs. 5 Lacs. 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 regulation 17 of SEBI

(LODR) 2015. 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.

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 8 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.

DATE: 14TH AUGUST, 2019
PLACE: PALGHAR

BY ORDER OF THE BOARD
Sd/-
SANJAY GADODIA
(CHAIRMAN)
DIN NO: 00203433

Annexure - I
SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended on 31st March, 2019.

[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 limited verification of the Company's 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, 2019, 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 the Company for the financial year ended on 31st March 2019, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- 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, 2015;
 - 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;
 - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.

The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned bellows:

- i) The Environment Protection Act, 1986; and
- ii) Air (Prevention and Control of Pollution) Act 1981 and Rules issued by State Pollution Control Board; and
- iii) Water (Prevention and Control of Pollution) Act 1974 and Rules issued by State Pollution Control Board; and

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

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company in general has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards otherwise as mentioned elsewhere in this report. etc. as mentioned above subject to the following observations:

- Nomination and Remuneration Committee is not in Compliance with the provisions of Section 178 of Companies Act, 2013.

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 except Composition of Nomination and Remuneration Committee. There are no changes in the composition of the Board of Directors were took place during the year 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:

1. Board Approved Resignation of Mr. Prasad R. Chavan as a Company Secretary w.e.f. 4th May, 2018 and Appointed Ms. Nutan Bidye in his place w.e.f. 5th May, 2018.
2. The Company in its 31st Annual General Meeting held on Thursday; 27th September, 2018 passed following resolutions:
 - Recommended Final Dividend of Rs. 1.50/- per share by the Board of Directors for the year ended 31st March, 2018.
 - Re-appointment of Mr. Danny Hansotia as a Managing Director of the Company for the period of 3 years from 1st December, 2017 to 30th November, 2020.
 - Re-appointment of Mr. Sanjay Gadodia as a Whole-Time Director of the Company for the period of 3 years from 1st July, 2018 to 30th June, 2021.
 - Appointment of Mrs. Anita Koti (DIN: 08069112) as an Independent Director for the period of 5 years from 16th February, 2018 to 15th February, 2023.

For HS Associates
Company Secretaries

Sd/-
Hemant Shetye
Partner
FCS No.: 2827
CP No.: 1483

DATE: 14th August, 2019
PLACE: Mumbai

To,
The Members,
SPENTA INTERNATIONAL LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14th August, 2019
Place: Mumbai

For HS Associates
Company Secretaries
Sd/-

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

**Annexure - 2
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March 2019
[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-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400 083. Telephone : 022-49186270 Fax : 022-49186060 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	90%

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.					

SPENTA INTERNATIONAL LIMITED
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	1780817	-	1780817	64.42	1780817	-	1780817	64.42	-
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)	1782417	-	1782417	64.48	1782417	-	1782417	64.48	-
(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)	1782417	-	1782417	64.48	1782417	-	1782417	64.48	-
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-

I) Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	15202	3200	18402	00.66	9668	3200	12868	00.46	-00.20
I) Indian									
ii) Overseas									
b) Individuals	-	-	-	-	-	-	-	-	-
I) Individual shareholders holding nominal share capital upto Rs. 1 lakh	365843	313620	679463	24.58	327961	280220	608181	22.00	-2.58
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	208811	-	208811	7.55	273178	16000	289178	10.46	2.91
c) Others (specify)	-	-	-	-	-	-	-	-	-
(c-I)	3341	-	3341	00.12	3489	-	3489	00.13	00.0
(c-I) CLEARING MEMBER	3341	-	3341	00.12	3489	-	3489	00.13	00.01
(c-ii) OFFICE BEARERS	-	-	-	-	-	-	-	-	-
(c-iii) NON RESIDENT INDIANS	7830	36300	44130	01.60	8663	26300	34963	01.26	-0.34
(c-iv) HUF	27762	-	27762	1.00	33230	-	33230	01.20	00.20
Total Public shareholding (B) (B)(1) + (B)(2)	628789	353120	981909	35.52	656189	325720	981909	35.52	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	2411206	353120	2764326	100	2438606	325720	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	690277	24.97	-	690277	24.97	-	-
2.	SANJAY S GADODIA	643133	23.26	-	643133	23.26	-	-
3.	FIROZE MINOCHAR HANSOTIA	118000	04.27	-	118000	04.27	-	-
4.	SANDEEP GADODIA	164307	05.94	-	164307	05.94	-	-
5.	SULOCHANA S. GADODIA	103500	03.74	-	103500	03.74	-	-
6.	RITA S GADODIA	46000	01.66	-	46000	01.66	-	-
7.	AMY F HANSOTIA	13000	00.47	-	13000	00.47	-	-
8.	VIRAF FIROZE HANSOTIA	2600	00.09	-	2600	00.09	-	-
9.	JUVENILE TRADING PVT LTD	1600	0.06	-	1600	0.06	-	-
	TOTAL	1782417	64.48	-	1782417	64.48	-	-

(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	690277	24.97	690277	24.97
	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			690277	24.97

2	SANJAY SHYAMSUNDER GADODIA				
	At the beginning of the year	643133	23.26	643133	23.26
	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			643133	23.26
3	SANDEEP SHYAMSUNDER GADODIA				
	At the beginning of the year	164307	05.94	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	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	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	01.66	46000	01.66
	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

SPENTA INTERNATIONAL LIMITED

7	AMY FIROZE HANSOTIA				
	At the beginning of the year	13000	00.47	13000	00.47
	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	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	00.06	1600	00.06
	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	00.06

(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 - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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	GANDHI PRATIK RAJENDRA	31200	01.13	-	-	31200	01.13
	At the end of the year	-	-	-	-	31200	01.13
3	DIPAK KANAYALAL SHAH	28000	01.01	-	-	28000	01.01
	At the end of the year	-	-	-	-	28000	01.01
4	ANUP OMPRAKASH JUNEJA	20352	00.74	-	-	20352	00.74
	At the end of the year	-	-	-	-	20352	00.74
5	USHA NIRANJAN AGARWAL	16000	00.58	-	-	16000	00.58
	At the end of the year	-	-	-	-	16000	00.58
6	CHAITALEE MANIHAR	15200	00.55	-	-	15200	00.55
	At the end of the year	-	-	-	-	15200	00.55
7	OMPRAKASH BAGADIA	14700	00.53	-	-	14700	00.53
	At the end of the year	-	-	-	-	14700	00.53
8	JAYANT GOPAL FARSWANI	12504	00.45	-	-	12504	00.45
	At the end of the year	-	-	-	-	12504	00.45
9	SHANTI MURARI MANWANI	11401	00.41	-	-	11401	00.41
	At the end of the year	-	-	-	-	11401	00.41
10	VINOD MOHANLAL SHAH	10516	00.38	-	-	10516	00.38
	Market Purchase			20/04/2018	+46	10562	00.38
	At the end of the year	-	-	-	-	10562	00.38
11	PLUTUS CAPITAL MANAGEMENT LLP	1998	00.07	-	-	1998	00.07
	Market Sell			25/05/2018	-19	1979	00.07
	Market Sell			01/06/2018	-98	1881	00.07
	Market Sell			15/06/2018	-1	1880	00.07
	Market Sell			06/07/2018	-1104	776	00.03
	Market Sell			16/11/2018	-2	774	00.03
	Market Sell			23/11/2018	-774	0	0.00
	At the end of the year	-	-	-	-	0	0.00

(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	690277	24.97	690277	24.97
2.	SANJAY S GADODIA	643133	23.26	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	1609.38	0	0	1609.38
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)	1609.38	0	0	1609.38
Change in Indebtedness during the financial year				
Addition	51.92	0	0	51.92
Reduction	0	0	0	0
Net Change	51.92	0	0	51.92
Indebtedness at the end of the financial year				
i) Principal Amount	1661.30	0	0	1661.30
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)	1661.30	0	0	1661.30

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
		Ms. Sunita Misri	Mrs. Anita Koti	
				-
1.	Independent Directors	Independent Directors	Independent Directors	
	• Fee for attending board committee meetings	30,000.00	30,000.00	60,000.00
	• Commission	-	-	-
	• Other, please specify	-	-	-
	Total (1)			
	Other Non-Executive Directors	-	-	-
	• Fee for attending board committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B) = (1+2)	30,000.00	30,000.00	60,000.00
	Total Managerial Remuneration	30,000.00	30,000.00	60,000.00
	Overall Ceiling as per the Act	-	-	-

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		*Mr. Prasad Chavan (CS)	Ms. Nutan Bidye (CS)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,000	2,75,000	3,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- as % of profit	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total	25,000	2,75,000	3,00,000

*Mr. Prasad Chavan has resigned as a Company Secretary w.e.f. 4th May, 2018 and Ms. Nutan Bidye appointed in his place on 5th May, 2018.

