

26th August, 2025

To,
Department of Corporate Services (DSC-CRD)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 526161

Subject: Notice of 38th Annual General Meeting (AGM) of Spenta International Limited for the Financial Year 2024-25

Dear Sir/Madam,

Please find enclosed herewith Notice of the 38th Annual General Meeting of Spenta International Limited scheduled to be held on Thursday, 18th September, 2025 at 12.00 Noon (IST) through Video Conferencing/Other Audio Visual Means ('VC/OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Notice of 38th AGM and Annual Report for the Financial Year 2024-25 is also available on the Company's website at www.spentasocks.com

Kindly take on record and acknowledge the same.

Thanking You,

Yours faithfully,

FOR SPENTA INTERNATIONAL LIMITED

Danny Firoze Hansotia
Managing Director & CFO
DIN: 00203497

Encl.: As above.

Spenta International Limited

38th Annual Report

2024-25



SPENTA INTERNATIONAL LIMITED

**38th ANNUAL REPORT
2024-2025**

REGD. OFFICE: PLOT # 13-16, DEWAN INDUSTRIAL ESTATE,
VILLAGE NAVALI, PALGHAR (WEST) - 401404

CIN: L28129MH1986PLC040482

Web site: www.spentasocks.com

Email ID: cs@spentasocks.com

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Sanjay Gadodia (DIN - 00203433)	: Chairman, Whole Time Director cum Chief Executive Officer
Mr. Danny Hansotia (DIN - 00203497)	: Managing Director cum Chief Financial Officer
Mrs. Anita Koti (DIN - 08069112)	: Independent Non-Executive Director
Mr. Sashikant Newatia (DIN - 08793440)	: Independent Non-Executive Director
Mr. Dilip Pawar (DIN - 09279715)	: Independent Non-Executive Director

COMPANY SECRETARY:

Mr. Sudhir Kumar	: Company Secretary and Compliance Officer – From 06th October, 2023 to 08th November, 2024
Ms. Priti Ashok Shukla	: Company Secretary and Compliance Officer – From 05th February, 2025

STATUTORY AUDITORS:

A K Kocchar & Associates

Chartered Accountants

No. 601, Vishveshwar Nagar Rd, Malad,
Reserve Bank of India Staff Quarters,
Raheja Twp, Goregaon, Mumbai - 400063

SECRETARIAL AUDITORS:

HSPN & Associates LLP

206, 2nd Floor, Tanta Jogani Industrial Estate,
J. R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel East, Mumbai – 400011

BANKERS:

DCB Bank Limited
Kotak Mahindra Bank Limited

REGISTERED OFFICE & FACTORY:

Plot No.13 to 16, Dewan Industrial Estate,
Village Navali, District, Palghar (West) – 401404
Tel No: 7666625388/7666025388
Email: cs@spentasocks.com
Website: www.spentasocks.com
CIN: L28129MH1986PLC040482

REGISTRAR & SHARE TRANSFER AGENT:

MUFG Intime India Private Limited

C-101, 247 Park, L.B.S. Marg,
Vikhroli (W), Mumbai – 400083
Tel: - 022-49186270 Fax: - 022-49186060
Email id: rnt.helpdesk@in.mpms.muvg.com
Website: www.linkintime.co.in

LISTING OF EQUITY SHARES:

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
ISIN: INE175C01018

TABLE OF CONTENTS

Page No. 04	• Notice of 38th Annual General Meeting
Page No. 24	• Director's Report
Page No. 38	• Secretarial Audit Report
Page No. 46	• Management Discussion and Analysis Report
Page No. 50	• Corporate Governance Report
Page No. 77	• Independent Auditors Report
Page No. 90	• Balance Sheet
Page No. 91	• Statement of Profit and Loss
Page No. 92	• Cash Flow Statement
Page No. 94	• Notes forming part of Financial Statements

SPENTA INTERNATIONAL LIMITED

Registered Office: Plot No.13-16, Dewan Industrial Estate, Village Navali,
District - Palghar, Maharashtra - 401404

CIN: L28129MH1986PLC040482 **ISIN:** INE175C01018

Website: www.spentasocks.com **Email ID:** cs@spentasocks.com

NOTICE

Notice is hereby given that the **38th Annual General Meeting** (the "meeting") of **Spenta International Limited** ("the company") will be held on **Thursday, 18th September, 2025 at 12.00 Noon (IST)**, through video conferencing / other audio-visual means (VC/OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements;

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 including Audited Balance Sheet as at 31st March, 2025 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 2024-2025;

SPECIAL BUSINESS:

3. To Re-appoint Mr. Shashikant N. Newatia (DIN: 08793440) as a Non-Executive Independent Director for the Second Term;

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Articles of the Company, Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 16(1) (b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or any re-enactment (s) thereof, for the time being in force), on the Recommendation of the Nomination and Remuneration Committee and Approval of the Board of Directors of the company, Mr. Shashikant N. Newatia (DIN: 08793440), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in the Act and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for second term of 5 (Five) consecutive years with effect from July 17th, 2025 to July 16th, 2030 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To Appoint Secretarial Auditors of the Company and to fix their remuneration;

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and Board of Directors of the Company, the consent of the shareholders of the Company, be and is hereby accorded for appointment of M/s HSPN & Associates LLP, Practicing Company Secretaries, Firm Regn. No. AAZ-8456, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years starting from FY 2025 – 2026 up to FY 2029 – 2030 i.e., to hold the office from the conclusion of this 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the calendar year 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT any one director or Company Secretary or CFO of the Company be and is hereby authorised to sign and issue the letter of appointment to HSPN and to sign and file requisite form with the Ministry of Corporate Affairs and to do such other acts, deeds and things as may be necessary to give effect to the secretarial auditor's appointment."

By order of the Board of Directors
For Spenta International Limited

Sd/-
Priti Ashok Shukla
Company Secretary and Compliance Officer
(ACS: 71248)

Place: Palghar
Date: 14th August, 2025

NOTES:

1. In view of the massive outbreak of Covid-19 pandemic, social distancing is the norm to be followed and pursuant to the Ministry of Corporate Affairs ("MCA") vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and Circular No. 09/2023 dated September 25th, 2023 and Circular No. 09/2024 dated September 19th, 2024 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the Meeting of the Company is being held through VC / OAVM.

For this purpose, necessary arrangements have been made by the Company with MUFG Intime India Private Limited ("MI IPL") and instructions for the process to be followed for attending and participating in the ensuing AGM through VC / OAVM is forming part of this Notice.

2. The statement pursuant to section 102(1) of the Act ("Explanatory Statement") relating to the Item No. 4 & 5 (special business) to be transacted at the meeting is annexed hereto.
3. Pursuant to MCA Circulars and SEBI Circulars, the AGM will be held through VC/OAVM and a Member entitled to attend and vote at the Meeting through Electronic Mode, the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.
5. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address, to cs@spentasocks.com.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for financial year 2024-25 will also be available on website of the Company, i.e. <http://www.spentasocks.com>, website of the Stock Exchange i.e. BSE Limited and at www.bseindia.com
7. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 31.
8. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at cs@spentasocks.com.
10. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 12th September, 2025 and Thursday, 18th September, 2025 (both days inclusive).

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. MUFG Intime India Private Limited, in case the shares are held by them in physical form.
12. The Company has designated an exclusive email id called cs@spentasocks.com to redress Members' complaints/ grievances. In case you have any queries/complaints or grievances, then please write to us at cs@spentasocks.com.
13. Members holding equity shares of the Company as on cut-off date i.e. Friday, 12th September, 2025 and who would like to express their views or ask questions/queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the AGM, need to register themselves as a Speaker Shareholder by sending written request from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to the Company's email id at cs@spentasocks.com at least 5 days before the AGM i.e. by Sunday, 14th September, 2025 3:30 p.m. (IST). Only those Members who have registered themselves as a Speaker will be allowed to speak/ express their views or ask questions/queries during the AGM. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate depending on the availability of time at the AGM for smooth conduct thereof.

14. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the Financial Year ended 31st March, 2018 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent at the following address, to claim the unclaimed/ unpaid dividends:

MUFG Intime India Private Limited - (Share Transfer Agent)

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083

Tel: +91 22 49186000

Fax: +91 22 49186060

Email: rnt.helpdesk@in.mpms.mufig.com

Website: <https://in.mpms.mufig.com/>

15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. MUFG Intime India Private Limited, in case the shares are held in physical form.
17. Share transfer documents and all correspondence relating thereto, should be addressed to the MUFG Intime India Private Limited, at C 101, 247 Park, L B S Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra - 400083 or at their designated email id i.e. rnt.helpdesk@in.mpms.mufig.com

18. The Company, consequent upon introduction of the Depository System ("DS"), entered into agreements with National Securities Depository Limited ("NSDL") and CDSL. The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.
19. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
21. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company MUFG Intime India Private Limited.
22. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
23. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risk associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents - M/s. MUFG Intime India Private Limited for assistance in this regard.
24. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to MUFG Intime India Private Limited. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to MUFG Intime India Private Limited. These forms will be made available on request, alternatively, member can also get in touch with MUFG Intime India Private Limited through their email id rnt.helpdesk@in.mpms.mufg.com
25. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.
26. The facility for voting through E-voting on the Resolutions shall be made available during the course of AGM for those who have not voted previously.
27. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the request of shareholders through E-mail at cs@spentasocks.com.

28. Update KYC Details:

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company advises such shareholders to notify to the Company, any change in their address/ bank details/ email id etc. under the signatures of sole/ first named joint holder along with relevant supporting documents by using the KYC Forms.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/RTA to raise standards and provide improved services to the Shareholders.

(Pursuant to the SEBI Circular dated November 03, 2021 and December 14, 2021, it is mandatory for every shareholder to update KYC i.e. Name, PAN, Email id, Address and Nomination.

29. Update E-mails for receiving notice/ documents in e-mode:

The shareholders who have not registered their email addresses are requested to kindly register their e-mail addresses so as to enable the Company to better service shareholder correspondence through e-mode.

In case of shares held in Physical mode: The shareholder may send a request quoting its Folio No. to RTA by email at rnt.helpdesk@in.mpms.mufig.com

In case of shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

In line with the General Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, your Company is sending the Notice calling the AGM along with the Annual Report to the shareholders in electronic mode at their email addresses.

30. Encash Past Dividend Promptly:

The shareholders are advised to encash their dividend declared in prior years which remains not encashed promptly and revalidate the same before losing right to claim dividend owing to transfer of unclaimed dividends beyond seven years to the Investor Education and Protection Fund.

31. Information and other instructions relating to e-voting and joining the AGM are as under:

- a) In compliance with the provisions of section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, members are provided with the facility to cast their votes electronically. The Company has made necessary arrangement with MUFG Intime India Private Limited, to facilitate the members to cast their votes electronically.
- b) The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 12th September, 2025, may cast their vote electronically. The e-voting period will commence from Monday, 15th September, 2025 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Wednesday, 17th September, 2025. The voting right of shareholders shall be in proportion to their share in the Paidup equity share capital of the Company as on the cut-off date, being Friday, 12th September, 2025.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, 12th September, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, 12th September, 2025, only shall be entitled to avail the facility of e-voting.
- e) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, 12th September, 2025; such Member may obtain the User ID and password by

sending a request at rnt.helpdesk@in.mpms.muvg.com However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

- g) The Board of Directors of the Company has appointed M/s. HSPN & Associates LLP, of Mumbai as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- h) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e voting and make, not later than 2 working days of conclusion of the AGM prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

The Scrutinizer will submit his report to the Chairman. The result of the voting on the Resolutions shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 18th September, 2025.

The results declared along with the Scrutinizer's Report, will be placed on the website of the Company www.spentasocks.com. The Result will also be communicated to the Stock Exchange i.e., BSE Limited.

REMOTE E-VOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. User ID: Enter User ID 2. Password: Enter existing Password 3. Enter Image Verification (CAPTCHA) Code 4. Click “Submit”.
(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”) | <div style="display: flex; align-items: center;"> <div style="writing-mode: vertical-rl; transform: rotate(180deg); border: 1px solid black; padding: 2px; margin-right: 5px;">InstaVote USER ID</div> <div style="border: 1px solid black; padding: 5px;"> <div style="background-color: #333; color: white; padding: 2px; text-align: center; margin-bottom: 5px;">NSDL</div> <div style="background-color: #333; color: white; padding: 2px; text-align: center; margin-bottom: 5px;">CDSL</div> <div style="background-color: #333; color: white; padding: 2px; text-align: center;">Shares held in physical form</div> </div> <div style="border: 1px solid black; padding: 5px; margin-left: 5px;"> <p><small>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).</small></p> <p><small>User ID is 16 Digit Beneficiary ID.</small></p> <p><small>User ID is <u>Event No + Folio no.</u>, registered with the Company</small></p> </div> </div> |
|--|--|

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. User ID: Enter User ID 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format) 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> ○ Shareholders holding shares in NSDL form, shall provide ‘D’ above ○ Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above 5. Set the password of your choice.
(The password should contain <u>minimum 8 characters</u>, at least <u>one special Character</u> (!#\$%*), at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>). 6. Enter Image Verification (CAPTCHA) Code. 7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b). | <div style="display: flex; align-items: center;"> <div style="writing-mode: vertical-rl; transform: rotate(180deg); border: 1px solid black; padding: 2px; margin-right: 5px;">InstaVote USER ID</div> <div style="border: 1px solid black; padding: 5px;"> <div style="background-color: #333; color: white; padding: 2px; text-align: center; margin-bottom: 5px;">NSDL</div> <div style="background-color: #333; color: white; padding: 2px; text-align: center; margin-bottom: 5px;">CDSL</div> <div style="background-color: #333; color: white; padding: 2px; text-align: center;">Shares held in physical form</div> </div> <div style="border: 1px solid black; padding: 5px; margin-left: 5px;"> <p><small>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).</small></p> <p><small>User ID is 16 Digit Beneficiary ID.</small></p> <p><small>User ID is <u>Event No + Folio no.</u>, registered with the Company</small></p> </div> </div> |
|--|--|

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

- Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "16-digit Demat Account No.".
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

By order of the Board of Directors
For Spenta International Limited

Registered Office:

Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali,
Palghar (West) - 401 404
Email: cs@spentasocks.com
Website: www.spentasocks.com

Sd/-
Priti Ashok Shukla
Company Secretary & Compliance Officer
ACS: 71248

Place: Palghar
Date: 14th August, 2025

EXPLANATORY STATEMENT

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

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4 of the accompanying Notice dated August 14, 2025.

Item No. 4

The Company has received a declaration from Mr. Sashikant N. Newatia (DIN: 08793440), being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time.

The Company has also received a declaration from Mr. Sashikant N. Newatia (DIN: 08793440), confirming the criteria of Independence as prescribed under the Companies Act, 2013 and the Listing Regulations, as amended from time to time. Mr. Sashikant N. Newatia (DIN: 08793440), is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such authority.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Sashikant N. Newatia (DIN: 08793440), background & experience and contributions made by him, it would be appropriate that he shall be reappointed for the second term of 5 consecutive years with effect from July 17, 2025.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for reappointment of Mr. Sashikant N. Newatia (DIN: 08793440) as an Independent Director of the Company.

Except Mr. Sashikant N. Newatia (DIN: 08793440), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 4.

Information as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Mr. Sashikant Narayan Prasad Newatia
Director Identification Number (DIN)	08793440
Date of birth	23/02/1962
Nationality	Indian
Date of first Appointment on the Board	17/07/2020
Brief Profile	Mr. Sashikant N. Newatia (DIN: 08793440) aged 63 years, is a Bachelor of Commerce from the University of Mumbai, and is well experienced in the various fields of manufacturing of made-up articles.
Nature of his expertise in specific functional areas;	Experienced in the various fields of manufacturing of made-up articles.
Relationships between Directors inter-se	None
List of the directorships held in other listed companies	None

Chairman/ Member in the Committees of the Boards of companies in which he is Director	1. Chairman of Audit Committee of Spenta International Limited 2. Member of Nomination and Remuneration Committee of Spenta International Limited
Number of Shares held in the Company as on March 31, 2025	Nil

The Board recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Securities and Exchange Board of India (SEBI) vide its Notification dated 12 December, 2024, has made several changes in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per requirements of amended provisions of Regulation 24A of the SEBI Listing Regulations read with the provisions of Section 204 of the Companies Act, 2013 ('the Act') and related Rules, the Board of Directors of the Company, based on the recommendation of the Audit Committee, has recommended appointment of M/s. HSPN & Associates LLP, (Peer Review No. 6035/2024, FRN: L2021MH011400) Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from 01st April, 2025 upto 31st March, 2030. The proposed fee to be paid to M/s. HSPN & Associates LLP will be determined by the Board of Directors of the Company in consultation with the said Secretarial Auditors and as per the recommendations of the Audit Committee. M/s. HSPN & Associates LLP is a reputed firm of Practicing Company Secretaries with 30 years of firm experience. The firm has a diverse clientele across several industries. Their audit approach and fee structure have been evaluated and found to be appropriate, aligning well with the Company's requirements. M/s. HSPN & Associates LLP have consented to act as Secretarial Auditor and have furnished a certificate confirming that that they are not disqualified to be appointed as Secretarial Auditor under the provisions of the Act and SEBI Listing Regulations read with SEBI Circular dated 31st December 2024. The Board commends the Ordinary Resolution at Item No. 5 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Disclosure of Information pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated 11th November, 2024:

Name of the Auditor	M/s. HSPN & Associates LLP, Company Secretaries (FRN: L2021MHE011400)
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment as Secretarial Auditor of the Company
Date of appointment/cessation (as applicable) and term of appointment	<u>Date of Appointment:</u> 14 th August, 2025 <u>Term of appointment:</u> M/s. HSPN & Associates LLP, Company Secretaries is appointed as Secretarial Auditors of the Company for a term of 5 Consecutive years i.e. from FY 2025 - 2026 to FY 2029 - 2030.

Brief Profile	M/s. HSPN & Associates LLP ("HSPN") has a wide and extensive corporate experience of over 30 years evolving and growing by each passing year. M/s. HSPN & Associates LLP is a corporate law service firm with special expertise fields of Corporate Laws & Procedures, Secretarial Compliance Audit, SEBI Regulations, SEBI Listing Regulations, FEMA Compliances, Takeover Regulations, Prohibition of Insider Trading Regulation, Corporate Restructuring, Mergers/Amalgamations and other related compliances.
Disclosure of Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Directors/ Key Managerial Personnel of the Company.
Proposed fees payable to the statutory auditor(s) along with terms of appointment	It will be determined by the Board of Directors of the Company in consultation with the said Secretarial Auditors and as per the recommendations of the Audit Committee
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	The Audit Committee has recommended to the Board for the proposed appointment of secretarial auditors at a meeting held as on August 14, 2025 on the basis of the knowledge and experience in Corporate Laws & Procedures, Secretarial Compliance Audit, SEBI Regulations, SEBI Listing Regulations, FEMA Compliances and other Company Law Matters. Also, the Management has received the Consent and the eligibility Certificate pertaining to the proposed secretarial auditors in advance as on August 05, 2025.

