

Date:30th September, 2015

To,  
Department of Corporate Service  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub: Submission of Voting results under Clause 35A of the Listing Agreement alongwith scrutinizor's report**

This is to inform that the Members of the Company at their 28<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2015 have approved all the Resolutions as set out in the Notice of the AGM with requisite majority.

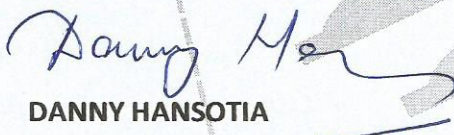
In this connection, we hereby enclose the consolidated voting results of remote e-voting and ballot process at the said AGM in the prescribed format under clause 35A alongwith scrutinizor's report.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours truly,

**FOR SPENTA INTERNATIONAL LIMITED**



**DANNY HANSOTIA**  
**MANAGING DIRECTOR CUM CFO**  
**DIN NO - 00203497**

Encl: as above.

In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 28<sup>th</sup> Annual General Meeting of the Company are furnished below:

- Date of the AGM : 29<sup>th</sup> September, 2015
- Total Number of shareholders on : 3080  
Cut Off date : 22<sup>nd</sup> September, 2015
- No of Shareholders present in the meeting either in person or through proxy:

Promoter and Promoter Group	4
Public	11

- No. of Shareholders attended the meeting through Video Conferencing :

Promoter and Promoter Group	N.A.
Public	N.A.

- Details of the Agenda


The following business was transacted by the shareholders:

**Mode of voting: E-voting and Ballot**

**Resolution 1:** To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2015 including audited Balance sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.

**Resolution Required:** Ordinary Resolution

Promoter/ Public	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	-1	-2	$(3)=[(2)/(1)]*100$	-4	-5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	981909	199290	20.30	199290	NIL	100	NIL

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Others							
<b>Total</b>	<b>27,64,326</b>	<b>19,81,707</b>	<b>71.69</b>	<b>19,81,707</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

Resolution 2: To declare Final dividend on equity shares for the Financial Year 2014-2015

Resolution Required: Ordinary Resolution

Promoter/ Public	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	-1	-2	$(3)=[(2)/(1)]*100$	-4	-5	$(6)[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	981909	199290	20.30	199290	NIL	100	NIL
<b>Total</b>	<b>27,64,326</b>	<b>19,81,707</b>	<b>71.69</b>	<b>19,81,707</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

Resolution 3: To ratify appointment of M/s. A. R. Parikh & Co, (Membership No. 38188) Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration for the F.Y 2015-2016.

Resolution Required: Ordinary Resolution

Promoter/ Public	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	-1	-2	$(3)=[(2)/(1)]*100$	-4	-5	$(6)[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL

*Donny M...*



Promoter Group							
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	981909	199290	20.30	199290	NIL	100	NIL
<b>Total</b>	<b>27,64,326</b>	<b>19,81,707</b>	<b>71.69</b>	<b>19,81,707</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

Resolution 4: Approval for adoption of new set of Article of Association of Company in place of existing, in pursuant to New Companies Act, 2013.

Resolution Required: Special Resolution

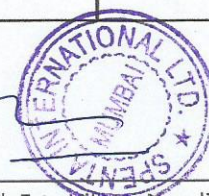
Promoter/ Public	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	-1	-2	$(3)=[(2)/(1)]*100$	-4	-5	$(6)[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	981909	199290	20.30	199290	NIL	100	NIL
<b>Total</b>	<b>27,64,326</b>	<b>19,81,707</b>	<b>71.69</b>	<b>19,81,707</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

Resolution 5: Approval for variation in remuneration of Mr. Sanjay Gadodia, Whole-Time Director (having DIN 00203433)

Resolution Required: Special Resolution.

Promoter/ Public	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes - in Favour	No of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled

*Sanjay M...*



	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17,82,417	8,23,877	46.22	8,23,877	NIL	100	NIL
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	981909	199290	20.30	199290	NIL	100	NIL
<b>Total</b>	<b>27,64,326</b>	<b>10,23,167</b>	<b>37.01</b>	<b>10,23,167</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

Note: All the aforesaid resolutions were passed with requisite majority.