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	-	-	-	-	-

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SPENTA INTERNATIONAL LIMITED

Sd/-

 Name: **Danny Hansotia**

Director: Managing Director and CFO

DIN No : 00203497

Sd/-

 Name: **Sanjay Gadodia**

Director: Chairman

DIN No : 00203433

Annexure - 3
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 and CFO

DIN No : 00203497

Sd/-

Name: **Sanjay Gadodia**

Director: Whole Time Director

DIN No : 00203433

Annexure - 4
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
 - By replacing to energy conservation equipment like air compressor, dryer, and motors for better consumption of electricity.
- ii. The steps taken by the company for utilizing alternate sources of energy – We are in talks for installation solar panels and using solar energy to reduce our electricity consumption.
- 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)

	31/03/2019	31/03/2018
Foreign Exchange Earnings:	NIL	NIL
Foreign Exchange outgo:	-	-
Travelling	4.54	3.11
Advances for Spares and Consumables	0.00	0.00
Plant and Machinery	71.65	19.83
Spares & Consumables	3.73	1.57

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

		31.3.2019	31.3.2018
	Electricity		
a)	Purchased		
	Units (in lacs) (in kwh)	16.12	16.86
	Amount in Rupees (in lacs)	155.08	135.12
	Rate per Unit (in rupees)	9.62	8.01

B. CONSUMPTION PER UNIT OF PRODUCTION

		31.3.2019	31.3.2018
		Number of pairs	
	Product: Knitted Socks	42,55,292	52,68,173
	Electricity (kwh/pair of socks)	0.379	0.320

Annexure - 5

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	
Mrs. Sunita Misri	00.33
Mrs. Anita koti	00.33
Executive directors	
Mr. Sanjay Gadodia	16.43
Mr. Danny Hansotia	16.43

- 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*	--
Mr. Danny Hansotia	--
Mrs. Sunita Misri	--
Mrs. Anita Koti	--

- 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: 74
- 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. 1,84,33,023 to Rs. 2,25,57,964.

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 178	60,00,000
Revenue	44,23,70,826
Remuneration of KMPs (as a % of revenue)	1.36%
Profit before Tax (PBT)	3,20,92,968
Remuneration of KMP (as a % of PBT)	18.70%

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, 2019	March 31, 2018	% Change
Market Capitalisation	21,65,84,942.1	39,65,42,564.7	-45.38
Price Earnings Ratio	9.60	21.51	-55.37

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, 2019	IPO	% Change
Market Price (BSE)	78.35	Rs. 10 at Par	783.5%

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 and remuneration paid to key managerial personnel remained same.

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

Remuneration in FY 2019	(Managing Director) 30,00,000	(Whole-Time Director & CFO) 30,00,000
Revenue :		
Remuneration as % of revenue	0.68	0.68
Profit before Tax (PBT):		
Remuneration	9.35	9.35

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.



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SPENTA INTERNATIONAL LIMITED

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 14, 2019 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 14, 2019 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:**

The Indian economy remains one of the fastest growing economy in the world. Socks have come to become an integral part of the daily clothing as well as a fashion statement. With a stable government, a series of strong policies and measures will help our economy to grow at a sustainable rate and increase consumption. With urbanization, increase in income and foreign brands coming to Indian market the domestic consumption is bound to increase.

The socks industry being majorly an unorganized and fragmented sector the entire industry size and figures cannot be estimated. The socks and accessories market in India has grown tremendously over the decade. Indian socks industry is maturing and with urban population evolving, demand for casuals, sports and fashion socks is picking up. Millennials are very brand conscious and demand for branded wear is on the rise. There is growth in the industry in tier I and II markets and brand awareness is growing significantly.

OPPORTUNITIES AND THREATS:

The demand for socks in India and other countries is on the rise. The flow of orders has been progressively increasing for last few years. 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.

Market is shifting towards Branded Garment. Your Company has been ahead in making investment in plant and machinery to meet the growth and meet the huge demand creation in the market. Your company is working with international brands. We are constantly experimenting products made from innovative yarns and eco-friendly chemicals for manufacturing most comfortable socks especially for sports. These technically innovative socks are much in demand by international brands.

Due to international and domestic economy slow down currently, trade disputes, India signing international trade treaties, the threat of slow demand for few quarters is possible. Your company is therefore is increasing the customer base and also shortly planning to venture into ecommerce selling to overcome this.

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.

B. OUTLOOK:

Due to constant investment in latest machinery your company is able to target a vast audience, enhancing product quality, improving delivery schedules and giving superior customer service. 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. 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.

C. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control system and suggests improvements for strengthening them. The Internal control system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements. Your Company believes in formulating adequate and effective internal control systems and implementing the same to ensure that assets and interests of the Company are safe guarded and reliability of accounting data and accuracy are ensured with proper checks and balances.

The Company has a sound Management Information System which is an integral part of the control mechanism. The Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken.

D. 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. 320.92 Lakhs as against Rs. 257.49 Lakhs in the previous financial year.

SPENTA INTERNATIONAL LIMITED
E. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

As always, people development continues to be an extremely important area in your Company. Anchoring developmental conversations at every level and ensuring that all managers are skilled in holding developmental conversations has been an area of focus. The industrial relations remained cordial throughout the year. The employees of the Company have extended a very productive co-operation in the efforts of the management to carry the Company to greater heights. Continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees and workmen of the Company.

F. CAUTIONARY STATEMENT:

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. 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.

G. RISK'S AND CONCERNS:

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.

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.

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. 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.

H. Ratio Analysis:

Particulars	2018-19	2017-18	Change
Debtors Turnover Ratio	107 days	98 days	9.18%
Inventory Turnover Ratio	5.16	4.45	15.95%
Interest coverage Ratio	4.19	3.45	21.45%
Current Ratio	2.43	1.86	30.65%
Debt Equity Ratio	0.23:1	0.31:1	-25.81%
Operating Profit Margin Ratio (%)	20.41%	21.00%	-2.81
Net Profit Margin Ratio (%)	5.02	4.93%	1.83
Return on Net worth (%)	8.01%	6.94%	15.42

Debtors Turnover Ratio: Marginal Change due to increase in credit period.

Inventory Turnover Ratio: Change is due to better inventory management.

Interest Coverage Ratio: Change indicates better financial health.

Current Ratio: Change is because of better performance.

Debt Equity Ratio: Change is due to repayment of debts.

Return On Net Worth: Company has been able to generate better return by registering almost 15 % growth.

BY ORDER OF THE BOARD

Sd/

DANNY HANSOTIA

(MANAGING DIRECTOR & CFO)

DATE: 14TH AUGUST, 2019

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 INTERNATONAL LTD

Sd/-
SANJAY GADODIA
(CEO)

Sd/-
DANNY HANSOTIA.
(CFO)

DATE : 14TH AUGUST, 2019
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 : 14TH AUGUST, 2019
PLACE: PALGHAR



SPENTA INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
SPENTA INTERNATIONAL LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **Spenta International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss (Including other Comprehensive Income) and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Financial Statements

Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, 29 including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Company Act, 2013, 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.

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, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report.
- g) 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, 2019.

For M/s. A K Kocchar & Associates
Chartered Accountants
FRN: 120410W

Sd/-
(Hitesh Kumar S.)
Partner
Membership No: 134763
Date: 30th May, 2019

(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. According to the information and explanation given to us, the fixed assets are being physically verified by the management according to a phased program designed to cover all the items over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets.

Pursuant to this program, some of the fixed assets have been physically verified by the management during the year, and no material discrepancies were noticed on such verification.
 - c. In our opinion the Company has not disposed of 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. In our opinion, the frequency of such verification is reasonable.
 - 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, the discrepancies noticed on verification between the physical stocks and the book records were not material and have been dealt with in books of account.
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. In our opinion and according to the information and explanations given to us, The Company has not given any loan, investment, guarantees and security for loans taken by others from banks or financial institutions.
5. In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the 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, and Income Tax, Sales Tax, Wealth Tax, Customs duty, Works Contract tax, Cess and other statutory dues have been

SPENTA INTERNATIONAL LIMITED

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, 2019 for a period of more than six months from the date of becoming payable.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Sales tax / Value added tax, Wealth tax, duty of Excise, Income tax, Service tax, duty of customs and other material statutory dues were in arrears at the yearend for a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us, there are no dues of Service tax, Wealth tax, Income tax, Sales tax/ Value added tax, duty of Excise and duty of customs as at the yearend which have not been deposited with the appropriate authorities on account of any dispute.
- c. According to the information and explanations given to us, the Company has no liabilities which are required to be transferred to the investor education and protection fund within the prescribed time.
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. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.
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. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under Clause 3(xiv) are not applicable to the company and, not commented upon.
15. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of Companies Act, 2013.
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 M/s. A K Kocchar & Associates
Chartered Accountants
FRN: 120410W

Sd/-
(Hitesh Kumar S.)
Partner
Membership No: 134763
Date: 30th May, 2019

ANNEXURE "2" TO THE INDEPENDENT AUDITOR'S REPORT

referred to in paragraph 1(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Spenta International Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statement was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining an understanding of internal financial controls with reference to financial statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statement.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

SPENTA INTERNATIONAL LIMITED

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statement to future periods are subject to the risk that the internal financial control with reference to financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s. A K Kocchar & Associates
Chartered Accountants
FRN: 120410W

Sd/-
(Hitesh Kumar S.)
Partner
Membership No: 134763
Date: 30th May, 2019

Balance Sheet as at 31 March 2019

(Amount in Rs.)