By order of the Board of Directors
For Spenta International Limited

Registered Office:
Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali,
Palghar (West) - 401 404
Email: cs@spentasocks.com
Website: www.spentasocks.com

Sd/-
Priti Ashok Shukla
Company Secretary & Compliance Officer
ACS: 71248

Place: Palghar
Date: 14th August, 2025

ANNEXURE TO THE EXPLANATORY STATEMENT

Item No. 4

Information as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Mr. Sashikant Narayan Prasad Newatia
Director Identification Number (DIN)	08793440
Date of birth	23/02/1962
Nationality	Indian
Date of first Appointment on the Board	17/07/2020
Brief Profile	Mr. Sashikant N. Newatia (DIN: 08793440) aged 63 years, is a Bachelor of Commerce from the University of Mumbai, and is well experienced in the various fields of manufacturing of made-up articles.
Nature of his expertise in specific functional areas;	Experienced in the various fields of manufacturing of made-up articles.
Relationships between Directors inter-se	None
List of the directorships held in other listed companies	None
Chairman/ Member in the Committees of the Boards of companies in which he is Director	3. Chairman of Audit Committee of Spenta International Limited 4. Member of Nomination and Remuneration Committee of Spenta International Limited
Number of Shares held in the Company as on March 31, 2025	Nil

Item No. 5

Disclosure of Information pursuant to Regulation 30 and 36(5) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated 11th November, 2024:

Name of the Auditor	M/s. HSPN & Associates LLP, Company Secretaries (FRN: L2021MHE011400)
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment as Secretarial Auditor of the Company
Date of appointment/cessation (as applicable) and term of appointment	Date of Appointment: 14 th August, 2025 Term of appointment: M/s. HSPN & Associates LLP, Company Secretaries is appointed as Secretarial Auditors of the Company for a term of 5 Consecutive years i.e. from FY 2025 – 2026 to FY 2029 - 2030.

Brief Profile	M/s. HSPN & Associates LLP ("HSPN") has a wide and extensive corporate experience of over 30 years evolving and growing by each passing year. M/s. HSPN & Associates LLP is a corporate law service firm with special expertise fields of Corporate Laws & Procedures, Secretarial Compliance Audit, SEBI Regulations, SEBI Listing Regulations, FEMA Compliances, Takeover Regulations, Prohibition of Insider Trading Regulation, Corporate Restructuring, Mergers/Amalgamations and other related compliances.
Disclosure of Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Directors/ Key Managerial Personnel of the Company.
Proposed fees payable to the statutory auditor(s) along with terms of appointment	It will be determined by the Board of Directors of the Company in consultation with the said Secretarial Auditors and as per the recommendations of the Audit Committee
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	The Audit Committee has recommended to the Board for the proposed appointment of secretarial auditors at a meeting held as on August 14, 2025 on the basis of the knowledge and experience in Corporate Laws & Procedures, Secretarial Compliance Audit, SEBI Regulations, SEBI Listing Regulations, FEMA Compliances and other Company Law Matters. Also, the Management has received the Consent and the eligibility Certificate pertaining to the proposed secretarial auditors in advance as on August 05, 2025.

By order of the Board of Directors
For Spenta International Limited

Registered Office:

Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali,
Palghar (West) - 401 404
Email: cs@spentasocks.com
Website: www.spentasocks.com

Sd/-
Priti Ashok Shukla
Company Secretary & Compliance Officer
ACS: 71248

Place: Palghar
Date: 14th August, 2025

DIRECTOR'S REPORT

To,
The Members,
Spenta International Limited

Your Directors have great pleasure in presenting 38th Annual Report along with the Audited Balance Sheet and Profit and Loss Account, for the year ended 31st March, 2025.

1. Financial Results

The Company's performance during the year ended 31st March, 2025 as compared to the previous financial year, is summarized below:

Particulars	(Rs. in Hundreds)	
	FY 2024-2025	FY 2023-2024
Total Income	4763841.98	3514679.53
Gross Profit (before Interest, Depreciation and tax)	153433.54	145983.28
Less: Interest	196080.14	182825.13
Less: Depreciation	93787.16	94913.95
Profit before Tax	153433.54	145983.28
Less: Current Tax	48000.00	41000.00
Less: Deferred Tax	-7831.48	-5141.31
Less: Excess Provision (Previous Year)	-8225.60	-
Net Profit after tax	121490.62	110124.59
Less: Other Comprehensive Income	4234.27	8761.20
Total Comprehensive Income	125724.89	101363.39

3. Statement of Company's Affairs

During the year under review,

- the turnover of the Company in the financial year ended as on **March 31, 2025 is 47,63,841.98/- (INR in Hundreds)** as against 35,14,679.53/- (INR in Hundreds) the previous year ended as on March 31, 2024;
- the profit of the Company in the financial year ended as on **March 31, 2025 is 1,21,490.62/- (INR in Hundreds)** as against profit of 1,10,124.59/- (INR in Hundreds) in the previous year ended as on March 31, 2024.

Company is in the process of optimising production on all the existing machines by manufacturing optimal product mix. Using better quality yarns and doing product innovation by using different finishes, which will enhance the overall quality and help to improve our margins.

4. The Change in the Nature of Business, if any

There was no change in the nature of business of the Company, during the year under review.

5. Transfer to Reserves

Your Directors do not propose to transfer any amounts to the general reserves of the Company, instead have recommended retaining the entire profits after payment of dividend, if any for the financial year ended 31st March, 2025 in the profit and loss account.

6. Dividend

The Board has recommended a final Dividend of Rs. 1.00/- per equity share for the financial year ended 31st March, 2025. If the above recommendation is accepted by the Members of the Company at the ensuing Annual General Meeting, the total outflow on this account will be Rs. 27.64 Lacs.

7. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

During the Year, Unclaimed Dividend for FY 2016-17 amounting to Rs. 3,35,147/- (Three Lacs Thirty-Five Thousand One Hundred Forty-Seven only) has been transferred to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

8. Dividend Distribution Policy

Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires the top 1000 listed entities, based on market capitalization calculated as on March 31 of every Financial Year, to formulate a Dividend Distribution Policy and disclose the same in the Annual Report and on the website of the Company. However, Your Company is out of purview of top 1000 listed entities based on market capitalization calculated as on March 31 2025.

9. Share Capital

There has been no change in the share capital of the Company during the financial year under review.

The authorized share capital of the Company as on March 31, 2025 is INR 3,50,00,000/- (Rupees Three Crore Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.

The paid-up equity share capital of the Company as on March 31, 2025 is INR 2,76,43,260 (Rupees Two Crore Seventy-Six Lakhs Forty-Three Thousand Two Hundred Sixty Only) divided into 27,64,326 (Twenty-Seven Lakhs Sixty-Four Thousand Three Hundred Twenty-Six) Equity Shares of INR 10/- (Rupees Ten Only) each.

10. Disclosure regarding issue of equity shares with differential rights:

All the equity shares issued by the Company carry similar voting rights and the Company has not issued any equity shares with differential voting rights during the financial year under review.

11. Disclosure regarding issue of employee stock options:

The Company has not granted any employee stock options (ESOPs) during the financial year under review. Hence, disclosure of ESOPs under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is not required.

12. Disclosure regarding issue of sweat equity shares:

The Company, under the provisions of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, has not issued any sweat equity shares during the financial year under review and hence the disclosure requirements in this connection will not apply to the Company.

13. Buy-back

The Company has not bought back its shares during the financial period under review.

14. Annual Return

Pursuant to provisions of Section 134 read with Section 92(3) of the Companies Act, 2013, as amended, the Annual Return of the Company e-Form MGT-7 for the Financial Year 2024-25 is uploaded on the website of the Company at <http://www.spentasocks.com>.

15. Number of Board Meetings

The Members of the Board had met Thirteen (13) times during the financial year under review. The dates of the Board Meeting are as follows:

Sr. No.	Dates of Board Meeting
1.	10-04-2024
2.	17-04-2024
3.	01-05-2024
4.	28-05-2024
5.	28-06-2024
6.	05-08-2024
7.	22-08-2024
8.	04-10-2024
9.	13-11-2024
10.	20-12-2024
11.	03-01-2025
12.	05-02-2025
13.	13-02-2025

16. Meeting of Independent Directors

The Independent Directors met once during the year on 13th February, 2025 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.

17. Directors Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standard have been followed along with proper explanation relating to material departures;
- 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 and Loss of the Company for that period;
- 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;
- the Directors have prepared the Annual accounts on a going concern basis;
- 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; and

vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

18. Reporting of Fraud by Auditors

During the year under review, the Statutory Auditors, and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

19. Statement on Declaration Given by Independent Directors Under Section 149(6)

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant SEBI Listing Regulations.

In terms of regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the independent directors, the Board has confirmed that they meet the criteria of independence as mentioned under regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

20. Directors and Key Managerial Personnel

During period under review, there were no changes took place in the Board Composition.

However, Mr. Sudhir Kumar (ACS: 71594) acted as a Compliance Officer of the Company for a period of October 06th, 2023 to November 08th, 2024 and ceased to be the Company Secretary and Compliance Officer pursuant to his resignation with effect from close of business hours on November 08th, 2024.

Ms. Priti Ashok Shukla (ACS: 71248) has been appointed and acts as Company Secretary and Compliance Officer with effect from Wednesday, February 05th, 2025 onwards in the Financial Year 2024-2025.

21. Attributes, Qualifications & Independence of Directors, their appointment and remuneration

The Nomination & Remuneration Committee of Directors have approved a stat for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and the SEBI Listing Regulations. The relevant information has been given in **Annexure A** which forms part of this Report. The policy on Company's Remuneration and Nomination is posted on Company's website at www.spentasocks.com and also annexed hereto as **Annexure B**.

22. Disclosure pursuant to Section 197(14) of the Companies Act, 2013 and rules made thereunder:

During the Year under review, the Company does not have any Holding or Subsidiary Company. Therefore, No Managing Director or Whole time Director has received any Remuneration or commission and the following provision is not applicable.

23. Auditors

a) Internal Auditors

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. B. G. Dolar & Co., Internal Auditors for the Financial year 2024-2025 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.

b) Statutory Auditors

The Company at its 37th Annual General Meeting held on 24th September, 2024 appointed **M/s. A K Kocchar & Associates**, Chartered Accountants (FRN: 120410W) re-appointed as Statutory Auditors of the Company for a period of Five consecutive years and who shall hold such office from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting at such remuneration as may be mutually decided by the auditors and the Board of Directors thereof. Further, they have confirmed that they are not disqualified as auditors of the Company under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

c) Secretarial Auditors

The Company has appointed M/s. HSPN And Associates LLP (Formerly known as HS Associates), Practicing Company Secretaries, as Secretarial Auditor of the Company to carry out the Secretarial Audit for the Financial Year 2024-2025 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, the Board has appointed M/s. HSPN & Associates LLP, Practicing Company Secretary to conduct Secretarial Audit of the Company for a period of 5 years i.e. from FY 2025-26 to 2029-30, subject to approval of the Members at the ensuing AGM.

The secretarial Audit report (MR-3) of M/s. HSPN & Associates LLP for the period 2024-2025 is annexed herewith as **Annexure-C**.

d) Cost Auditor and Cost Audit

Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the financial 2024-25. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

Furthermore, The Company was not required to appoint Cost Auditor under the provisions of section 148 of the Companies Act, 2013 as the same was not applicable to the Company during the financial year under review.

24. Comments of the Board on Auditors' Report

During the reporting period, The Statutory Auditors and the Secretarial Auditors have no observations or qualifications, reservations or adverse remarks or disclaimer made by the Statutory Auditors in respect of financial statements and by the Secretarial Auditors in respect of Secretarial Audit as on and for the year ended 31st March, 2025 respectively.

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from a Practicing Company Secretary. M/s. HSPN & Associates

LLP were appointed to conduct Secretarial Audit and issue Report for the financial year 2024-25.

Secretarial Audit Report issued by M/s. HSPN & Associates LLP in Form MR-3 for the financial year 2024-25 forms part of this report. The Secretarial Audit Report is annexed herewith as **Annexure - C**.

25. Particulars of Loans, Guarantees or Investments made under section 186 of the Companies Act, 2013

Details of Loans granted, Guarantees given or Investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements in **note no. 12 & 47**.

26. Subsidiaries and Associate Companies

The Company does not have any subsidiaries, joint venture and associate companies as on 31st March, 2025, therefore report on the highlights of performance of subsidiaries, joint venture and associate companies is not provided in this report.

27. Particulars of Contracts or Arrangements made with Related Parties

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. The transactions are being reported in Form AOC-2 i.e. "**Annexure - D**" in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

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.

28. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

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

29. Cash Flow and Standalone Financial Statements

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and Standalone Financial Statements is part of the Annual Report.

30. 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 Rule 8 of the Companies (Accounts) Rules, 2014 is annexed hereto marked as **Annexure-E** and forms part of this report.

31. Statement Indicating/Concerning Development and Implementation of Risk Management Policy of the Company

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 (Listing Obligations and Disclosure Requirements) Regulations, 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.

32. Statement on Corporate Social Responsibility

The Provision of Section 135 of the Companies Act, 2013 read with Rule 8 of Companies Corporate Social Responsibility (Policy) Rules, 2014, was not applicable to the Company as the Net-worth, Turnover and Net profit of the Company was under the triggering limits during the year under review.

33. Annual Evaluation of the performance of the Board, its Committees and of Individual Directors has been made

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

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

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

34. Familiarization Programme for Independent Directors

The familiarization program aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization program also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization program for Independent Directors is posted on Company's website at <http://www.spentasocks.com>.

35. Particulars of Employees

The Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 read Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-F**.

36. A statement showing names of the top ten employees in terms of remuneration drawn during the said financial year

There have been no employees who is drawing the remuneration as specified in Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore the required details are not provided in this report.

37. Deposits

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

38. The details of Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

There were no significant or material orders passed by the Regulators, Courts or Tribunal which impact the going concern status of the Company and the Company's operations in future.

39. Internal Control System

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and their significant audit observations and follow up actions thereon are reported to the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

40. Disclosure under the Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

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, for the benefits of its employees. During the year under review, the Company has adopted a policy on prevention of sexual harassment of women at workplace. The Company has also constituted an Internal Complaints Committee/Anti-Sexual Harassment Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Currently there are 13 women employees' working with the Company and a senior women employee has been designated to receive complaints and report such cases to the Anti-Sexual Harassment Committee in this behalf. During the year under review no complaints were received under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details as required under the law for the compliant is provided below:

Number of complaints of sexual harassment received in the year;	Number of complaints disposed off during the year	Number of cases pending for more than ninety days
NIL	NIL	NIL

41. Insolvency and bankruptcy code

During the year, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 hence the requirement to disclose the details of application made or proceeding pending at the end of financial year is not applicable.

42. Disclosure under rule 8(5)(xii) of the Companies (Accounts) rules, 2014

During the year, there were no instances where your Company required the valuation for one-time settlement or while taking the loan from the Banks or Financial institutions. The requirement to disclose the details of difference between amount of valuation done at the time of onetime settlement and valuation done while taking loan from the Banks and Financial Institutions along with the reasons thereof is also not applicable.

43. Disclosure under the Maternity Benefits Act, 1961

The Company is in compliance with the provisions of the Maternity Benefit Act, 1961, which ensures maternity benefits to women employees as per applicable law. During the financial year ended March 31, 2025, the provisions of the Act were applicable to the Company; however, no instances arose wherein maternity benefits were availed by any woman employee of the Company as the Company does not have any female Employee.

The Company remains committed to providing a safe, inclusive, and supportive work environment for all employees, in line with applicable laws and best practices.

44. Voluntary revision of financial statements or board's report

There has been no voluntarily revision in the financial statements and board's report for the previous financial years.

45. Committees of the Board

During the year, in accordance with the Companies Act, 2013, There are currently three Committees of the Board, as follows:

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

For details (composition, number of meeting, attendance, etc.) of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, please refer to Corporate Governance Report forming part of this report as Annexure H.

46. Whistle Blower Policy/Vigil Mechanism Policy for the Directors and Employees

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Whistle Blower Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on the website of the Company at <http://www.spentasocks.com>.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

47. Registrar and Share Transfer Agent:

M/s MUFG Intime India Private Limited, C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400083, Maharashtra, is the Registrar and Share Transfer Agent of the Company for the physical and Demat shares. The members are requested to contact directly for any requirements.

48. 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 given separately and is annexed as **Annexure-G** and forms part of this report.

49. Corporate Governance Report

The Company is committed towards maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under regulation 34 (3) and Part C of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. The Certificate from the practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under regulation 34 (3) and Part E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also published in this Annual Report as **Annexure-H**.

50. Compliance of applicable Secretarial Standards

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

51. Enhancing Shareholder Value

Your company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organizational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services.

52. Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of Raw Materials, Finished Goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and various other factors.

53. Other Disclosures

a) Proceeding under The Insolvency and Bankruptcy Code, 2016:

There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as of March 31, 2025.

b) The requirement to disclose the details of difference between amount of valuation done at the time of onetime settlement and valuation done while taking loan from the Banks and Financial Institutions along with the reasons thereof is also not applicable.

54. Acknowledgements

Your Directors take this opportunity to thank the Company's Members, Customers, Vendors and all other Stakeholders for their continued support throughout the financial year. The Directors also thank the Stock Exchange, Banks, Ministry of Corporate Affairs, State Governments, Government of India and all other Government agencies and Regulatory Authorities for the support extended by them and also look forward to their continued support in future.

Your Directors would also like to place on record their sincere thanks & appreciation for their contribution, consistent hard work, dedication and commitment of our employees at all levels for their contribution to the success achieved by the Company.

For and on behalf of the Board of Directors
SPENTA INTERNATIONAL LIMITED

Sanjay Gadodia
Chairman & Whole Time
Director
DIN: 00203433

Danny Hansotia
Managing Director &
CFO
DIN: 00203497

Place: Palghar
Date: 14th August, 2025

Annexure A

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS

Definition of Independence

- A director will be considered as an 'Independent Director' ('ID') if the person meets with the criteria for 'Independent Director' as laid down in the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
- The definition of Independent Director is as provided in the Act and Listing Regulations.
- Current and ex-employees of the Company may be considered as independent only if he/she has or had no pecuniary relationship with the company during the three immediately preceding financial years or during the current financial year.

Qualifications of Directors

- Boards will ensure that a transparent board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender.
- It is expected that boards have an appropriate blend of functional and industry expertise.
- While recommending appointment of a director, it is expected that the Nomination and Remuneration Committee ('NRC') to consider the manner in which the function and domain expertise of the individual contributes to the overall skill-domain mix of the Board.
- IDs ideally should be thought/practice leaders in their respective functions/domains.

Positive attributes of Directors

Directors are expected to comply with duties as provided in the Act. For reference, the duties of the Directors as provided by the Act are as follows:

1. Act in accordance with the articles of the company.
2. Act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
3. Exercise duties with due and reasonable care, skill and diligence and exercise independent judgement.
4. Not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company
5. Not to achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
6. Not to assign his office.

Additionally, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgement. IDs are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act and adopted by the Board. The Code specifies the guidelines of professional conduct, role and function and duties of Independent Directors. The guidelines of professional conduct specified in the Code are as follows:

An Independent Director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

Annexure B

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT AND SUCCESSION PLANNING

Appointment and removal of Director, Key Managerial Personnel and Senior Management

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- d) Mr. Sudhir Kumar (ACS: 71594) acts as Compliance Officer of the Company for a period from October 06th, 2023 to November 08th, 2024 and ceased to be the Company Secretary and Compliance Officer pursuant to his resignation with effect from close of business hours on November 08th, 2024.
- e) Ms. Priti Ashok Shukla (ACS No. 71248) appointed and acts as Company Secretary and Compliance Officer with effect from February 05th, 2025 onwards in the Financial Year 2024-2025.

Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director/ Managing Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

Removal

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy for Remuneration to Directors/KMP/Senior Management Personnel

1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non-Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Implementation

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

Annexure C

Secretarial Audit Report

Form No. MR-3

For the financial year ended on 31st March, 2025

[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, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***Not Applicable to the Company during the period under review;***
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based

Employee Benefits and Sweat Equity) Regulations, 2021; ***Not Applicable to the Company during the period under review;***

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***Not Applicable to the Company during the period under review;***
- f) The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ***Not Applicable to the Company during the period under review;***
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; ***Not Applicable to the Company during the period under review; and***
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***Not Applicable to the Company during the period under review;***

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

- i. The Environment Protection Act, 1986;
- 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.

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

- i) Secretarial Standards 1 and 2 as issued and revised by the Institute of Company Secretaries of India with effect from 1st April, 2024.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended and made effective from time to time.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and standards as mentioned above.

We further report that:

The Board of Directors of the Company have a balance of Executive Directors and Non-Executive Independent Directors.

