

BOARD OF DIRECTORS:

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

BANKERS:

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

AUDITORS:

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

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Prasad Chavan (w.e.f. 5th May, 2017)

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: - 022-49186270 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 Thane,
Palghar (West) - 401 404.
Tel No: 91-(2525)-254932
Fax: 91-(2525)-254932
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 **Thirtieth Annual General Meeting** (the "Meeting") of **Spenta International Limited** ("the Company") will be held on **Monday, September 25, 2017** 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 2017 including audited Balance sheet as at 31st March, 2017 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 2016-2017.
3. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"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. Rajeesh Shah & Co., Chartered Accountants having firm registration no 108346W, 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-Fifth AGM of the Company (Subject to ratification of the appointment by the members at every AGM held after this AGM), on remuneration of Rs. 2,00,000/- plus applicable taxes, if any or other such amount as may be mutually decided in consultation with Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"Resolved that pursuant to provisions of section 20 and other applicable provisions of the Companies Act, 2013 and respective rules made thereunder, the members of the Company hereby approve that on receipt of request from a member requesting for delivery of any document through a particular mode, a fee of Rs. 50/- per document be levied or charged from a member of the Company, over and above the reimbursement of actual expenses incurred by the Company for sending of the document to him in the desired manner.

Further resolved that the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before despatch of such document(s).

Further resolved that the key managerial personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, things and matters as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter, including determination of estimated fees for delivery of document to be paid in advance by member(s) of the Company."

Registered Office:

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

DATE: 10th AUGUST, 2017

PLACE: PALGHAR

BY ORDER OF THE BOARD

Sd/-
PRASAD CHAVAN
COMPANY SECRETARY
ACS MEM. NO. 49921

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 Monday September 18, 2017 to Monday September 25, 2017 (Both days inclusive.)
4. Explanatory statement under section 102 of the Companies Act, 2013 which sets out details relating to Special Business is annexed hereto.
5. Final Dividend of Rs.1.30 per share has been recommended by the Board of Directors for the year ended 31st March, 2017 and subject to the approval of the shareholders at the ensuing Annual General Meeting is proposed to be paid on and from 25th September, 2017.
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 2017 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 2017 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 30th 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 30th 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 30th Annual General Meeting and the Annual Report for 2017 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 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- I. **The Voting period begins on Friday, the 22nd September, 2017 at 09.00 a.m. and ends on Sunday, 24th September, 2017 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 18th September, 2017, 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:

	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 170801022** 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.

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- r. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

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

Other Instructions

- The voting period begins on Friday, the 22nd September, 2017 at 09.00 a.m and ends on Sunday, 24th September 2017 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 18th September, 2017 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 Monday 18th September, 2017.
- Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. FCS No. 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.



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- 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 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. Hemant Shetye, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than Sunday, 24th September, 2017 (5.00 pm IST)
 - Ballot Form received after this date will be treated invalid.
 - A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
16. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The Members are requested to:

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

Registered Office:

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

DATE: 10TH AUGUST, 2017

PLACE: PALGHAR

BY ORDER OF THE BOARD

**Sd/-
PRASAD CHAVAN
COMPANY SECRETARY
ACS MEM. NO. 49921**

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

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. 4 of the accompanying Notice:

ITEM NO. 4

Section 20(2) of the Companies Act 2013 mandates that a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or delivering at his office or address, or by such electronic or other mode as may be prescribed. It further provides that a member may request for delivery of any document to him through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members of the Company to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of document in a particular mode, as mentioned in the resolution.

Since, section 20 of the Companies Act 2013 requires the fees to be determined in the Annual General Meeting, your directors accordingly recommend the matter for approval of members of the Company by passing an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at item no. 4 of the accompanying Notice.

Registered Office:

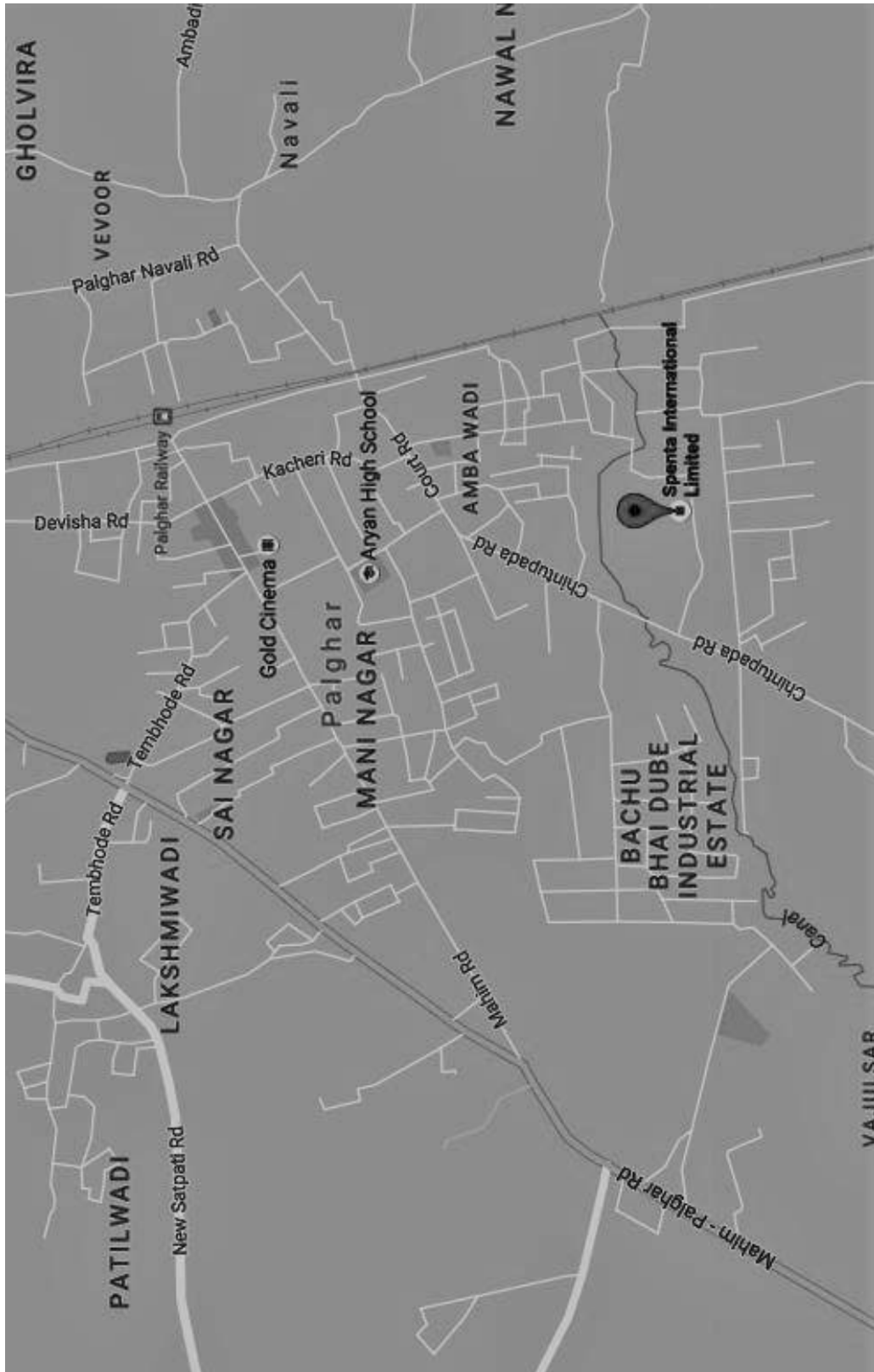
Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali, District Thane,
Palghar (West) - 401 404