Stand alone statement of assets & liabilities	Sch.	As at year ended 31 March 2019	As at year ended 31 March 2018
ASSETS			
1. Non-current assets			
(A) Property, Plant and Equipment	2	175,718,612	175,168,701
(B) Capital work-in-progress		-	-
(C) Investment Property	3	11,389,083	11,387,983
(D) Goodwill		-	-
(E) Other Intangible assets		-	-
(F) Intangible assets under development		-	-
(G) Biological Assets other than bearer plants		-	-
(H) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Loans	4	3,050,000	2,650,000
(iii) Others		-	-
(I) Deferred tax assets (net)	5	996,172	2,396,377
(J) Other non-current assets	6	13,362,866	23,679,002
		204,516,733	215,282,062
2. Current assets			
(A) Inventories	7	85,680,556	83,097,965
(B) Financial Assets			
(i) Investments	8	7,540,539	7,961,672
(ii) Trade receivables	9	138,642,551	104,523,166
(iii) Cash and cash equivalents	10	2,829,465	1,798,296
(iv) Bank balances other than (iii) above	11	40,608,943	39,032,876
(v) Loans	12	1,501,041	2,448,707
(vi) Others	13	3,828,737	5,054,611
(C) Current Tax Assets (Net)		-	475,570
(D) Other current assets	14	10,702,227	7,320,697
		291,334,059	251,713,560
TOTAL ASSETS		495,850,792	466,995,622
EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share Capital	15	27,643,260	27,643,260
(b) Other Equity	16	227,495,029	216,652,780
		255,138,289	244,296,040
2. Liabilities			
(I) Non-current liabilities			
(A) Financial Liabilities			
(i) Borrowings	17	62,485,552	80,405,226
(i) Trade payables		-	-
(i) Other financial liabilities		-	-
(B) Provisions	18	8,341,863	3,835,354
(C) Deferred Tax Liabilities (Net)		-	-
(c) Other non-current liabilities		-	-
		70,827,415	84,240,580

Balance Sheet as at 31 March 2019

(Amount in Rs.)

	Sch.	As at 31 March 2019	As at 31 March 2018
(II) Current liabilities			
(A) Financial Liabilities			
(i) Borrowings	19	103,644,612	80,532,493
(ii) Trade payables	20	54,882,208	49,145,592
(iii) Other financial liabilities	21	5,114,705	4,438,148
(B) Other current liabilities	22	5,787,830	3,128,008
(C) Provisions	23	455,733	1,214,761
(D) Current Tax Liabilities (Net)		-	-
		169,885,089	138,459,002
TOTAL EQUITY AND LIABILITIES		495,850,792	466,995,622
Significant Accounting Policies	1	0	(1)
"The notes referred to above form an integral part of Financial Statements"			

As per our attached report of even date

For and behalf of the Board
**For M/s. A K Kochar & Associates
Chartered Accountants**
**Sd/-
(CA Hitesh Kumar S.)
Partner
Membership No.: 134763
Firm Registration No. 120410W**
**Sd/-
Sanjay S. Gadodia
(Chairman / CEO)
DIN - 00203433**
**Sd/-
Danny F. Hansotia
(Managing Director/CFO)
DIN - 00203497**

 Place :- Mumbai
Date : 30th May, 2019

 Place :- Palghar
Date : 30th May, 2019

	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
INCOME			
Revenue from operations	24	442,370,826	370,090,737
Other income	25	3,696,091	6,126,699
Total revenue (1+2)		446,066,917	376,217,436
OPERATING EXPENDITURE			
(a) Cost of materials consumed	26	243,051,029	220,001,004
(b) Purchases of stock-in-trade	27	57,958,523	30,622,095
(c) Changes in inventories of finished goods, Work in Progress & Stock in Trade	28	(3,734,810)	(1,909,229)
(d) Employee benefits expense	29	37,679,198	27,336,756
(g) Finance charges	30	19,980,565	15,910,570
(e) Depreciation and amortization expense		11,657,654	13,181,797
(f) Power & Fuel Cost	32	15,799,062	13,859,505
(h) Other expenses	33	31,582,729	31,465,365
Total Expenses		413,973,950	350,467,862
PROFIT BEFORE TAX		32,092,968	25,749,574
Tax expense:	34		
(a) Current tax		8,000,000	5,400,000
(b) Deferred tax		1,535,004	1,916,551
Profit / (Loss) after tax		22,557,964	18,433,023
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		(349,742)	(378,186)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	173,634
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
		(349,742)	(204,552)
Total Comprehensive Income for the Period		22,208,222	18,228,471
Earnings per share (of Rs.10/- each):			
(a) Basic (incl./excl. exceptional items)	35	8.16	6.67
(b) Diluted (incl./excl. Exceptional items)		8.16	6.67
Significant Accounting Policies	1		
"The notes referred to above form an integral part of Financial Statements"			

As per our attached report of even date

**For M/s. A K Kochar & Associates
Chartered Accountants**

Sd/-

(CA Hitesh Kumar S.)

Partner

Membership No.: 134763

Firm Registration No. 120410W

Place :- Mumbai

Date : 30th May, 2019

For and behalf of the Board

Sd/-

Sanjay S. Gadodia

(Chairman / CEO)

DIN - 00203433

Sd/-

Danny F. Hansotia

(Managing Director/CFO)

DIN - 00203497

Place :- Palghar

Date : 30th May, 2019

CASH FLOW STATEMENT
ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 MARCH 2019 (Amount in Rs.)

Statement of financial results	As at 31 March 2019		As at 31 March 2018	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before tax and extraordinary items		32,092,968		25,749,574
Adjustments for :				
Depreciation	11,657,654		13,142,077	
Amortisation	-		39,720	
Non Cash and operating Items - others	853,003		(107,786)	
Interest income	(3,371,668)		(3,625,859)	
Finance Cost	19,980,565		15,910,570	
Dividend income	(40,485)		(32,570)	
(Profit) / Loss on Sale of Fixed Assets	-		48,778	
(Gain)/Loss on Fair value of investments	-		(273,962)	
		29,079,069		25,100,967
Operating Profit before Working Capital Changes		61,172,037		50,850,542
Adjustments for :				
(Increase) / decrease in inventories	(2,582,591)		(12,564,120)	
(Increase) / decrease in Trade receivable	(34,119,385)		(47,255,250)	
(Increase) / decrease in Financial assets	2,173,540		3,351,030	
(Increase) / decrease in other current assets	(9,756,886)		(3,501,936)	
Increase / (decrease) in trade payable	5,736,617		17,932,442	
Increase / (decrease) in financial liabilities	676,557		229,762	
Increase / (decrease) in provisions	3,397,739		149,068	
(Increase) / decrease in other current liabilities	2,659,822	(31,814,587)	1,574,648	(40,084,356)
		29,357,450		10,766,185
Cash generated from / used in operations				
Direct Taxes paid		(8,092,200)		(5,725,612)
Net cash generated from / (used in) operating activities (A)		21,265,250		5,040,573
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets including CWIP	-		-	
Purchase/ Sale of Fixed Assets	(12,207,565)		(99,513,710)	
Advance for Fixed Assets	-		-	
Movement in Non Current Investments	-		-	
Movement in Current Investments	-		-	
(Increase) / decrease in Long term loans and advances	9,916,135		935,171	
(Investment in)/Maturities of Fixed Deposits	(1,576,067)		26,195,204	
Dividend income	40,485		32,570	
Interest income	3,371,668	(455,344)	3,625,859	(68,724,906)
Net cash (used) in investing activities (B)		(455,344)		(68,724,906)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest paid	(19,980,565)		(15,910,570)	
Dividends paid	(4,990,617)		(4,325,201)	
Net increase / (decrease) in long term borrowings	(17,919,674)		50,791,571	
Net increase / (decrease) in Short term Borrowings	23,112,119	(19,778,738)	32,518,233	63,074,033
Net cash (used in) from financing activities (C)		(19,778,738)		63,074,033
Net Cash Flow for the year		1,031,168		(610,299)
Cash and cash Equivalents as at 31.03.2018		1,798,296		2,884,166
Cash and cash Equivalents as at 31.03.2019		2,829,464		2,273,867



SPENTA INTERNATIONAL LIMITED

CASH FLOW STATEMENT

ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 MARCH 2019

Note : 1) The Cash Flow Statements has been prepared under the "Indirect Method" as set out in Accounting Standard - 7 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 attached report of even date

**For M/s. A K Kochar & Associates
Chartered Accountants**

**Sd/-
(CA Hitesh Kumar S.)
Partner
Membership No.: 134763
Firm Registration No. 120410W**

Place :- Mumbai
Date : 30th May, 2019

For and behalf of the Board

**Sd/-
Sanjay S. Gadodia
(Chairman / CEO)
DIN - 00203433**

Place :- Palghar
Date : 30th May, 2019

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



SPENTA INTERNATIONAL LIMITED

Statement of change in equity for the year ended 31st March 2019

A. Equity Share Capital

Particulars	Balance at the beginning of the Reporting period	Changes in equity share capital during the year	Balance at the end of the Reporting period	Figures as at the beginning of the previous Reporting period (dd-mm-yy)*
For the year ended 31st March 2018	27,643,260	-	27,643,260	27,643,260
For the year ended 31st March 2019	27,643,260	-	27,643,260	27,643,260