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

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

We further report that during the audit period:

1. The Company has obtained shareholders' approval at the 37th Annual General Meeting of the Company held on Tuesday, 24th September, 2024 at 11:30 A.M. for the re-appointment of M/s. A K Kocchar & Associates., Chartered Accountants, (Firm Registration No. 120410W) as Statutory Auditors of the Company for the Tenure of 5 years from the AGM 2024 to AGM 2029.
2. The Company has also obtained shareholders' approval for the re-appointment of Mr. Sanjay Shyamsunder Gadodia (DIN No: 00203433), as a Whole Time Director and Chief Executive Officer of the Company w.e.f. 1st July 2024 up to 30th June 2027 as per the terms of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.
3. The Company has confirmed and paid final dividend of Rs. 1.00/- per share for the year ended 31st March, 2024 which was in compliance with provisions of Section 123 of Companies Act, 2013 read with rule 3 of the Companies (Declaration and Payment of Dividend) Rules, 2014.
4. Further, Mr. Sudhir Kumar (ACS 71594) has Resigned as Company Secretary and Compliance Officer w.e.f. Friday, 08th November, 2024.
5. As Recommended by the Nomination and Remuneration Committee and with Consent of the Board of Directors of the Company, Ms. Priti Ashok Shukla (ACS No. 71248) has been appointed as the Company Secretary and Compliance Officer w.e.f. Wednesday, 05th February, 2025.
6. During the year under review Company has transferred total number of shares 12,601 (Twelve Thousand Six Hundred One only) of nominal amount of Rs. 1,26,010 (One Lakh Twenty-Six Thousand Ten only) pursuant to section 124(6) of the Companies Act, 2013 to the IEPF Authority as on 09th June, 2025 for the Financial Year 2016-17.

Date: 14th August, 2025
Place: Mumbai
ICSI UDIN: A075123G001007593
Peer Review: 6035/2024

For HSPN & ASSOCIATES LLP
Company Secretaries

Kunal Sakpal
Designated Partner
ACS No.: 75123
CP No.: 27860

**Annexure to the Secretarial Auditors Report for the financial year ended
March 31, 2025**

To,
The Members,
SPENTA INTERNATIONAL LIMITED

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

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

Date: 14th August, 2025
Place: Mumbai
ICSI UDIN: A075123G001007593
Peer Review: 6035/2024

For HSPN & ASSOCIATESLLP
Company Secretaries

Kunal Sakpal
Designated Partner
FCS No.: 75123
CP No.: 27860

Annexure D

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:

(a) Name(s) of the related party and nature of relationship	There were no transactions or arrangements which were not at arm's length and which were not in the ordinary course of business during financial year 2024-25.
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

(a) Name(s) of the related party and nature of relationship	Mrs. Rita S. Gadodia
(b) Nature of contracts/arrangements/transactions	Rent Paid
(c) Duration of the contracts / arrangements/transactions	Yearly
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	3,60,000
(e) Date(s) of approval by the Board, if any:	10.04.2024
(f) Amount paid as advances, if any	--

For and on behalf of the Board of Directors

s/d
Sanjay Gadodia
Chairman & Whole Time Director
DIN: 00203433

s/d
Danny Hansotia
Managing Director & CFO
DIN: 00203497

Place: Palghar
Date: 14th August, 2025

Annexure E

DISCLOSURE ON 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 (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

- i. The steps taken or impact on conservation of energy:
 - Maintained the power factor in the range of 0.998 to 0.999 throughout the year and got rebate in electricity bills
 - By replacing to energy conservation equipment like air compressor, dryer, and motors for better consumption of electricity.
- ii. The steps taken by the company for utilizing alternate sources of energy – We are in talks for installation solar panels and using solar energy to reduce our electricity consumption.
- iii. The capital investment on energy conservation equipment. - 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 due to advanced Machinery
 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)

Particulars	31.03.2025	31.03.2024
Foreign Exchange Earnings:	621.60	328.32
Foreign Exchange outgo:	5.87	5.45
Travelling	2.34	-
Advances for Spares and Consumables		
Plant and Machinery		
Spares & Consumables	3.53	5.45

A. POWER & FUEL CONSUMPTION

	Particulars	31.03.2025	31.03.2024
	Electricity		
a)	Purchased		
	Units (in lacs) (in kwh)	16.62	16.22
	Amount in Rupees (net of subsidy) (in lacs)	131.06	139.84
	Rate per Unit (in rupees)	7.89	8.62

B. CONSUMPTION PER UNIT OF PRODUCTION

	Particulars	31.03.2025	31.03.2024
		Number of pairs	
	Product: Knitted Socks	37,86,061	37,33,455
	Electricity (kwh/pair of socks)	0.439	0.434

Annexure F

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 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 2025
Non-executive Directors	
Mrs. Anita koti	0
Mr. Sashikant Newatia	0
Mr. Dilip Pawar	0
Executive Directors	
Mr. Sanjay Gadodia	8.41
Mr. Danny Hansotia	8.41

- 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 2025
Mr. Sanjay Gadodia	--
Mr. Danny Hansotia	--
Mrs. Anita Koti	--
Mr. Sashikant Newatia	--
Mr. Dilip Pawar	--
Mr. Sudhir Kumar	--
Ms. Priti Ashok Shukla	--

- c. The percentage increase in the median remuneration of employees in the financial year: 12.24%

- d. The number of permanent employees on the rolls of Company: 74

- e. Average percentile increases 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:

The salary increases are a function of various factors like individual performance vis-à-vis industry trends, economic situation, future growth prospects, etc. besides the performance of the Company. There are no exceptional circumstances for increase in the managerial remuneration.

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

It is affirmed that the remuneration paid is as per the Remuneration Policy, applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company. The policy is available on the company's website: www.spentasocks.com

- g. The statement to the board's report shall include a statement showing the name of every employee of the Company-

who-

- if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less one crore and two lakh rupees;- **Not Applicable to the Company**
- if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;- **Not Applicable to the Company**

Annexure G

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMY OVERVIEW

The global macro-economic scenario during the financial year 2024-25 was another period of subdued growth marked by high inflation and interest rates, geo-political tensions, concerns of recession and supply chain constraints. In spite of these challenges and risks, the global economic growth expectations can be viewed with cautious optimism. Global economic growth is projected to remain at 3.2% in 2025, the same pace as in 2023 and 2024.

In spite of global economic risks, emerging India is poised to be the fastest growing economy for the next few years and a preferred market for investments. India has gained a strong presence in various global diplomatic and trade forums and made progress towards achieving its goal to be a global manufacturing hub. As global supply chains seek to diversify, India stands to gain as a stable destination for manufacturing and business. The Indian economy, bolstered by strong macro fundamentals, retained its growth momentum primarily driven by government investments in infrastructure, invitation to global and local players to boost local production and manufacturing in India. In 2024-25, real GDP growth was estimated at 6.5 per cent. The Reserve Bank of India expects the same rate to continue in 2025-26. This performance comes at a time when the global economy faces uncertainty, making India's steady momentum all the more significant.

India showed a remarkable performance, closing 2023 with a GDP of US\$ 3.73 trillion. With a projected GDP growth rate of 6.3 percent, India is geared to become a US\$ 5 trillion economy by 2027*.

According to IMF estimates, both Foreign Direct Investment (FDI) and Foreign Portfolio Investment (FPI) inflows have increased in 2023, and are projected to be US\$ 44.4 billion and US\$ 33.9 billion respectively, in 2024. The increase in foreign investment is a testament to the fact that India is perceived as an emerging power that has the potential to generate a steady return on investment with a negligible risk premium.

Another key focus of the Government has been on sustainability and green growth. All these measures had a cascading effect on capacity utilization, and with the strong corporate balance sheet, private sector is at the threshold of resurgent investment cycle.

INDIAN ECONOMIC OVERVIEW

India's growth continues to be resilient despite some signs of moderation in growth, says the World Bank in its latest India Development Update, the World Bank India's biannual flagship publication.

After overtaking the United Kingdom (UK) to become the fifth largest economy in Q1 FY23, India is expected to emerge as the fourth-largest economy in the world in 2025, overtaking Japan with a nominal Gross Domestic Product (GDP) of Rs. 3,49,68,900 crore (US\$ 4.1 trillion). Sustained economic momentum backed by domestic reforms and global positioning under the vision of Aatmanirbhar Bharat, India is expected to reach the Rs. 4,26,45,000 crore (US\$ 5 trillion) GDP mark by 2027 and surpass Germany by 2028. In FY25, India's exports stood at Rs. 37.31 lakh crore (US\$ 433.56 billion), with Engineering Goods (26.88%), Petroleum Products (13.86%) and electronic goods (8.89%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months. Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers.

The manufacturing sector currently contributes approximately 17% to India's GDP. The Indian government aims to increase this to 25% by 2025. This target is part of the "Make in India" initiative, which aims to boost domestic manufacturing and transform India into a global manufacturing hub.

Indian Textile Industry

The textile and apparel industry contributes 2.3% to our GDP, 13% to industrial production, and 12% to exports. India exported textile items worth US\$ 34.4 billion in 2023-24, with apparel constituting 42% of the export basket, followed by raw materials/semi-finished materials at 34% and finished non-apparel goods at 30%. It is also the second largest employment generators, after agriculture, with over 45 million people employed directly, including many women and the rural population. As further evidence of the inclusive nature of this industry, nearly 80% of its capacity is spread across Micro, Small and Medium Enterprises (MSME) clusters in the country.

The sector also has perfect alignment with the Government's overall objectives of Make in India, Skill India, Women's Empowerment, Rural Youth Employment and inclusive growth. The industry produces about 22,000 million pieces of garments per year, with the market size projected to reach US\$ 350 billion by 2030, from the current \$174 billion.

Recently, the Ministry of Textiles reported a 7% increase in textile and apparel exports, including handicrafts, from April to December 2024, compared to the same period the previous year. In line with the growth roadmap, the Indian textile market currently ranks fifth globally, and the government is actively working to accelerate this growth to a rate of 15-20% over the next five years.

Union Budget Allocations for Ministry of Textiles

The Union Budget announced an outlay of **₹5272 crores** for the **Ministry of Textiles** for **2025-26**. This is an increase of **19%** over budget estimates of 2024-25 (Rs. 4417.03 crore).

INDUSTRY STRUCTURE AND DEVELOPMENT

The global textile industry has been facing exceptionally challenging conditions since the past two years due to the restrictions imposed because of the Covid-19 pandemic. Further, the global supply chain had seen unprecedented levels of pressure and disruption due to logistical impasse. This led to delayed delivery resulting into reduced product shelf life and increased inventory at importer / retailer level which resulted in reduction in export orders / delayed picking of confirmed orders, apart from sharp increase in vessel shipping cost. Further, prodigious liquidity globally led to a proliferation in commodity prices including Cotton, Dyes, Chemicals, Coal, etc.

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

OPPORTUNITIES AND THREATS

The textile and sock industries face a mix of opportunities and threats.

Key opportunities include growing global demand, particularly for sustainable and functional products, and the potential for technological advancements like AI-powered production and smart textiles.

However, threats include economic volatility, price competition, supply chain disruptions, and the need to address environmental concerns and waste management.

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.

OUTLOOK

Coming year will be challenging with respect to pricing. Due to constant investment in latest machinery your company is able to target a vast audience, enhancing product quality, improving delivery schedules and giving superior customer service. Expectations are high, prospects are bright, but capitalizing on the new emerging opportunities will be a challenge for the socks manufacturing Companies.

The Company's Socks Division is optimistic of growth through continued network expansion and innovation. The Business will continue to focus on increasing the premium and fashion quotient of its offerings on the basis of a deep understanding of consumer preferences and delivering products of worldclass quality.

RISKS 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.

The sock industry faces risks related to intense competition, changing market trends, and fluctuating demand due to weather and consumer behaviour. Additionally, concerns exist about material quality, potential skin irritation from synthetic fibres, and moisture control issues, particularly in cheaper socks. Environmental impact and the complexities of custom sock sourcing are also notable challenges.

In these circumstances, the ability to successfully navigate cost pressures would have a significant bearing on the overall performance of your Company. Diminishing purchasing power and demand due to the economic circumstances could result in fundamental shifts in consumer behaviours and adversely impact the market for textiles and apparel.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company maintains adequate and effective Internal Control Systems commensurate with its size and complexity. It believes that these systems provide, among other things, a reasonable assurance that transactions are executed with management authorization. It also ensures that they are recorded in all material respect to permit preparation of financial statements in conformity with established accounting principles along with the assets of the Company being adequately safeguarded against significant loss or misuse. An independent Internal Audit function is an important element of Company's Internal Control System. This is supplemented through an extensive internal audit program and periodic review by the management and the Audit Committee of Board.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the total production of the socks was steady but margin was better due to decrease in input costs. The Profit before tax recorded during the year was Rs. 153.43 Lakhs as against Profit of Rs. 145.98 Lakhs in the previous financial year.

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

At Spenta, we are committed to sustainable work practices and a transparent work culture. The year gone by brought many challenges owing to Covid led disruptions which posed serious threats to the entire mankind. Amidst all these thought-provoking scenarios, we leveraged use of digital assets to connect with various stakeholders, including our employees. IT tools were optimally utilised for skills enhancement and training of employees when most of the business activities were standstill everywhere.

Maintaining balance between safety of employees and business continuity, Work from Home (WFH) facility was accorded to people immediately post lockdown. As the things started to ease, proactive measures for employees were undertaken like, workplace SOPs, awareness sessions, etc. Similarly,

our factories resumed operations with robust hygiene norms and considering all the social-distancing regulations.

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.

The Company had on rolls total of 75 permanent employees as on 31st March, 2025 excluding employees on contract basis and job workers.

RATIO ANALYSIS

Particulars	2024-2025	2023-2024	Change
Debtors Turnover Ratio	4.31	3.00	1.31
Inventory Turnover Ratio	1.63	1.28	0.35
Interest coverage Ratio	2.26	2.32	-0.06
Current Ratio	1.74	1.77	-0.03
Debt Equity Ratio	0.77	0.80	-0.03
Operating Profit Margin Ratio (%)	7.33%	9.35%	-2.02%
Net Profit Margin Ratio (%)	2.55%	3.13%	-0.58%
Return on Net worth (%)	4.17%	3.92%	0.25%

- Debtors Turnover Ratio: Significant Change indicating sound and effective collection tactics and customers paying their debts on time
- Inventory Turnover Ratio: Slight Change indicating strong sales and efficient management of inventories
- Interest Coverage Ratio: No material Change is observed
- Current Ratio: No material Change is observed
- Debt Equity Ratio: No material Change is observed
- Operating Profit Margin: Slight Change indicating higher operational and variable costs and no corresponding change in product pricing
- Net Profit Margin: Slight Change indicating increase in indirect costs and high competition
- Return On Net Worth: Slight Change indicating good financial health

Annexure H

CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the year ended 31st March, 2025 is presented below:

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company has adopted a Code of Conduct for the Board and Senior Management of the Company. In addition, the Company has adopted a Code for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act"). The Company's corporate governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS:

The Board of Directors ('the Board') plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Directors of your Company are persons of integrity and bring to the Board a wide range of knowledge, experience, diversity of thought and skills. The Board effectively carries out its responsibilities like providing strategic guidance to the Company, code of conduct for the executives, disclosure of information about their concerns and interests, adherence to the Code of Conduct etc. and the Board applies high ethical standards and acts with due diligence, care and in the best interest of the Company and its stakeholders.

The Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

a. Composition of the Board and category of the Director:

The composition of the Board of the Company is in compliance with the provisions of Regulation 17 of the Listing Regulations. The Company has a judicious mix of Executive, Non- Executive and Independent Directors to ensure proper governance and management. As on 31st March 2025 the Board comprised of 5 (Five) Number of Directors of which, 2 (Two) Executive Directors, 3 (Three) Non-Executive - Independent Directors including one Woman Director. Further Mr. Sanjay Gadodia, Whole Time Director heading the Board as Chairman. As on 31st March 2025, the Independent Directors of the Company, have confirmed that they satisfy the criteria of independence as prescribed under Reg. 16 (1) (b) of SEBI (LODR) Regulations 2015 and Companies Act, 2013.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. In case of business exigencies, the Board's

approval is taken through circular resolutions.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

The Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their judgement in any manner. The Independent Directors provide a confirmation to the effect that they meet the criteria of independence as defined under the Companies Act, 2013. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Independent Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations. The Board confirms that the Independent Directors fulfil the conditions specified in these regulations and that they are Independent of the management.

b. Term of Board Membership

The Board, on the recommendations of the Nomination and Remuneration Committee, considers the appointment and re-appointment of Directors.

Section 149 of the Companies Act, 2013, provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company. However, the Independent Directors shall not retire by rotation.

The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of Directorships and committee chairmanships / memberships held by them in other public companies as on 31st March, 2025 are given herein below. Other Directorships do not include Directorships in private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of Board committees includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether listed or not).

The details of each member of the Board as on 31st March, 2024 along with the number of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) are provided herein below:

Name of the Director & DIN	Category	Number of Shares held	Number of Directorship in other Public Limited Companies *	Number of Membership/ Chairmanship in Committees of Boards of other Public Limited Companies#		Names of other Listed Companies in which he/she holds Directorship and category of Directorship	Inter-se Relationship between Directors
				As Chairman	As Member		
Mr. Sanjay Gadodia (DIN: 00203433)	Promoter, Chairman, Whole Time Director cum Chief Executive Officer	6,43,133	1	-	-	NIL	NIL
Mr. Danny Hansotia (DIN: 00203497)	Promoter, Managing Director cum Chief Financial	6,90,277	1	-	-	NIL	NIL

	Officer						
Dr. Anita Koti (DIN: 08069112)	Independent and Non-Executive Director	-	-	-	-	NIL	NIL
Mr. Sashikant Newatia (DIN: 08793440)	Independent and Non-Executive Director	-	-	-	-	NIL	NIL
Mr. Dilip Pawar (DIN: 09279715)	Independent and Non-Executive Director	-	-	-	-	NIL	NIL

* Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

Includes only the membership of Audit and Stakeholders' Relationship Committees of Indian Public Limited Companies.

c. Meetings of the Board

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. It meets at least once in a quarter to review the Company's quarterly performance and financial results. Board meetings are governed with a structured agenda. The Agenda for the Board and Committee meetings covers items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda of the Board / Committee Meetings is set by the Company Secretary in consultation with the Managing Director & CFO of the Company. The agenda of the Board and Committee meetings are pre-circulated in advance with detailed notes and supporting documents. In case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting. The Board periodically reviews the compliance reports with respect to laws and regulations applicable to the Company.

During the financial year under review, the Board had met Thirteen times on 10th April 2024, 17th April 2024, 01st May 2024, 28th May 2024, 28th June 2024, 05th August 2024, 22nd August 2024, 04th October 2024, 13th November 2024, 20th December 2024, 03rd January 2025, 05th February 2025, 13th February 2025 respectively. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The required quorum was present at all the above Board Meetings and all Resolutions are approved unanimously/ with requisite majority and recorded in the minutes. There was no instance of Adjournment of any of the said Meetings. The Board periodically reviews and discussed the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The minutes of proceedings of each Board Meetings are maintained in terms of statutory provisions. Meetings of various committees are held properly. The minutes of the Committee Meetings were periodically placed before the Board.