DATE: 10TH AUGUST, 2017

PLACE: PALGHAR

BY ORDER OF THE BOARD

Sd/-
PRASAD CHAVAN
COMPANY SECRETARY
ACS MEM. NO. 49921



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

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

7. NUMBER OF BOARD MEETINGS:

During the financial year, the Board had met Five times on 27th May 2016, 11th August 2016, 17th September 2016, 4th November 2016 and 9th February 2017.

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 9th February, 2017 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 2017, 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 &



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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 2017-2018 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:

The period of appointment of M/s. A. R. Parikh & Co., Chartered Accountants as the auditors of the Company expires at this Annual General meeting. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 the existing auditors cannot be reappointed at the ensuing Annual General Meeting and the Board recommends the appointment of M/s. Rajeev Shah & Co., Chartered Accountants, Mumbai as Statutory Auditors, to hold office for a period of five consecutive financial years from the conclusion the 30th Annual General Meeting, subject to ratification of the appointment at every Annual General Meeting. Necessary certificate has been obtained from the Auditors as per Section 139(1) of the Companies Act, 2013. The Auditor's observations are suitably explained in notes to the Accounts and are self-explanatory.

15. STATUTORY AUDITOR'S REPORT AND QUALIFICATION:

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

16. COST AUDITORS:

As per Section 148 read with Companies (Audit & Auditors) Rules, applicable to cost auditors, the company was not liable to appoint Cost auditors for the financial year 2017-18.

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 2017-2018. 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 2016-17 under review there was no Company Secretary in the Company during the Financial Year 2016-17, in compliance with Company has appointed Company Secretary in the Board Meeting dated 5th May, 2017. Further Company is in process to appoint Independent Director to comply with Constitution of Nomination and Remuneration 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 below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2017, Company's Paid up Capital is of Rs. 2,76,43,260 /- (Rupees Two Crore Seventy-Six Lacs Forty-Three Thousand Two Hundred Sixty only) and Net worth is of Rs. 22,18,26,888/- (Rupees Twenty-Two Crore Eighteen Lacs Twenty-Six Thousand Eight Hundred and Eighty-Eight only).

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

23. PARTICULARS OF EMPLOYEES:

During the financial year there were no employees drawing salary exceeding Rs. 5 Lacs. 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-



SPENTA INTERNATIONAL LIMITED

Independent Directors were carried out by the Independent Directors.

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

27. COMMITTEES OF THE BOARD:

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

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

28. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

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

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

29. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:

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

30. ACKNOWLEDGMENTS:

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

DATE: 10TH AUGUST, 2017
PLACE: PALGHAR

BY ORDER OF THE BOARD
Sd/-

SANJAY GADODIA
(CHAIRMAN)
DIN NO: 00203433

Annexure - I
SECRETARIAL AUDIT REPORT

Form No. MR-3

For Financial Year Ended On 31st March, 2017.

[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, 2017, 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 herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2017, as per the provisions of:

The Companies Act, 2013 ("The Act") and the Rules made thereunder;

The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;

The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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: -

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015);

The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

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 (with effect from 1st December, 2015);



SPENTA INTERNATIONAL LIMITED

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

There was no Company Secretary in the Company in the Financial Year 2016-2017.

Nomination and Remuneration 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 appointment of Company Secretary under section 203 of the Companies Act, 2013. The changes in the composition of the Board of Directors were took place during the year under review were carried out in compliance with the provisions of the Act.

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

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

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

Recommended Final Dividend of Rs. 1.20/- per share by the Board of Directors for the year ended 31st March, 2016.

DATE: 10th August, 2017
PLACE: Mumbai

For HS Associates
Company Secretaries
Sd/-

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

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: 10th August, 2017
PLACE: Mumbai

For HS Associates
Company Secretaries
Sd/-

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

**SPENTA INTERNATIONAL LIMITED****Annexure - II
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March 2017
[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	100%

II. PARTICULARS OF ASSOCIATE COMPANIES -

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

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

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	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) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-

I) Other (specify)	-	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	6707	3200	9907	00.36	13744	3200	16944	00.61	00.26	
I) Indian										
ii) Overseas										
b) Individuals	-	-	-	-	-	-	-	-	-	-
I) Individual share-holders holding nominal share capital upto Rs. 1 lakh	312091	312020	624111	22.58	316452	307820	624272	22.58	-	
ii) Individual share-holders holding nominal share capital in excess of Rs. 1 lakh	247344	16000	263344	09.53	262515	16000	278515	10.07	00.55	
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
(c-i) CLEARING MEMBER	15543	-	15543	00.56	4607	-	4607	00.17	-00.39	
c-ii) OFFICE BEARERS	-	-	-	-	-	-	-	-	-	-
(c-iii) NON-RESIDENT INDIANS	14571	36500	51071	01.84	5955	36300	42255	01.52	-00.32	
(c-iv) HUF	17933	-	17933	00.65	15316	-	15316	00.55	-00.10	
Total Public share-holding (B) (B)(1) +(B)(2)	614189	367720	981909	35.43	618589	363320	981909	35.52	00.09	
C. Shares held by Custodian for GDRs ADRs										
Grand Total (A+B+C)	2396606	367720	2764326	100	2401006	363320	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	-	-	-	-	40704	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	-	-	-	-	-	-
	Market Purchase	-	-	09.09.16	806	806	00.03
	Market Purchase	-	-	23.09.16	576	1382	00.05
	Market Purchase	-	-	30.09.16	752	2134	00.08
	Market Purchase	-	-	07.10.16	839	2973	00.11
	Market Purchase	-	-	21.10.16	1638	4611	00.17
	Market Purchase	-	-	28.10.16	519	5130	00.18
	Market Purchase	-	-	11.11.16	597	5727	00.21
	Market Purchase	-	-	25.11.16	900	6627	00.24
	Market Purchase	-	-	24.03.17	8073	14700	00.53
	At the end of the year	-	-	-	-	14700	00.53
8	JAYANT GOPAL FARSWAN	12504	00.45	-	-	12504	00.45
	At the end of the year	-	-	-	-	12504	00.45
9	SHANTI MURARI MANWANI	10829	00.39	-	-	10829	00.39
	Market Purchase	-	-	29.04.16	103	10932	00.39
	Market Purchase	-	-	29.07.16	68	11000	00.40
	Market Purchase	-	-	14.10.16	300	11300	00.41
	At the end of the year	-	-	-	-	11300	00.41
10	KULDEEP SURI	10000	00.36	-	-	10000	00.36
	At the end of the year	-	-	-	-	10000	00.36