B. Other Equity

Particulars	Share application money pending allotment	Equity component of compound financial Instruments	Reserves and Surplus			Debt instruments through Other comprehensive Income	Equity instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money received against share warrants
			(i) Capital Reserve	(ii) Securities Premium Reserve	(iii) Other Reserves							
Balance at the beginning of the Reporting period											(494,945)	
Profit for the Year											(349,742)	
Other Comprehensive Income / (Loss) (Net of Tax)												
Changes in accounting policy or prior period errors												
Restated balance at the beginning of the reporting period												
Total comprehensive Income for the year											(349,742)	
Dividends including DDT												
Transfer to retained earning												
Excess / Short Provision for Income Tax												
Balance at the end of the Reporting period												
Figures as at the beginning of the previous Reporting period												

As per our attached report of even date

For M/s. A K Kochhar & Associates
Chartered Accountants

Sd/-
(CA Hitesh Kumar S.)
Partner

Membership No.: 134763
Firm Registration No. 120410W

Place :- Mumbai
Date : 30th May, 2019

For and behalf of the Board of Director

Sd/-
Sanjay S. Gadodia
(Chairman/CEO)
DIN - 00203433

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

Place :- Palghar
Date : 30th May, 2019



SPENTA INTERNATIONAL LIMITED

Notes forming part of the financial statements at & for the year ended 31st March 2019

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2019

Note 1: Significant Accounting Policies

Company Overview

Spenta International Limited (The Company) is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in manufacturing and trading of socks.

1 Significant Accounting Policies

a) Basis for preparation of financial Statements

These financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

b) Basis of measurement

The Company maintains accounts on accrual basis following the historical cost convention, except for followings:

- Certain Financial Assets and Liabilities is measured at Fair value/ Amortized cost (refer accounting policy regarding financial instruments);
- Defined Benefit Plans – Plan assets measured at fair value.

c) Functional and Presentation Currency

The Financial Statements are presented in Indian Rupee (INR), which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

d) Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

e) Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Indian Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

f) Operating Cycle for current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

g) Measurement of Fair Values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

SPENTA INTERNATIONAL LIMITED

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable and
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

h) New Standards / Amendments to Existing Standard issued and effective upto the date of issuance of the Company's Financial Statement are disclosed below:

On 28th March, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contracts with Customers and certain amendment to existing Ind AS. These amendments have been applicable to the Company from 1st April 2018.

➤ **Ind AS 115-Revenue from Contracts with Customers**

Ind AS 115 supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flows arising from contract with customers. The principle of Ind AS 115 is that an entity should recognize revenue that demonstrates the transfer of promised goods and services to the customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

Based on preliminary assessment performed by the Company, the impact of the application of the standard is not expected to be material.

➤ **Amendment to Existing issued Ind AS**

- Ind AS 12 - Income Taxes
- Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
- Ind AS 28 - Investment in Associates and Joint Ventures
- Ind AS 112 - Disclosure of Interests in Other Entities

The impact of the above standards on the financial statements, as assessed by the Company, is not expected to be material.

i) Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). Cost is measured by including, unless specifically mentioned below, cost of purchase and other costs incurred in bringing the inventories to their present location and condition. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Cost is ascertained on First in First out basis for all inventories except for by products and scrap materials which are valued at net realizable value.

j) Cash And Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short-term highly liquid investment.

k) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in the statement of profit & loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

l) Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

m) Deferred Tax

➤ Deferred Tax assets and liabilities is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

➤ Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.

➤ Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

➤ The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

n) Property, plant and equipment (including Capital work-in-progress)

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent cost are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance expenses are charged to profit or loss during the reporting period in which they are incurred.

Assets acquired but not ready for use are classified under Capital work in progress and are stated at cost comprising direct cost and related incidental expenses.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 01 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

o) Depreciation and Amortization

- Depreciation on Property, Plant & Equipment is provided on Straight Line Method in terms of life span of assets prescribed in Schedule II of the Companies Act, 2013 or as reassessed by the Company based on the technical evaluation.
- In case the cost of part of tangible asset is significant to the total cost of the assets and useful life of that part is different from the remaining useful life of the asset, depreciation has been provided on straight line method based on internal assessment and independent technical evaluation carried out by external valuers, which the management believes that the useful lives of the component best represent the period over which it expects to use those components
- 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.

p) Revenue recognition

Revenue is recognized based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

q) Sale Of Product

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

r) Revenue from rendering of services

Revenue from rendering of services is recognized on pro-rata basis over the period of contract and when the performance of agreed contractual task has been completed.

s) Other Income

- **Interest Income:** For all debt instruments measured either at amortized cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.
- **Dividend Income:** Dividend income is accounted in the period in which the right to receive the same is established.
- **Other Income:** Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

t) Employee Benefits

- **Short Term Benefits:** Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.
- **Other Long Term Employee Benefits:** The liabilities for earned/privilege leave that are not expected to be settled wholly within twelve months are measured as the present value of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation. Remeasurements as the result of experience adjustment and changes in actuarial assumptions are recognized in statement of profit and loss.

SPENTA INTERNATIONAL LIMITED

➤ **Post-Employment Benefits:** The Company operates the following post-employment schemes

Defined Contribution Plan: Defined contribution plans such as Provident Fund, Employee State Insurance etc. are charged to the statement of profit and loss as and when incurred and paid to Authority.

Defined Benefit Plans: The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurements recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

u) Foreign Currency Transactions:

➤ Foreign currency (other than the functional currency) transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.

➤ Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognized in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the Statement of Profit and Loss within finance costs.

➤ Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

v) Borrowing Costs:

➤ Borrowing Costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes foreign exchange difference to the extent regarded as an adjustment to the borrowing costs.

➤ Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale.

➤ Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

w) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

➤ **Financial Assets :**

1. Recognition and Initial Measurement:

All financial assets are initially recognized when the company becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

2. Classification and Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

- o Measured at Amortized Cost
- o Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- o Measured at Fair Value Through Profit or Loss (FVTPL); and
- o Equity Instruments designated at Fair Value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets

o Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company

o Measured at FVTP : FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. Equity instruments which are, held for trading are classified as at FVTPL.

3. Derecognition:

The Company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity

4. Impairment of Financial Assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The company recognizes impairment loss for trade receivables that do not constitute a financing transaction using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

➤ **Financial Liabilities:**

1. Recognition and Initial Measurement:

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

2. Subsequent Measurement:

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

3. Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

x) Earnings Per Share:

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

y) Impairment of Non-Financial Assets:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).

An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

z) Provisions, Contingent Liabilities and Contingent Assets**➤ Provisions**

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

➤ Contingent Liabilities

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

➤ Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

aa) Intangible Assets:**➤ Recognition and Measurement**

Intangible asset are stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

➤ Amortization

1. Software's are amortized over a period of three years.
2. The amortization period and the amortization method are reviewed at least at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortization period is changed accordingly.

bb) Operating Segment

Intangible asset are stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

➤ Amortization

1. Software's are amortized over a period of three years.
2. The amortization period and the amortization method are reviewed at least at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortization period is changed accordingly.

bb) Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

The Company has identified one reportable segment "Knitted Socks" based on the information reviewed by the CODM.

cc) Significant Judgments And Key Sources Of Estimation In Applying Accounting Policies

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Information about Significant judgements and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

➤ Recognition of Deferred Tax Assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

➤ Classification of Leases

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

➤ Defined Benefit Obligation (DBO)

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

SPENTA INTERNATIONAL LIMITED**➤ Provisions and Contingencies**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.

➤ Impairment of Financial Assets

The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.

➤ Allowances for Doubtful Debts

The Company makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

➤ Fair value measurement of financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The input to these models are taken from observable markets where possible, but where this not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Note No. 2 Property, Plant & Equipment Notes forming part of the financial statements as at and for the year ended March 31, 2019
(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 01/04/2018	Additions	Deductions	As at 31/03/2019	As at 01/04/2018	Sales / Adjustments	For the period	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
TANGIBLE ASSETS										
1 Freehold Land	6,236,894	-	-	6,236,894	-	-	-	-	6,236,894	6,236,894
2 Buildings & Civil Works	13,076,760	-	-	13,076,760	1,425,493	-	712,745	2,138,238	10,938,522	11,651,267
3 Old Factory Shed	430,636	-	-	430,636	42,155	-	21,077	63,232	367,404	388,481
4 New Factory Shed	730,639	-	-	730,639	59,470	-	29,735	89,205	641,434	671,169
5 Office Premises	24,694,211	-	-	24,694,211	1,617,858	-	808,929	2,426,787	22,267,424	23,076,353
6 Plant & Machinery	50,678,267	9,889,288	-	60,567,555	12,554,085	-	6,032,343	18,586,428	41,981,128	38,124,182
7 Office Equipments	343,822	115,455	-	459,277	125,730	-	106,217	231,947	227,330	218,092
8 Computer	259,308	-	-	259,308	184,812	-	60,249	245,061	14,247	74,496
9 Furniture and Fixtures	4,565,870	889,469	-	5,455,339	1,195,366	-	619,131	1,814,497	3,640,842	3,370,504
10 Misc. Fixed Assets	5,230,257	1,313,353	-	6,543,610	798,246	-	814,962	1,613,208	4,930,402	4,432,011
11 Vehicles	5,407,461	-	-	5,407,461	1,596,287	-	1,072,160	2,668,447	2,739,014	3,811,174
12 Flat at Palghar	567,870	-	-	567,870	55,988	-	27,994	83,982	483,888	511,882
13 Flat at Lodha	83,594,885	-	-	83,594,885	992,690	-	1,352,111	2,344,801	81,250,084	82,602,196
Total	195,816,880	12,207,565	-	208,024,445	20,648,179	-	11,657,654	32,305,833	175,718,612	175,168,701
Previous year	96,303,170	100,429,985	916,275	195,816,880	7,923,600	417,497	13,142,077	20,648,179	175,168,701	88,379,570
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-
Previous year	-	-	-	-	-	-	-	-	-	-

SPENTA INTERNATIONAL LIMITED

Notes forming part of Financial Statements as at and for the year ended March 31, 2019

3) INVESTMENT PROPERTY

Particulars	As at March 31, 2019	As at March 31, 2018
Flats at Palghar*	11,387,983	11,387,983
Naman Midtown - Share Application Money	1,100	
TOTAL	11,389,083	11,387,983

*Company has not yet received possession of properties and it is still work-in-progress. Hence, there is no depreciation provided on Investment property.