Attendance of Directors at Board Meetings and at last Annual General Meeting (AGM) are given in the table below:

Name of the Director & DIN	Attendance at Board Meeting during FY 2024-25		Attendance at Last AGM held on 24 th September, 2024
	Number of Board Meetings held	Number of Meetings attended	
Mr. Sanjay Gadodia (DIN: 00203433)	13	13	Yes
Mr. Danny Hansotia (DIN: 00203497)	13	13	Yes
Dr. Anita Koti	13	13	Yes

(DIN: 08069112)			
Mr. Sashikant Newatia (DIN: 08793440)	13	13	Yes
Mr. Dilip Pawar (DIN: 09279715)	13	13	Yes

Date-wise attendance at Board Meeting:

Name of the Director & DIN	Mr. Sanjay Gadodia (DIN: 00203433)	Mr. Danny Hansotia (DIN: 00203497)	Dr. Anita Koti (DIN: 08069112)	Mr. Sashikant Newatia (DIN: 08793440)	Mr. Dilip Pawar (DIN: 09279715)
10 th April, 2024	Yes	Yes	Yes	Yes	Yes
17 th April, 2024	Yes	Yes	Yes	Yes	Yes
01 st May, 2024	Yes	Yes	Yes	Yes	Yes
28 th May, 2024	Yes	Yes	Yes	Yes	Yes
28 th June, 2024	Yes	Yes	Yes	Yes	Yes
05 th August, 2024	Yes	Yes	Yes	Yes	Yes
22 nd August, 2024	Yes	Yes	Yes	Yes	Yes
04 th October, 2024	Yes	Yes	Yes	Yes	Yes
13 th November, 2024	Yes	Yes	Yes	Yes	Yes
20 th December, 2024	Yes	Yes	Yes	Yes	Yes
03 rd January, 2025	Yes	Yes	Yes	Yes	Yes
05 th February, 2025	Yes	Yes	Yes	Yes	Yes
13 th February, 2025	Yes	Yes	Yes	Yes	Yes

The Board Meetings were conveyed after sufficient days of Notice to the Board Members along with the Agenda for the meeting with necessary documents with all the required information pursuant to provisions of Companies Act, 2013 and SEBI Listing Regulations.

d. Shares and Convertible Instruments held by Non-Executive Directors:

There are No shares and Convertible Instruments are held by non-executive directors during the reporting period.

e. Familiarization Programme for Independent Directors:

The Company has adopted a structured programme for orientation of Independent Directors at the time of their joining so as to familiarise them with the Company's operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and the responsibilities so as to be in a position to take well-informed and timely decisions and contribute significantly to the Company. The details of the familiarization programmes imparted to Independent Directors is available on the Company's website of the Company at: <http://www.spentasocks.com>.

f. Matrix setting out the skills/expertise/competence required in the context of its business for it to function effectively and those actually available with the Board:

In terms of requirement of Listing Regulations, 2015, the Board has identified the following core skills / expertise /competencies of the Directors in the context of the Company's business for effective functioning as given below:

Sr. No.	Areas of expertise required	Description	Skill areas actually available with the Board
1.	Experience of crafting Business Strategies	Experience in developing long-term strategies to grow consumer business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions.	Yes
2.	Governance, Risk and Compliance	Experience in the application of Corporate Governance principles. Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance.	Yes
3.	Finance and Accounting experience	Comprehensive understanding of financial accounting, reporting and controls and analysis.	Yes
4.	Sales, Marketing & Brand building	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.	Yes
5.	Understanding of Consumer and Customer Insights in diverse environments and conditions	Experience of having managed organisations with large consumer / customer interface in diverse business environments and economic conditions which helps in leveraging consumer insights for business benefits.	Yes

Expertise/ Skills of Directors

Name of the Director & DIN	Expertise / Skills				
	Experience of crafting Business Strategies	Governance, Risk and Compliance	Finance and Accounting experience	Sales, Marketing & Brand building	Understanding of Consumer and Customer Insights in diverse environments and conditions
Mr. Sanjay Gadodia (DIN: 00203433)	Yes	Yes	Yes	Yes	Yes
Mr. Danny Hansotia (DIN: 00203497)	Yes	Yes	Yes	Yes	Yes
Dr. Anita Koti (DIN: 08069112)	Yes	Yes	--	--	Yes
Mr. Sashikant Newatia (DIN: 08793440)	Yes	--	Yes	Yes	Yes
Mr. Dilip Pawar (DIN: 09279715)	Yes	Yes	Yes	--	Yes

g. Board Evaluation

The Board has carried out an annual performance evaluation of its own performance and that of its Committees as well as of performance of the Directors individually. The Nomination and Remuneration Committee laid down the criteria for such performance evaluation. The evaluation process was carried out internally in FY 2024-25. Each Board member completed a questionnaire on other Board members for peer evaluation and a questionnaire to provide feedback on Board, its Committees and their functioning. The performance evaluation of the

Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process. The contribution and impact of individual members was evaluated on parameters such as level of engagement, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. The peer ratings on certain parameters, positive attributes and improvement areas for each Board member were also provided to them in a confidential manner.

h. Separate Meeting of Independent Directors:

The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.

As stipulated by the Code for Independent Directors under the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on 13th February, 2025 to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company attended the Meeting of Independent Directors held on 13th February, 2025. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

i. Reasons for the Resignation of Independent Directors:

No Independent Director has been resigned during the financial year 2024-2025.

In the opinion of the Board, the Independent Directors fulfills the conditions specified in SEBI (LODR) Regulations, 2015 and are independent of the Management.

COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

3. AUDIT COMMITTEE:

The Audit Committee acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Audit committee interacts with the Internal Auditors, Statutory Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

a. Terms of Reference of the Committee

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The terms of reference & powers of the Audit Committee are prescribed under Part C of Schedule II of The SEBI (LODR) Regulations, 2015 which inter alia, include the following:

Powers of the Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

A. Role of the Audit Committee

- i. Oversight of the Company's Financial Reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- iii. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- iv. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required being included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgments by the management.
 - d) Significant adjustments made in the financial statements arising out of Audit findings.
 - e) Compliance with the listing and other legal requirements relating to financial statements.
 - f) Disclosure of Related Party Transactions.
 - g) Review of the Draft Statutory Audit Report.
- v. Review with the management, the quarterly financial statements before submission to the Board for approval.
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc., the statement of fund utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- viii. Approval or any subsequent modification of transactions of the company with related parties.
- ix. Scrutiny of inter-corporate loans and investments.
- x. Valuation of undertakings or assets of the company, whenever it is necessary.
- xi. Evaluation of internal financial controls and risk management systems.
- xii. Review with the management, the performance of Statutory and Internal Auditors, adequacy of Internal Control Systems.
- xiii. Review the adequacy of Internal Audit function, including the structure of the internal audit department, staffing and seniority of the officials heading the department, coverage and frequency of the Internal Audit.
- xiv. Discussion with Internal Auditors, any significant findings and follow up thereon.
- xv. Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- xvi. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xvii. To look into the reasons for substantial defaults, if any, in payment to the depositors,

- debenture holders, shareholders (in case of dividend) and creditors.
- xviii. To review the functioning of the Whistle Blower Mechanism.
 - xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that functions after assessing the qualifications, experience and background, etc. of the candidate.
 - xx. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 - xxi. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - xxii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

B. To Review the following Information:

- a) The management discussion and analysis of financial conditions and results of operations.
- b) Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
- c) Internal Audit Reports relating to internal controls and weaknesses, and
- d) The appointment, removal and terms of remuneration of Chief internal auditors shall be subject to review by the Audit Committee.
- e) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

In addition to the aforesaid, the Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Regulations as amended from time to time and that of the Act.

b. Composition of Committee, Meetings and Attendance

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Act. All members of the Committee are financially literate, with Mr. Sashikant Newatia, as Chairman of the Committee, having the relevant accounting and financial management expertise.

The composition of the Audit Committee and the details of the meetings attended by its members during the Financial Year ended 31st March, 2025 are as under:

Name of the Member	Category	Position	Audit Committee Meetings	
			Held	Attended
Mr. Sashikant Newatia	Independent Non-Executive	Chairperson	5	5
Dr. Anita Koti	Independent Non-Executive	Member	5	5
Mr. Dilip Pawar	Independent Non-Executive	Member	5	5

The Company Secretary acts as the Secretary to the Committee. Audit Committee met 5 (Five) times during the financial year 2024-25 on 17th April 2024, 28th May 2024, 05th August 2024, 13th November 2024, 13th February 2025. The gap between two Audit committee meetings was not more than one hundred and twenty days between any two consecutive meetings. Requisite quorum was present at the above Meetings.

The key risks and mitigating actions are also placed before the Audit Committee of the Company. Significant audit observations and follow up actions thereon are reported by the Committee. The Committee reviews adequacy and effectiveness of the Company's Internal Control Environment and monitors the implementation of audit recommendations, including

those relating to strengthening of the Company's risk management policies and systems.

Audit Committee meetings were also attended by the Managing Director and Chief Financial Officer, Company Secretary, partner of Internal Auditors and partner of Statutory Auditors of the Company. The minutes of the meetings of the Audit Committee were periodically placed before the Board.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee (NRC) is constituted in accordance with provisions of sub section (1) of Section 178 of the Companies Act, 2013 and Regulation 19 (4) read with Part-D of Schedule-II of Listing Obligations and Regulations.

The Company Secretary acts as the Secretary to the Committee.

a. Terms of Reference of the Nomination and Remuneration Committee

- i. Recommend to the Board, the set up and composition of the Board and its committees, including the "formulation of the criteria and for determining qualifications, positive attributes and independence of a director." The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, Independence, knowledge, age, gender and experience.
- ii. Recommend to the Board the appointment or reappointment of directors.
- iii. Recommend to the Board the Appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by the committee).
- iv. Carry out an evaluation of every director's performance and support the Board, its committees and individual directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally, the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- v. Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- vi. On an annual basis, recommend to the Board the remuneration Policy for directors, and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- vii. Oversee the familiarization programs for directors.
- viii. Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, Key Managerial Personnel and executive team).
- ix. Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

b. Composition of Committee, Meetings and Attendance

The composition of the NRC and details of meetings attended by its members during the Financial Year ended 31st March, 2025, are given below:

Name of the Member	Category	Position	Nomination and Remuneration Committee Meetings	
			Held	Attended
Mr. Dilip Pawar	Independent Non-Executive	Chairperson	3	3
Dr. Anita Koti	Independent Non-Executive	Member	3	3
Mr. Sashikant Newatia	Independent Non-Executive	Member	3	3

The NRC met 3 (Three) times during the financial year 2024-25 on 28th June 2024, 05th August 2024, 05th February 2025

c. Remuneration policy:

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. The remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the industry.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and (variable component) to its managing director and the executive directors.

The Remuneration policy of the Company is available on the website of the Company at <http://www.spentasocks.com>.

d. Criteria for Performance Evaluation of Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual Performance Evaluation was carried out for the financial year 2024 - 25 by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committee.

A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared after taking into consideration the Guidance note issued by SEBI vide circular no, CMD/CIR/P/2017/004 dated 05.01.2017.

The criteria for performance evaluation of Independent Directors cover the areas relevant to the functioning of the Independent Director such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and during the evaluation the Director(s) who is subject to evaluation did not participate.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as guidance/support to management outside Board/ Committee meetings, degree of fulfilment of key responsibilities, effectiveness of meetings etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Committee is responsible for addressing the investor complaints and grievances. The Committee meets on a periodic basis to address the investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

a. Terms of Reference of the Stakeholders Relationship Committee:

- a. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- b. Review of measures taken for effective exercise of voting rights by shareholders.
- c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

- e. Review of corporate actions, if any.
- f. Review of documents submitted to Stock Exchanges.
- g. Any other matters assigned to it with relation to the Companies Act, 2013 and Listing Regulations.

b. Composition of Committee, Meeting and Attendance:

The composition of the SRC and details of meetings attended by its members during the Financial Year ended 31st March, 2025, are given below:

Name of the Member	Category	Position	Stakeholders Relationship Committee Meetings	
			Held	Attended
Mrs. Anita Koti	Independent Non-Executive	Chairperson	2	2
Mr. Dilip Pawar	Independent Non-Executive	Member	2	2
Mr. Danny Hansotia	Executive Director	Member	2	2

The Stakeholder Relationship Committee met 2 (Two) times during the financial year 2024-25 on 05th August 2024 and 13th February, 2025.

The necessary quorum was present for all the meetings. The minutes of the meetings of the Committee were periodically placed before the Board.

c. Name and designation of Compliance Officer:

Mr. Sudhir Kumar (ACS: 71594) acts as Compliance Officer of the Company for a period from 06th October 2023 to 08th November, 2024 and ceased to be the Company Secretary and Compliance Officer pursuant to his resignation with effect from close of business hours on 08th November, 2024.

Ms. Priti Ashok Shukla (ACS No. 71248) appointed and acts as Company Secretary and Compliance Officer with effect from 05th February, 2025 onwards in the Financial Year 2024-2025.

As on the date of signing this report Ms. Priti Ashok Shukla, Company Secretary and Compliance Officer of the Company acting as a Company Secretary and Compliance Officer of the Company. He can be reached out at the corporate office of the Company at:

B/1303, Naman Midtown,
Senapati Bapat Marg,
Next to India Bulls Financial Centre,
Elphistone Road (W), Mumbai – 400013.
Tel: 022-24300050/10
Email:- cs@spentasocks.com

The Company has appointed M/s. MUFG Intime India Private Limited as the Registrar and Share Transfer Agent to handle the investor grievances in co-ordination with the Compliance Officer. All grievances can be addressed to the Registrar and Share Transfer Agent. The Company monitors the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

d. Details of Shareholder Complaints:

Details of Shareholder Complaints [including SEBI Complaints Redress System (SCORES) complaints] received by the Company and Resolved during the year 2024-25:

Particulars	No of Complaints
No. of complaints pending as on April 1, 2024	Nil
Number of Investors Complaints received during financial year 2024-25	00
Number of complaints resolved during the financial year 2024-25	00
Number of pending complaints as on 31 st March 2025	Nil

Number of Complaints not solved to the satisfaction of shareholders - Nil

5A. RISK MANAGEMENT COMMITTEE:

In reference to the Regulation 21(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the provisions related to Risk Management Committee is not applicable to the Company.

5B. SENIOR MANAGEMENT:

S. No.	Name of Officers and Personnel	Designation	Remarks
1	Mr. Danny Hansotia	Chief Financial Officer	-
2	Mr. Sanjay Gadodia	Chief Executive Officer	-
3	Mr. Sudhir Kumar (ACS: 71594)	Company Secretary and Compliance Officer	(From October 06, 2023 to November 08, 2024)
4	Ms. Priti Ashok Shukla (ACS No. 71248)	Company Secretary and Compliance Officer	(w.e.f. February 05, 2025 onwards)

6. REMUNERATION OF DIRECTORS:

a. Formulation of Nomination and Remuneration Policy:

The Nomination and Remuneration Committee shall ensure that—

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

b. Pecuniary transactions with Non-Executive Directors

During the year under review, there were no pecuniary transactions with any of the Non-Executive Director of the Company. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year. The register of Contracts is maintained by the Company under Section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

c. Criteria for making payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year under review.

The details of remuneration paid to Non-Executive Directors during the financial year 2024-25 are as under:

(Amount in Rs.)

Name of Director	Mrs. Anita Koti	Mr. Sashikant Newatia	Mr. Dilip Pawar
Designation	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director
Sitting Fee	-	-	-
Remuneration	-	-	-
No. of Equity shares	-	-	-
Commission	-	-	-

Directors are not provided with any performance linked incentives.

None of the Directors have service contracts, apart from agreements made towards their appointment as Whole Time Director / Managing Director. The notice period for resignation is 30 days however due to certain unavoidable circumstances notice of resignation can be served without the mandatory period of 30 days.

The Company has not issued any Stock Options either to its Directors or to its Employees.

d. Details of Remuneration Paid to Directors/KMP during the year 2024-2025

Executive directors of the Company are appointed by the Board of Directors subject to the approval of shareholders in the general meeting. The remuneration package of the executive directors is determined by the Nomination and Remuneration Committee within the permissible limits, subject to approval by the Board and shareholders in their respective meetings as per applicable provisions of the Companies Act, 2013.

The details of remuneration paid to Executive Directors/KMP during the financial year 2024-25 are as under:

(Amount in Rs.)

Name of Director	Mr. Danny Hansotia	Mr. Sanjay Gadodia	Mr. Sudhir Kumar (From October 06, 2023 to November 08, 2024)	Ms. Priti Ashok Shukla (w.e.f. February 05, 2025 onwards)
Designation	Managing Director	Whole Time Director	Company Secretary	Company Secretary
Salary	INR 30,00,000	INR 30,00,000	INR 1,81,667	INR 42,714
Performance bonus	-	-	-	-
PF & Gratuity	-	-	-	-

7. GENERAL BODY MEETINGS:

Details of previous 3 Annual General Meetings (AGM) are as under:

AGM No.	Financial Year	Venue	Day & Date of AGM	Time	No. of Special Resolution (s) passed	Details of Special Resolution(s) passed
37 th	2023-24	Through Video Conferencing /Other audio-visual means	Tuesday, September 24 th , 2024	11.30 AM	1	To Re-appointment of Mr. Sanjay Shyamsunder Gadodia as a Whole-Time Director of the Company for a period of three years, from 1st July 2024 to 30th

						June 2027 and payment of remuneration to him.
36 th	2022-23	Through Video Conferencing /Other audio-visual means	Wednesday , September 27 th , 2023	11.30 AM	1	To re-appoint Mr. Danny Hansotia as Managing Director of the Company for a period of three years, from December 1, 2023 to November 30, 2026 and payment of remuneration to him.
35 th	2021-22	Through Video Conferencing /Other audio-visual means	Wednesday , September 28 th , 2022	11.30 AM	1	Re-appointment of Mrs. Anita Koti (DIN: 08069112) as an Independent Director of the Company for a second term of 5 (five) years.

All Special Resolutions set out in the notices for the Annual General Meeting were passed by shareholders at the respective meeting with requisite majority. In the above Annual General Meetings necessary quorum was present. There was no request by members for voting by poll and all the businesses were unanimously approved by Members.

Extraordinary general meeting:

No Extra Ordinary General Meeting of Members or Meetings of Creditors was held during the year and there was no instance of Court convened meeting.

Postal Ballot:

During the financial year 2024-25, no special resolution was passed by the Company through postal ballot.

8. MEANS OF COMMUNICATION

The Company, from time to time and as and when required, communicates with its shareholders and investors through multiple channels of communications such as dissemination of information on the on-line portal of the Stock Exchange, press releases, the Annual Reports and uploading relevant information on its website etc.

The quarterly and annual financial results of the Company are uploaded on BSE Listing Centre in accordance with the requirements of Listing Regulations. The financial results are displayed on BSE and Company Website.

The financial results are disseminated to the Stock Exchanges within thirty minutes/ three hours from the close of the Board Meeting at which these were considered and approved. The results are generally published in English and one Marathi daily newspaper, i.e The Free Press Journal & Navshakti respectively.

The Annual Report of the Company, the quarterly and the annual financial statements other information required to be disseminated on Company's website are regularly posted on the Company's website www.spentasocks.com and can be downloaded.

The Company has not made any official news releases nor it has made any presentations to Institutional Investors or to the analysts hence the same is not disclosed to BSE or on the website of the Company.

The Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015 including material information having a bearing on the performance / operations of the listed entity or other price sensitive information. All information are filed electronically on BSE's online Portal

i.e. 'BSE Corporate Compliance & Listing Centre (Listing Centre)' and all disclosures made to the stock exchange are also made available on Company website.

9. GENERAL SHAREHOLDER INFORMATION:

a) General Details

i.	AGM (Date, Time and Venue)	:	The 38 th Annual General meeting (AGM) of the Company will be held on Thursday, 18 th September, 2025 at 12:00 Noon through video conferencing/ other audio-visual means.
ii.	Financial Year	:	April 1, 2024 to March 31, 2025
iii.	Dividend Recommended	:	Final Dividend of Rs. 1.00/- per share
iv.	Dividend Payment Date	:	It will be paid on or after Tuesday, 23 rd September, 2025
v.	Date of Annual Book Closure	:	12 th September, 2025 to 18 th September, 2025 (Both days inclusive)
vi.	CIN	:	L28129MH1986PLC040482
vii.	Website	:	www.spentasocks.com
viii.	E-mail Id	:	cs@spentasocks.com
ix.	Corporate Office	:	B/1303, Naman Mid Town, Next To India Bull's Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013 Tel: +91 2525 254932
x.	Registered Office	:	Plot No. 13 to 16, 40 (PART) & 40/2, Dewan Industrial Estate, Village Navali, Palghar (West), Maharashtra – 401404
xi.	Listing Details	:	BSE Limited, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. The Company has paid Annual Listing Fees up to 31 st March 2025 to the Bombay Stock Exchanges (BSE Limited).
xii.	Scrip Code	:	526161
xiii.	ISIN	:	INE175C01018

b) In case the securities are suspended from trading, the director's report shall explain the reason thereof: N.A.

c) Registrar & Transfer Agents: -

M/s. MUFG Intime India Pvt. Ltd.

