



SPECTRA

INDUSTRIES LIMITED

Tel.: 2889 3933, 77 Fax : 91-22-2889 1342
E-mail : spectragrp@gmail.com
Website : www.spectraindustries.in

Plot No. 9, Spectra Compound, 4th Floor,
Ramchandra Lane Extn., Kanchpada II,
Malad (West), MUMBAI - 400 064.

CIN : L74999MH1992PLC067849

Date: September 05, 2019

To
The General Manager
BSE LIMITED
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai 400 001

Scrip code: 513687

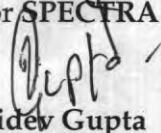
Sub: Submission of the Annual Report 2018-19 to the Stock Exchange

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the Annual report of the Company for the Financial year 2018-19.

Kindly put the same on your notice board for the information of your members and the shareholders of the Company.

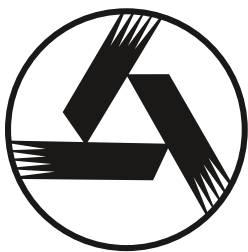
Kindly acknowledge the receipt of the same.

Yours faithfully,
For **SPECTRA INDUSTRIES LIMITED**


Jaidev Gupta
Executive Director
DIN : 00066999

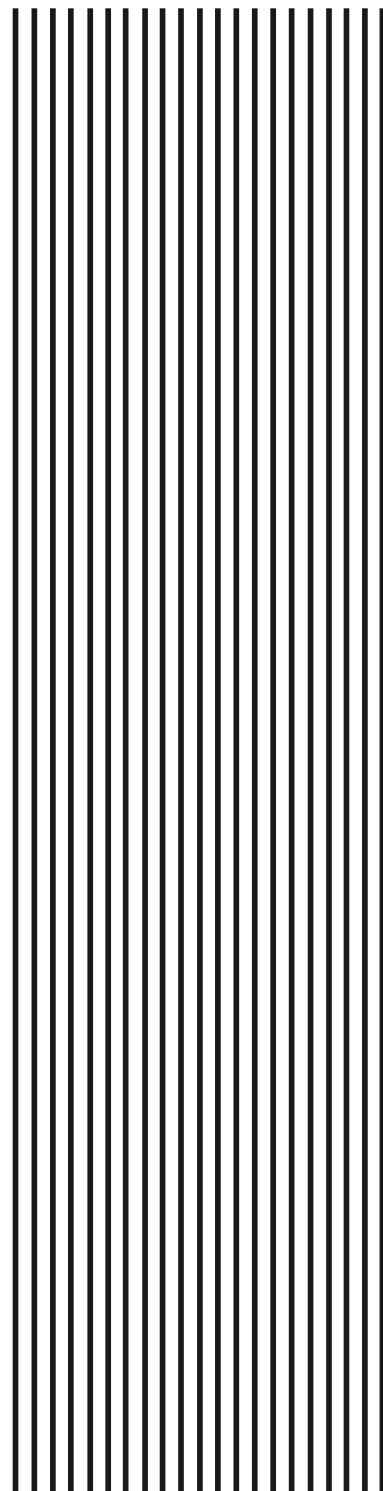


Factory : C-1, MIDC, Murbad, Dist Thane.
Maharashtra-421 401. Tel.: 02524-224298



TWENTY SEVENTH

ANNUAL REPORT 2018-19



SPECTRA
INDUSTRIES LIMITED





BOARD OF DIRECTORS

Mr. Vinod Kumar Gupta (Sad demise w.e.f. 25.05.2018)
Mr. Jaidev Gupta
Mr. Prabhjot Singh Chandhok
Mr. C.J.Kotcher (Resigned w.e.f 20.11.2018)
Ms. Priya Murlidhar Makhija
Mr. Shiv Prakash Roongta

Chairman & Managing Director
Chairman & Executive Director
Independent Director
Independent Director
Independent Director
CFO

STATUTORY AUDITORS

Choudhary Choudhary & Co.
(Chartered Accountants)
(Firm Reg.No. 02910C)
76, Whispering Palms Shopping Center,
Akurli Road, Lokhanwala Complex,
Kandivali (East),
Mumbai 400 101.