Fair value

As at 31 March 2017	10,585,253
As at 31 March 2018	10,744,032
As at 31 March 2019	10,822,000

Valuation process

The best evidence of fair value is current price in an active market for similar properties. Where such information is not available, Company considers current price in an active market for properties of different nature or recent prices of similar properties in less active market, adjusted to reflect those differences. We have considered rates available from property market websites to arrive at fair value. They are classified as level 1 fair values in the fair value hierarchy.

4) LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good unless otherwise stated	3,050,000	2,650,000
Advance to Job Workers		
TOTAL	3,050,000	2,650,000

5) DEFERRED TAX ASSETS (NET)

(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Tax Asset - Opening	(2,396,377)	(4,211,890)
Deferred Tax Asset for the year	1,400,205	1,815,514
Total	(996,172)	(2,396,377)
Deferred Tax Liability / (Assets) (Net)	(996,172)	(2,396,377)
TOTAL	(996,172)	(2,396,377)

6) OTHER NON CURRENT ASSETS

(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Expenses not written off	-	-
Adv. Tax - AY 2003-04 to AY 2017-18 Net of Provision for Tax	3,719,117	12,172,646
Capital Advance - Purchase of Fixed Assets	9,643,749	11,981,926
TOTAL	13,362,866	24,154,572

SPENTA INTERNATIONAL LIMITED
CURRENT ASSETS
7) INVENTORIES

Particulars	As at March 31, 2019	As at March 31, 2018
Stock in Hand		
Raw Materials	25,179,556	27,906,200
Raw Materials - Job Work	22,863,668	24,125,743
Raw Materials - Goods in Transit	1,632,310	-
Finished Goods	31,255,399	27,520,589
Packing Materials	3,949,623	2,745,433
Stores & Spares (Including Consumables)	800,000	800,000
TOTAL	85,680,556	83,097,965

FINANCIAL ASSETS
8) CURRENT INVESTMENT

Particulars	As at March 31, 2019	As at March 31, 2018
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	499,890	452,460
ii) Century Textile Ltd 100 (Previous Year 100) Equity Shares of face value of Rs.10 each fully paid up	93,310	114,525
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	904,314	1,145,967
iv) Engineers India Ltd 1000 (Previous Year 1000) Equity Shares of face value of Rs. 5 each fully paid up	234,600	158,100
v) Tata Motors Ltd 1500 (Previous Year 1500) Equity Shares of face value of Rs.2 each fully paid up	261,375	491,175
vi) Tata Steel Ltd 1050 (Previous Year 1050) Equity Shares of face value of Rs. 10 each fully paid up	547,050	599,445
	2,540,539	2,961,672
(b) Intercorporate Deposit	5,000,000	5,000,000
	5,000,000	5,000,000
	7,540,539	7,961,672

SPENTA INTERNATIONAL LIMITED
9) TRADE RECEIVABLES

Particulars	As at March 31, 2019	As at March 31, 2018
(Unsecured and Considered Good)		
Over 6 months & above	2,442,402	1,979,919
Others	136,200,149	102,543,247
TOTAL	138,642,551	104,523,166

10) CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Cash on hand		
Balances with banks	2,554,924	1,161,605
i) In current accounts	274,539	636,691
TOTAL	2,829,463	1,798,296

11) BANK BALANCE OTHER THAN ABOVE

Particulars	As at March 31, 2019	As at March 31, 2018
ii) In Fixed Deposit Account		
- Maturity with more than 12 months	-	-
- Maturity within 12 months	40,608,943	39,032,876
TOTAL	40,608,943	39,032,876

12) SHORT TERM LOANS AND ADVANCES

Particulars	As at March 31, 2019	As at March 31, 2018
Advances to Employees		
- Unsecured Considered good	534,800	1,292,238
Loans And Advances To Corporate & Others (Capital Goods)	966,241	1,156,469
TOTAL	1,501,041	2,448,707

13) OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits		
Interest Receivable	1,957,032	1,760,795
Other Receivable	1,871,705	2,932,033
	-	361,783
TOTAL	3,828,737	5,054,611

14) OTHER CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
Advance To Suppliers		
Other Receivables	3,369,237	3,086,763
Statutory & Other Receivables (TDS / GST / MVAT)	19,429	272,917
	7,313,561	3,961,017
TOTAL	10,702,227	7,320,697

EQUITY
15) EQUITY SHARE CAPITAL
(Amount in Rs.)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	(Amt. in Rs.)	No. of Shares	(Amt. in Rs.)
Authorised 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 and amounts outstanding
(Amount in Rs.)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	(Amt. in Rs.)	No. of Shares	(Amt. in Rs.)
At the beginning of the year	2,764,326	27,643,260	2,764,326	27,643,260
Add : Allotment money received	-	-	-	-
Less : Shares cancelled on buy back of Equity Shares	-	-	-	-
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 and 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.
(Amount in Rs.)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
1. Danny Hansotia	690,277	24.97%	690,277	24.97%
2. Sanjay Gadodia	643,133	23.27%	643,133	23.27%
3. Sandeep Gadodia	164,307	5.94%	164,307	5.94%

16) OTHER EQUITY
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Retained earnings	228,339,716	217,147,725
b) Other comprehensive income	(844,687)	(494,945)
TOTAL	227,495,029	216,652,780

a) Retained earnings

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	217,147,725	203,039,903
Add: Profit for the year	22,557,964	18,433,023
	(6,375,356)	
Less: Dividend including Dividend Distribution Tax	(4,990,617)	(4,325,201)
Balance at the end of the year	228,339,716	217,147,725

b) Other comprehensive income

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	(494,945)	(290,393)
Add: Remeasurement of Defined Benefit Obligation (Net of tax)	(349,742)	(204,552)
Balance at the end of the year	(844,687)	(494,945)

Notes forming part of the financial statements as at and for the year ended March 31, 2019

LIABILITIES - NON CURRENT LIABILITIES
a) FINANCIAL LIABILITIES
17) BORROWINGS
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Secured loan From Banks		
Reliance Finance Ltd	-	48,082,619
Term Loan 1 From DCB Bank	-	-
Term Loan 2 From DCB Bank	-	1,992,251
Easy Business Term Loan 1 from DCB Bank	-	15,941,076
Easy Business Term Loan 2 from DCB Bank	-	227,731
Term Loan 3 from DCB Bank	13,781,531	14,161,549
Term Loan 4 from DCB Bank	48,704,021	
TOTAL	62,485,552	80,405,226

Term Loan 3 From DCB Bank Ltd :

Details of Security :- Term loan 3 is taken from DCB Bank for purchase of machinery and secured by : a) Hypothecation of Machinery and Other Assets purchased under this term loan, b) Equitable mortgage on the factory Land and Building on Plot nos. 13 to 16 standing in the name of the Company at Dewan, Palghar - Plot Area : 5398.24 sq mt and c) Hypothecation of entire Plant & Machinery, Furniture & Fixtures including spares, tools, accessories etc

Terms of Repayment :- Loan to be repaid On Demand/In 48 equated monthly instalment beginning from 31.10.2016 and ending till 30.09.2020

Term Loan 4 From DCB Bank Ltd :

Details of Security :- Term loan 4 is taken from DCB Bank for takeover of Term Loan from Reliance Home Finance Ltd and secured by : a) Equitable Mortgage Of Property At Flat No 802, 8th Floor, A Wing, Lodha Evoq, New Cuffe Parade, Wadala East, Mumbai , b) Equitable mortgage on the factory Land and Building on Plot nos. 13 to 16 standing in the name of the Company at Dewan, Palghar - Plot Area : 5398.24 sq mt and c) Hypothecation of entire Plant & Machinery, Furniture & Fixtures including spares, tools, accessories etc

Terms of Repayment :- Loan to be repaid On Demand/ In 166 equated monthly instalment beginning from 10.02.2019 and ending till 10.12.2032

Notes forming part of the financial statements as at and for the year ended March 31, 2019

18) LONG TERM PROVISIONS
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits - Provision for Gratuity	- 8,341,863	3,835,354
TOTAL	8,341,863	3,835,354

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.