11	PLUTUS CAPITAL MANAGEMENT LLP	-	-	-	-	-	-
	Market Purchase	-	-	10.02.17	6461	6461	00.23
	Market Purchase	-	-	10.03.17	750	7211	00.26
	Market Purchase	-	-	17.03.17	500	7711	00.28
	Market Purchase	-	-	24.03.17	2448	10159	00.37
	Market Purchase	-	-	31.03.17	300	10459	00.38
	At the end of the year	-	-	-	-	10459	00.38

(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	670.11	0	0	670.11
ii) Interest due but not paid	0	0	0	0.00
iii) Interest accrued but not due	0	0	0	0.00
Total (i+ii+iii)	670.11	0	0	670.11
Change in Indebtedness during the financial year				
Addition	107.70	0	0	107.70
Reduction	0	0	0	0
Net Change	107.70	0	0	107.70
Indebtedness at the end of the financial year				
i) Principal Amount	777.81	0	0	777.81
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)	777.81	0	0	777.81

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

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

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Gaurav Samdaria	Ms. Sunita Misri	
1.	Independent Directors	Independent Directors	Independent Directors	-
	• Fee for attending board committee meetings	50,000.00	30,000.00	80,000.00
	• 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)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

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

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

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

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

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

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

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

Sd/-

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

Sd/-

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

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

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

B. TECHNOLOGY ABSORPTION

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

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in lacs)

	31/03/2017	31/03/2016
Foreign Exchange Earnings:	NIL	NIL
Foreign Exchange outgo:		
Travelling	08.95	01.70
Advances for Spares and Consumables	00.56	00.51
Plant and Machinery	99.83	55.92
Spares & Consumables	03.28	07.42

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

		31.3.2017	31.3.2016
	Electricity		
a)	Purchased		
	Units (in lacs) (in kwh)	15.06	16.86
	Amount in Rupees (in lacs)	126.62	135.12
	Rate per Unit (in rupees)	08.41	08.01

B. CONSUMPTION PER UNIT OF PRODUCTION

		31.3.2017	31.3.2016
		Number of pairs	
	Product : Knitted Socks	46,34,889	52,68,173
	Electricity (kwh/pair of socks)	0.325	0.320

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

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

Name of the directors	Ratio to median Remuneration
Non-executive directors	
Mr. Gaurav Samdaria	0.37
Mrs. Sunita Misri	0.22
Executive directors	
Mr. Sanjay Gadodia	21.99
Mr. Danny Hansotia	21.99

- 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	–
Mr. Sanjay Samdaria	38.89
Mrs. Sunita Misri	–

- c. The percentage increase in the median remuneration of employees in the financial year: No Increase in remuneration
- d. The number of permanent employees on the rolls of Company: 73
- 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 decreased from Rs. 27013517 to Rs. 16249648.
- 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 17	60,00,000
Revenue	35,72,75,361
Remuneration of KMPs (as a % of revenue)	1.68%
Profit before Tax (PBT)	2,40,37,569
Remuneration of KMP (as a % of PBT)	24.96%

- 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, 2017	March 31, 2016	% Change
Market Capitalisation	30,44,90,508.9	27,74,00,114.1	9.77%
Price Earnings Ratio	18.73	10.27	82.38%

- 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, 2017	IPO	% Change
Market Price (BSE)	110.15	Rs.10 at Par	1101.5

- 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 2017	(Managing Director) 30,00,000	(Whole-Time Director & CFO) 30,00,000
Revenue :		
Remuneration as % of revenue	0.84	0.84
Profit before Tax (PBT):		
Remuneration	12.48	12.48

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

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

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

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on February 9, 2017 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 9, 2017 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:**

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

The sock and accessories being the 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 past 6 years. Although, Indian socks and accessories market is still customizing and nurturing, socks are graduating from a simple accessory to a more sophisticated product largely supported by continued innovations. Metros have the largest business potential at the moment, because of the increasing demand of products influenced by global trends and styles as well as the global brand penetration in the Indian fashion industry.

This has led to various opportunities as well and created a huge market for accessories in India. The next wave of growth in this industry will be seen in the tier I and II markets; where brands have achieved significant awareness but limited availability. The Indian textiles industry is set for strong growth, buoyed by strong domestic consumption as well as export demand.

B. OPPORTUNITIES AND THREATS:

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

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

C. SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:

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

D. OUTLOOK:

Further investments are being made in to enhance reach and accessibility to its target audience, enhancing product vitality, improving supply chain responsiveness and delivering superior customer service to delight the customer with better quality product. 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.

E. 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 safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances.



SPENTA INTERNATIONAL LIMITED

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.

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

During the year under review the total production of the socks was satisfactory. The Profit before tax recorded during the year was Rs. 240.38 Lacs as against Rs. 370.56 Lacs in the previous financial year.

G. 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.

H. 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.

I. 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.

BY ORDER OF THE BOARD

Sd/

Date : 10th August, 2017

Place: Palghar

DANNY HANSOTIA
(MANAGING DIRECTOR)

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 : 10TH AUGUST, 2017
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 : 10TH AUGUST, 2017
Place: Palghar



SPENTA INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
SPENTA INTERNATIONAL LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Spenta International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
- c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 over financial reporting 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, 2017.

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

Sd/-
Ameet R. Parikh
(Proprietor)
Membership No. 038188
Place : Mumbai
Date : 5th May, 2017

Annexure to Independent Auditors' Report

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

1. In respect of its fixed assets:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. 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 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, 2017 for a period of more than six months from the date of becoming payable.



SPENTA INTERNATIONAL LIMITED

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 register under section 45-IA of Reserve Bank of India Act, 1934.

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

Sd/-
Ameet R. Parikh
(Proprietor)
Membership No. 38188

Place : Mumbai
Date : 5th May, 2017



SPENTA INTERNATIONAL LIMITED

Annexure 2 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, 2017 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 system over financial reporting.

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 over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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 A. R. Parikh & Co.
Chartered Accountants
(Registration No. 107532W)

Sd/-
Ameet R. Parikh
(Proprietor)
Membership No. 38188

Place : Mumbai
Date : 5th May, 2017



SPENTA INTERNATIONAL LIMITED

Balance Sheet as at 31 March 2017

(Amount in Rs.)