COMPANY SECRETARY

Ms. Ruchita Shah (upto 14.04.2018)
Mrs. Rakhi Patwa (w.e.f.18.06.2018)

BANKERS

- 1) BANK OF INDIA, Mumbai.
- 2) HDFC BANK LTD, Mumbai.
- 3) ICICI BANK LTD, Mumbai.

REGISTERED OFFICE

Plot No.9, Spectra Compound, Ramchandra Lane Extn.,
Kanchpada II, Malad (West), Mumbai – 400 064.
Tel No.022 – 28893977 / 33, E.mail : sepl12@rediffmail.com.
Website : www.spectraindustries.in

CORPORATE IDENTIFICATION NUMBER

L74999MH1992PLC067849

WORKS – 1

C-1, M.I.D.C.,
Murbad – 421 401.
Dist. Thane (Maharashtra).

WORKS – 2

Plot No.41/42, Ajivali Village,
Shedung By-Pass,
Opp : Hanuman Mandir,
Panvel By-Pass Road,
Panvel – 412 206.
Dist. Raigad (Maharashtra).

REGISTRARS & SHARE TRANSFER AGENTS

SHAREX DYNAMIC (INDIA) PVT LTD

C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083. | T: 2851 5606/ 5644
Tel. : 28515644, 28515606
Fax : 28512885



NOTICE OF TWENTY SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of **SPECTRA INDUSTRIES LIMITED** will be held at Landmark Building, Link Road, Mith chowki, Malad (W), Mumbai- 400064 on Monday, 30th September, 2019 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 including Balance Sheet, Statement of Profit and Loss along with Cash Flow Statement, reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jaidev Vinod Kumar Gupta (DIN: 00066999) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Change in Object Clause of the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The following sub-clause 1(b) be and is hereby inserted after the present sub-clause 1(a) in Clause III (A) being the Main Objects in the Memorandum of Association of the Company:

- 1(b) To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartments, structures or residential office, industrial, institutional or commercial or developer of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, motels, and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial, educational purpose & convenience to purchase for development investment or for resale lands, houses, buildings, structures and other properties of any tenure and any interest therein and purchase, sell and deal in free-hold and lease-hold land to make advances upon the security of lands, houses, structures and other property or any interest therein and to purchase, sell, lease, hire, exchange or otherwise deal in land and house property and other property whether real or personal and to turn the same into account as may seem expedient.”

**By Order of the Board of Directors
SPECTRA INDUSTRIES LIMITED**

**Date: August 13, 2019
Place: Mumbai**

Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999

Registered Office:
Plot No.9, Spectra Compound,
Ramchandra Lane Extn,
Kanchpada-II, Malad (W),
Mumbai-400064.
CIN:L74999MH1992PLC067849
Tel: 022-28893977/33
E-mail: info@spectraindustries.in
sepl12@rediffmail.com
Website: www.spectraindustries.in



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the company not less than forty-eight hours before the meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, trusts, societies etc. must be supported by appropriate resolution/authority, as applicable.

2. At the Twenty Fifth Annual General Meeting (AGM) held on Monday, 25th September, 2017 the members approved the appointment of M/s. Choudhary Choudhary & Co., Chartered Accountants, Mumbai, (ICAI Registration No- 101987W) as the Statutory Auditors for a period of 5 (five) consecutive years from the conclusion of the Twenty-Fifth AGM till the conclusion of the Thirtieth AGM to be held in 2022 subject to ratification of their appointment by the Members at every AGM held thereafter. Section 139 of the Act has been amended vide the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs dated May 7, 2018 and has done away with the requirement of seeking ratification Members for appointment of Auditors at every AGM. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this Twenty-seventh AGM.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 2&3 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2 of the Notice, are also annexed.

4. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days are inclusive).

5. Members are requested to notify immediately any change of address:

- (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
- (ii) to the Company's Registrar & Share Transfer Agents, **Sharex Dynamic India Pvt Ltd**, Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai-400072 or C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. in respect of their physical share folios, if any, quoting their folio numbers.

6. Members are requested to bring their copy of the Annual Report to the meeting.

7. The Notice of the Annual General Meeting along with the Annual Report for 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.spectraindustries.in

8. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with the Registrar and Transfer Agents/Depositories.

9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.

10. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 5.00 p.m. except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.

11. The Route Map showing directions to reach to the venue of the Twenty Seventh Annual General Meeting is annexed.

12. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members, facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL).



I. The instructions for members for voting electronically are as under:-

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in.

Other instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on Thursday, September 26, 2019 at 9:00 a.m. and ends on Sunday, September 29, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, September 23, 2019. 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 only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
- VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990
- VII. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- VIII. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.



- IX. Ms.Sarvari Shah (Membership No. FCS 9697) or failing her Mr.Mitesh Dhabliwala (Membership No. FCS 8331) of M/s. Parikh & Associates, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the voting through Ballot at the AGM and remote e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall after the conclusion of voting at the Annual General meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.spectraindustries.in and on the website of NSDL www.evoting.nsdl.com immediately after the results declared and the same shall be communicated to BSE Limited where the shares of the Company are listed. The results of the voting will also be displayed on the Notice Board at the Registered Office of the Company.

**By Order of the Board of Directors
SPECTRA INDUSTRIES LIMITED**

**Date: August 13, 2019
Place: Mumbai**

Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999

Registered Office:
Plot No.9, Spectra Compound,
Ramchandra Lane Extn,
Kanchpada-II,Malad (W),
Mumbai-400064.
CIN:L74999MH1992PLC067849
Tel: 022-28893977/33
E-mail: info@spectraindustries.in
sepl12@rediffmail.com
Website: www.spectraindustries.in



ANNEXURE TO THE NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARDS -2 ON GENERAL MEETINGS.

ITEM NO. 2

Mr. Jaidev Vinod Kumar Gupta (DIN: 00066999) director of the company would retire by rotation at the ensuing Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and is eligible for re-appointment.

Mr. Jaidev Vinod Kumar Gupta, aged 34 years has done his BBA from University of Mumbai.

He has sound knowledge in the field of Automobiles, Finance and has a customer oriented approach.

Mr. Jaidev Vinod Kumar Gupta is also one of the promoters of the Company holding 5,56,391 shares.

During the year Mr. Jaidev Vinod Kumar Gupta attended all Five Board Meetings.

Other directorships held by Mr. Jaidev Gupta are: Maruti Roller Flour Mills Private Limited, Fedsoft India Private Limited, Spectra Auto Private Limited, Spice Motors Private Limited, Spectra Motors Limited, Spectra Motors JD Private Limited, Spectra JD Skyline Auto Private Limited, Spectra Enterprises Private Limited, Shubik Realities Private Limited, Roopshan Textiles Pvt Ltd, Roshan Lal Gupta & Sons Private Limited.

Your directors recommend the resolution for your approval.

Mr. Jaidev Vinod Kumar Gupta is interested in the said resolution as it relates to his own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 3

The Company proposes to diversify and embark upon additional lines of business like builders, contractors, erectors, constructors of buildings, houses, apartments, structures or residential office, industrial, institutional or commercial or developer of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, motels, and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial, educational purpose & convenience to purchase for development investment or for resale lands, houses, buildings structures and other properties of any tenure and any interest therein and purchase, sell and deal in free-hold and lease-hold land to make advances upon the security of lands, houses, structures and other property or any interest therein and to purchase, sell, lease, hire, exchange or otherwise deal in land and house property and other property. You must elaborate on this as to why the Company wants to diversify. It is therefore proposed to insert additional sub-clause 1(b) after the present sub-clause 1(a) in main objects Clause III(A) in the Memorandum of Association of the Company to enable the Company to carry on the business as mentioned in the proposed object clause.