C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060
Email – rnt.helpdesk@in.mpms.mufg.com

They are also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

d) Share Transfer System:

Share transfers are processed and duly endorsed share certificates are dispatched within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. A summary of transactions so approved by the committee is placed at the Board Meeting held quarterly. The Company obtains a yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of Listing Regulation and the same is filed with the Stock Exchanges and available in the website of the Company. In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f. April 01, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the dematerialised form with a depository.

e) Distribution of Shareholding as on 31st March, 2025:

Share holding	Shareholders		Shares	
No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 to 500	1727	91.09	192178	6.95
501 to 1000	76	4.01	61454	2.22
1001 to 2000	33	1.74	50252	1.82
2001 to 3000	16	0.84	39002	1.41
3001 to 4000	5	0.26	18473	0.67
4001 to 5000	3	0.16	13201	0.48
5001 to 10000	15	0.79	103791	3.75
10001 to above	21	1.11	2285975	82.70
Total	1896	100	2764326	100

f) Distribution of Shareholding on the basis of Ownership as on 31st March, 2025:

Category	No. of Shares	% of Shareholding
Corporate Bodies (Promoter Co)	1600	0.0579
Other Bodies Corporate	13003	0.470
Directors	1497717	54.180
Escrow Account	100	0.004
Hindu Undivided Family	44419	1.606
Non-Resident Indians	3200	0.115
Non-Resident (Non Repatriable)	3205	0.115
Public	732079	26.483
Promoters	149500	5.408
Relatives Of Director	140072	5.067
Body Corporate - Ltd Liability Partnership	50	0.002
Investor Education and Protection Fund (IEPF)	179381	6.489
Total	2764326	100

Note: As per the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017, the number of shareholders mentioned here are consolidated on a PAN basis.

g) Bifurcation of Shares held in physical and demat form as on 31st March, 2025

The Company has availed connectivity for both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) with ISIN - INE175C01018.

As on 31st March 2025, 26,63,806 Equity shares of the Company, representing 96.36% of its issued capital, were held in dematerialized form and the balance 3.64% representing 1,00,520 equity shares were held in physical form. All shares of the company are liquid and traded in normal volume on BSE.

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of Shares	% of Total Capital	No. of Shares	% of Total Capital
Held in Demat form with NSDL	21,76,673	78.74	21,77,839	78.78
Held in Demat form with CDSL	4,87,133	17.62	4,65,667	16.85
Holdings in Physical Mode	1,00,520	3.64	1,20,820	4.37
Total	27,64,326	100.00	27,64,326	100.00

h) Outstanding GDRs/ADRs/Warrants or any convertible instruments:

As on date, the Company has not issued any GDR/ADR/Warrants or any other convertible instruments.

i) Disclosure of commodity price risks and commodity hedging activities:

The Company has price review mechanism to protect against web movement in price of raw materials.

j) Plant Locations

The Company's plant is located as under:

Plot No. 13 to 16, Dewan Industrial Estate, Village Navali, Palghar (West), Thane, Maharashtra – 401404.

k) Address for Correspondence

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Registered office of the Company situated at following address:

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

And/ or

Compliance Officer

B/1303, Naman Mid Town,
Next To India Bull's Finance Centre,
Senapati Bapat Marg,
Elphinstone Road, Mumbai – 400013.
Tel: 022-24300050/10
Email:- cs@spentasocks.com

To allow us to serve shareholders with greater speed and efficiency, the Company strongly recommends email-based correspondence on all issues, which do not require signature verification for being processed.

SEBI vide its circular dated 26th March, 2018 issued new policy measures w.r.t. SEBI Complaints Redress System (SCORES). As per the new process, SEBI has requested the Members to approach the Company directly at the first instance for their grievance.

I) List of Credit Ratings obtained

The Company has obtained SME Grading from CRISIL Limited as under:

Name of Rating Agency	Grading	Creditworthiness	Validity
CRISIL Limited	CRISIL BB-/Stable	The rating reflects SIL's extensive industry experience of the promoters in Socks manufacturing Industry and healthy capital structure. These strengths are partially offset by its moderate scale of operations in a highly fragmented industry and working capital intensive operations.	June 05, 2024 to June 04, 2025

10. OTHER DISCLOSURES:

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company:

As otherwise disclosed in Audited Financial Statement, there are no materially significant transactions with the related parties viz. Promoters, Directors or the Management or their relatives or that had potential conflict with the Company's interest and which require shareholders' approval. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 have been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is available on the Company's website www.spentasocks.com

b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last 3 years:

The Company has complied in general with the requirements of the Stock Exchanges/SEBI/and other Statutory Authorities on all matters related to Capital Markets during the year except as provided hereunder:

- (i) During the Financial year 2023-24, The BSE has levied penalty of Rs. 5,900 (Five Thousands Nine Hundred only) which was levied for One day delay in appointment of Company Secretary and Compliance Officer as per Reg. 6(1) of SEBI the Listing (Obligation and Disclosure Requirements) Regulations, 2015.
- (ii) Also, the BSE has levied penalty of Rs. 17,700 (Seventeen Thousands Seven Hundred Only) for the non-compliance of Regulation 23 (9) of the Listing (Obligation and Disclosure Requirements) Regulations, 2015, during the Financial year 2023-24.
- (iii) During the Year under review, The Company has complied in general with the requirements of the Stock Exchanges/ SEBI/ and other Statutory Authorities on all matters related to Capital Markets.

c) Vigil Mechanism:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 27(2) of Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015., the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company also affirms that no

employee of the Company was denied access to the Audit Committee. During the year under review, the Company has the Whistle Blower Policy. The said Whistle-Blower Policy has been hosted on the website of the Company at www.spentasocks.com

During FY 2024-25, there were no complaints received under the Whistle Blower mechanism. Your Company further affirms that no person has been denied access to the Audit Committee.

d) Compliance of Mandatory and Non- Mandatory Requirements

The Company has complied with all mandatory requirements laid down under the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of adoption of non-mandatory requirements are given below;

Sr. no.	Particulars	Remarks
1	Shareholders' Rights	Quarterly & half-yearly status of financial performance in the form of Financial Results of the Company are furnished to the Stock Exchanges and are also published in the newspapers and uploaded on website of the Company. Significant events are also posted on the Company's website under the Investors Section. A complete Annual Report is sent to every shareholder of the Company.
2	Audit qualifications	There are no audit qualifications in the annual financial statement for the period 2024-25. Standard practices and procedures are in place to ensure unqualified financial statements.
3	Reporting of Internal Auditor	The Internal Auditor reports to the Audit Committee.

e) Proceeds from Public Issues, Rights Issue, Preferential Issue, Bonus Issue etc.

During the year, the Company has not raised any money through Public Issue, Rights Issue, Preferential Issue, Bonus Issue etc.

No funds were raised through preferential allotment or Qualified Institutional Placement as per the Regulation 32(7A) of Listing Regulations.

f) Certificate from Company Secretary in practice.

The Company has received a certificate from M/s HSPN & Associates LLP, Practising Company Secretaries, Mumbai, that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

During the financial year 2024-2025, the Board has accepted all the recommendations of its Committees.

g) Total fees for all services paid by the listed entity, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part Rs. 2,50,000/-

h) Details of workplace sexual harassment complaints reported as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights. The Company is also committed to provide a work environment that ensures every woman employee is treated with dignity, respect and afforded equal treatment.

The Company has formulated a Policy on prevention of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and

Redressal) Act, 2013 and the Rules made thereunder which is aimed at providing every woman at the workplace a safe, secure and dignified work environment.

During the year under review, the Company has its policy on prevention of sexual harassment of women at workplace. The same is disclosed on the Company's website at www.spentasocks.com

Sr. No.	Particulars	No. Of. Complaints
1.	Number of complaints filed during the financial year 2024-25	Nil
2.	Number of complaints disposed of during the financial year 2024-25	Nil
3.	Number of complaints pending as on end of the financial year 2024-25	Nil

i) Disclosure by Listed Entity and its Subsidiaries Of 'Loans and Advances in the nature of Loans to Firms/Companies in which Directors are interested by Name and Amount:

Firm/ Company	Amount
Spenta Woolens Limited	4600

j) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

As on date, there are No material subsidiaries of the Listed Entity.

11. Non- compliance of any requirement of Corporate Governance Report, with reasons thereof:

The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

12. Discretionary Requirements as per Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

i. The Board

The Company does not reimburse expenses incurred, if any, by the Non-Executive Chairman for maintenance of a separate Chairman's Office.

ii. Shareholder Rights

Quarterly financial results of the Company are furnished to the Stock Exchanges and are also published in the news- papers and uploaded on website of the Company. Significant events are also posted on the Company's website under the Investors Section. A complete Annual Report is sent to every shareholder of the Company.

iii. Modified Opinion in Audit Report

There is no audit qualification in the Company's financial statements for the year ended on March 31, 2025. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

iv. Separate Post of Chairman and Managing Director

The Company has appointed WTD as Chairperson and hence there are separate posts of Chairperson and Managing Director.

13. Declaration signed by the chief executive officer affirming Compliance with the Code of Conduct

The Board has adopted the Code of Conduct for members of the Board and Senior Management personnel of the Company. The Code lays down, in detail, the standards of business conduct, ethics and governance.

It is the responsibility of all Directors and employees to familiarize themselves with this Code and comply with its standards. The Board and the senior management of the Company annually affirm compliance with the Code.

A certificate from Mr. Sanjay Gadodia, Chief executive Officer to this effect is annexed to this report. The Code of Conduct has also been posted on the Company's Website at www.spentastocks.com

14. Compliance certificate from practicing company secretaries regarding compliance of conditions of Corporate Governance

As stipulated in Para E of Schedule V of the Listing Regulations, the Certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance is attached herewith.

15. Details of Demat/ Unclaimed Suspense Account

- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: NIL
- c) Number of shareholders to whom shares were transferred from suspense account during the year;
- d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL
- e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

16. Disclosure of certain types of agreements binding listed entities:

During the Year under Review, the Listed Entity has not entered into any Agreements by its shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity.

17. E-Voting Facility to Members

In view of the massive outbreak of Covid-19 pandemic, social distancing is the norm to be followed and pursuant to the Ministry of Corporate Affairs ("MCA") vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022, No 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India

("SEBI") vide circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and January 05, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the Meeting of the Company is being held through VC / OAVM.

Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

18. OTHER INFORMATION

As at March 31, 2025 none of the Promoter has pledged their shareholdings, the Company does not have any outstanding GDRs/ ADRs/Warrants/ESOP or any convertible instruments and the Company does not have any balance with respect to Demat Suspense Account.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the financial year 2024-25 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the stock exchanges within 60 days of the end of the financial year.

Reconciliation Share Capital Audit Report

The Company has obtained quarterly Reports from M/s. HSPN & Associates LLP, Practicing Company Secretaries, Mumbai for Reconciliation of Share Capital Audit Reports as per Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, who carried out a Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed Equity Share Capital. The audit report confirms that the total issued/Paid up Capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The same were periodically placed before the Stakeholders' Relationship Committee for review.

Secretarial Audit

In addition to the above and pursuant to Section 204 of the Companies Act, 2013 and corresponding Rule 9 of The Companies (Appointment and Remuneration Personnel) Rules, 2014, a secretarial audit for FY 2024-25 was carried out by him. The secretarial audit report forms a part of this annual report.

Management Discussion and Analysis

A statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

Prevention of Insider Trading

In order to regulate trading in securities of the Company by the Directors and designated employees, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company which has also been published on the website of the Company – www.spentasocks.com. Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Directors, Designated Employees and Connected Persons of your Company.

Management Disclosures

Senior management of the Company (Senior Director level and above, as well as certain identified key employees) make annual disclosures to the Board relating to all material financial

and commercial transactions in which they may have personal interest, if any, and which may have a potential conflict with the interest of the Company. Transactions with Key Managerial Personnel are listed in the financial section of this annual report under Related Party Transactions.

Internal Control Systems

The Company has both external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board recognizes the work of the auditors as an independent check on the information received from the management on the operations and performance of the Company. The Board and the management periodically review the findings and recommendations of the statutory and internal auditors and takes corrective actions, whenever necessary.

Internal Controls

The Company maintains a system of internal controls designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Adequacy of safeguards for assets.
- Reliability of financial controls.
- Compliance with applicable laws and regulations.

Statutory Audit

For FY 2024-25, M/s. A K Kocchar & Associates., Chartered Accountants, audited the financial statements prepared under the Indian Accounting Standards.

The independent statutory auditor's render an opinion regarding the fair presentation in the financial statements of the Company's financial condition and operating results. Their audits are made in accordance with generally accepted auditing standards and include a review of the internal controls, to the extent necessary, to determine the audit procedures required to support their opinion.

No transaction of a material nature has been entered into by the Company with the related parties that may have a potential conflict with the interests of the Company at large. The Register of contracts containing transactions, in which directors are interested, is placed before the Board of Directors regularly. The transactions with the related parties are disclosed in the Financial Statements. All transactions entered into with related parties as defined under the Companies Act, Listing Agreement and Listing Regulations during the financial year were in the ordinary course of business and at Arm's length. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at www.spentasocks.com.

**By order of the Board
For Spenta International Limited**

**Sd/-
Sanjay Gadodia
Chairman
DIN:00203433**

Place: Palghar
Date: 14th August, 2025

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Shareholders
SPENTA INTERNATIONAL LIMITED
Plot # 13 – 16, Dewan Industrial Estate
Village Navali, Palghar West
Thane - 401404

The Corporate Governance Report prepared by Spenta International Limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended March 31, 2025 pursuant to the Listing Agreement of the Company with the BSE Limited (referred to as the "Stock Exchange").

Management's Responsibility

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2025 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company, has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations.

Other Matters and Restriction on use

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2025, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Date: 14th August, 2025
Place: Mumbai
ICSI UDIN: A075123G001007551
Peer Review: 6035/2024

For HSPN & ASSOCIATES LLP
Company Secretaries

Kunal Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860

Certificate of Non – Disqualification of Directors

(Pursuant to Regulation 34 (3) and Schedule V Para C clause 10 (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Shareholders
SPENTA INTERNATIONAL LIMITED
Plot # 13 – 16, Dewan Industrial Estate,
Village Navali, Palghar West,
Thane - 401404

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SPENTA INTERNATIONAL LIMITED** having CIN L28129MH1986PLC040482 and having registered office at Plot # 13-16, Dewan Industrial estate Village Navali, Palghar (West) Thane MH 401404 (hereinafter referred to as "Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	SANJAY SHYAMSUNDER GADODIA	00203433	10/04/1992
2.	DANNY FIROZE HANSOTIA	00203497	01/10/2010
3.	ANITA PRASHANT KOTI	08069112	16/02/2018
4.	SASHIKANT NARAYAN PRASAD NEWATIA	08793440	17/07/2020
5.	DILIP RAMDAS PAWAR	09279715	13/08/2021

*Date of appointment of Directors is based on MCA Director's Details.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 14th August, 2025
Place: Mumbai
ICSI UDIN: A075123G001007505
Peer Review: 6035/2024

For HSPN & ASSOCIATES LLP
Company Secretaries

Kunal Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860

To,

The Board of Directors,

Spenta International Limited.,

Plot No. 13 to 16,
Dewan Industrial Estate,
Village Navali, Palghar West,
Thane – 401404

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Spenta International Limited ("the Company"), to the best of our knowledge and belief hereby certify as stipulated in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, 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. To the best of our knowledge and belief, there are 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 hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct adopted by the Company.
4. We accept responsibility for establishing and maintaining Internal Controls. We have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee the deficiency, if any, in the design or operation of the Internal Control Systems, of which we were aware and the steps we have taken or propose to take to rectify those deficiencies.

We further certify that:

- a. There have been no significant changes in Internal Control Systems during the year.
- b. There have been no significant changes in Accounting Policies during the year.
- c. There have been no instances of significant fraud of which we were aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control Systems.

By order of the Board

For Spenta International Limited

Sanjay Gadodia

Whole Time Director & CEO
DIN: 00203433

Danny Hansotia

Managing Director & CFO
DIN: 00203497

Place: Palghar

Date: 14th August, 2025

To
The Members of Spenta International Limited

I, Sanjay Gadodia, Chief Executive Officer of Spenta International Limited ("the Company") hereby confirm pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- The Board of Directors of Spenta International Limited ("the Company") has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website i.e. www.spentasocks.com
- I declare that, to the best of my information, all the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2025.

For Spenta International Limited

Place: Palghar
Date: 14th August, 2025

Sanjay Gadodia
(Chief Executive Officer)
DIN: 00203433

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

SPENTA INTERNATIONAL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **Spenta International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss (Including other Comprehensive Income). Statement of change in Equity and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit and total comprehensive income (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Responsibilities of Management and Those Charged with Governance for the Standalone financial statements

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

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

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, 29 including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements. We remain solely responsible for our audit opinion

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

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

From the matters communicated with those charged with governance, we identify matter that were of such significance in the audit of the Standalone financial statements for the financial year ended March 31, 2025, that they would be considered key audit matters. Accordingly, such matters have been described in our auditor's report. Furthermore, there were no circumstances where disclosure was precluded by law or regulation, or where adverse consequences were expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ('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 the said Order.

As required by Section 143(3) of the Act, based on our audit, we report to the extend applicable, 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 (including other comprehensive income), statement of change in equity and cash flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of financial statement.
- d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the companies (Account) Rules, 2014.
- e) In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- f) There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the company.
- g) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
- h) There is no qualification, reservation or adverse remark relating to maintenance of accounts and other matters connected therewith no need to include this.
- i) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report.

- j) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and to the best of our information and according to the explanations given to us, the provisions of section 197 read with schedule V to the companies Act, 2013 in respect of the remuneration paid by the Company to its directors during the year. The remuneration paid is in accordance with the provisions of Section 197 read with Schedule V to the Companies Act, 2013
- k) 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 does not have any pending litigation which would impact 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, 2025.
 4.
 - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement
5. As stated in Note 2.12.3 to the standalone financial statements
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

6. Based on our examination of the books of account and other relevant records of the Company, and according to the information and explanations given to us, we report that the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility.

Further, in accordance with the requirements of the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, applicable with effect from April 1, 2023, the audit trail feature has been operated throughout the financial year ended March 31, 2025, for all transactions recorded in the software, and the audit trail has not been tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention

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

(Abhilash Darda.)
Partner
Membership No: 423896
Date: 26th May 2025
UDIN – 25423896BMKTWZ8093

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 Company's Property, Plant and Equipment and Intangible Assets:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets.
- b. According to the information and explanation given to us, the Property, Plant and Equipment 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 a substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- d. The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2025.
- e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

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 Investments, provided any guarantee, Security or granted any loans and advances, secured or unsecured, to the Companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act:

- a. The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- b. In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are prima facie, not prejudicial to the Company's interest.
- c. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.
- d. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- f. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

4. In The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
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, Goods and Service Tax, Provident Fund, ESIC, Customs duty, Works Contract tax, Cess and other statutory dues have been 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 2025 for a period of more than six months from the date of becoming payable.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Goods and Service Tax, duty of Excise, Income 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 GST, Income tax 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.** There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9.** whether the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, if yes, the period and the amount of default to be reported as per the format below
- (a) The Company has taken any loans or other borrowings from Bank as Term loan, Cash Credit, Over Draft.
 - (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has taken any term loan during the year and applied for the purpose for which obtained.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company does not have any subsidiary company; hence the reporting on this clause is not applicable.
 - (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- 10.** (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

11. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.