	Sch.	As at 31 March 2017	As at 31 March 2016
EQUITY AND LIABILITIES:			
Shareholder Funds			
Share Capital	2	27,643,260	27,643,260
Reserves and Surplus	3	196,183,628	184,259,182
		223,826,888	211,902,442
Non Current Liabilities			
Long Term Borrowings	4	29,766,988	25,655,424
Deffered Tax Liabilities	5	-	-
Long Term Provisions	6	4,860,127	4,995,430
		34,627,115	30,650,854
Current Liabilities			
Short Term Borrowings	7	48,014,260	41,355,767
Trade Payables	8	31,756,919	37,873,379
Other Current Liabilities	9	2,731,477	-
Short Term Provisions	10	5,878,561	50,09,031
		88,381,217	84,238,177
TOTAL EQUITY AND LIABILITIES			
		346,835,220	326,791,473
ASSETS :			
Non Current Assets			
Fixed Assets	11		
- Tangible Assets		88,378,470	84,099,679
- Capital Work-in-Progress			
Non Current Investments	12	11,389,083	11,389,083
Deffered Tax Assets	5	2,212,995	3,500,916
Long Term Loans & Advances	14	29,510,623	25,132,496
Other Non Current assets	15	39,719	92,691
		131,530,890	124,214,865
Current Assets			
Current Investments	13	7,147,726	7,147,726
Investories	16	70,533,845	54,696,948
Trade receivables	17	57,903,382	70,858,100
Cash and cash equivalents	18	65,826,075	60,135,096
Short-term loans and advances	19	6,690,458	4,303,129
Other Current assets	20	7,202,844	5,435,608
		215,304,330	202,576,608
TOTAL ASSETS			
		346,835,220	326,791,473
Significant Accounting Policies			
The notes referred to above form an integral part of Financial Stateents	1		

As per our report of even date
For A. R. Parikh & Co.
 Chartered Accountants
 (Firm Registration No. 107532W)

Sd/-
Ameet R. Parikh
 Proprietor
 Membership No : 38188

Place : Mumbai
 Date : 5th May, 2017

For and behalf of the Board

Sd/-
Sanjay S Gadodia
 Chairman
 DIN - 00203433

Place : Mumbai
 Date : 5th May, 2017

Sd/-
Danny F Hansotia
 Managing Director
 DIN - 00203497

Sd/-
Prasad R. Chavan
 Company Secretary

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	Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
INCOME :			
Revenue from Operations	21	357,275,361	377,499,345
Other Income	22	5,313,227	5,056,719
Total Revenue (1+2)		362,588,588	382,556,064
OPERATING EXPENDITURE :			
(a) Cost of Materials Consumed	23	183,271,745	193,674,335
(b) Purchase of Stock in Trade	24	71,193,309	58,114,616
(c) Changes in inventories of Finished Goods, Work In Progress & Stock In Trade	25	(6,655,133)	7,293,691
(d) Employee Benefits Expense	26	25,356,319	23,450,400
(e) Depreciation and amortization expense	11	9,514,616	9,229,633
(f) Power & Fuel Cost	27	12,793,989	13,836,758
(g) Finance charges	28	14,424,038	11,376,098
(h) Other expenses	29	28,652,137	28,524,889
Total Expenses		338,551,020	345,500,420
PROFIT BEFORE TAX		24,037,569	37,055,644
Tax Expense			
(a) Current Tax		6,500,000	10,000,000
(b) Deferred Tax (Net)		1,287,921	42,127
Profit / (Loss) after tax		16,249,648	27,013,517
Earning per share (of Rs. 10/- each)	31	5.88	
(a) Basic (incl./excl. exceptional items)		5.88	9.77
(b) Diluted (incl./excl. exceptional items)			9.77
Significant Accounting Policies	1		
The notes referred to above form an integral part of Financial Statements			

As per our report of even date

For A. R. Parikh & Co.

Chartered Accountants

(Firm Registration No. 107532W)

Sd/-

Ameet R. Parikh

Proprietor

Membership No : 38188

Place : Mumbai

Date : 5th May, 2017

For and behalf of the Board

Sd/-

Sanjay S Gadodia

Chairman

DIN - 00203433

Place : Mumbai

Date : 5th May, 2017

Sd/-

Danny F Hansotia

Managing Director

DIN - 00203497

Sd/-

Prasad R. Chavan

Company Secretary

CASH FLOW STATEMENT
ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 MARCH 2017 (Amount in Rs.)

	As at 31 March 2017		As at 31 March 2016	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before tax and extraordinary items		24,037,569		37,055,644
Adjustments for :				
Depreciation	9,461,644		9,176,661	
Amortisation	52,972		52,972	
Non Cash Items - others	1,177,405		1,195,382	
Interest income	(5,099,651)		(5,025,589)	
Finance Cost	14,424,038		11,376,098	
Dividend income	(31,327)		(26,226)	
(Profit) / Loss on Sale of Fixed Assets	(47,669)		-	
		19,937,412		16,749,298
Operating Profit before Working Capital Changes		43,974,981		53,804,941
Adjustments for :				
(Increase) / decrease in inventories	(15,836,897)		3,918,665	
(Increase) / decrease in Trade receivable	12,954,718		(15,313,851)	
(Increase) / decrease in Short term loans and advances	(2,387,329)		(782,063)	
(Increase) / decrease in other current assets	(1,767,236)		(846,441)	
Increase / (decrease) in trade payable	(6,116,460)		1552097.95	
Increase / (decrease) in other current liabilities	2,731,477		-	
Increase / (decrease) in short term provisions	869,529		(3,581,285)	
Increase / (decrease) in long term provisions	(135,303)	(9,687,500)	996,271	(14,056,606)
		34,287,480		39,748,335
Cash generated from / used in operations				
Direct Taxes paid	(10,449,538)		(10,449,538)	
Net cash generated from / (used in) operating activities (A)		23,837,942		29,298,797
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets including CWIP	-		-	
Purchase/ Sale of Fixed Assets	(12,202,391)		(36,884,705)	
Advance for Fixed Assets	(17,828,117)		(17,729,128)	
Movement in Non Current Investments	-		(1,389,083)	
Movement in Current Investments	0		(5,000,000)	
(Increase) /decrease in Other non current Assets	52,972		52,972	
(Increase) / decrease in Long term loans and advances	(4,378,127)		(16,526,820)	
Dividend income	26,226		26,226	
Interest income	5,099,651	(29,229,786)	5,025,589	(72,424,949)
Net cash (used) in investing activities (B)		(29,229,786)		(72,424,949)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest paid	(14,424,038)		(11,376,098)	
Net increase / (decrease) in working capital borrowings	6,658,494		16,987,603	
Net increase / (decrease) in long term borrowings	4,111,564		18,145,265	
Net increase / (decrease) in Short term Borrowings	6,658,494	3,004,514	16,987,603	40,744,373
Net cash (used in) from financing activities (C)		3,004,514		40,744,373
Net Cash Flow for the year		(2,387,329)		(2,381,778)
Cash and cash Equivalents as at 31.03.2015		60,135,098		62,516,876
Cash and cash Equivalents as at 31.03.2016		57,747,769		60,135,098



SPENTA INTERNATIONAL LIMITED

CASH FLOW STATEMENT

ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 MARCH 2017

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

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

As per our report of even date

For and behalf of the Board

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

Sd/-
Ameet R. Parikh
Proprietor
Membership No : 38188

Place : Mumbai
Date : 5th May, 2017

Sd/-
Sanjay S Gadgil
Chairman

Place : Mumbai
Date : 5th May

Sd/-
Dhruv F. Hansotia
Managing Director

Sd/-
Prasad R. Chavan
Company Secretary

Note 1. Significant Accounting Policies**(a) Corporate Information**

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.

