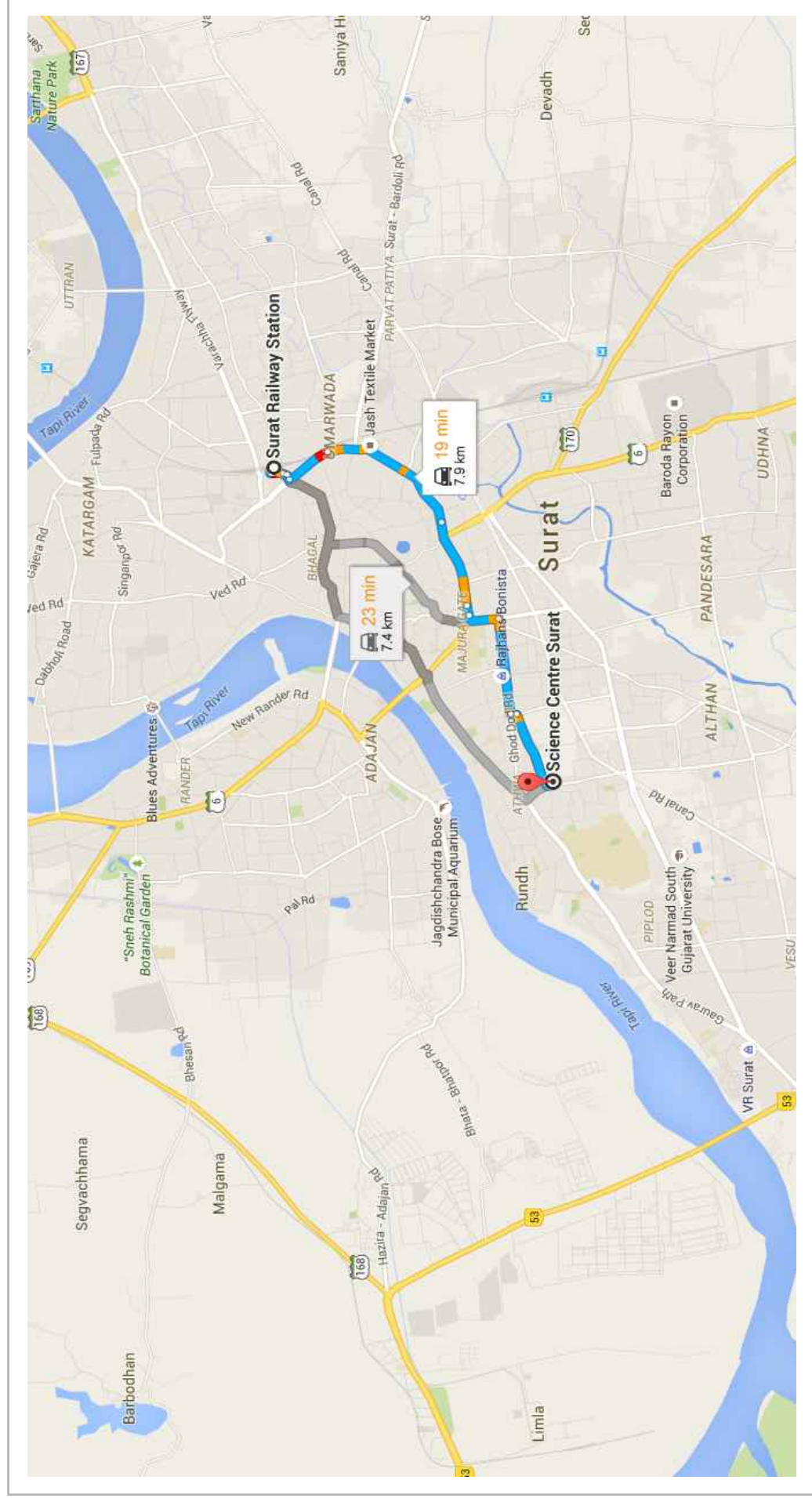


An aerial photograph of a large crowd of people on a white surface. The crowd is arranged in a large, stylized 'S' shape, which is the SPAN logo. The people are wearing various colorful clothing, and their shadows are cast on the white ground. The background is a white surface with blue and purple geometric shapes in the corners.