CURRENT LIABILITIES
FINANCIAL LIABILITIES
19) SHORT TERM BORROWINGS
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Secured: Working Capital Loans - Cash Credit	58,751,306	54,868,849
- Sales LCBD	18,750,810	16,743,510
- Overdraft against FD	10,183,160	-
- Overdraft against Property	15,959,336	8,920,134
TOTAL	103,644,612	80,532,493

Details of Security:- 1) Working capital loan, - Cash Credit taken from DCB Bank is secured by pari passu charge by way of : a) Hypothecation of Inventories and Book Debts/Receivables and other current assets, 2) Working Capital Loan - Sales LCBD is secured by Hypothecation of Inventories and accompanied by accepted Invoice and GRN from party , 3) Working Capital Loans - CC and LCBD are further secured by a) Equitable mortgage on the factory Land and Building on Plot nos. 13 to 16 standing in the name of the Company at Dewan, Palghar - Plot Area : 5398.24 sq mt ; b) Equitable Mortgage of Flat No. 302, Shri Raj Apartments, Palghar in the name of the Company and c) Hypothecation of entire Plant & Machinery, Furniture & Fixtures including spares, tools, accessories etc. 4) Working Capital Loan - Overdraft against FD is secured by Lien On Fixed Deposit with DCB Bank. 5) Working Capital Loan - Overdraft against Property is secured by Equitable mortgage on the factory Land and Building on Plot nos. 13 to 16 standing in the name of the Company at Dewan, Palghar.

Details of Security:- Working capital loans - CC and LCBD taken from Citi Bank are secured by : a) First pari pasu charge on present and future current assets of the company , b) Bill discounting facility is with recourse to the Company; c) Exclusive Charge by way of Equitable Mortgage of office premises located at B 1303, Naman Midtown, Mumbai 400013 and d) Personal Guarantees of Promoter Directors of the Company - Mr. Sanjay Gadodia and Mr. Danny Hansotia.

20) TRADE PAYABLES
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Micro and small enterprise	5,977,968	5,021,138
Others	48,904,240	44,124,454
TOTAL	54,882,208	49,145,592

DISCLOSURES UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT 2006.

Particulars	As at March 31, 2019	As at March 31, 2018
Principal amount remaining unpaid to suppliers as at the end year.	5,977,968	5,021,138
Interest due on the above mentioned principal amount remaining unpaid to any supplier as at the year end.	-	-
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.	-	-

Dues to micro and 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 and Medium Enterprises Development Act, 2006.

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

21) OTHER FINANCIAL LIABILITIES
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Employee Related Liabilities	5,047,343	4,382,486
Others	67,362	55,662
TOTAL	5,114,705	4,438,148

22) OTHER CURRENT LIABILITIES
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Other Current liabilities	3,743,586	761,952
Statutory dues payable	2,044,244	2,361,859
Provision - Proposed Dividend	-	4,197
TOTAL	5,787,830	3,128,008

23) SHORT TERM PROVISIONS
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Employee benefits	455,733	1,214,761
TOTAL	455,733	1,214,761

24) REVENUE FROM OPERATIONS
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Sale of products		
Domestic sale - Socks	404,179,896	317,910,596
Export sale & Entitlement - Third party Exports - Socks	222,245	31,760,545
Yarn Sale for Socks Purchase/Re-processing	37,926,594	20,377,129
Sale of Wastage	42,092	42,468
TOTAL	442,370,826	370,090,737

SPENTA INTERNATIONAL LIMITED
25) OTHER INCOME

(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Interest Income	3,371,668	3,625,859
Dividend	40,485	32,570
Profit / (Loss) on sale of Fixed Assets	-	(48,778)
Cash Discount	-	99,453
Miscellaneous Income	283,938	488,796
Net gain/(loss) on Fair value of Equity instruments	-	273,962
Duty Drawback	-	1,654,837
TOTAL	3,696,091	6,126,699

26) Cost of Materials Consumed

(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Raw Material Consumed		
Opening Stocks	27,906,200	24,277,811
Add: Purchases	165,326,817	158,883,990
	193,233,017	183,161,801
Less: Closing Stocks	26,811,866	27,906,200
	166,421,151	155,255,601
(b) Packing Material Consumed		
Opening Stocks	2,745,433	1,711,103
Add: Purchases	26,412,568	24,035,688
	29,158,001	25,746,791
Less: Closing Stocks	3,949,623	2,745,433
	25,208,378	23,001,358
(c) Job Work Material Consumed		
Opening Stocks	24,125,743	18,133,571
Add: Job Work charges	50,159,424	47,736,216
	74,285,167	65,869,787
Less: Closing Stocks	22,863,668	24,125,743
	51,421,499	41,744,044
TOTAL	243,051,029	220,001,004

27) PURCHASE OF STOCK IN TRADE

(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Traded Goods - Socks	57,958,523	30,622,095
TOTAL	57,958,523	30,622,095

28) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Stocks		
Finished Goods	27,520,589	25,611,360
Spares & Consumables	800,000	800,000
	28,320,589	26,411,360
Less:		
Closing Stocks		
Finished Goods	31,255,399	27,520,589
Spares & Consumables	800,000	800,000
	32,055,399	28,320,589
TOTAL	(3,734,810)	(1,909,229)

SPENTA INTERNATIONAL LIMITED
29) EMPLOYEE BENEFITS EXPENSES
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Employees Salary & wages	18,535,785	13,656,946
Contractors' Payments	12,885,130	10,393,781
Provident Fund Employer's Contribution	1,402,221	1,373,438
Gratuity to Employees	3,476,164	763,972
Bonus to Employees	929,967	840,566
ESIC Employer's Contribution	449,931	308,053
TOTAL	37,679,198	27,336,756

30) FINANCE COST
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Bank charges	-	-
Interest paid	-	-
1) To Banks		
- On Term Loan	10,031,625	6,205,189
- On Working Capital	5,513,593	4,954,028
- On Inland Bill Purchase	-	-
2) To Others		
- On Fixed Deposits	-	-
- On Unsecured Loans	-	-
- On Car Loans	-	-
3) For Bill Discounting	4,435,348	4,751,354
TOTAL	19,980,565	15,910,570

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

Particulars	As at March 31, 2019	As at March 31, 2018
Power Cost - MSEDCL	15,507,739	13,692,630
Diesel Cost - DG Set	291,323	166,875
TOTAL	15,799,062	13,859,505

33) OTHER EXPENSES
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
a. MANUFACTURING EXPENSES		
Carriage Inward	1,903,984	1,790,042
Commission on Purchase	399,366	340,813
Consumables Stores & Spares	1,650,709	1,139,681
Embroidery Charges	-	6,700
Factory Expenses	118,740	259,300
Hamali Charges	149,163	62,736
Oil Purchases	131,380	127,980
Repair and Maintenance - Plant & Machinery	1,481,403	2,119,316
Staff Uniform Expenses	189,750	5,680
Service Tax on Transport charges	-	233,742
Testing Charges	27,448	237,899
Washing Charges	1,565,542	698,084
Printing Charges	-	35,000
	7,617,486	7,056,972

Particulars	As at March 31, 2019	As at March 31, 2018
b.SELLING AND DISTRIBUTION EXPENSES		
Business Promotion Expenses	275,040	299,598
Carriage Outward	6,402,320	5,820,869
Claims & Shortages	155,346	465,456
Rent on Gala at Bhiwandi	274,000	370,500
Packing Material	-	197,330
Sales Promotion Expenses	739,484	304,302
	7,846,190	7,458,054
c.ADMINISTRATIVE AND OTHER EXPENSES		
Advertisement & Publicity	31,608	23,760
Annual General Meeting Exp Acc	197,753	251,441
Payment to Auditors	167,000	236,000
Bank Charges	1,206,307	1,090,908
Car Insurance	125,710	183,254
Communication Expenses	265,663	338,613
Conveyance	145,358	159,824
Courier & Postage Charges	174,018	196,352
Donation	42,800	31,101
Director's remuneration	6,000,000	6,000,000
Director's Sitting Fees	60,000	125,000
Electricity Expenses	150,490	113,430
Insurance	388,499	437,030
Legal & Professional Fees	1,031,818	1,381,501
Legal License Fees	1,126,002	990,828
Listing Fees	250,000	287,500
Membership & Subscription	91,501	141,604
Miscellaneous Expenses	-	444,453
Municipal Tax	253,329	290,792
Office Expenses	66,065	85,325
Printing & Stationery	249,568	308,921
Professional Tax	2,500	2,500
Repair & Maintenance	617,712	321,964
Sales Tax	-	7,183
Security Charges	1,028,040	952,371
IT Expenses	100,014	19,282
Transfer Agent Fees	134,710	227,148
Travelling Expenses	928,284	1,088,993
Vehicles Running Expenses	549,260	384,140
Water Charges	-	11,750
Welfare - Employees' benefits	735,043	817,371
	16,119,053	16,950,338
TOTAL (A+B+C)	31,582,729	31,465,365

34) Tax Expenses
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Current Tax	8,000,000	5,400,000
Deferred Tax	1,535,004	1,916,551
Total	9,535,004	7,316,551

SPENTA INTERNATIONAL LIMITED
34.1 Reconciliation of estimated Income Tax expense at Indian statutory Income tax rate to income tax expense reported in statement of Profit & Loss

Particulars	As at March 31, 2019	As at March 31, 2018
Profit before income tax expense	32,092,968	25,749,574
Estimated income tax expense	8,928,264	7,094,651
Tax effect of adjustments to reconcile expected Income tax expense to reported Income tax expense		
Expenses not Deductible	81,089	42,465
Expenses deductible	-	13,440
Exempt income	(11,263)	(8,974)
Others	536,915	174,969
Total tax expense	9,535,005	7,316,551

35) EARNINGS PER SHARE:
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018
Basic earning per share		
Profit after tax (Amt in Rs.)	22,557,964	18,433,023
Weighted average no. of equity shares	2,764,326	2,764,326
Nominal value of each equity shares	10	10
Basic earning per share (in Rs.)	8.16	6.67
Diluted earnings per share (in Rs.)	8.16	6.67

36) CONTINGENT LIABILITIES:
(Amount in Rs.)