(b) Basis of Preparation of Financial Statements

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

(c) Use of Estimates

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

(d) Fixed Assets

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

(e) Capital Work-in-Progress

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

(f) Depreciation

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

(g) Foreign Currency Transactions

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

(h) Inventories

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of



SPENTA INTERNATIONAL LIMITED

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

(i) Investments

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

(j) Revenue Recognition

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

(k) Employee Benefits

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

(l) Earning Per Shares

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

(m) Provision for Current Tax & Deferred Tax

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

(n) Provision, Contingent Liabilities & Contingent Assets

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

(o) Capital Subsidy

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

As per our report of even date

For A. R. Parikh & Co
Chartered Accountants

Sd/-
Ameet R. Parikh
(Proprietor)
Membership No.38188

For and behalf of the Board

Sd/-
Sanjay S. Gadodia
Chairman
DIN : 00203433

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

Place : Mumbai
Date : 5th May, 2017.

Sd/-
Prasad R. Chavan
Company Secretary

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SPENTA INTERNATIONAL LIMITED

Notes forming part of Financial Statements as at and for the year ended March 31, 2017

2 : SHARE CAPITAL

	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised Share Capital				
Equity Shares of Rs.10/- each with voting rights	3,500,000	35,000,000	3,500,000	35,000,000
Issued Share Capital				
Equity Shares of Rs.10/- each	2,764,326	27,643,260	2,764,326	27,643,260
Subscribed and Fully paid up				
Equity Shares of Rs.10/- each	2,764,326	27,643,260	2,764,326	27,643,260
TOTAL	2,764,326	27,643,260	2,764,326	27,643,260

A) Reconciliation of equity shares & amounts outstanding

	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount in Rs.	No. of Shares	Amount 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 & restrictions which are in accordance provisions of law, in particular the companies Act, 2013.

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

Name of the Share Holder	As at March 31, 2017		As at March 31, 2016	
	Number of Shares Held	% age Holding	Number of Shares Held	% age 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%

3 : RESERVES AND SURPLUS

	As at March 31, 2017		As at March 31, 2016	
A) Capital Reserves				
Balance as at the beginning & end of the year		2,000,000		2,000,000
B) Surplus / (Deficit) in the statement of Profit & Loss				
Balance as at the beginning of the year		182,259,182		159,238,158
Add: Profit / (Loss) for the year		16,249,648		27,013,517
Add: Appropriations Share Forfeiture		-		-
Less: Proposed Dividend		(4,325,201)		(3,992,493)
Less: Capital Redemption reserve on buy back / redemption of shares		-		-
Balance as at the end of the year		194,183,628		182,259,182
TOTAL		196,183,628		184,259,182

4) LONG TERM BORROWINGS
(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
a) Secured loan From Banks				
Term Loan 1 From DCB Bank		-		1,465,082
Term Loan 2 From DCB Bank		3,118,606		3,905,240
Easy Business Term Loan 1 from DCB Bank		17,846,258		19,231,369
Easy Business Term Loan 2 from DCB Bank		667,771		1,053,733
Buyers' Credit From Bank		8,134,353		-
TOTAL		29,766,988		25,655,424

Term Loan 1 :

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

Terms of Repayment :- Loan to be repaid in quarterly instalment within 4 years upto '31 May 2016. During the year loan is repaid

Term Loan 1 :

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

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

Easy Business Term Loan 1 :

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

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

Easy Business Term Loan 2 :

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

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

Term Loan 2 :

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

Terms of Repayment :- Loan to be repaid in 48 equated monthly instalment beginning from FY 2016-17 and ending on FY 2020 2021

SPENTA INTERNATIONAL LIMITED
5) DEFERRED TAX LIABILITY

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Deferred Tax Asset - Opening		(3,500,916)		(3,543,043)
Deferred Tax Asset for the year		(278,255)		(1,747,019)
Total		(3,779,171)		(5,290,062)
Deferred Tax Liability for the year		1,566,176		1,789,146
Disallowances under Income Tax				
Total		1,566,176		1,789,146
Deferred Tax Liability / (Assets) (Net)		(2,212,995)		(3,500,916)
TOTAL		(2,212,995)		(3,500,916)

6) LONG TERM PROVISIONS

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
(a) Provision for employees benefits - Provision for Gratuity		4,860,127		4,995,430
TOTAL		4,860,127		4,995,430

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

7) SHORT TERM BORROWINGS

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
a) SECURED LOANS				
Working Capital Loans - Cash Credit		41,044,126		29,937,143
- Overdraft against Property		6,970,134		11,418,624
TOTAL		48,014,260		41,355,767

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

8) TRADE PAYABLES

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Micro, Small & Medium Enterprises creditors		-		-
Others		31,756,919		37,873,379
TOTAL		31,756,919		37,873,379

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

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
Principal amount remaining unpaid to suppliers as at the end year.	-	-
Interest due on the above mentioned principal amount remaining unpaid to any .	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSM Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-

SPENTA INTERNATIONAL LIMITED

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

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

9) OTHER CURRENT LIABILITIES
(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Employee related liabilities		2,731,477		-
Other Liabilities		-		-
TOTAL		2,731,477		-

10) SHORT TERM PROVISIONS
(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Provision for employee benefits				
Compensated absences		-		-
Provision - Proposed Dividend		4,329,398		3,996,690
Statutory dues payable		1,549,163		1,012,341
TOTAL		5,878,561		5,009,031



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SPENTA INTERNATIONAL LIMITED

NOTE NO. 11) FIXED ASSETS

Notes forming part of the financial statements as at and for the year ended March 31, 2017