12. The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company

13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards

14.a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.

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.(a) As the company is not engaged in business of non-banking financial institution, accordingly the company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company

(c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(d) There is no Core Investment Company as a part of the Group, Hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

- 17.** The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 18.** There has been no resignation of the statutory auditors of the Company during the year.
- 19.** On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20.** The company is not liable towards Corporate Social Responsibility (CSR) and not required to transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

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

(Abhilash Darda)
Partner
Membership No: 423896
Date: 26th May 2025
UDIN – 25423896BMKTWZ8093

ANNEXURE “2” TO THE INDEPENDENT AUDITOR’S REPORT

referred to in paragraph 1(f) under the heading ‘Report on Other Legal and Regulatory Requirements’ of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Spenta International Limited** (“the Company”) as of March 31, 2025, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at March 31, 2025, 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.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statement and their operating effectiveness. Our audit of

internal financial controls with reference to financial statement included obtaining an understanding of internal financial controls with reference to financial statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

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

(Abhilash Darda)
Partner
Membership No: 423896
Date: 26th May 2025
UDIN – 25423896BMKTWZ8093

CIN: L28129MH1986PLC040482
SPENTA INTERNATIONAL LTD

STATEMENT OF ASSETS AND LIABILITIES AS AT 31 MARCH 2025

		(₹ in Hundred)	
Standalone Statement of Assets & Liabilities	Note No.	As at year ended 31 /03/ 2025	As at year ended 31 /03/ 2024
ASSETS			
1. Non-current assets			
(A) Property, Plant and Equipment	2	1,380,695.04	1,454,859.01
(B) Capital work-in-progress			
(C) Investment Property	3	117,896.83	117,896.83
(D) Goodwill			-
(E) Other Intangible assets			-
(F) Intangible assets under development			-
(G) Biological Assets other than bearer plants			-
(H) Financial Assets			
(i) Investments			-
(ii) Trade receivables			-
(iii) Loans	4	43,201.70	19,433.42
(iii) Others			-
(I) Deferred tax assets (net)	5	22,743.96	16,544.49
(J) Other non-current assets	6	31,005.70	31,005.70
		1,595,543.24	1,639,739.45
2. Current assets			
(A) Inventories	7	1,527,439.17	1,481,581.33
(B) Financial Assets			
(i) Investments	8	123,118.03	144,175.66
(ii) Trade receivables	9	1,156,796.35	1,051,832.00
(iii) Cash and cash equivalents	10	179,710.24	96,519.45
(iv) Bank balances other than(iii) above	11	928,701.48	872,005.48
(v) Loans	12	17,348.52	20,239.43
(vi) Others	13	88,061.88	77,869.32
(C) Current Tax Assets (Net)			-
(D) Other current assets	14	195,347.17	276,470.17
		4,216,522.85	4,020,692.85
TOTAL ASSETS		5,812,066.09	5,660,432.30
EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share Capital	15	276,432.60	276,432.60
(b) Other Equity	16	2,630,507.82	2,532,426.19
		2,906,940.42	2,808,859.29
2. Liabilities			
(I) Non-current liabilities			
(A) Financial Liabilities			
(i) Long-term Borrowings	17	310,895.24	405,496.16
(i) Trade payables			-
(i) Other financial liabilities			-
(B) Provisions	18	171,230.49	168,780.95
(C) Deferred Tax Liabilities (Net)			-
(c) Other non-current liabilities			-
		482,125.73	574,277.11
(II) Current liabilities			
(A) Financial Liabilities			
(i) Short-term Borrowings	19	1,921,028.98	1,842,656.59
(ii) Trade payables	20	264,371.30	211,679.84
(iii) Other financial liabilities	21	84,270.34	89,498.39
(B) Other current liabilities	22	114,274.68	110,501.45
(C) Provisions	23	19,300.89	9,144.73
(D) Current Tax Liabilities (Net)	23	19,753.75	13,815.40
		2,422,999.94	2,277,296.40
TOTAL EQUITY AND LIABILITIES		5,812,066.09	5,660,432.30
Significant Accounting Policies	1	0	(0)
The notes referred to above form an integral part of Financial Statements			
As per our attached report of even date			
For M/s. A K Kochar & Associates		For and behalf of the Board of Director	
Chartered Accountants			
(CA Abhilash Darda)		Sanjay S. Gadodia	Danny F. Hansotia
Partner		(Chairman)	(Managing Director)
Membership No.: 423896		DIN - 00203433	DIN - 00203497
Firm Registration No. 120410W			
UDIN - 25423896BMKTWZ8093			
Place :- Mumbai		Place :- Palghar	Priti Shukla
Date : 26th May, 2025		Date : 26th May, 2025	(Company Secretary)

STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE YEAR ENDED
31ST MARCH 2025

		(₹ in Hundred)	
Standalone Statement of Financial Results	Note No.	As at year ended 31 /03/ 2025	As at year ended 31 /03/ 2024
INCOME			
Revenue from operations	24	4,763,841.98	3,514,679.53
Other income	25	104,109.76	130,454.14
Total Income (1+2)		4,867,951.74	3,645,133.68
OPERATING EXPENDITURE			
(a) Cost of materials consumed	26	2,445,627.99	1,885,674.34
(b) Purchases of stock-in-trade	27	844,944.42	442,552.17
(c) Changes in inventories of finished goods, Work in Progress & Stock in Trade	28	(30,551.91)	(178,126.94)
(d) Employee benefits expense	29	646,497.53	577,307.89
(g) Finance charges	30	196,080.14	182,825.13
(e) Depreciation and amortization expense		93,787.16	94,913.95
(f) Power & Fuel Cost	32	131,058.42	139,841.72
(h) Other expenses	33	387,074.45	354,162.14
Total Expenses		4,714,518.20	3,499,150.40
PROFIT BEFORE TAX		153,433.54	145,983.28
Tax expense:	34		
(a) Current tax		48,000.00	41,000.00
(b) Deferred tax		(7,831.48)	(5,141.31)
(c) Excess Provision - Previous year		(8,225.60)	-
Profit / (Loss) after tax		121,490.62	110,124.59
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		5,866.28	(12,137.99)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(1,632.01)	3,376.79
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
		4,234.27	(8,761.20)
Total Comprehensive Income for the Period		125,724.89	101,363.39
Earnings per share (of Rs.10/- each):	35		
(a) Basic (incl./excl. exceptional items)		4.39	3.98
(b) Diluted (incl./excl. Exceptional items)		4.39	3.98
Significant Accounting Policies	1		
The notes referred to above form an integral part of Financial Statements			
<div> <div> As per our attached report of even date For M/s. A K Kochar & Associates Chartered Accountants </div> <div> (CA Abhilash Darda) Partner Membership No.: 423896 Firm Registration No. 120410W UDIN - 25423896BMKTWZ8093 Place :- Mumbai Date : 26th May, 2025 </div> <div> For and behalf of the Board of Director <div> Sanjay S. Gadodia (Chairman) DIN - 00203433 </div> <div> Danny F. Hansotia (Managing Director) DIN - 00203497 </div> </div> <div> Priti Shukla (Company Secretary) </div> </div>			

CIN: L28129MH1986PLC040482
SPENTA INTERNATIONAL LTD

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Hundred)

	As at 31 March 2025	As at 31 March 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax and extraordinary items	153,433.54	145,983.28
Adjustments for :		
Depreciation	93,787.16	94,913.95
Amortisation	-	-
Non Cash and operating Items - others	21,975.13	17,977.15
Interest income	(73,832.68)	(57,760.36)
Finance Cost	196,080.14	182,825.13
Dividend income	(948.04)	(840.48)
Rental Income	-	-
Establishment Charges	(11,700.00)	(15,600.00)
Unrealised foreign exchange (gain)/loss	(1,659.95)	237.83
(Profit) / Loss on Sale of Fixed Assets	-	-
(Gain)/Loss on Fair value of investments	11,058.69	(37,421.49)
	234,760.46	184,331.72
Operating Profit before Working Capital Changes	388,194.00	330,315.00
Adjustments for :		
(Increase) / decrease in inventories	(45,857.84)	(21,977.42)
(Increase) / decrease in Trade receivable	(104,964.35)	238,591.98
(Increase) / decrease in Financial assets	(7,301.65)	(1,966.62)
(Increase) / decrease in other current assets	81,123.01	31,842.85
Increase / (decrease) in trade payable	52,691.46	(150,362.26)
Increase / (decrease) in financial liabilities	(5,228.05)	6,068.60
Increase / (decrease) in provisions	12,605.70	30,548.07
(Increase) / decrease in other current liabilities	3,773.22	(110,184.13)
	(13,158.50)	22,561.07
	375,035.50	352,875.57
Cash generated from / used in operations		
Direct Taxes paid	(28,246.25)	(41,000.00)
Net cash generated from / (used in) operating activities (A)	346,789.25	311,875.57
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including CWIP	(19,623.20)	(811.69)
Sale of Fixed Assets	-	-
Advance for Fixed Assets	-	-
Movement in Non Current Investments	-	(2,000.00)
Movement in Current Investments	-	-
(Increase) / decrease in Long term loans and advances	(23,768.28)	66.58
(Investment in)/Maturities of Fixed Deposits	(56,696.00)	(313,351.96)
Dividend income	948.04	840.48
Interest income	73,832.68	52,535.36
Net cash (used) in investing activities (B)	(25,306.76)	(262,721.23)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(196,080.14)	(182,825.13)
Dividends paid	(27,643.26)	(27,643.26)
Net increase / (decrease) in long term borrowings	(94,600.92)	(153,856.38)
Net increase / (decrease) in Short term Borrowings	78,372.39	358,685.35
	(239,951.93)	(5,639.41)
Net cash (used in) from financing activities (C)	(239,951.93)	(5,639.41)
Effect of exchange rate changes (D)	1,659.95	(237.83)
Net Cash Flow for the year	83,190.50	43,277.10
Cash and cash Equivalents as at 31.03.2024	96,518.95	53,241.85
Cash and cash Equivalents as at 31.03.2025	179,709.45	96,518.95

Note : 1) The Cash Flow Statements has been prepared under the "Indirect Method" as set out in Ind AS - 7 on Cash Flow Statement
2) Previous years figures have been regrouped / rearranged wherever necessary.

As per our attached Report of even date

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

For and behalf of the Board of Director

(CA Abhilash Darda)
Partner
Membership No.: 423896
Firm Registration No. 120410W
UDIN - 25423896BMKTWZ8093

Sanjay S. Gadodia
(Chairman)
DIN - 00203433

Danny F. Hansotia
(Managing Director)
DIN - 00203497

Place :- Mumbai
Date : 26th May, 2025

Place :- Palghar
Date : 26th May, 2025

Priti Shukla
(Company Secretary)

Statement of change in equity for the year ended 31st March 2025.

A. Equity Share Capital

(₹ in Hundred)

Particulars	Balance at the beginning of the Reporting period	Changes in equity share capital during the year	Balance at the end of the Reporting period	Figures as at the beginning of the previous Reporting period (31-03-25)*
For the year ended 31st March 2024	276,432.60	-	276,432.60	276,432.60
For the year ended 31st March 2025	276,432.60	-	276,432.60	276,432.60

B. Other Equity

(₹ in Hundred)

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money received against share warrants
			(i) Capital Reserve	(ii) Securities Premium Reserve	(iii) Other Reserves	(iv) Retained Earnings							
Balance at the beginning of the Reporting period	-					2,550,393.15						(17,966.96)	
Profit for the Year						121,490.62						-	
Other Comprehensive Income / (Loss) (Net of Tax)						-						4,234.27	
Changes in accounting policy or prior period errors	-					-						-	
Restated balance at the beginning of the reporting period	-					-						-	
Total comprehensive income for the year	-					-						4,234.27	
Dividends including DDT	-					(27,643.26)						-	
Transfer to retained earning	-					-						-	
Excess / Short Provision for Income Tax						-						-	
Balance at the end of the Reporting period	-					2,644,240.51						(13,732.69)	
Figures as at the beginning of the previous Reporting period	-					2,467,560.68						(9,205.76)	

As per our attached report of even date
For M/s. A K Kochar & Associates
Chartered Accountants

For and behalf of the Board of Director

(CA Abhilash Darda)
Partner
Membership No.: 423896
Firm Registration No. 120410W
Place :- Mumbai
Date : 26th May, 2025

Sanjay S. Gadodia
(Chairman)
DIN - 00203433

Place :- Palghar
Date : 26th May, 2025

Danny F. Hansotia
(Managing Director)
DIN - 00203497

Priti Shukla
(Company Secretary)

Company Overview

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

1 Significant Accounting Policies

a) Basis for preparation of financial Statements

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

b) Basis of measurement

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

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

c) Functional and Presentation Currency

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

d) Use of Estimates and Judgements

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

e) Presentation of Financial Statements

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

f) Operating Cycle for current and non-current classification

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

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

g) Measurement of Fair Values

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

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

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

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

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

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

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

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

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

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

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

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

➤ **Amendment to Existing issued Ind AS**

Ind AS 12 - Income Taxes

Ind AS 21 - The Effects of Changes in Foreign Exchange Rates

Ind AS 28 - Investment in Associates and Joint Ventures

Ind AS 112 - Disclosure of Interests in Other Entities

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

i) Inventories

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

less estimated costs of completion and the estimated costs necessary to make the sale. Cost is ascertained on First in First out basis for all inventories except for by products and scrap materials which are valued at net realizable value.

j) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value. For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, cash at banks, term deposits and other short-term highly liquid investment.

k) Income Tax

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

l) Current Tax

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

m) Deferred Tax

- Deferred Tax assets and liabilities is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

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

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

Subsequent cost are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as

a separate asset is derecognised when replaced. All other repairs and maintenance expenses are charged to profit or loss during the reporting period in which they are incurred.

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

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

o) Depreciation and Amortization

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

p) Revenue recognition

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

q) Sale of Product

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

r) Revenue from rendering of services

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

s) Other Income

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

t) Employee Benefits

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

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

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

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

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

u) Foreign Currency Transactions:

- Foreign currency (other than the functional currency) transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.
- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognized in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the Statement of Profit and Loss within finance costs.
- Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

v) Borrowing Costs:

- Borrowing Costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes foreign exchange difference to the extent regarded as an adjustment to the borrowing costs.
- Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale.
- Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

w) Financial Instruments:

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

➤ **Financial Assets :**

1. Recognition and Initial Measurement:

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

2. Classification and Subsequent Measurement:

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

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

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

- Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met
 - The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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

- Measured at FVTP : FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the

company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. Equity instruments which are, held for trading are classified as at FVTPL.

3. **Derecognition:**

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

4. **Impairment of Financial Assets:**

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

➤ **Financial Liabilities:**

1. **Recognition and Initial Measurement:**

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

2. **Subsequent Measurement:**

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

3. **Derecognition:**

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

x) **Earnings Per Share:**

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

y) **Impairment of Non-Financial Assets:**

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

z) Provisions, Contingent Liabilities and Contingent Assets

➤ Provisions

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

➤ Contingent Liabilities

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

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

aa) Intangible Assets:

➤ Recognition and Measurement

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

➤ Amortization

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

bb) Operating Segment

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

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

cc) Significant Judgments and Key Sources of Estimation in Applying Accounting Policies

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

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

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

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

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

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

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

➤ **Fair value measurement of financial Instruments:**

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

SPENTA INTERNATIONAL LIMITED
ACCOUNTING YEAR ENDED 31ST MARCH 2025

Note 2 : PROPERTY, PLANT AND EQUIPMENT

(₹ in Hundred)

Sr. No.	Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01/04/2024	Addition	Deductions	As at 31/03/2025	As at 01/04/2024	Sales / Adjustments	For the year	As at 31/03/2025	As at 31/03/2025	As at 31/03/2024
	Tangible Assets (A)										
1	Freehold Land	62,368.94	-	-	62,368.94	-	-	-	-	62,368.94	62,368.94
2	Buildings & Civil Works	130,767.60	-	-	130,767.60	57,019.65	-	6,051.89	63,071.54	67,696.06	73,747.95
3	Old Factory Shed	4,306.36	-	-	4,306.36	1,686.19	-	210.77	1,896.97	2,409.39	2,620.17
4	New Factory Shed	7,306.39	-	-	7,306.39	2,378.78	-	297.35	2,676.13	4,630.26	4,927.61
5	Office Premises	246,942.11	-	-	246,942.11	64,714.31	-	8,089.29	72,803.60	174,138.51	182,227.80
6	Plant & Machinery	613,153.99	8,400.00	-	621,553.99	472,994.82	-	47,718.40	520,713.22	100,840.78	140,159.17
7	Office Equipments	5,703.62	-	-	5,703.62	4,918.60	-	256.27	5,174.87	528.74	785.01
8	Computer	4,958.33	-	-	4,958.33	4,252.20	-	251.10	4,503.30	455.03	706.13
9	Furniture and Fixtures	67,506.54	2,483.20	-	69,989.74	48,435.91	-	6,113.74	54,549.64	15,440.10	19,070.64
10	Misc. Fixed Assets	84,553.37	8,740.00	-	93,293.37	55,480.76	-	6,683.40	62,164.16	31,129.21	29,072.61
11	Vehicles	14,879.65	-	-	14,879.65	4,748.33	-	1,201.81	5,950.13	8,929.52	10,131.32
11	Company Guest House - Flat at Palghar	5,678.70	-	-	5,678.70	2,244.46	-	282.48	2,526.95	3,151.75	3,434.24
12	Company Guest House - Flat at Lodha Evoq	835,948.85	-	-	835,948.85	91,053.57	-	13,521.11	104,574.68	731,374.17	744,895.28
12	Company Guest House - Flat at Lodha Belmondo	193,721.84	-	-	193,721.84	13,009.69	-	3,109.56	16,119.26	177,602.58	180,712.15
	Total	2,277,796.29	19,623.20	-	2,297,419.49	822,937.28	-	93,787.16	916,724.45	1,380,695.04	1,454,859.01
	Previous year	2,276,984.60	811.69	-	2,277,796.29	728,023.34	-	94,913.95	822,937.28	1,454,859.01	1,548,961.26
	Capital Work-In-Progress (B)	-	-	-	-	-	-	-	-	-	-
	Previous year	-	-	-	-	-	-	-	-	-	-

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

3 INVESTMENT PROPERTY			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Flats at Palghar*	117,879.83	117,879.83	
Naman Midtown - Share Capital	11.00	11.00	
Lodha Belmondo - Share Capital	6.00	6.00	
TOTAL	117,896.83	117,896.83	

*Company has received partial possession of properties and it is still work-in-progress. Hence, there is no depreciation provided on Investment property.