36th Annual Report 2015-16



BOARD OF DIRECTORS

Mr. N.Gopalaswami	Chairman
Mr. Viral P.Desai	Managing Director
Dr. Pradip K. Desai	Director
Dr. Sushil K. Shah	Director
Mr. Shyamal Ghosh	Director
Mr. Kamlesh Patel	Director
Dr. Pranav S. Desai	Director
Mr. Sanjay N. Mehta	Director
Ms. Lataben P Desai	Director

COMPANY SECRETARY

Pankaj Ajmera

BANKERS
HDFC BANK LIMITED

Chaitanya Jyoti, Maskati Plot - Vibhag 2,
Plot No. 32, Opp. Raymonds Showrooms,
Dumas Road, Surat - 395 007

AUDITORS

M/s. Haribhakti & Co., LLP
Chartered Accountant,
703, Venus Atlantis, 100 ft. Road,
Besides Reliance Petrol Pump,
Prahlad Nagar, Ahmedabad – 380 015

**HEAD OFFICE &
REGISTERED OFFICE**

9th Floor, 902 - 904, Rajhans Bonista,
Behind Ram Chowk Temple, Ghod Dod Road,
Surat - 395007

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NOTICE**To,
THE MEMBERS OF SPAN DIVERGENT LIMITED
FORMERLY SPAN DIAGNOSTICS LIMITED**

Notice is hereby given that the 36th Annual General Meeting of Shareholders of Span Divergent Limited (Formerly Span Diagnostics Limited) will be held at Science Center Auditorium, City Light Road, Surat – 395 007 on Monday, September 12, 2016 at 10:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :
 - (a) The Audited Financial Statements of the Company for the year ended on March 31, 2016, and the Reports of the Board of Directors and Auditors thereon.
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.
2. To appoint a director in place of Dr. Pradip K Desai (DIN: 00026451) who retires by rotation and being eligible, offer himself for reappointment
3. To consider and if thought fit, to pass with or without modification, following resolution for appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants as Statutory Auditor.

“RESOLVED THAT pursuant to the provisions of the Section 139, 142, and Auditors Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Haribhakti & Co. LLP (Firm Registration Number 103523W) Chartered Accountants, the retiring Auditors of the Company, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and rule 4 of the rules, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this 36th annual general meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2020 subject to ratification of re-appointment by the members at every Annual General Meeting held after this Annual General Meeting of the Company, on such remunerations as may be agreed upon by Board of Directors in consultation with the said Auditors.

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass, with or without modification the following resolution as a Special Resolution for re-appointment of Mr. Viral P Desai, (DIN: 00029219) as Managing Director of the Company for a period of 3 year with effect from July 01, 2016**

“RESOLVED THAT

- A. Pursuant to the provisions of Sections 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, (Act) read with Schedule V to the Companies Act, 2013 as amended from time to time and/or any enactment thereof and subject to such other approvals as may be required, if any, the members of the company hereby accords its consent to the reappointment of Mr. Viral P Desai, (DIN: 00029219) as Managing Director of the Company, for a further period of 3 years w.e.f July 01, 2016 on the under mentioned terms of Remuneration
 - a) **Salary:** Rs. 6,00,000 per month in the scale of Rs. 6,00,000-50,000-10,00,000, with such increments at such time, as may be decided by the Board of Directors.

N O T I C E

b) Allowances & Perquisites : Allowances and perquisites shall comprise of:

- i. House Rent Allowance at 10% of salary
- ii. Medical allowance / reimbursement for self and family with a ceiling of Rs.15,000/- in a year.
- iii. Leave travel allowance / reimbursement for self and family once in a year in accordance with the rules of the company shall not exceed 50% of monthly Salary.
- iv. Personal accident insurance in accordance with the rules of the company.
- v. Reimbursement of club fees subject to a maximum of two clubs. This will not include admission and life membership fees.
- vi. Company's contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- vii. Gratuity as per the rules of the company but shall not exceed half a month's Salary for each completed year of service.
- viii. Car with driver for use on company's business, cell phone and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the company.
- ix. Earned Leave of one month for every eleven months of service on full pay and allowance as per the rules of the company. Leave accumulated but not availed of, can be encashed as per the rules of the company.
- x. Reimbursement of entertainment, travelling and other expenses incurred in the course of legitimate business of the company.