Thanking you,  
ON BEHALF OF THE BOARD  
FOR SPENTA INTERNATIONAL LIMITED



**DANNY HANSOTIA**  
**MANAGING DIRECTOR CUM CEO**  
**DIN NO - 00203497**



**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & PHYSICAL  
BALLOT FORM**

To,  
**The Chairman,**  
**SPENTA INTERNATIONAL LIMITED**  
PLOT # 13-16, DEWAN INDUSTRIAL ESTATE,  
VILLAGE NAVALI, PALGHAR (WEST),  
THANE- 401404

**Sub.:** Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of **SPENTA INTERNATIONAL LIMITED** held on **29<sup>th</sup> September, 2015 at 11.30 a.m.**

Dear Sir,

I, Mr. Nitin Sarfare, partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **Spenta International limited** pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at 28<sup>th</sup> Annual General Meeting of the Company on 29<sup>th</sup> September, 2015 at 11.30 a.m.

The voting rights were reckoned as on Tuesday, the 22<sup>nd</sup> day of September, 2015 being the Cutoff date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from Saturday the 26<sup>th</sup> September, 2015 (9.00 a.m. IST) to Monday the 28<sup>th</sup> September, 2015 (5.00 p.m. IST) at the said Annual General Meeting held on Tuesday the 29<sup>th</sup> September, 2015

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Monday, September 28<sup>th</sup>, 2015 were also considered.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility by physical ballot.



I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the results of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.

**Item No. 1: As an Ordinary Resolution.**

To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2015 including audited Balance sheet as at 31st March, 2015 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.

Mode of voting	Remote E-voting			Voting Through Physical Ballot Forms			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	29	1977457	100	8	4250	100	37	1981707	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>29</b>	<b>1977457</b>	<b>100</b>	<b>8</b>	<b>4250</b>	<b>100</b>	<b>37</b>	<b>1981707</b>	<b>100</b>

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

**Item No. 2: As an Ordinary Resolution.**

To declare Final dividend on equity shares for the Financial Year 2014-2015

Mode of voting	Remote E-voting			Voting Through Physical Ballot Forms			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	29	1977457	100	8	4250	100	37	1981707	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>29</b>	<b>1977457</b>	<b>100</b>	<b>8</b>	<b>4250</b>	<b>100</b>	<b>37</b>	<b>1981707</b>	<b>100</b>



Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

**Item No. 3: As an Ordinary Resolution.**

To ratify appointment of M/s. A. R. Parikh & Co, (Firm registration no 104058W) Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration

Mode of voting	Remote E-voting			Voting Through Physical Ballot Forms			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
<b>Assent</b>	29	1977457	100	8	4250	100	37	1981707	100
<b>Dissent</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Invalid</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Abstain</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>29</b>	<b>1977457</b>	<b>100</b>	<b>8</b>	<b>4250</b>	<b>100</b>	<b>37</b>	<b>1981707</b>	<b>100</b>

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

**Item No. 4: As a Special Resolution.**

Approval for adoption of new set of Article of Association of Company in place of existing, in pursuant to New Companies Act 2013

Mode of voting	Remote E-voting			Voting Through Physical Ballot Forms			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
<b>Assent</b>	29	1977457	100	8	4250	100	37	1981707	100
<b>Dissent</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Invalid</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Abstain</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>29</b>	<b>1977457</b>	<b>100</b>	<b>8</b>	<b>4250</b>	<b>100</b>	<b>37</b>	<b>1981707</b>	<b>100</b>





Based on the foregoing the above **Special Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

**Item No. 5: As a Special Resolution.**

Approval for variation in remuneration of Mr. Sanjay Gadodia, Whole-Time Director (having DIN 00203433)

Mode of voting	Remote E-voting			Voting Through Physical Ballot Forms			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
<b>Assent</b>	24	1018917	100	8	4250	100	32	1023167	100
<b>Dissent</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Invalid</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Abstain</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>24</b>	<b>1018917</b>	<b>100</b>	<b>8</b>	<b>4250</b>	<b>100</b>	<b>32</b>	<b>1023167</b>	<b>100</b>

Based on the foregoing the above **Special Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

**Date: 30<sup>th</sup> September, 2015**  
**Place : Mumbai**



**NITIN SARFARE,**  
**Partner**  
**ACS: 36769**  
**CP: 13729**