Fair value	
As at 31 March 2017	105,852.53
As at 31 March 2018	107,440.32
As at 31 March 2019	108,220.00
As at 31 March 2020	112,300.00
As at 31 March 2021	114,335.00
As at 31 March 2022	115,900.00
As at 31 March 2023	121,530.00
As at 31 March 2024	144,970.00
As at 31 March 2025	149,040.00

Valuation process

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

4 LONG TERM LOANS AND ADVANCES			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Unsecured, considered good unless otherwise stated			
Advance to Job Workers/Contractors	43,201.70	19,433.42	
TOTAL	43,201.70	19,433.42	

5 DEFERRED TAX ASSETS (NET)			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Deferred Tax Asset - Opening	(16,544.49)	(8,026.39)	
Deferred Tax Asset for the year	(6,199.47)	(8,518.10)	
Total	(22,743.96)	(16,544.49)	
Deferred Tax Liability / (Assets) (Net)	(22,743.96)	(16,544.49)	
TOTAL	(22,743.96)	(16,544.49)	

6 OTHER NON CURRENT ASSETS			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Deferred Expenses not written off			
Capital Advance - Purchase of Fixed Assets	31,000.00	31,000.00	
Others	5.70	5.70	
TOTAL	31,005.70	31,005.70	

CURRENT ASSETS

7 INVENTORIES			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Stock in Hand			
Raw Materials	418,107.91	377,635.76	
Raw Materials - Job Work	157,001.02	162,447.67	
Raw Materials - Goods in Transit	706.24	13,101.52	
Finished Goods	911,481.19	880,929.28	
Packing Materials	25,142.81	32,467.10	
Stores & Spares (Including Consumables)	15,000.00	15,000.00	
TOTAL	1,527,439.17	1,481,581.33	

FINANCIAL ASSETS

8 CURRENT INVESTMENT			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Investment in Equity shares of Domestic Companies			
(a) Traded, Quoted			
i) ACC Ltd	5,827.95	7,475.10	
300 (Previous Year 300) Equity			
Shares of face value of Rs.10 each fully paid up			
ii) Century Textile Ltd	1,959.90	1,629.90	
100 (Previous Year 100) Equity			
Shares of face value of Rs.10 each fully paid up			
iii) Ultra Tech Cement Ltd	1,381.15	1,169.90	
12 (Previous Year Nil) Equity			
Shares of face value of Rs.10 each fully paid up			
iv) Tata Consumer Products Ltd (formerly Tata Global Beverages Ltd)	44,424.25	48,605.51	
4434 (Previous Year 4434) Equity			
Shares of face value of Rs.1 each fully paid up			
v) Engineers India Ltd	3,211.60	4,039.00	
2000 (Previous Year 2000) Equity			
Shares of face value of Rs. 5 each fully paid up			
vi) Tata Motors Ltd	10,116.75	14,892.00	
1500 (Previous Year 1500) Equity			
Shares of face value of Rs.2 each fully paid up			
vii) Tata Steel Ltd	16,196.74	16,364.25	
10500 (Previous Year 10500) Equity			
Shares of face value of Rs. 1 each fully paid up			
	83,118.33	94,175.66	
(b) Intercompany Deposit	40,000.00	50,000.00	
	40,000.00	50,000.00	
	123,118.03	144,175.66	

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

9 TRADE RECEIVABLES		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
(Unsecured and Considered Good)			
Over 6 months & above	247,191.24	264,241.22	
Others	909,605.11	793,572.33	
Provision for doubtful debts	-	(5,981.55)	
TOTAL	1,156,796.35	1,051,832.00	

Note : Trade Receivables Over 6 months & above include amounts receivable from Future Enterprises Ltd, Future Retail Ltd and Future Lifestyle Fashion Ltd amounting to Rs. 1,08,52,590/-, Rs. 50,43,248/- and Rs. 88,23,286/- respectively for which no provision is done in books of accounts, awaiting decision from The National Company Law tribunal (NCLT) (previous year figures are Rs. 1,08,52,590/-, Rs. 50,43,248/- and Rs. 88,23,286/- respectively)

The trade receivables ageing schedule for the years ended as on March 31, 2025 is as follows :

Particulars	Trade receivables ageing schedule as on 31st March 2025						(₹ in Hundred)
	Outstanding for following periods from due date of payment#						
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) Undisputed Trade receivables – considered good	909,605.11	-	-	-	-	-	909,605.11
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	247,191.24	-	247,191.24
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	909,605.11	-	-	-	247,191.24	-	1,156,796.35

The trade receivables ageing schedule for the years ended as on March 31, 2024 is as follows :

Particulars	Trade receivables ageing schedule as on 31st March 2024						(₹ in Hundred)
	Outstanding for following periods from due date of payment#						
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) Undisputed Trade receivables – considered good	793,572.33	11,068.43	-	-	-	-	804,640.76
(ii) Undisputed Trade Receivables – considered doubtful	-	1,229.83	-	88,232.86	158,958.38	-	248,421.07
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	179.55	-	4,572.17	-	4,751.72
	793,572.33	12,298.26	179.55	88,232.86	163,530.55	-	1,057,813.55

10 CASH AND CASH EQUIVALENTS		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
Cash on hand	20,062.75	25,640.47	
Balances with banks			
i) In current accounts	24,807.88	52,943.05	
ii) In EEFC account	119,971.39	-	
iii) Earmarked balances	14,867.91	17,935.91	
TOTAL	179,709.93	96,519.43	

11 BANK BALANCE OTHER THAN ABOVE		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
ii) In Fixed Deposit Account			
- Maturity with more than 12 months	400,959.92	492,688.61	
- Maturity within 12 months	527,741.56	379,316.87	
TOTAL	928,701.48	872,005.48	

12 SHORT TERM LOANS AND ADVANCES		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
Advances to Employees			
- Unsecured Considered good	9,390.32	13,802.23	
Loans And Advances To Others	4,587.28	3,337.28	
Loans And Advances To Compy under same Management	3,370.92	3,099.92	
TOTAL	17,348.52	20,239.43	

13 OTHER FINANCIAL ASSETS		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
Deposits	23,418.85	23,680.62	
Interest Receivable	63,772.66	54,135.10	
Dividend Receivable	870.38	53.60	
TOTAL	88,061.88	77,869.32	

14 OTHER CURRENT ASSETS		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
Advance To Suppliers		52,396.58	
Other Receivables	2,495.20	10,681.12	
Statutory & Other Receivables (GST / Export Incentives / MSEDCL Subsidy)	178,061.67	198,585.75	
Prepayments	14,790.30	14,806.72	
TOTAL	195,347.17	276,470.17	

EQUITY

15 EQUITY SHARE CAPITAL		(₹ in Hundred)			
Particulars	31-Mar-25		31-Mar-24		
	Number of Shares	(₹ in Hundred)	Number of Shares	(₹ in Hundred)	
Authorised Capital					
Equity shares of Rs.10 each with voting rights	3,500,000	350,000.00	3,500,000	350,000.00	
Issued Share Capital					
Equity shares of Rs.10 each	2,764,326	276,432.60	2,764,326	276,432.60	
Subscribed and fully paid - up					
Equity shares of Rs.10 each	2,764,326	276,432.60	2,764,326	276,432.60	
Total	2,764,326	276,432.60	2,764,326	276,432.60	

a Reconciliation of equity shares and amounts outstanding		(₹ in Hundred)			
Particulars	31-Mar-25		31-Mar-24		
	Number of Shares	(₹ in Hundred)	Number of Shares	(₹ in Hundred)	
At the beginning of the year	2,764,326	276,432.60	2,764,326	276,432.60	
Add : Allotment money received	-	-	-	-	
Less : Shares cancelled on buy back of Equity Shares	-	-	-	-	
At the end of the year	2,764,326	276,432.60	2,764,326	276,432.60	

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

b. Terms /rights attached to equity shares

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

c. Details of shareholders holding more than 5 % shares in the Company.

Particulars	31-Mar-25		31-Mar-24	
	Number of Shares	% of Holding	Number of Shares	% of Holding
1. Danny Hansotia	690,277	24.97%	690,277	24.97%
2. Sanjay Gadodia	643,133	23.27%	643,133	23.27%
3. IEPF Authority, MCA	179,381	6.49%	179,381	6.49%
4. Sandeep Gadodia	164,307	5.94%	164,307	5.94%

16 OTHER EQUITY

(₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
a) Retained earnings	2,644,240.51	2,550,393.15
b) Other comprehensive income	(13,732.69)	(17,966.96)
TOTAL	2,630,507.82	2,532,426.19

a) Retained earnings

(₹ in Hundred)

	45,747.00	45,382.00
Balance at the beginning of the year	2,550,393.15	2,467,560.68
Add: Profit for the year	121,490.62	110,124.59
Less: Excess / Short Provision for Income Tax	-	351.14
Less: Dividend including Dividend Distribution Tax	(27,643.26)	(27,643.26)
Balance at the end of the year	2,644,240.51	2,550,393.15

b) Other comprehensive income

	45,747.00	45,382.00
Balance at the beginning of the year	(17,966.96)	(9,205.76)
Add: Remeasurement of Defined Benefit Obligation (Net of tax)	4,234.27	(8,761.20)
Balance at the end of the year	(13,732.69)	(17,966.96)

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

LIABILITIES - NON CURRENT LIABILITIES

a) FINANCIAL LIABILITIES

17 BORROWINGS			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
a) Secured loan From Banks			
Term Loan from Kotak Bank - TLFLT	310,895.24	356,953.79	
WCTL fom Kotak Bank under ECLGS	-	40,520.39	
WCTL fom Kotak Bank under ECLGS	-	8,021.98	
TOTAL	310,895.24	405,496.16	

Term Loan From Kotak Bank Ltd :

Details of Security :-

First and exclusive mortgage charge on immoveable properties being land and building situated at : a) Factory L and B on Plot nos. 13-16, Dewan, Palghar, Thane in the name of the borrower and b) Office no. B-1303, Naman Midtown, Elphinstone road, Mumbai 400013 owned by the borrower.

Personal Guarantee of Promoter Director of the Company, Mr. Danny Hansotia

Terms of Repayment :- Loan to be repaid in 116 equated monthly instalment beginning from 05.05.2022 and ending till 05.11.2031

WCTL from Kotak Bank under ECLGS1 : (takeover from DCB Bank Ltd.) - Loan is closed as on 31.03.2025

DCB Bank, in terms of Government of India's Emergency Credit Line Guarantee Scheme (ECLGS) has sanctioned a Guaranteed Emergency Credit Line (GECL) by way of Working Capital Term Loan, which has been subsequently taken over by Kotak Bank Ltd w.e.f 07.04.22 and is fully repaid.

Terms of Repayment :- Loan to be repaid in 28 equated monthly instalment beginning from 05.05.2022 and ended on 05.08.2024

WCTL from Kotak Bank under ECLGS2 : (takeover from ICICI Bank Ltd.) - Loan closed as on 31.03.2025

ICICI Bank, in terms of Government of India's Emergency Credit Line Guarantee Scheme (ECLGS) has sanctioned a Guaranteed Emergency Credit Line (GECL) by way of Working Capital Term Loan, which has been subsequently taken over by Kotak Bank Ltd w.e.f 07.04.22 and is fully repaid

Terms of Repayment :- Loan to be repaid in 26 equated monthly instalment beginning from 05.05.2022 and ended on 05.06.2024

#REF!

18 LONG TERM PROVISIONS			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Provision for employee benefits		-	
- Provision for Gratuity	171,230.49	168,780.95	
TOTAL	171,230.49	168,780.95	

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

CURRENT LIABILITIES

FINANCIAL LIABILITIES

19 SHORT TERM BORROWINGS			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
a) Secured:			
Working Capital Loans - CC/OD/STL	1,525,976.05	1,308,096.98	
- Overdraft against FD	395,052.93	534,559.61	
TOTAL	1,921,028.98	1,842,656.59	

Details of Security:-

1) Working capital - CC/OD taken from Kotak Bank Ltd. is secured by :

a) First pari-passu hypothecation charge to be shared with DCB Bank on all existing and future receivables / current assets / moveable assets / moveable fixed assets of the Company

b) First and exclusive mortgage charge on immoveable properties being land & building situated at:

i. Factory L and B on plot no.13-16, Dewan, Palghar, Thane, in the name of the borrower

ii. Office no. 1303-B wing, Elphinstone, Naman Midtown, Off Senapati Bapat Marg, Mumbai-400013, owned by the borrower

c) Personal guarantee of promoter director of the Company, Mr. Danny Hansotia

2) Working capital - CC/STL taken from DCB Bank Ltd. is secured by :

a) First pari-passu hypothecation charge to be shared with DCB Bank on all existing and future receivables / current assets / moveable assets / moveable fixed assets of the Company

b) Equitable Mortgage of Flat no.802, 8th floor, A wing, Lodha EVOQ, New Cuffe Parade, Wadala (E), Mumbai, in the name of the Company.

3) Working capital - Overdraft against FD from DCB Bank Ltd. is secured by :

a) 100% Lien on Fixed Deposit with DCB Bank.

20 TRADE PAYABLES			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Micro and small enterprise	183,287.15	146,551.35	
Others	81,084.15	65,128.49	
TOTAL	264,371.30	211,679.84	

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

			(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24	
Principal amount remaining unpaid to suppliers as at the end year.	35,822.60	-	
Interest due on the above mentioned principal amount remaining unpaid to any supplier as at the year end.	-	-	
Amount of the interest paid by the Company in terms of Section 16	-	-	
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSM Act.	-	-	
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-	

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

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

Trade Payables ageing schedule for the year ended as on March 31, 2025 is as follows.

Particulars	Trade payables ageing schedule as on 31st March 2025				
	Outstanding for following periods from due date of payment#				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	
(i) MSME	183,287.15	-	-	-	183,287.15
(ii) Others	81,084.15	-	-	-	81,084.15
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	264,371.30	-	-	-	264,371.30

Trade Payables ageing schedule for the year ended as on March 31, 2024 is as follows.

Particulars	Trade payables ageing schedule as on 31st March 2024				
	Outstanding for following periods from due date of payment#				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	
(i) MSME	146,551.35	-	-	-	146,551.35
(ii) Others	65,128.49	-	-	-	65,128.49
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	211,679.84	-	-	-	211,679.84

21 OTHER FINANCIAL LIABILITIES (₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
Employee Related Liabilities	69,402.43	71,562.48
Others	14,867.91	17,935.91
TOTAL	84,270.34	89,498.39

22 OTHER CURRENT LIABILITIES (₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
Other Current liabilities	63,492.15	50,580.59
Statutory dues payable	23,383.85	19,889.02
Advance against Sales	27,398.67	40,031.85
TOTAL	114,274.68	110,501.45

OTHER CUURENT LIABILITIES (₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
Micro and small enterprise	26,758.56	28,331.95
Others	36,733.59	22,248.64
TOTAL	63,492.15	50,580.59

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

Particulars	31-Mar-25	31-Mar-24
Principal amount remaining unpaid to suppliers as at the end year.	900.00	-
Interest due on the above mentioned principal amount remaining unpaid to any supplier as at the year end.	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSM Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-

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

23 SHORT TERM PROVISIONS (₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
Provision for Employee benefits	19,300.89	9,144.73
Provision for Tax (Net)	19,753.75	13,815.40
TOTAL	39,054.64	22,960.13

24 REVENUE FROM OPERATIONS (₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
Sale of products		
Domestic sale - Socks	3,571,328.32	2,912,528.09
Export sale & Entitlement - Socks	621,599.40	328,322.38
Yarn Sale for Socks Purchase/Re-processing	570,608.34	273,535.42
Sale of Wastage	305.92	293.65
TOTAL	4,763,841.98	3,514,679.53

25 OTHER INCOME (₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
Interest Income	73,832.68	57,760.36
Dividend	948.04	840.48
Profit / (Loss) on sale of Fixed Assets	-	-
Cash Discount Received	-	-
Rent Income	-	-
Establishment Charges	11,700.00	15,600.00
Miscellaneous Income	-	-
Net gain/(loss) on Fair value of Equity instruments	(11,058.69)	37,421.49
Duty Drawback on Export Sales	5,846.54	4,858.93
Other Export Incentives and Benefits	22,841.19	13,972.88
TOTAL	104,109.76	130,454.14

26 Cost of Materials Consumed (₹ in Hundred)

Particulars	31-Mar-25	31-Mar-24
(a) Raw Material Consumed		
Opening Stocks	386,330.60	411,183.73
Add: Purchases	1,811,664.82	1,222,562.49
	2,197,995.42	1,633,746.22
Less: Closing Stocks	418,107.91	377,635.76
Less: Goods In Transit	-	8,694.84
	1,779,887.51	1,247,415.62
(b) Packing Material Consumed		
Opening Stocks	33,136.44	44,960.33
Add: Purchases	207,756.37	168,879.75
	240,892.81	213,840.08
Less: Closing Stocks	25,142.81	32,467.10
Less: Goods In Transit	706.24	669.34
	215,043.76	180,703.64

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

(c) Job Work Material Consumed		
Opening Stocks	166,185.01	285,657.51
Add: Job Work charges	441,512.72	338,082.59
	<u>607,697.73</u>	<u>623,740.10</u>
Less: Closing Stocks	157,001.02	162,447.67
Less: Goods In Transit	-	3,737.34
	<u>450,696.71</u>	<u>457,555.09</u>
TOTAL	2,445,627.99	1,885,674.34
27 PURCHASE OF STOCK IN TRADE		
		(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24
Traded Goods - Socks	844,944.42	442,552.17
TOTAL	844,944.42	442,552.17
28 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE		
		(₹ in Hundred)
Particulars	31-Mar-25	31-Mar-24
Opening Stocks		
Finished Goods	880,929.28	705,802.34
Spares & Consumables	15,000.00	12,000.00
	<u>895,929.28</u>	<u>717,802.34</u>
Less:		
Closing Stocks		
Finished Goods	911,481.19	880,929.28
Spares & Consumables	15,000.00	15,000.00
	<u>926,481.19</u>	<u>895,929.28</u>
TOTAL	(30,551.91)	(178,126.94)

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

29 EMPLOYEE BENEFITS EXPENSES		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
Employees Salary & wages	321,321.46	275,490.03	
Contractors' Payments	267,295.63	248,086.94	
Provident Fund Employer's Contribution	17,679.69	17,425.78	
Gratuity to Employees	21,242.54	18,410.08	
Bonus to Employees	15,180.00	13,702.91	
ESIC Employer's Contribution	3,778.21	4,192.15	
TOTAL	646,497.53	577,307.89	
30 FINANCE COST		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
Interest paid			
1) To Banks			
- On Term Loan	30,524.02	44,494.43	
- On Working Capital	130,603.35	119,941.84	
- On Overdraft against FD	34,952.77	18,388.86	
2) To Others	-	-	
- On Fixed Deposits	-	-	
- On Unsecured Loans	-	-	
- On Car Loans	-	-	
- On Others	-	-	
3) For Bill Discounting	-	-	
TOTAL	196,080.14	182,825.13	
32 POWER & FUEL COST		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
Power Cost - MSEDCL	131,058.42	139,841.72	
Diesel Cost - DG Set	-	-	
TOTAL	131,058.42	139,841.72	
33 OTHER EXPENSES		(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24	
a. MANUFACTURING EXPENSES			
Carriage Inward	22,264.83	16,746.45	
Commission on Purchase	-	-	
Consumables Stores & Spares	18,729.07	16,314.70	
Yarn Dying Charging	3,629.09	6,906.59	
Embroidery Charges	6,127.03	1,285.54	
Factory Expenses	500.02	362.81	
Hamali Charges	3,101.42	1,477.76	
Oil Purchases	1,621.30	1,425.80	
Repair and Maintenance - Plant & Machinery	3,017.75	5,387.98	
Testing Charges	2,217.92	1,837.16	
Washing Charges	2,253.00	1,747.10	
Printing Charges	-	-	
	63,461.44	53,491.89	
b. SELLING AND DISTRIBUTION EXPENSES			
Business Promotion Expenses	4,203.29	5,058.97	
Carriage Outward	73,386.80	56,751.86	
Carriage Outward - E-com Business	20,522.04	28,264.15	
Claims & Shortages	5,245.34	7,827.40	
Rent on Warehouse	11,920.00	7,920.00	
Sales Promotion & Commission Expenses	23,585.83	12,089.80	
	138,863.30	117,912.19	