A Special Resolution at item no. 3 is therefore proposed under section 13 of the Companies Act, 2013, to alter the Main Objects clause by inserting the said sub-clause 1(b).

Your Directors therefore recommend the Special resolutions at Item no. 3 of the accompanying Notice for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

**By Order of the Board of Directors
SPECTRA INDUSTRIES LIMITED**

Date: August 13, 2019

Place: Mumbai

Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999

Registered Office:

Plot No.9, Spectra Compound,
Ramchandra Lane Extn,
Kanchpada-II, Malad (W),
Mumbai-400064.

CIN: L74999MH1992PLC067849

Tel: 022-28893977/33

E-mail: info@spectraindustries.in
sepl12@rediffmail.com

Website: www.spectraindustries.in



BOARD'S REPORT

**To
The Members
SPECTRA INDUSTRIES LIMITED**

The Directors present herewith the **Twenty Seventh** Annual Report together with the Audited Financial Statements for the year ended on 31st March, 2019

With effect from April 1, 2017, your company was required to align its accounting policies and disclosures with new Indian Accounting Standards or IND-AS (IND AS) as notified under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2016 as amended. Accordingly, the Financial Statements are prepared in accordance with the (IND AS). Figures of the previous year have been reinstated due to adoption of IND AS.

FINANCIAL RESULTS:

	2018-19 In Rupees	2017-18 In Rupees
Revenue from operations	53,28,770	85,99,07,372
Other Income	7,32,018	60,74,809
Total Revenue	60,60,788	86,59,82,181
Less:		
Depreciation	64,54,695	65,66,605
Interest	96,31,065	2,90,37,789
Profit Before Tax	(29,27,52,084)	(12,13,40,380)
Less: Provision for Taxation		
Current Tax	-	-
Deferred Tax	(11,84,816)	9,00,731
Tax for earlier Years	(7,56,699)	-
Profit for the Year	(29,08,10,569)	(12,22,41,111)

TRANSFER TO RESERVES

There was no transfer of profits made to General Reserve.

OPERATIONS/STATE OF COMPANY'S AFFAIRS

During the year under review, net sales turnover Rs.53,28,770/- as against Rs. 85,99,07,372/- during the corresponding previous year loss after tax was Rs. 29,08,10,569/- as against profit of Rs. 12,22,41,111/- for the previous year.

OUTLOOK

This financial year we are diversifying into Warehousing considering that we have premium 10 acres of land close to the upcoming Panvel Airport terminal.

DIVIDEND

In view to conserve the resources of the company, the Board of Directors do not recommend any dividend for the financial year 2018-19.

MATERIAL CHANGES & COMMITMENTS

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year and date of the report.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

Five (5) meetings of the Board of Directors were held during the year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Act and Articles of Association, Mr. Jaidev Vinod Kumar Gupta (DIN: 00066999), Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.



Ms. Ruchita Shah, Company Secretary in Whole-Time Employment of the Company, resigned with effect from April 14, 2018.

Mrs. Rakhi Gautam Patwa has been appointed as the Company Secretary and Compliance Officer in Whole-Time Employment of the Company with effect from June 18, 2018.

DECLARATION FROM INDEPENDENT DIRECTORS

Mr. Prabhjot Singh Chandok (DIN: 00303212), Mr. C. J. Kotcher (DIN: 02927952) and Mrs. Priya Makhija (DIN: 07109712) who are Independent Directors, have submitted declarations that each of them meets the criteria of Independence as provided in Sub-Section (6) of Section 149 of the Act and there has been no change in the circumstances which may affect their status as Independent Directors during the year. In the opinion of the Board, the Independent Directors possess appropriate balance of skills, experience and knowledge, as required.