(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 01/04/2016	Additions	Deductions	As at 31/03/2017	As at 01/04/2016	Sales / Adjustments	For the period	As at 31/03/2017	As at 31/03/2016
TANGIBLE ASSETS									
1 Freehold Land	6,236,894	-	-	6,236,894	-	-	-	-	6,236,894
2 Buildings & Civil Works	21,933,306	-	-	21,933,306	8,856,546	-	712,746	9,569,292	13,076,760
3 Old Factory Shed	603,272	-	-	603,272	172,636	-	21,077	193,713	430,636
4 New Factory Shed	934,792	-	-	934,792	204,153	-	29,735	233,888	730,639
5 Office Premises	24,705,500	-	-	24,705,500	11,289	-	808,929	820,218	24,694,211
6 Plant & Machinery	153,201,164	13,730,181	3,600,000	163,331,345	126,280,811	568,665	5,058,792	130,770,938	26,920,353
7 Office Equipments	1,023,612	-	-	1,023,612	836,150	-	48,010	884,160	187,462
8 Computer	1,733,273	58,402	-	1,791,675	1,603,168	-	72,496	1,675,664	130,105
9 Furniture and Fixtures	6,386,263	21,000	-	6,407,263	2,348,778	-	630,372	2,979,150	4,037,485
10 Misc. Fixed Assets	18,760,145	581,670	-	19,341,815	16,584,379	57,291	347,861	16,874,949	2,175,766
11 Vehicles	9,285,913	2,901,513	1,490,375	10,697,051	4,373,315	505,125	1,296,669	5,164,859	4,912,598
12 Flat at Palghar	697,810	-	-	697,810	131,040	-	27,994	159,034	566,770
Total	245,501,944	17,292,766	5,090,375	257,704,335	161,402,265	1,131,081	9,054,681	169,325,865	84,099,679
Previous year	208,617,239	36,884,705	-	245,501,944	152,168,314	-	9,176,661	161,402,265	56,448,925
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-
Previous year	-	-	-	-	-	-	-	-	-

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

	As at March 31, 2017	As at March 31, 2016
ii)Flats at Palghar	11,387,983	11,387,983
iii)Naman Midtown - Shares	1,100	1,100
TOTAL	11,389,083	11,389,083

13) CURRENT INVESTMENTS
(Amount in Rs.)

	As at March 31, 2017	As at March 31, 2016
Investment in Equity shares of Domestic Companies (a) Traded, Quoted		
i) ACC Ltd 300 (Previous Year 300) Equity Shares of face value of Rs.10 each fully paid up	263,948	263,948
ii) Century Textile Ltd 100 (Previous Year 100) Equity Shares of face value of Rs.10 each fully paid up	48,919	48,919
iii) Tata Global Beverages Ltd (formerly Tata Tea Ltd) 4434 (Previous Year 4434) Equity Shares of face value of Rs.1 each fully paid up	567,274	567,274
iv) Engineers India Ltd 1000 (Previous Year 1000) Equity Shares of face value of Rs. 5 each fully paid up	452,962	452,962
v) Tata Motors Ltd 1500 (Previous Year 1500) Equity Shares of face value of Rs.2 each fully paid up	219,065	219,065
vi) Tata Steel Ltd 1050 (Previous Year 1050) Equity Shares of face value of Rs. 10 each fully paid up	595,558	595,558
	2,147,726	2,147,726
Aggregate Market Value of Quoted Investments	2,687,710	2,546,447
(b) Intercorporate Deposit	5,000,000	5,000,000
	5,000,000	5,000,000
	7,147,726	7,147,726

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

	As at March 31, 2017	As at March 31, 2016
Unsecured, considered good unless otherwise stated		
Advance Tax - AY 2003-04 to AY 2017-18 net of Provision or Tax	11,682,506	7,403,368
Advance - Purchase of Fixed Assets	17,828,117	17,729,128
TOTAL	29,510,623	25,132,496

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

	As at March 31, 2017		As at March 31, 2016	
- Deferred Expenses not w/off		39,720		92,692
TOTAL		39,720		92,692

16) INVENTORIES
(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
(a) Stock in Hand				
- Raw Material		24,277,811		19,280,489
- Raw Material - Job Work		18,133,571		10,505,341
- Finished Goods		25,611,360		18,956,227
- Packing Material		1,711,103		5,154,891
- Stores & Spares (Including Consumables)		800,000		800,000
TOTAL		70,533,845		54,696,948

17) TRADE RECEIVABLES
(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
(Unsecured and Considered Good)				
- Over 6 months & above		105,660		1,062,324
- Others		57,797,722		69,795,776
TOTAL		57,903,382		70,858,100

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

	As at March 31, 2017		As at March 31, 2016	
- Cash on hand		195,897		1,716,254
- Balance with Banks		402,099		3,146,945
i) In Current Accounts :				
ii) In Fixed Deposit Accounts :				
Maturity with more than 12 months		-		-
Maturity within 12 months		65,228,080		55,271,897
TOTAL		65,826,075		60,135,096

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

	As at March 31, 2017		As at March 31, 2016	
Loan to Staff				-
Unsecured Considered good		797,238		919,238
Other Loans and Advance		940,788		928,288
Advance to Job Workers		4,896,829		1,700,000
Advance for Capital Goods/Spares		55,603		755,603
TOTAL		6,690,458		4,303,129

SPENTA INTERNATIONAL LIMITED
20) OTHER CURRENT ASSETS

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Deposits		1,508,190		1,468,190
Prepaid Expenses		757,032		584,473
Interest Receivable		2,655,700		2,906,093
Other Receivables		1,791,782		27,314
TDS Receivables (Net)		490,140		449,538
TOTAL		7,202,844		5,435,608

21) REVENUE FROM OPERATIONS

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Sales of products				
Domestic Sale - Socks	307,778,525		311,191,360	
Exports Sales & Entitlement - Third party exports - socks	13,059,997		32,997,542	
Yarn Sale for Socks Purchase / Re-processing	36,401,459		33,273,386	
Sale of Wastage	35,380		37,057	
TOTAL		357,275,361		377,499,345

22) OTHER INCOME

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Interest Income	5,099,651		5,025,589	
Dividend	31,327		26,227	
Profit on sale of Fixed Assets	47,669		-	
Miscellaneous Income	54,589		4,903	
TOTAL	79,992	5,313,227		5,056,719

23) COST OF MATERIAL COMSUMED

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
(a) Raw Material Consumed				
Opening Stocks		19,280,489		19,744,324
Add: Purchases		136,620,331		141,554,109
		155,900,820		161,298,433
Less: Closing Stocks		24,277,811		19,280,489
		131,623,009		142,017,944
(b) Packing Material Consumed				
Opening Stocks		5,154,891		3,718,018
Add: Purchases		22,045,628		23,111,571
		27,200,519		26,829,589
Less: Closing Stocks		1,711,103		5,154,891
		25,489,416		21,674,698
(c) Job Work Material Consumed				
Opening Stocks		10,505,341		8,103,353
Add: Job Work charges		33,787,551		32,383,681
		44,292,892		40,487,034
Less: Closing Stocks		18,133,571		10,505,341
		26,159,321		29,981,693
TOTAL		183,271,745		193,674,335

SPENTA INTERNATIONAL LIMITED
24) PURCHASE OF STOCK IN TRADE

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Traded Goods - Socks	71,193,309		58,114,616	
TOTAL		71,193,309		58,114,616

