

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 scrutinizer's report

This is to inform that the Members of the Company at their 28th Annual General Meeting (AGM) held on 29th 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 scrutinizer's report.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours truly,

FOR SPENTA INTERNATIONAL LIMITED

any

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 28th Annual General Meeting of the Company are furnished below:

- Date of the AGM : 29th September, 2015
 Total Number of shareholders on : 3080
- Cut Off date : 22nd 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

<u>Resolution 1</u>: 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.

Resolution Required: Ordinary Resolution

			1	and the second second			
Promoter/	No of	No of Votes	% of Votes	No of Votes	No of	% of votes	% of votes
	Shares -	Polled	Polled on	– in Favour	Votes-	in favour	against on
Public	Held	Caller .	outstanding		against	on votes	votes polled
Public		and the second second se	shares			polled	
	-1	-2	(3)=[(2)/(1)]*1	-4	-5	(6)[(4)/(2)]	(7)=[(5)/(2)]*1
	Los sons reasons		00			*100	00
Promoter and	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL
Promoter							
Group	1						
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	981909	199290	20.30	199290	NIL	100	NIL
and the second			and the second se		and the second s		

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27,64,326	19,81,707	71.69	19,81,707	NIL	100	NIL	_
	27,64,326	27,64,326 19,81,707	27,64,326 19,81,707 71.69	27,64,326 19,81,707 71.69 19,81,707	27,64,326 19,81,707 71.69 19,81,707 NIL	27,64,326 19,81,707 71.69 19,81,707 NIL 100	27,64,326 19,81,707 71.69 19,81,707 NIL 100 NIL

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

Resolution Required: Ordinary Resolution

Promoter/	No of	No of Votes	% of Votes	No of Votes	No of	% of votes	% of votes
	Shares	Polled	Polled on	– in Favour	Votes-	in favour	against on
Public	Held		outstanding		against	on votes	votes polled
TUBIC			shares		and the second	polled	
	-1	-2	(3)=[(2)/(1)]*1	-4	-5	(6)[(4)/(2)]	(7)=[(5)/(2)]*1
			00	or some some		*100	00
			State State State	States of	Contraction of the local division of the loc		
Promoter	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL
and		THE STATE STATE	ANY				
Promoter		same man we	ANT	ANV.			
Group	where second where		AND				100 E
Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Institutional // Holders							1
Public-	981909	199290	20.30	199290	NIL	100	NIL .
Others						NAMES TARGET STREET	
Total	27,64,326	19,81,707	71.69	19,81,707	NIL	100	NIL

<u>Resolution 3</u>: 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/	No of Shares	No of Votes Polled	% of Votes Polled on	No of Votes	No of Votes-	% of votes in favour	% of votes against on
Public	Held		outstanding shares		against	on votes polled	votes polled
	-1	-2	(3)=[(2)/(1)]*1 00	-4	-5	(6)[(4)/(2)] *100	(7)=[(5)/(2)]*1 00
Promoter and	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL

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

<u>Resolution 4</u>: 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

	and the second			States -			and the second se
Promoter/	No of	No of Votes	% of Votes	No of Votes	No of	% of votes	% of votes
	Shares	Polled	Polled on	- in Favour	Votes-	in favour	against on
Public	Held		outstanding	and the second s	against	on votes	votes polled
rabite			shares	and the second s	- · · ·	polled	
	-1	-2 -2	(3)=[(2)/(1)]*1	-4	-5	(6)[(4)/(2)]	(7)=[(5)/(2)]*1
		which where where	00			*100	00
	THE ROOM STORE STOR						
Promoter	17,82,417	17,82,417	100	17,82,417	NIL	100	NIL
and							1
Promoter						6 40	
Group						The loss set	
Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Institutional				1.	and stand when		
Holders		and the second second	Antip				
Public-	981909	199290	20.30	199290	NIL	100	NIL
Others	ø		and the second	o.**			
Total	27,64,326	19,81,707	71.69	19,81,707	NIL	100	NIL
		and the second se					

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

Resolution Required: Special Resolution.

Promoter/	No of Shares	No of Votes	% of	Votes	No of Votes -	No	of	%	of	% of votes
	Held	Polled	Polled	on	in Favour	Votes-		votes	in	against on
Public			outstar	nding		against		favour		votes
		Logic States	shares					on vo	tes	polled
								polled		

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	-1	-2	(3)=[(2)/(1)]*1 00	-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-						1	
Others	981909	199290	20.30	199290	NIL NIL	100	NIL
Total	27,64,326	10,23,167	37.01	10,23,167	NIL	100	NIL

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 CEQ DIN NO - 00203497

CLARA



NITIN SARFARE (Partner) B.COM, A.C.S COMPANY SECRETARY

206, 2nd Floor, Tantia Jogani Industrial Estate, J. R. Boricha Marg, Opp. Lodha Excelus, Lower Parel (E), Mumbai - 400 011. Tel: 022 23088998/23008998/40026600/40061100 Email: nitin@hsassociates.net www.hsassociates.net

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

<u>Sub.</u>: 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 29th 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 28th Annual General Meeting of the Company on 29th September, 2015 at 11.30 a.m.

The voting rights were reckoned as on Tuesday, the 22nd 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 26th September, 2015 (9.00 a.m. IST) to Monday the 28th September, 2015 (5.00 p.m. IST) at the said Annual General Meeting held on Tuesday the 29th 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 28th, 2015 were also considered.

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

HS ASSOCIATES

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 Th Bal	rough Phys lot Forms	Total			
Assent	No. of Members	No. of Votes	%	No. of Members	No of Votes	0/0	No. of Memb ers	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
Total	29	1977457	100	8	4250	100	37	1981707	100

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 The Bal	rough Phys lot Forms	Total			
0	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Memb ers	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	NHL	NIL	NIL.	NIL.	NIL.	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	29	1977457	100	8	4250	100	37	1981707	100 A

HS ASSOCIATES

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 The Bal	rough Phys lot Forms	Total			
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Memb ers	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
Total	29	1977457	100	8	4250	100	37	1981707	100

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 Memb ers	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
Total	29	1977457	100	8	4250	100	37	1981707	100



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	Remote E-		Voting	g Through Physical		Total			
voting	No. of Members	No. of Votes	0%	Bailot Forms					
				No. of Memb ers	No of Votes	%	No. of Members	No of Votes	%
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
Total	24	1018917	100	8	4250	100	32	1023167	100

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: 30th September, 2015 Place : Mumbai

forefare. NITI SARFARE,

Partner ACS: 36769 CP: 13729

3