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

c. ADMINISTRATIVE AND OTHER EXPENSES

Advertisement & Publicity	626.28	590.88
Payment to Auditors	2,000.00	2,500.00
Bank Charges	10,890.24	6,524.54
Bad Debts	(480.58)	6,216.57
Car Insurance	608.57	641.86
Cash Discount	2,271.82	12,771.66
Communication Expenses	1,900.70	1,812.62
Conveyance	591.41	845.00
Courier & Postage Charges	2,170.65	1,486.39
Donation	-	174.00
Director's remuneration	60,000.00	60,000.00
Director Sitting Fees	-	-
Electricity Expenses	1,969.01	1,832.70
Forex Exchange Loss / (Gain)	(1,659.95)	237.83
Insurance	5,117.61	5,098.28
Legal & Professional Fees	15,472.03	5,242.78
Legal License Fees	3,994.46	6,616.48
Listing Fees	3,250.00	3,250.00
Membership & Subscription	1,610.79	1,857.53
Miscellaneous Expenses	3,300.35	612.39
Office Expenses	1,279.24	1,347.39
Printing & Stationery	2,306.63	2,244.70
Professional Tax	25.00	25.00
Rent, Rates and Taxes	14,840.85	8,912.17
Repair & Maintenance	12,972.80	17,769.81
Taxes Ineligible	-	-
Security Charges	12,402.33	12,296.87
Info Tech Expenses	2,297.19	1,668.73
Transfer Agent Fees	1,811.10	2,462.27
Travelling Expenses	5,469.59	1,078.62
Vehicles Running Expenses	5,385.30	4,786.46
Welfare - Employees' benefits	12,326.31	11,854.52
	184,749.72	182,758.05
TOTAL (A+B+C)	387,074.45	354,162.14

34 Tax Expenses

	(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24
Current Tax	48,000.00	41,000.00
Excess Prov of Tax - FY 2023-24	(8,225.60)	-
Deferred Tax	(7,831.48)	(5,141.31)
Total	31,942.92	35,858.69

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

	(₹ in Hundred)	
	31-Mar-25	31-Mar-24
Profit before income tax expense	153,433.54	145,983.28
Estimated income tax expense	42,685.21	40,612.55
<i>Tax effect of adjustments to reconcile expected Income tax expense to reported Income tax expense</i>		
Expenses not Deductible	291.57	900.17
Expenses deductible	-	-
Exempt income	3,076.53	(10,410.66)
Others	-	-
Total tax expense	31,942.92	35,858.69

35 EARNINGS PER SHARE:

	(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24
Basic earning per share		
Profit after tax (Amt in Rs.)	121,491	110,125
Weighted average no. of equity shares	2,764,326	2,764,326
Nominal value of each equity shares	10	10
Basic earning per share (in Rs.)	4.39	3.98
Diluted earnings per share (in Rs.)	4.39	3.98

36 CONTINGENT LIABILITIES:

i) Claims against the Company not acknowledgement as debts

a) Income tax matters TDS Default on Traces

There is old TDS default towards Short deduction, Interest, Late Fees etc.. Of Rs. 3,68,056/-not yet claimed by TDS department

ii) Bank guarantee

	(₹ in Hundred)	
Particulars	31-Mar-25	31-Mar-24
a) Guarantee issued to Customs Department towards import of Capital goods under EPCG scheme. Exports have been completed and Company has made application to DGFT office for Redemption of EPCG licences	39,150.00	39,150.00
a) Guarantee issued to Maharashtra Pollution Control Board towards renewal of Licence	5,000.00	4,000.00
Total	44,150.00	43,150.00

37 Director Remuneration

	(₹ in Hundred)	
Director Remuneration (Salaries and Allowances)	31-Mar-25	31-Mar-24
Managing Director	30,000.00	30,000.00
Whole time Directors	30,000.00	30,000.00
Total	60,000.00	60,000.00

38 Auditors Remuneration

	(₹ in Hundred)	
Payment to Auditor	31-Mar-25	31-Mar-24
Audit Fees	2,500.00	2,500.00
Taxation Matters	-	-
Certification and other charges	-	-
Total	2,500.00	2,500.00

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

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

40 In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated and are realizable in the ordinary course of business

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

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

43 Capacities and Production

Capacities and Production	Number of Pairs	
	31-Mar-25	31-Mar-24
Installed Capacity - Own + Outsource	12,325,000	11,160,000
Actual Production	8,126,370	6,982,370
Actual Socks Purchase	2,925,001	1,756,991
Total Capacity Utilisation	11,051,371	8,739,361

Installed capacity for the year has been calculated on the basis of machines in use and running in production. As of March 31, 2024, out of the 277 machines, 183 machines have been put to use in production. Installed capacity of machines in production during the year is taken on a pro rata basis based on the number of days machines were put to use.(Previous year figures are 267 and 178 respectively)

44 a) Insurance claim of Rs. 89.35 Lacs alongwith interest thereon upto date of settlement is filed by the company on account of fire occurred at the Company's Godown at Aliyali - Palghar, Maharashtra on 26 th August, 2008 damaging complete Building and Stock in hand and the same is still pending with the insurance company. The Company has filed a case against the insurance company in the National Consumer Court, New Delhi. The case is under hearing as on March 31, 2025.

b) The Company had 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 against which an amount of Rs. 28,61,057/-had been paid by the Company in 2012. The said ITAT appeal has been decided in favor of company vide consolidated ITAT Appeal order dated 15/09/2016 and refund of Rs. 32,81,628/- received in May'2022. Interest on the said amount is short received, and Company has filed a appeal with CP Gram for recovery of said amount - Rs. 23,36,863/-, which is outstanding as on 31.3.25.

45 The Company has to fulfil export obligations under EPCG licence granted to the same on conversion from EOU status to DTA status. Since the Machineries required for completion of the said obligation had been 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, 2025.

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

46 Additional Information

	(₹ in Hundred)	
C.I.F. Value of Imports	31-Mar-25	31-Mar-24
Spares & Consumables	3,841.17	5,454.12
Plant & Machinery	-	-

	(₹ in Hundred)	
Foreign Exchange Earning & Outgo	31-Mar-25	31-Mar-24
Foreign Exchange Earning (F.O.B. Value of Exports)	621,599.40	328,322.38
Foreign Exchange Outgo		
- Travelling	2,340.74	-
- Advance for Spares and Consumables	-	-
- Plant & Machinery	-	-
- Spares & Consumables	3,525.96	5,454.12

Quantitative Details:

	(₹ in Hundred)			
Raw Material (Yarn)	As at March 31, 2025		As at March 31, 2024	
	Qty. (kgs.)	Amount (Rs.)	Qty. (kgs.)	Amount (Rs.)
Opening Stock	87,688.375	377,635.76	91,823.682	402,391.31
Goods In Transit - Op Stock	2,646.920	8,694.84	2,493.650	8,792.42
Purchased during the year (Net of returns)	492,552.444	1,811,664.82	332,377.220	1,222,562.49
Yarn Sales	134,125.285	570,608.34	61,963.725	273,535.42
Issued for Job Work during the year (Net of Returns)	168,366.022	578,497.23	97,010.803	344,082.48
Consumption during the year	183,582.701	630,781.94	177,384.729	629,797.72
Goods In Transit	-	-	2,646.920	8,694.84
Closing Stock	94,166.811	418,107.91	87,688.375	377,635.76

	(₹ in Hundred)	
Raw Material (Packing Material)	31-Mar-25	31-Mar-24
	Amount (Rs.)	Amount (Rs.)
Opening Stock	32,467.10	43,688.47
Goods In Transit - Op Stock	669.34	1,271.86
Purchased during the year	207,756.37	168,879.75
Consumption during the year	215,043.76	180,703.64
Goods In Transit - Cl Stock	706.24	669.34
Closing Stock	25,142.81	32,467.10

	(₹ in Hundred)			
Raw Material (At Job Work)	As at March 31, 2025		As at March 31, 2024	
	Qty. (kgs.)	Amount (Rs.)	Qty. (kgs.)	Amount (Rs.)
Opening Stock	37,720.928	162,447.67	63,826.485	279,627.24
Goods In Transit - Op Stock	1,346.648	3,737.34	1,911.672	6,030.27
Issued for Job Work during the year (Net of Returns)	168,366.022	578,497.23	97,010.803	344,082.48
Receipt from Job Work during the year	172,073.703	587,681.22	123,681.383	463,554.98
Goods In Transit	-	-	1,346.648	3,737.34
Closing Stock	35,359.895	157,001.02	37,720.928	162,447.67

	(₹ in Hundred)			
Finished Goods (Socks)	As at March 31, 2025		As at March 31, 2024	
	No. of Pairs	Amount (Rs.)	No. of Pairs	Amount (Rs.)
Opening Stock	2,166,362	880,929.28	1,634,079	705,802.34
Production/Job Work during the year	8,126,370	3,378,535.21	6,982,370	2,973,425.23
Socks Purchased	2,925,001	844,944.42	1,756,991	442,552.17
Sales (Net of Returns)	10,888,556	4,192,927.72	8,207,078	3,240,850.46
Closing Stock	2,329,178	911,481.19	2,166,362	880,929.28

47 Related party disclosures

Name of the Related Party	Relationship
Mr. Danny F Hansotia	Key Management Personnel
Mr. Sanjay S Gadodia	Key Management Personnel
Mr. Dilip Ramdas Pawar	Independent Director
Mrs. Anita Prasad Koti	Independent Director
Mr. Shashikant Newatia	Independent Director
Mr. Rahul S Gadodia	Related party of Key managerial personnel
Mrs. Rita S Gadodia	Related party of Key managerial personnel
Mrs. Priti A Shukla	Company Secretary (wef 05.02.2025)
Mr. Sudhir Kumar	Company Secretary (wef 06.10.2023 to 08.11.24)
Orient Socknit (India) Private Limited	Comp. over which Key Mngt Personnel able to exercise significant influence
Juvenile Trading Private Limited	Comp. over which Key Mngt Personnel able to exercise significant influence
Spenta Woolens Limited	Comp. over which Key Mngt Personnel able to exercise significant influence
Carnival Properties, LLP	LLP over which Key Mngt Personnel able to exercise significant influence
Vishwalane Textiles, LLP	LLP over which Key Mngt Personnel able to exercise significant influence

	(Amount in Lacs)	
Nature of Transaction	31-Mar-25	31-Mar-24
Key Mngt Personnel - Remuneration*		
Mr. Danny F Hansotia	30.00	30.00
Mr. Sanjay S Gadodia	30.00	30.00
Mr. Rahul S Gadodia	4.68	4.62
Mrs. Mamta Bajaj (wef 15.05.23 to 06.07.23)	-	0.42
Mr. Sudhir Kumar (wef 06.10.23 to 08.11.24)	1.82	1.46
Mrs. Priti A Shukla (wef 05.02.2025)	0.43	-
Key Mngt Personnel - Establishment Charges Recd		
Mr. Sanjay S Gadodia	(11.70)	(15.60)
Key Mngt Personnel - Rent Paid		
Mrs. Rita S Gadodia	3.60	3.60
Independent Director Sitting Fees		
Mr. Shashikant Newatia	-	-
Mr. Dilip Ramdas Pawar	-	-
Mrs. Anita Prasad Koti	-	-
Company over which KMP able to exercise significant influence		
Spenta Woolens Limited -Loan given	0.05	0.07
Spenta Woolens Limited -Int Rec @ 9% interest	0.23	0.23

SPENTA INTERNATIONAL LTD
Notes forming part of the financial statements as at and for the year ended March 31, 2025

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

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

48 Segment Reporting

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

- 49 During the FY 24-25, the Company has 2 customers doing individual business of 10% or more of the revenue and such customers accounted for 53.20% of revenue (FY 23-24, the Company had 1 such customers accounting for 47.66% of revenue)

50 Other Statutory Information

- a) Disclosure of transactions with Struck off companies - NIL
- b) Title deeds of Immovable Property not held in name of the Company - NIL
- c) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- d) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- e) The Company is not declared wilful defaulter by any bank or financials institution or lender during the year.
- f) The Company does not have any charges which is yet to be registered with ROC beyond the statutory period.
- g) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person
- h) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall : (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or (b) provide any guarantee, security or the like to, or on behalf of the ultimate beneficiaries.
- i) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall : (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- j) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- k) Clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 does not apply to the Company.

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

For and behalf of the Board of Director

(CA Abhilash Darda)
Partner
Membership No.: 423896
Firm Registration No. 120410W

Sanjay S. Gadodia
(Chairman)
DIN - 00203433

Danny F. Haosotia
(Managing Director)
DIN - 00203497

Place :- Mumbai
Date : 26th May, 2025

Place :- Palghar
Date : 26th May, 2025

Priti Shukla
(Company Secretary)

51 Financial instruments by category

Particulars	3/31/2025			3/31/2024		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
(i) Investments						
Equity instruments	83,118.33		40,000.00	94,175.66		50,000.00
Intercompany Deposit			1,156,796.35			1,051,832.00
(ii) Trade receivables			60,550.22			39,672.85
(iii) Loans and advances			179,709.93			96,519.43
(iv) Cash and Cash Equivalents			928,701.48			872,005.48
(v) Bank balances other than (iv) above			23,418.85	480.34		23,253.88
(vi) Security Deposit			63,772.66			54,135.10
(vii) Interest receivable						
Total financial assets	83,118.33	-	2,452,949.50	94,656.00	-	2,187,418.75
Financial liabilities						
(i) Borrowings			2,231,924.22			2,248,152.75
(ii) Trade payables			264,371.30			211,679.84
(iii) Other financial liabilities			84,270.34			89,498.39
Total financial liabilities	-	-	2,580,565.86	-	-	2,549,330.98

51.1 The management assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, current borrowings, current loans and other financial assets & liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments. Trade Receivables Over 6 months & above include amounts receivable from Future Enterprises Ltd, Future Retail Ltd and Future Lifestyle Fashion Ltd amounting to Rs. 1,08,52,590/-, Rs. 50,43,248/- and Rs. 88,23,286/- respectively for which no provision is done in books of accounts, awaiting decision from The National Company Law tribunal (NCLT) (previous year figures are Rs. 1,08,52,590/-, Rs. 50,43,248/- and Rs. 88,23,286/- respectively)

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

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

52 Fair Value Hierarchy

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

Particulars	3/31/2025				3/31/2024			
	Level (i)	Level (ii)	Level (iii)	Total	Level (i)	Level (ii)	Level (iii)	Total
Financial assets								
Financial Investment at FVPL								
Listed equity investments	83,118.33	-	-	83,118.33	94,175.66	-	-	94,175.66
Security Deposits	-	-	-	-	-	-	480.34	480.34
Total financial assets	83,118.33	-	-	83,118.33	94,175.66	-	480.34	94,656.00

52.1 During the year ended March 31, 2025 and March 31, 2024, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into Level 3 fair value measurements.

52.2 Explanation to the Fair Value hierarchy

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

53 Financial risk management objectives and policies

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

53.1 Market Risk

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

53.1.1 Foreign Exchange Risk

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

53.1.2 Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The company's exposure to the risk of changes in market interest rate relates primarily to company's borrowing with floating interest rates. The Company do not have any significant interest rate risk on its current borrowing due to their short tenure.

The Company is also exposed to interest rate risk on surplus funds parked in loans. To manage such risks, such loans are granted for short durations with fixed interest rate in line with the expected business requirements for such funds.

Exposure to interest rate risk

(₹ in Hundred)			
Particulars	31st March 2025	31st March 2024	
Non current Borrowing at floating rate	310,895.24	405,496.16	
TOTAL	310,895.24	405,496.16	

Sensitivity Analysis

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

(₹ in Hundred)						
Particulars	31st March 2025			31st March 2024		
	Sensitivity Analysis	Impact on	Impact on	Sensitivity Analysis	Impact on	Impact on
		Profit before tax	Other Equity		Profit before tax	Other Equity
Interest Rate Increase by	1%	(3,108.95)	(2,244.04)	1%	(4,054.96)	(2,926.87)
Interest Rate Decrease by	1%	3,108.95	2,244.04	1%	4,054.96	2,926.87

53.1.3 Price risk

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

(₹ in Hundred)			
Particulars	31st March 2025	31st March 2024	
Investment in Equity instruments	83,118.33	94,175.66	
TOTAL	83,118.33	94,175.66	

(₹ in Hundred)						
Particulars	31st March 2025			31st March 2024		
	Sensitivity Analysis	Impact on	Impact on	Sensitivity Analysis	Impact on	Impact on
		Profit before tax	Other Equity		Profit before tax	Other Equity
Interest Rate Increase by	7%	5,818.28	4,199.64	7%	6,592.30	4,758.32
Interest Rate Decrease by	7%	(5,818.28)	(4,199.64)	7%	(6,592.30)	(4,758.32)

53.2 Liquidity Risk

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

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

53.2.1 Maturity Analysis for financial liabilities

(₹ in Hundred)					
As at 31 March 2025					
Particulars	On demand	<6 months	6 to 12months	>1 year	Total
Borrowings	1,921,028.98	71,571.63	23,029.26	216,294.35	2,231,924.22
Other financial liabilities	14,867.91	69,402.43			84,270.34
Trade payables		264,371.30			264,371.30
(₹ in Hundred)					
As at 31 March 2024					
Particulars	On demand	<6 months	6 to 12months	>1 year	Total
Borrowings	1,842,656.59	90,251.82	90,251.82	224,992.52	2,248,152.75
Other financial liabilities	17,935.91	71,562.48			89,498.39
Trade payables		211,679.84			211,679.84

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

53.3 Credit Risk

The credit risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit duration for customers on continuous basis. Further, in order to manage the credit risk, the security deposits are obtained from customers where ever considered necessary.

On account of adoption of Ind AS 109, the Company uses an expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables.

The credit risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit duration for customers on continuous basis. Further, in order to manage the credit risk, the security deposits are obtained from customers where ever considered necessary.

On account of adoption of Ind AS 109, the Company uses an expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables.

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

Particulars	0-90 days	91-180 days	181-365 days	above 365 days	Total
As at 31 March 2025	818,519.90	91,085.21	-	247,191.24	1,156,796.35
As at 31 March 2024	748,964.95	44,607.38	12,298.26	251,942.96	1,057,813.55

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

Particulars	Amount
As at 01 April 2024	5,981.55
Change in allowance	(5,981.55)
As at 31 March 2025	-

Trade receivables outstanding more than 365 days includes Rs. 2,47,19,124/- (previous year - Rs. 2,47,19,124/-) receivable from Future group and the same are not provided for in the books of accounts awaiting decision from The National Company Law tribunal (NCLT)

54 Capital Management

Risk management

The Company's objectives when managing capital are to

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

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

54.1 Net debt reconciliation

(₹ in Hundred)		
Particulars	31-Mar-25	31-Mar-24
Cash and cash equivalents	179,710.24	96,519.45
Non-current borrowings	(310,895.24)	(405,496.16)
Current borrowings	(1,921,028.98)	(1,842,656.59)
Net debt	(2,052,213.98)	(2,151,633.30)

(₹ in Hundred)				
Particulars	Cash and cash equivalents	Non-current borrowings	Current borrowings	Total
Net debt as on 31-Mar-24	96,519.45	(405,496.16)	(1,842,656.59)	(2,151,633.30)
Cash flows	83,190.50	94,600.92	(78,372.39)	99,419.04
Net debt as on 31-Mar-25	179,710.95	(310,895.24)	(1,921,028.98)	(2,052,213.27)

(₹ in Hundred)		
Particulars	31-Mar-25	31-Mar-24
Net debt	2,052,213.98	2,151,633.30
Equity	2,906,940.42	2,808,859.29
Capital and Net debt	4,959,154.40	4,960,492.59
Gearing ratio	41.38%	43.38%

55 The Board of Directors at its meeting held on 26th May, 2025 recommended final dividend of Rs 1.00 per equity share of face value of Rs. 10 each for the financial year ended 31st March, 2025. The same amounts to Rs. 27,64,326/- (No dividend distribution tax to be provided). The above is subject to approval at the ensuing Annual General Meeting of the Company and hence not recognized as a liability.

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

For and behalf of the Board of Director

(CA Abhilash Darda)
Partner
Membership No.: 423896
Firm Registration No. 120410W
UDIN - 25423896BMKTWZ8093
Place :- Mumbai
Date : 26th May, 2025

Sanjay S. Gadodia
Chairman/WTB
DIN - 00203433

Place :- Palghar
Date : 26th May, 2025

Danny F. Hansotia
Managing Director/CFD
DIN - 00203497

Priti Shukla
(Company Secretary)