Particulars	As at March 31, 2019	As at March 31, 2018

i) Claims against the Company not acknowledgement as debts

- a) Income tax matters disputed in ITAT appeal - 72,270
- The Company has filed an Appeal before Income Tax Appellate Tribunal, Mumbai against Income Tax Demand of Rs. 74,46,117/- for A.Y. 2005-06 and A.Y. 2006-07 and paid Rs. 28,61,057/- against these. The said ITAT appeal decided in favor of company wide consolidated ITAT Appeal order dated 15/09/2016. The company has filed for ITAT Appeal Effect on 15/09/2016 and ACIT passed the appeal effect order dated 31/03/2017 for AY 2005-06 and pending for AY 2006-07 as on date.

ii) Bank guarantee

- a) Guarantee issued to Customs Department towards import of Capital goods under EPCG scheme for which the Company is hopeful to meet its obligations as per schedule 3,915,000 3,915,000

37) Director Remuneration
(Amount in Rs.)

Director Remuneration (Salaries and Allowances)	As at March 31, 2019	As at March 31, 2018
Managing Director	3,000,000	3,000,000
Whole time Directors	3,000,000	3,000,000
Total	6,000,000	6,000,000

38) Auditors Remuneration
(Amount in Rs.)

Payment to Auditor	As at March 31, 2019	As at March 31, 2018
Audit Fees	200,000	200,000
Taxation Matters	-	-
Certification and other charges	-	-
Total	200,000	200,000

39) 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.

40) 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

41) The 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, Spare and Consumables are determined on First in Forst out basis. (FIFO)

42) Previous year figure have been regroped / reclassified to confirm with current year presentation, whenever considered necessary.

43) Capacities and Production

Capacities and Production	As at March 31, 2019	As at March 31, 2018
Installed Capacity	11,114,250	10,960,000
Actual Production	9,960,759	10,125,394

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, 2019 is 0 & 224 respectively (previous year as of March 31, 2018 is 2 & 194 respectively). During the year 30 new machines were put to use and 2 existing machines have been withdrawn from production. Installed capacity of machines purchased during the year is taken on a pro rata basis based on the number of days machines were put to use.

44 Insurance claim of Rs. 89.35 Lacs alongwith interest theron upto date of settlement is 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 and the same 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 for hearing as on March 31, 2019.

45 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, 2019.

46) Additional Information

C.I.F. Value of Imports	As at March 31, 2019	As at March 31, 2018
Spares & Consumables	530,329	861,931
Plant & Machinery	9,148,241	12,999,812

(Amount in Rs.)

Foreign Exchange Earning & Outgo	As at March 31, 2019	As at March 31, 2018
Foreign Exchange Earning (F.O.B. Value of Exports)	-	-
Foreign Exchange Outgo		
- Travelling	453,826	311,068
- Advance for Spares and Consumables	-	-
- Plant & Machinery	7,164,859	1,983,382
- Spares & Consumables	373,251	157,078

Quantitative Details:

(Amount in Rs.)

Raw Material (Yarn)	As at March 31, 2019		As at March 31, 2018	
	Qty. (kgs.)	Amount (Rs.)	Qty. (kgs.)	Amount (Rs.)
Opening Stock	83,251.872	27,906,200	70,999.414	24,277,811
Purchased during the year (Net of returns)	509,479.988	165,326,817	524,099.309	158,883,990
Yarn Sales	110,157.951	37,926,594	59,946.610	20,377,129
Issued for Job Work during the year	211,675.823	63,326,318	242,614.115	65,418,470
Consumption during the year	196,426.282	65,168,239	209,286.126	69,460,002
Closing Stock	74,471.804	26,811,867	83,251.872	27,906,200

(Amount in Rs.)

Raw Material (Packing Material)	As at March 31, 2019	As at March 31, 2018
Opening Stock	2,745,433	1,711,103
Purchased during the year	26,412,568	24,035,688
Consumption during the year	25,208,378	23,001,358
Closing Stock	3,949,623	2,745,433

(Amount in Rs.)

Raw Material (At Job Work)	As at March 31, 2019		As at March 31, 2018	
	Qty. (kgs.)	Amount (Rs.)	Qty. (kgs.)	Amount (Rs.)
Opening Stock	71,776.671	24,125,743	51,834.697	18,133,571
Issued for Job Work during the year	211,675.823	63,326,318	242,614.115	65,418,470
Receipt from Job Work during the year	219,564.608	64,588,393	222,672.141	59,426,298
Closing Stock	63,887.886	22,863,668	71,776.671	24,125,743

(Amount in Rs.)

Finished Goods (Socks)	As at March 31, 2019		As at March 31, 2018	
	No. of Pairs	Amount (Rs.)	No. of Pairs	Amount (Rs.)
Opening Stock	1,112,078	27,520,589	972,383	25,611,360
Production/Job Work during the year	9,960,759	350,178,428	10,125,394	320,958,275
Socks Purchased	2,196,116	57,958,523	1,012,293	30,622,095
Sales (Net of Returns)	12,143,439	404,402,141	10,997,992	349,671,141
Closing Stock	1,125,514	31,255,399	1,112,078	27,520,589

47) Related party disclosures

Name of the Related Party	Relationship
Mr. Danny F Hansotia Mr. Sanjay S Gadodia Mrs. Sunita Misri Mrs. Anita Prashant Koti Ms. Nutan Prakash Bidye	Key Management Personnel
Orient Socknit (India) Private Limited Juvenile Trading Private Limited Carnival Properties Private Limited Spenta Woolens Limited Vishwalane Textile Private Limited	Enterprise over which Key Management Personnel are able to exercise significant Influence

(Amount in Lakhs)

Nature of Transaction	Key Management Personnel	
	Cur. Yr.	Prev. Yr.
Remuneration* Mr. Danny F Hansotia Mr. Sanjay S. Gadodia	30.00 30.00	30.00 30.00
Independent Director Sitting Fees Mrs. Sunita Misri Mrs. Anita Prasad Koti	0.30 0.30	0.30 0.08

*Remuneration is being disclosed based on actual payment made on retirement/resignation of services, but does not includes provision made on actuarial basis as the same is available for all the employees together.

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

48) Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker, in deciding how to allocate resources and assessing performance. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Based on the management approach as defined in Ind AS 108, the Chief Operating Decision Maker evaluates the Company's performance based on only one segment i.e. Knitted Socks

During the FY 18-19, 2 customers accounted for 60.69% of revenue (FY 17-18, 2 customers accounted for 55.11% of revenue)

49) Financial instruments by category

Particulars	31-03-19			31-03-18		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
(i) Investments						
Equity instruments	2,540,539		5,000,000	2,961,672		5,000,000
Intercorporate Deposit						
(ii) Trade receivables			138,642,551			104,523,166
(iii) Loans and advances			4,551,041			5,098,707
(iv) Cash and Cash Equivalents			43,438,406			40,831,172
(v) Security Deposit	180,940		1,957,032	184,625		1,937,953
(vi) Interest receivable			1,871,705			2,932,033
Total financial assets	2,721,479		195,460,735	3,146,297		160,323,031
Financial liabilities						
(i) Borrowings			160,937,719			77,627,915
(ii) Trade and other payables			49,145,592			31,213,150
(iii) Employee related liabilities			4,438,148			4,208,386
Total financial liabilities			214,521,459			113,049,451

49.1 The management assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, current borrowings, current loans and other financial assets & liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

49.2 The management considers that the carrying amounts of Financial assets and Financial liabilities recognised at nominal cost/amortised cost in the Financial statements approximate their fair values.

49.3 Non current borrowings has been contracted at floating rates of interest, which are reset at short intervals. Fair value of floating interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

50 Fair Value Hierarchy

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement". An explanation of each level follows underneath the tables.