B. In the event of loss or inadequacy of profits, Mr. Viral P Desai shall be entitled to above stated remuneration subject to the approval of the Central Government, if required. In the event of non-approval / pending approval of remuneration, Mr. Viral P. Desai shall be entitled to remuneration as under:

- i. At the slab stipulated in Section II of Part II of Schedule V to the Companies Act, 2013; together with
- ii. Company's contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- iii. Gratuity as per the rules of the company but shall not exceed half a month's Salary for each completed year of service; and
- iv. Earned Leave of one month for every eleven months of service on full pay and allowance as per the rules of the company. Leave accumulated but not availed of, can be encashed as per the rules of the company.

The Board of Directors be and are hereby authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution and alter, vary any of the terms and conditions relating to remuneration payable to Mr. Viral P. Desai within the overall remuneration package approved.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly and/or severally authorized to submit the necessary applications, if required, and the other required documents, forms and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including altering, deleting, inserting any of the clause and to solve any difficulties that may arise while giving effect to this resolution without seeking any further approval of the members of the Company."

5. To consider and if thought fit, to pass, with or without modification the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (the "Companies Act") read with applicable provisions the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and all other provisions of applicable laws/rules and subject

NOTICE

to the approval/consent of such appropriate authorities as may be required, under any statute for the time being in force, if any, (including any amendment, modifications or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board) to exercise the powers by this resolution for entering into the related party transactions as specified under Section 188 of the Companies Act, 2013 with following related parties with effect from April 01, 2016 and every year thereafter, up to the maximum per annum amounts as appended in table below:

Sr. No.	Name of the Related Party	Relationship	*Maximum Value of Transactions per annum with effect from April 01, 2016 (Rs. In Crore)
01	Dryfruit Factory LLP	LLP in which company is partner	75
02	Aranya Agri Biotech LLP	LLP in which company is partner	75
03	Span Diagnostics Products LLP	LLP in which company is partner	75
04	Biospan Scientific LLP	LLP in which company is partner	75
05	Desai Agri Biotech Private Limited	One or more Common Directors	25
06	Span Biotherapeutics Private Limited	One or more Common Directors	25
07	Span Diagnostics South Africa (PTY) Limited	Overseas Subsidiary	25
08	Mr. Viral P Desai	Managing Director	5
09	Dr. Pradip K Desai	Director	5
10	Directors / KMP's / Relatives of Directors and KMP / other firms and companies in which directors have interest as per the provisions of Section 2(76) of the Companies Act, 2013 other than mentioned herein above	-	1

*Expected value of transactions per annum

RESOLVED FURTHER that the Board of Directors of the Company and/or a committee thereof, be and are hereby authorised to do or cause to be done all such acts, matters, deeds, things and to settle any queries, difficulties, doubts, that may arise with regards to any transaction with the related party and execute such agreements, documents and writings and to make such fillings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly and/or severally authorized to submit the necessary applications, if required, and the other required documents, forms and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including altering, deleting, inserting any of the clause and to solve any difficulties that may arise while giving effect to this resolution without seeking any further approval of the members of the Company."

For and on behalf of the Board of Directors

Date: May 05, 2016

Place: Mumbai

Pankaj Ajmera
Company Secretary

Registered Office:
9th Floor, 902 – 904, Rajhans Bonista,
Behind Ram Chowk Temple,
Ghod Dod Road, Surat – 395 007
CIN: L74999GJ1980PLC003710

NOTICE

Notes:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY DULY COMPLETED MUST BE RETURNED TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.
- (b) Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Members, proxies and authorized representatives are requested to bring at the meeting, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
- (d) The relative explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts with respect to the special businesses under Item Nos. 4 to 5 of the notice is annexed hereto.
- (e) The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of person seeking appointment/reappointment as director under Item No. 2 and 4 of the Notice are also annexed.
- (f) Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company / Depositories 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 Annual Report is being sent in the permitted mode
- (g) The Register of Members and the Share Transfer Books of the Company will remain closed on September 02, 2016 to September 12, 2016 (both days inclusive).
- (h) Link Intime India Private Limited is the Registrar and Share Transfer Agents of the Company. Shareholders are requested to make all correspondence including change of address to them at the following address.