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

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Opening Stock				
Finished Goods	18,956,227		26,249,918	
Spares & Consumables	800,000	19,756,227	800,000	27,049,918
Less :				
Closing Stocks				
Finished Goods	25,611,360		18,956,227	
Spares & Consumables	800,000	26,411,360	800,000	19,756,227
TOTAL		(6,655,133)		7,293,691

26) EMPLOYEE BENEFITS EXPENSE

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Employees Salary & wages	13,510,353		9,514,870	
Contractors' Payments	9,507,415		9,877,652	
Provident Fund Employer's Contribution	1,179,980		1,062,335	
Gratuity to Employees	258,746		1,177,664	
Bonus to Employees	828,170		1,817,879	
ESIC Employer's Contribution	71,655		-	
TOTAL		25,356,319		23,450,400

27) POWER & FUEL COST

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Power Cost - MSEDCL	12,661,910		13,512,330	
Diesel Cost - DG Set	132,079		324,428	
TOTAL		12,793,989		13,836,758

28) FINANCE COST

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Bank charges	456,636		503,185	
Interest paid				
1) To Banks				
- On Term Loan	2,983,526		1,898,410	
- On Working Capital	4,369,937		3,844,608	
- On Inland Bill Purchase	-		104,180	
2) To Others				
- On Fixed Deposits	-		-	
- On Unsecured Loans	-		-	
- On Car Loans	1,195		39,548	
3) For Bill Discounting	6,612,744		4,986,167	
TOTAL		14,424,038		11,376,098

SPENTA INTERNATIONAL LIMITED
29) OTHER EXPENSES

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
(A) MANUFACTURING EXPENSES				
Carriage Inward	2,480,851		2,218,515	
Commission on Purchase	316,597		433,734	
Consumables Stores & Spares	841,701		1,553,134	
Embroidery Charges	101,173		-	
Factory Expenses	395,249		372,609	
Free socks Samples	3,894		-	
Hamali Charges	76,129		79,185	
Labour Charges	-		-	
Octroi Charges	-		-	
Oil Purchases	124,690		143,180	
Repair and Maintenance - Plant & Machinery	1,579,466		1,344,807	
Staff Uniform Expenses	38,480		9,000	
Service Tax on Transport charges	251,636		201,041	
Testing Charges	43,560		55,349	
Washing Charges	437,755		534,802	
Printing Charges	75,600	6,766,781	-	6,945,355
b. SELLING AND DISTRIBUTION EXPENSES				
Business Promotion Expenses	210,530		374,614	
Carriage Outward	5,067,285		5,480,357	
COMMISSION ON SALES	30,546		104,923	
Claims & Shortages	327,349		723,239	
Rent on Gala at Bhiwandi	300,000		300,000	
Scheme & Discount on SPENTA brand	-		176,745	
Sales Promotion Expenses	112,398		310,436	
		6,048,108		7,470,314
c. ADMINISTRATIVE AND OTHER EXPENSES				
Advertisement & Publicity	33,091		52,695	
Annual General Meeting Exp Acc	114,016		280,348	
Payment to Auditors	200,000		200,000	
Bad Debts	-		8,763	
Car Insurance	198,245		124,476	
Communication Expenses	336,703		275,496	
Conveyance	139,372		198,783	
Courier & Postage Charges	161,661		209,375	

	As at March 31, 2017		As at March 31, 2016	
Donation	15,000		60,000	
Director's remuneration	6,000,000		6,000,000	
Director Sitting Fees	-		75,000	
Electricity Expenses	104,099		82,977	
Profit/Loss On Foreign Exchange	-		161,348	
Insurance	478,527		557,325	
Late Fee - Service Tax	120,000		-	
Legal & Professional Fees	1,223,608		759,095	
Legal License Fees	423,185		274,389	
Listing Fees	229,000		224,720	
Prior Period Adjustment A/C.	-		57,290	
Membership & Subscription	170,685		64,123	
Miscellaneous Expenses	47,161		82,396	
Municipal Tax	270,547		361,468	
Office Expenses	62,708		46,685	
Printing & Stationery	208,897		263,024	
Professional Tax	2,500		2,500	
Repair & Maintenance	560,957		380,475	
Salaries & Wages-office	280,218		154,678	
Sales Tax	889,107		2,516	
Security Charges	1,092,096		946,914	
Share Buy Back Expenses	-		(18,427)	
Training Fees	31,625		-	
Transfer Agent Fees	149,207		146,201	
Travelling Expenses	1,126,289		721,939	
Vehicles Running Expenses	389,839		630,656	
Water Charges	(1,255)		11,799	
Wellfare - Employees' benefits	780,159		710,194	
		15,837,247		14,109,219
TOTAL		28,652,137		28,524,889

SPENTA INTERNATIONAL LIMITED
30) CONTINGENT LIABILITIES

	Amount in Rs	
	March 31, 2017	March 31, 2016
i) Claims against the company not acknowledgement as debts		
a) Income tax matters disputed in appeal	-	7,446,117.00

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 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.

	Amount in Rs	
	March 31, 2017	March 31, 2016
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	1,065,984
iii) Letter of Credit		
a) Letter of Credit outstanding as of date in favour of Zhejiang Yexiao Knitting Machinery Co. Ltd. towards import of Socks Knitting Machines for USD 150,200	10,159,528	-
b) Letter of Credit outstanding as of date in favour of Zhejiang Yexiao Trading Co. Ltd. towards import of Socks Ancillary Machines for USD 47,740	3,107,397	-

31) Director Remuneration

Director Remuneration (Salaries and Allowances)	Amount in Rs	
	March 31, 2017	March 31, 2016
Managing Director	3,000,000	3,000,000
Whole time Director	3,000,000	3,000,000
Total	6,000,000	6,000,000

32). Auditors Remuneration

Payment to Auditor	Amount in Rs	
	March 31, 2017	March 31, 2016
Audit Fees	200,000	200,000
Taxation Matters	150,000	125,500
Certification and Other Charges	5,000	5,000
Total	355,000	330,500

SPENTA INTERNATIONAL LIMITED
33) EMPLOYEE BENEFITS PLANS:

Disclosure as required by Accounting Standard 15

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

DEFINED BENEFIT PLAN

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

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Current Service Cost of :				
Gratuity	258,746		1,177,664	
Leave Encashment	526,586		229,152	
Provident Fund	1,179,980		1,062,335	
TOTAL		1,965,312		2,469,151

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

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Gratuity				
Opening defined benefits	4,995,430		3,999,159	
Current service cost	258,746		1,177,664	
Benefits paid during the year	394,049		181,393	
Provisions Reversed during the year	-		-	
Closing defined benefit obligation	4,860,127		4,995,430	
TOTAL		4,860,127		4,995,430

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
Leave Encashment				
Opening defined benefits	100,000		162,240	
Current service cost	330,000		229,152	
Benefits paid / provision reversed during the year	25,865		291,392	
Closing defined benefit obligation	404,135		100,000	
TOTAL		404,135		100,000

34) Earnings Per Share (EPS)

Basic Earning per share	March 31, 2017	March 31, 2016
Profit after tax (Amt in Rs.)	16,249,648	27,013,517
Weighted average number of equity share	2,764,326	2,764,326
Nominal value of each equity shares	10	10
Basic earnings per share (in Rs.)	5.88	9.77
Diluted earning per share (in Rs.)	5.88	9.77

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

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

SPENTA INTERNATIONAL LIMITED

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

39) Capacities and Production

Capacities and Production	Number of Pairs	
	March 31, 2017	March 31, 2016
Installed Capacity	8,935,000	8,600,000
Actual Production	8,229,206	8,517,854

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, 2017 is 2 & 205 respectively (previous year as of March 31, 2016 is 6 & 157 respectively). 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.

