



## SPENTA INTERNATIONAL LIMITED

### **BOARD OF DIRECTORS:**

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

### **BANKERS:**

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

### **AUDITORS:**

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

### **SECRETARIAL AUDITORS:**

HS Associates, Company Secretaries, Mumbai

### **REGISTRAR & SHARE TRANSFER AGENT:**

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

### **LISTING OF EQUITY SHARES:**

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

### **Ahmedabad Stock Exchange Limited**

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

### **REGISTERED OFFICE & FACTORY:**

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

### **CONTENTS**

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



## SPENTA INTERNATIONAL LIMITED

### NOTICE OF AGM

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

#### ORDINARY BUSINESS:

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

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

#### Registered Office:

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

DATE: AUGUST 11, 2016  
PLACE: PALGHAR

#### BY ORDER OF THE BOARD

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

**NOTES:**

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

**SPENTA INTERNATIONAL LIMITED**

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

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

**14. Voting through electronic mean**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

**PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

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

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

**II. In case of members receiving e-mail:**

- a. Open e-mail
- b. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:
  - i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
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#	<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"> <li>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 <b>the number of shares held by you as on the cut-off date in the Dividend Bank details field.</b></li> </ul>

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 **EVS N 160809009** of Spenta International Limited on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**In case of members receiving the physical copy:**

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

**Other Instructions**

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



## SPENTA INTERNATIONAL LIMITED

- Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Nitin Sarfare, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than **Tuesday, 27<sup>th</sup> September, 2016** ( 5.00 pm IST)
- Ballot Form received after this date will be treated invalid.
- A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

16. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

### The Members are requested to:

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

### Registered Office:

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

DATE: AUGUST 11, 2016

PLACE: PALGHAR

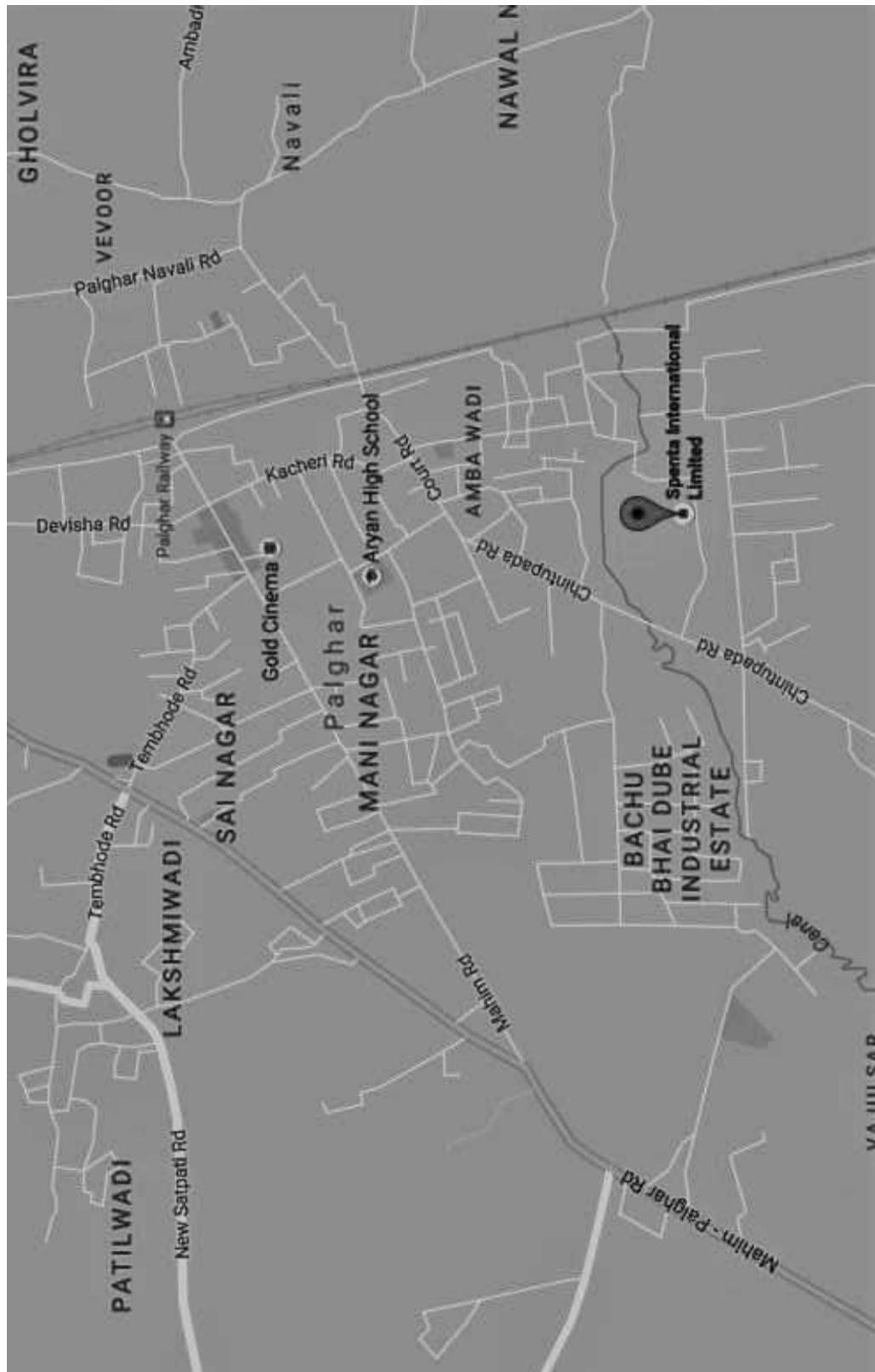
**BY ORDER OF THE BOARD**

Sd/-

**DANNY HANSOTIA**  
(MANAGING DIRECTOR)

DIN NO: 00203497





Landmark: Near Income Tax Office

Distance from Palghar Station: 1. 8 Kilometers





To,  
The Members,  
**SPENTA INTERNATIONAL LIMITED.**

## 1. FINANCIAL RESULTS:

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

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

**SPENTA INTERNATIONAL LIMITED**

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

**6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

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

**7. NUMBER OF BOARD MEETINGS:**

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

**8. DECLARATION OF INDEPENDENT DIRECTORS:**

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

**9. MEETING OF INDEPENDENT DIRECTORS:**

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

**10. DIRECTORS RESPONSIBILITY STATEMENT:**

The Board of Directors hereby confirms:

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

**11. SUBSIDIARIES AND ASSOCIATE COMPANY'S:**

As on 31<sup>st</sup> March, 2016, Company has no subsidiaries and associate companies.