 Link Intime India Private Limited
 Unit: Span Divergent Limited
 C-13, Pannalal Silk Mills Compound,
 L.B.S. Marg, Bhandup (West) MUMBAI – 400 078
 Phone # 022-25963838, Fax # 022-25946969
 Email: rnt.helpdesk@linkintime.co.in
- (i) Members are advised to avail of the facility for receipt of future dividends through Electronic Clearing Services (ECS). The ECS facility is available at the specified locations. Members holding shares in dematerialized mode are requested to contact their respective Depository Participants (DPs) for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the Company's Registrar & Share Transfer Agent for details.
- (j) Members who are holding shares in identical order of names in more than one account are requested to intimate to Link Intime India Private Limited (formerly known as Intime Spectrum Registry Limited) at the address stated above with the ledger folio of such accounts together with the share certificates to enable the Company to consolidate all the holdings into one account. The share certificates will be returned to the members after making the necessary endorsement in due course.

NOTICE

- (k) Members are requested to bring their copy of the Annual Report to the Annual General Meeting. As a measure of economy, no extra copies of the Annual Report will be supplied at the meeting.
- (l) Members seeking further information on the Accounts or any other matter contained in the notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
- (m) Green Initiative

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA). The Company will henceforth effect electronic delivery of documents including the annual report, half yearly shareholder communication, notices of meetings/postal ballot, etc. to the members at the email address registered for the said purpose.

For supporting this initiative, if you hold shares in:

(a) electronic form, please intimate your email address to your Depository Participants(DP). The same will be deemed to be your registered email address for servicing notices/documents.

(b) physical form, please send a duly signed letter quoting the name of first / sole holder and folios to the Company's Registrar & Share Transfer Agents:

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (West), Mumbai – 400 078

Kindly note that if you do not register your email address, a physical copy of the annual report and other communication/ documents will be sent to you free of cost, as per current practice. Such documents will also be displayed on the Company's website www.spandivergent.com

We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live. In case your shares are in physical form, we also urge you to have your shares dematerialized by approaching Depository Participant (DP) of your choice at the earliest.

- (l) Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for members opting to vote electronically are as under:

- i. The voting period begins on September 09, 2016 (9:00 a.m.) and ends on September 11, (5:00) p.m. During this period shareholder's of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date September 05, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on "Shareholders" tab
- iv. 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
- v. Next Enter the Image Verification Code as displayed and click on Login

NOTICE

- vi. 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.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB#	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
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- xi. Click on the relevant EVSN of Span Divergent Limited (Formerly Span Diagnostics Limited) on which you choose to vote.
- xii. 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 you dissent to the Resolution.
- xiii. Click on the RESOLUTIONS FILE LINK if you wish to view the entire Resolution.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on click here to print" option on the Voting Page.
- xvii. If Demat Account holder has forgotten the changed password then enter the user ID and image verification code and click on forgot password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders and Custodians
 - a. Non Individual Shareholders other than Individuals, HUF, NRI etc. and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

NOTICE

- c. 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.
- d. 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.
- e. They should upload a scanned copy of the Board Resolution / Authority Letter etc. in PDF Format in the system for the scrutinizer to verify the same.
- xix. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

II. Voting at AGM:

The Members who have not casted their vote either electronically can exercise their voting rights at the Annual General Meeting venue and the member who have not cast their vote by remote e-voting can exercise their right during the meeting on September 12, 2016 at Annual General Meeting.

If a member casts vote in AGM is found to have exercised their voting options electronically or ballot forms or both, voting at the AGM will be treated as invalid.

OTHER INSTRUCTIONS

- III. Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
- IV. Mitesh Rana of Mitesh Rana & Co., Company Secretaries (Membership No.: 28113) has been appointed as the scrutinizer to scrutinize voting process (electronically or otherwise) in fair and transparent manner.
- V. The scrutinizer shall from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a scrutinizer's Report of the votes cast in favour or against, if any, & forthwith to the Chairman/Managing Director of the Company or any other person authorized in this regards.
- VI. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on website of the Company and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

Date: May 05, 2016
Place: Mumbai

For and on behalf of the Board of Directors

Pankaj Ajmera
Company Secretary

Registered Office:
9th Floor, 902 – 904, Rajhans Bonista,
Behind Ram Chowk Temple,
Ghod Dod Road, Surat – 395 007
CIN: L74999GJ1980PLC003710