- 40 Insurance claim of Rs. 89.35 Lacs filed by the company on account of fire occurred at the Company's Godown at Aliyali - Palghar, Maharashtra on 26 th August, 2008 damaging complete Building and Stock in hand is still pending with the insurance company. The Company has filled a case against the insurance company in the National Consumer Court, New Delhi. The case is still pending as on March 31, 2017.
- 41 The Company has to fulfil export obligations under EPCG licence granted to the same on conversion from EOU status to DTA status. Since the Machinerries 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, 2017.
- 42 The Company had received a notice from the Octroi department for recovery Octroi duty for goods cleared under "N" form for the period ended 2008, 2009, & 2010. The Company had however disputed the same and had filled a FIR in the FY 2013-14 against a courier company who have fraudulently forged the Company's documents to clear such goods. However subsequently the matter has been settled with the Octroi authorities as on March 31, 2017 and outstanding is Nil.

43) Additional Information

C.I.F. Value of Imports	Amount in Rs	
	March 31, 2017	March 31, 2016
Spares & Consumables	560,633	976,606
Plant & Machinery	13,730,181	5,820,439

Foreign Exchange Earning & Outgo	Amount in Rs	
	March 31, 2017	March 31, 2016
Foreign Exchange Earning (F.O.B. Value of Exports)	-	-
Foreign Exchange Outgo		
- Travelling	895,533	247,649
- Advance for Spares and Consummables	-	55,603
- Plant & Machinery	9,983,994	5,591,996
- Spares & Consumables	328,343	742,098

Quantitative Details:				
Raw Material (Yarn)	As at March 31, 2017		As at March 31, 2016	
	Qty. (kgs.)	Amount (Rs.)	Qty. (kgs.)	Amount (Rs.)
Opening Stock	60,120.821	19,280,489	59,727.030	19,744,324
Purchased during the year (Net of returns)	476,733.700	136,620,331	483,572.608	141,554,109
Yarn Sales	112,716.300	36,401,459	100,613.357	33,273,386
Issued for Job Work during the year	156,007.357	42,065,824	162,360.685	46,151,025
Consumption during the year	197,131.450	53,155,727	220,204.775	62,593,533
Closing Stock	70,999.414	24,277,811	60,120.821	19,280,489

Raw Material (Packing Material)	Amount in Rs	
	March 31, 2017	March 31, 2016
Opening Stock	5,154,891	3,718,018
Purchased during the year	22,045,628	23,111,571
Consumption during the year	25,489,416	21,674,699
Closing Stock	1,711,103	5,154,891

Raw material (At Job Work)	As at March 31, 2017		As at March 31, 2016	
	No. of Pairs	Amount (Rs.)	No. of Pairs	Amount (Rs.)
Opening Stock	32,118.522	10,505,341	24,572.390	8,103,353
Issued for Job Work during the year	156,007.357	42,065,824	162,360.685	46,151,025
Receipt from Job Work during the year	136,291.182	34,437,594	154,814.553	43,749,037
Closing Stock	51,834.697	18,133,571	32,118.522	10,505,341

Finished Goods (Socks)	As at March 31, 2017		As at March 31, 2016	
	No. of Pairs	Amount (Rs.)	No. of Pairs	Amount (Rs.)
Opening Stock	615,906	18,956,227	849,309	26,249,918
Production/Job Work during the year	8,229,206	256,300,346	8,517,854	278,780,595
Socks Purchased	2,565,483	71,193,309	2,037,812	58,114,616
Sales (Net of Returns)	10,438,212	320,838,522	10,789,069	344,188,902
Closing Stock	972,383	25,611,360	615,906	18,956,227

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

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

(Amount in Lacs)

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

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

45. Segment Reporting

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

46 As required Sub Section (1) of section 467 of Companies Act, 2013, the company disclose the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in table below -

Nature of Transaction	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08.11.2016	2,429,000	430	2,429,430
(+) Permitted receipt	-	107,411	107,411
(-) Permitted Payments	(5,000)	(78,279)	(83,279)
(-) Amount deposited in Banks	(2,424,000)	-	(2,424,000)
Closing cash in hand as on 30.12.2016	(0)	29,562	29,562

Notes :

1. Permitted receipt includes cash withdrawn Rs. 1,03,876/- from Bank A/c during the Specified period
2. Permitted payments includes petrol expenses for day to day business activities
3. The above cash transactions is as identified by the Company and relied upon by the Auditors

As per our report of even date

For A. R. Parikh & Co
Chartered Accountants

Sd/-
Ameet R. Parikh
(Proprietor)
Membership No.38188

Place : Mumbai
Date : 5th May, 2017

For and behalf of the Board

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

Place : Mumbai
Date : 5th May, 2017

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

Sd/-
Prasad R. Chavan
Company Secretary



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: 91-(2525)-254932 Fax: 91-(2525)-254932.

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 **30th 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, 25th September, 2017 at 11.30 am.

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

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

Note:

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

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: 91-(2525)-254932 Fax: 91-(2525)-254932.

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

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

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

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

or failing him / her

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

or failing him / her

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 11.30 a.m. at Plot No. 13, to 16, Dewan Industrial Estate, Village Navali, Dist. Thane, Palghar (W) – 401 404 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution		
	Ordinary Business	For	Against
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2017		
2.	To declare Final dividend on equity shares for the Financial Year 2016-2017		
3	Appointment of Statutory Auditors of the Company		
	Special Business		
4	To Service of Documents by Particular Mode of Delivery		

Signed this _____th day of _____, 2017

AFFIX
 REVENUE
 STAMP

 Signature of shareholder

 Signature of Proxyholder(s)

Note:

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

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

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

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

Or

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

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

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

(2) PARTICULARS OF NOMINEE(S) —

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

IN CASE NOMINEE IS A MINOR -

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

Name and address of security holder (s)

Signature

Name and address of witness

Signature

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

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. Link Intime India Pvt Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400083. Tel: 022 4918 6270 Email: rnt.helpdesk@linkintime.co.in.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.



SPENTA INTERNATIONAL LIMITED

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

Notes:

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

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 18th August, 2017 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 24th September, 2017. 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.