Particulars	31-03-19				31-03-18			
	Level (I)	Level (ii)	Level (iii)	Total	Level (I)	Level (ii)	Level (iii)	Total
Financial assets								
Financial Investment at FVPL								
Listed equity investments	2,540,539	-	-	2,540,539	2,961,672	-	-	2,961,672
Security Deposits	-	-	180,940	180,940	-	-	184,625	184,625
Total financial assets	2,540,539	-	180,940	2,721,479	2,961,672	-	184,625	3,146,297

50.1 During the year ended March 31, 2019 and March 31, 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

50.2 Explanation to the Fair Value hierarchy

The Company measures Financial instruments, such as, quoted investments and interest free security deposit at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The valuation of quoted shares have been made based on level 1 inputs as per the hierarchy mentioned in the Accounting Policies. The valuation of quoted equity instruments have been valued based on the closing price at each reporting date from BSE. The valuation of interest free security deposit have been made based on level 3 inputs as per the hierarchy mentioned in the Accounting Policies. The valuation of interest free security deposit have been valued based on valuation technique applicable.

51 Financial risk management objectives and policies

"The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds investments. Various kinds of financial risks and their mitigation plans are as follows:"

51.1 Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of Foreign Exchange Risk and Interest Rate Risk.

51.1.1 Foreign Exchange Risk

Foreign Exchange Risk is the exposure of the Company to the potential impact of the movement in foreign exchange rate. The Company does not have any material foreign currency exposure at the balance sheet date. The Foreign currency exposure is Unhedged at the balance sheet date.

51.1.2 Interest Rate Risk

"Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The company's exposure to the risk of changes in market interest rate relates primarily to company's borrowing with floating interest rates. The Company do not have any significant interest rate risk on its current borrowing due to their short tenure. The Company is also exposed to interest rate risk on surplus funds parked in loans. To manage such risks, such loans are granted for short durations with fixed interest rate in line with the expected business requirements for such funds."

Exposure to interest rate risk

Particulars	31st March 2019	31st March 2018
Non current Borrowing at floating rate	62,485,552	80,405,226
TOTAL	62,485,552	80,405,226

Sensitivity Analysis

Profit or loss is sensitive to higher/ lower interest expense from borrowings as a result of changes in interest rates. This analysis assumes that all other variables, in particular exchange rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	31st March 2019			31st March 2018		
	Sensitivity Analysis	Impact on		Sensitivity Analysis	Impact on	
		Profit before tax	Other Equity		Profit before tax	Other Equity
Interest Rate Increase by	1%	(624,856)	(451,021)	1%	(804,052)	(582,536)
Interest Rate Decrease by	1%	624,856	451,021	1%	804,052	582,536

51.1.3 Price risk

The table below summarises the impact of increase/decreases of the index on the group's equity and profit for the period. The analysis is based on the assumption that the equity index had increased or decreased by 7% with all other variables constant, and that all the group's equity instruments moved in line with index

Particulars	31st March 2019	31st March 2018
Investment in Equity instruments	2,540,539	2,961,672
TOTAL	2,540,539	2,961,672

Particulars	31st March 2019			31st March 2018		
	Sensitivity Analysis	Impact on		Sensitivity Analysis	Impact on	
		Profit before tax	Other Equity		Profit before tax	Other Equity
Interest Rate Increase by	7%	177,838	128,363	7%	207,317	150,196
Interest Rate Decrease by	7%	(177,838)	(128,363)	7%	(207,317)	(150,196)

51.2 Liquidity Risk

The Company determines its liquidity requirement in the short, medium and long term. This is done by drawing up cash forecast for short term and long term needs.

The Company manages its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for funding from banks and inter corporate and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. The table below summarises the maturity profile of Company's financial liabilities based on contractual undiscounted payments.

51.2.1 Maturity Analysis for financial liabilities

31st March 2019

Particulars	On demand	<6 months	6 to 12 months	>1 year	Total
Borrowings	103,644,612	8,470,398	8,470,398	45,544,756	166,130,164
Other financial liabilities		5,114,705			5,114,705
Trade payables		54,882,208			54,882,208

31st March 2018

Particulars	On demand	<6 months	6 to 12 months	>1 year	Total
Borrowings	80,532,493	9,457,820	9,527,982	61,419,424	160,937,719
Other financial liabilities		4,438,148			4,438,148
Trade payables		49,145,592			49,145,592

The interest payments on variable interest rate loans in the tables above reflect market forward interest rates at the respective reporting dates and these amounts may change as market interest rates change. Except for these financial liabilities, it is not expected that cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts. When the amount payable is not fixed, the amount disclosed has been determined with reference to conditions existing at the reporting date.

51.3 Credit Risk

"The credit risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit duration for customers on continuous basis. Further, in order to manage the credit risk, the security deposits are obtained from customers where ever considered necessary. On account of adoption of Ind AS 109, the Company uses an expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The credit risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit duration for customers on continuous basis. Further, in order to manage the credit risk, the security deposits are obtained from customers where ever considered necessary. On account of adoption of Ind AS 109, the Company uses an expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables."

The ageing of trade receivables and expected credit loss analysis on these trade receivables is given in below table:

Particulars	0-90 days	91-180 days	181-365 days	above 365	days Total
As at 31 March 2019	98,635,441.00	38,771,763.00	1,687,130.00	755,272.00	139,849,606.00
As at 31 March 2018	81,985,978.00	21,624,620.00	1,270,091.00	709,828.00	105,590,517.00
As at 01 April 2017	48,290,596.00	5,969,211.00	2,137,043.00	647,297.00	57,044,147.00

The expected credit loss analysis on these trade receivables is given in below table:

Particulars	Amount
As at 01 April 2017	635,467
Change in allowance	391,884
As at 31 March 2018	1,027,351
Change in allowance	149,704
As at 31 March 2019	1,177,055

52 Capital Management

Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, Company may adjust the amount of dividends paid to shareholders.

52.1 Net debt Reconciliation

Particulars	31-Mar-19	31-Mar-18
Cash and cash equivalents	2,829,465	1,798,296
Non-current borrowings	(62,485,552)	(80,405,226)
Current borrowings	(103,644,612)	(80,532,493)
Net debt	(163,300,700)	(159,139,424)

Particulars	Cash and cash equivalents	Non-current borrowings	Current borrowings	Total
Net debt as on 31-Mar-18	1,798,296	(80,405,226)	(80,532,493)	(159,139,424)
Cash flows	1,031,168	17,919,674	(23,112,119)	(4,161,276)
Net debt as on 31-Mar-19	2,829,464	(62,485,552)	(103,644,612)	(163,300,700)

52.2

Particulars	31-Mar-19	31-Mar-18
Net debt	163,300,700	159,139,424
Equity	255,138,289	244,296,040
Capital and Net debt	418,438,988	403,435,463
Gearing ratio	39.03%	39.45%

53 "The Board of Directors at its meeting held on 30th May, 2018 recommended final dividend of Rs 1.5 per equity share of face value of Rs. 10 each for the financial year ended 31st March, 2019. The same amounts to Rs. 4,990,617 (including dividend distribution tax). The above is subject to approval at the ensuing Annual General Meeting of the Company and hence not recognized as a liability."

As per our attached report of even date

For and behalf of the Board

**For M/s. A K Kochar & Associates
Chartered Accountants**

Sd/-

(CA Hitesh Kumar S.)

Partner

Membership No.: 134763

Firm Registration No. 120410W

Sd/-

Sanjay S. Gadodia

(Chairman/CEO)

DIN - 00203433

Sd/-

Danny F. Hansotia

(Managing Director/CFO)

DIN - 00203497

Place :- Mumbai

Date : 30th May, 2019

Place :- Palghar

Date : 30th May, 2019



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 No: 766625388/7666025388

Email-contact@spentasocks.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 **32nd 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 Monday, 30th September, 2019.

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.



SPENTA INTERNATIONAL LIMITED

PROXY FORM

(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 No: 7666625388/7666025388

Email-contact@spentasocks.com; Website: www.spentasocks.com

Name of the Member(s): _____
Registered address: _____
E-mail Id: _____
Folio No. / Client ID No.: _____
DP ID 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 32nd Annual General Meeting of the Company to be held on Monday, 30th September, 2019 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:



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SPENTA INTERNATIONAL LIMITED

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, 2019.		
2	To declare Final dividend on equity shares for the Financial Year 2018-2019		
3	Appointment of Statutory Auditor for the Financial Year 2019-20		
	Special Business		
4	To adoption of new set of Memorandum of Association as per Companies Act, 2013		

Signed this _____th day of _____, 2019

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.



SPENTA INTERNATIONAL LIMITED

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-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400083. Tel: 022 4918 6000 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.



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SPENTA INTERNATIONAL LIMITED

Nomination Form

[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 _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the 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) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR —

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____



SPENTA INTERNATIONAL LIMITED

CIN - L28129MH1986PLC040482

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

Tel No: 7666625388/7666025388

Email-contact@spentasocks.com; Website: www.spentasocks.com

**32nd 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, 2019.		
2	To declare Final dividend on equity shares for the Financial Year 2018-2019		
3	Appointment of Statutory Auditor for the Financial Year 2019-20		
	Special Business		
4	To adoption of new set of Memorandum of Association as per Companies Act, 2013		

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 29, 2019 (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 23rd September, 2019 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 29th September, 2019. 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.