AUDIT COMMITTEE OF BOARD OF DIRECTORS

The Audit Committee of the Board of Directors of the Company consists of the following members:

Sr. No.	Existing Committee		Re-Constituted Committee	
	Name of Members	Designation	Name of Members	Designation
1	Mrs. Priya Makhija	Chairperson, Independent Director	Mrs. Priya Makhija	Chairperson, Independent Director
2	Mr. C. J Kotcher	Member, Independent Director	Mr. Prabhjot Singh Chandok	Member, Independent Director
3	Mr. Jaidev Gupta	Member, Executive Director	Mr. Jaidev Gupta	Member, Executive Director

Four meetings of the Audit Committee were held during the financial year and Mr. C. J Kotcher , Member of the committee resigned w.e.f 20.11.2018 .

VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism formulated by the Company provides a channel to the Employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of Employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/ Chairman of the Audit Committee in exceptional cases. The Whistle Blower Policy (Vigil Mechanism) is revised & placed on the Company's website <http://www.spectraindustries.in/> .

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS

The Remuneration Policy for Directors and Senior Management and the Criteria for selection of candidates for appointment as Directors, Independent Directors, Senior Management as adopted by the Board of Directors are placed on the website of the Company on www.spectraindustries.com.

There has been no change in the policies since last year.

We affirm that the remuneration paid to the Directors is as per the terms laid down in the Remuneration Policy of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- They 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 loss of the Company for that period;



- (iii) They have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) They have prepared the annual accounts on a going concern basis;
- (v) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Company has adequate system of internal financial controls commensurate with its size of business and meets the required objectives.

The Internal Auditor also regularly reviews the adequacy of internal financial control system.

DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

The Company does not have any subsidiary/ joint ventures/ associates.

EXTRACT OF ANNUAL RETURN

As provided under Sub-Section (3) of Section 92 of the Act, the extract of Annual Return is enclosed, which forms part of the Directors' Report as **Annexure I**.

AUDITORS

The Members of the company had, at its Annual General Meeting (AGM) held on 25th September, 2017 appointed M/s. Choudhary Choudhary & Co., Chartered Accountants, Mumbai, (ICAI Registration No- 101987W) as the Statutory Auditors for a period of 5 (five) consecutive years from the conclusion of the Twenty-Fifth AGM till the conclusion of the Thirtieth AGM subject to ratification of their appointment every year. However, in terms of the Notification of issued by the Ministry of Corporate Affairs dated May 7, 2018, the proviso requiring ratification of the Auditors appointment by the shareholders at each annual general meeting has been omitted. Accordingly, the ratification of appointment of Statutory Auditors would not be required at the ensuing annual general meeting and M/s. Choudhary Choudhary & Co., Chartered Accountants would continue to act as the statutory auditors of the Company for five years upto the conclusion of the Thirtieth annual general meeting to be held in 2022.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditors for auditing the secretarial records of the Company for the financial year 2018-19.

The Secretarial Auditors' Report is annexed as **Annexure II**.

AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT

The Auditors' Report does not contain any qualifications, reservations or adverse remarks in their report.

The Secretarial Auditors' Report does not contain any qualifications, reservations or adverse remarks in their report.

The company has been compliant of all the regulations of the concerned authorities and the provisions of the act and rules framed there under.

DISCLOSURE

The company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) CONSERVATION OF ENERGY

During the year, the Company continued to make efforts to prevent wasteful electrical consumption.



(B) TECHNOLOGY ABSORPTION

The Company does not need any technology for its existing business.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company did not have any Foreign Exchange earnings and outgo of foreign exchange during the year under review.

PARTICULARS OF EMPLOYEES

Pursuant to Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Particulars of Employees are annexed as **Annexure III**.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from Public.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY/ JUDICIAL AUTHORITY

There are no significant or material orders passed by any regulator or court that would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made investments pursuant to the provisions of the Section 186 of the Companies Act, 2013.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has framed Risk Management Policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the areas of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

RELATED PARTY TRANSACTIONS

The Company has not entered into any contract or arrangement or transaction with its Related Parties which is not at arm's length basis during the financial year 2018-2019.

EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

An annual evaluation of the Board's own performance, Board Committees and Individual Directors was carried out pursuant to the provisions of the Act in the following manner:

Sr. No.	Performance Evaluation of	Performance Evaluation performed by	Criteria
1	Each Individual Directors	Nomination and Remuneration Committee	Attendance, Contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and guidance provided, key performance aspects in case of Executive Director etc.
2	Independent Directors	Entire Board of Directors excluding the Director who is being evaluated	Attendance, Contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and guidance provided etc.
3	Board and its Committees	All Directors	Board composition and structure; effectiveness of Board processes, information and functioning, performance of specific duties and obligations, timely flow of information etc. The assessment of Committees based on the terms of reference of the Committees.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace



(Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2018-19, the Company has received NIL complaints on sexual harassment.

LISTING FEES

The Company has paid the listing fees to BSE Limited for the year 2019-20

INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE

The Board of Directors have adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and is available on our website www.spectraindustries.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 ("the Act") read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is annexed as **Annexure IV**.

CORPORATE GOVERNANCE REPORT

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance is not mandatory to the Company.

ACKNOWLEDGMENT

The Directors thank the Company's Employees, Customers, Vendors and Investors for their support.

The Directors also thank Bankers of the Company, the Government of India, and the Governments of various States in India and concerned Government Departments/Agencies for their co-operation.

The directors appreciate and value the contributions made by every member of the Spectra Industries Limited.

**For and on behalf of the Board of Directors
SPECTRA INDUSTRIES LIMITED**

**Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999**

**Place: Mumbai
Date: August 13, 2019**



ANNEXURE I

Extract of Annual Return as on Financial Year ended 31.03.2019

[Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN Number of the Company:	L74999MH1992PLC067849
ii. Registration Date:	23/07/1992
iii. Name of the Company:	SPECTRA INDUSTRIES LIMITED
iv. Category/ Sub-category of the Company:	Public Company / Limited by shares
v. Address of Registered Office and contact details:	Plot No.9, Spectra Compound, Kanchpada-II, Malad (W), Mumbai- 400064 Email: spectragrp@gmail.com info@spectraindustries.in sepl12@rediffmail.com Website: www.spectraindustries.in Tel: 022 28893933/3394 Fax: 022 28891342
vi. Whether listed company:	Yes (BSE)
vii. Name, Address and contact details of Registrars and Transfer Agent :	Sharex Dynamic India Pvt Ltd, Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai-400072 or C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Ph: 022-28516338 / 28515606

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

All the business activities contributing to 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main Products/ Services	NIC Code of the Product / Service	Percentage to Total Turnover of the Company
1	Automobile Products	3599	36.59%
2	Trading	1712,2716	63.41%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL



IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i. Category wise shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1	2	3	4	5	6	7	8	9	10
PROMOTER'S SHAREHOLDING									
(1). INDIAN									
(a). Individual/HUF	2588267	0	2588267	36.565	2588267	0	2588267	36.565	0
(b). Central Government	0	0	0	0	0	0	0	0	0
(c). State Government (s)	0	0	0	0	0	0	0	0	0
(d). Bodies Corporate	1356900	0	1356900	19.169	1356900	0	1356900	19.169	0
(e). Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(f). Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	3945167	0	3945167	55.734	3945167	0	3945167	55.734	0
(2). FOREIGN									
(a). Individual NRI / Foreign Individual	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporate	0	0	0	0	0	0	0	0	0
(d). Banks / FI	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3945167	0	3945167	55.734	3945167	0	3945167	55.734	0
(B)									
(1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	6700	6700	0.095	0	6700	6700	0.095	0
(b). Banks / FI	0	0	0	0	0	0	0	0	0
(c). Central Government	0	0	0	0	0	0	0	0	0
(d). State Government	0	0	0	0	0	0	0	0	0
(e). Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f). Insurance Companies	0	0	0	0	0	0	0	0	0
(g). FIs	0	0	0	0	0	0	0	0	0
(h). Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i). Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	6700	6700	0.095	0	6700	6700	0.095	0



IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i. Category wise shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1	2	3	4	5	6	7	8	9	10
2. Non-Institutions									
(a). Bodies Corporate									
(i). Indian	308619	7200	315819	4.462	298907	7200	306107	4.324	-0.138
(ii). Overseas	0	0	0	0	0	0	0	0	0
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	982156	518410	1500566	21.199	1001600	504010	1505610	21.270	0.071
(ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	1181737	34000	1215737	17.175	1207454	34000	1241454	17.538	0.363
(c). Other (specify)									
Non Resident Indians	38112	41200	79312	1.12	27749	41200	68949	0.974	-0.146
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	15199	0	15199	0.215	4513	0	4513	0.064	-0.151
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies – DR	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	2525823	600810	3126633	44.171	2540223	586410	3126633	44.17	-0.001
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2525823	607510	3133333	44.266	2540223	593110	3133333	44.265	-0.001
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6470990	607510	7078500	100.00	6485390	593110	7078500	100.00	0



ii. Shareholding of Promoters :

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year 01.04.2018			Shareholding at the end of the Year 31.03.2019			% changes in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
1	Prakash Heat Treatment and Ind Pvt Ltd	745000	10.525	0	745000	10.525	0	0
2	Bharat Bhushan Gupta	666899	9.421	0	666899	9.421	0	0
3	Jaidev Vinod Kumar Gupta	556391	7.860	0	556391	7.860	0	0
4	Vinod Kumar Roshanlal Gupta	553900	7.825	0	553900	7.825	0	0
5	Roshanlal Gupta And Sons Pvt Ltd	301000	4.252	0	301000	4.252	0	0
6	Anju Gupta	271300	3.833	0	271300	3.833	0	0
7	Bharat Bhushan Gupta (HUF)	233000	3.292	0	233000	3.292	0	0
8	Roshan Steel Industries Pvt Ltd	174100	2.460	0	174100	2.460	0	0
9	Roopshan Textiles Pvt.Ltd.	96800	1.368	0	96800	1.368	0	0
10	Sheela Vinod Gupta	90761	1.282	0	90761	1.282	0	0
11	Rashi Jaidev Gupta	54306	0.767	0	54306	0.767	0	0
12	Vinod Kumar Roshanlal Gupta HUF	48800	0.689	0	48800	0.689	0	0
13	Spectra Motors Limited	40000	0.565	0	40000	0.565	0	0
14	Vandana Vinod Gupta	33400	0.472	0	33400	0.472	0	0
15	Simran Gupta	33000	0.466	0	33000	0.466	0	0
16	Shubhmayee Gupta	18500	0.261	0	18500	0.261	0	0
17	Sumit V Gupta	15000	0.212	0	15000	0.212	0	0
18	Jaidev Gupta (HUF)	13010	0.184	0	13010	0.184	0	0
	Total	3945167	55.734		3945167	55.734		

iii. Change in Promoters Shareholding :

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Financial Year			Shareholding at the end of the Financial Year			% of total Shares of the company
		No.of Shares at the beginning end of the Year	% of the Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
There is no change in Promoter's Shareholding between 01.04.2018 to 31.03.2019								



iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sr. No	Name	Shareholding at the beginning of the year		Date	Increasing/Decreasing in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company				No. of shares	% of total Shares of the company
1	VARJU INVESTMENT PRIVATE LTD	232647	3.287	01-04-2018	--			
	-Closing Balance			31-03-2019		No Change	237957	3.287
2	ANITA DEEPAK SARAF	192661	2.722	01-04-2018	--	--		
	-Closing Balance			31-03-2019	--	No Change	192661	2.722
3	RAHUL CHANDRABHAN SINGH	171170	2.418	01-04-2018	--	--		
	-Closing Balance			31-03-2019	--	No Change	171170	2.418
4	CHANDRABHAN SAMARBAHADUR SINGH	167084	2.36	01-04-2018	--	--		
	-Closing Balance			31-03-2019	--	No Change	167084	2.36
5	RAMNARAIN GUPTA	100000	1.413	01-04-2018	--			
	-Closing Balance			31-03-2019	--	No Change	100000	1.413
6	MAYUR DASHRATH PANCHAL	98775	1.395	01-04-2018	--			
	-Closing Balance			31-03-2019	--	No Change	98775	1.395
7	SANGEETA GUPTA	68757	0.971	01-04-2018				
	-Closing Balance			31-03-2019		No Change	68757	0.971
8	MAHESH JETHALAL DOSHI	42537	0.601	01-04-2018	--			
	-Closing Balance			31-03-2019	--	No Change	42537	0.601
9	JIGNESH BHUPENDRA SHAH	38138	0.539	01-04-2018				
				25-05-2018	2940	Buy	41078	0.58
				01-06-2018	-271	Sold	40807	0.576
				22-06-2018	299	Buy	41106	0.581
	-Closing Balance			31-03-2019			41106	0.581
10	BIJAL JIGAR THAKKAR	0	0	01-04-2018				
				07-09-2018	40162	Buy	40162	0.567
	-Closing Balance			31-03-2019	--	--	40162	0.567
11	JIGAR PRAVEEN							
	THAKKAR DATTANI	40162	0.567	01-04-2018				
				07-09-2018	-40162	Sold	0	0
	-Closing Balance			31-03-2019	--	--	0	0



v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	Folio/ Beneficiary Account no	Name of the ShareHolder		Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

DIRECTORS

	NIL			AT THE BEGINNING OF THE YEAR				
				AT THE END OF THE YEAR				

KEY MANAGERIAL PERSONNEL

1	00497247	Vinod Kumar Roshanlal Gupta (Managing Director)		AT THE BEGINNING OF THE YEAR	553900	7.825	553900	7.825
				AT THE END OF THE YEAR	553900	7.825	553900	7.825
2	00478796	Jaidev Vinod kumar Gupta (WTD & CFO)		AT THE BEGINNING OF THE YEAR	556391	7.860	556391	7.860
				AT THE END OF THE YEAR	556391	7.860	556391	7.860
3	120336000 003482	Shiv Prakash Roongta (CFO)		AT THE BEGINNING OF THE YEAR	8	0.00011	8	0.00011
				AT THE END OF THE YEAR	8	0.00011	8	0.00011

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs.in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	1729.51	796.57	-	2526.08
ii. Interest due but not paid	5.41	-	-	5.41
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1734.92	796.57	-	2531.49
Change in Indebtedness during the financial year				
· Addition	1180.21	348.72	-	1528.93
· Reduction	127.41	215.04	-	342.45
Net Change	1052.80	133.68	-	1186.48
Indebtedness at the end of the financial year				
i. Principal Amount	2787.72	930.25	-	3717.97
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2787.72	930.25	-	3717.97



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs.in lakhs)

Sr.	Particulars of Remuneration	Mr. Vinod Kumar Gupta Managing Director	Mr. Jaidev Vinod kumar Gupta – Executive Director	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,00,000	--	1,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
	- as % of profit	--	--	--
	- others, specify...	--	--	--
5	Others, please specify	--	--	--
	Total (A)	1,00,000	--	1,00,000
	Ceiling as per the Act	Within the limits of Schedule V of the Act, 2013		

B. Remuneration to other Directors

	Particulars of Remuneration	Name of Directors Manager			Total Amount
1.	Independent Directors	Mr. C. J. Kotcher	Mr. P.S. Chandhok	Ms. Priya Makhija	
	• Fee for attending board / committee meetings	23,500	19,000	21,500	64,000
	• Commission	--	--	--	--
	• Others, please specify	--	--	--	--
	Total (1)	23,500	19,000	21,500	64,000
2.	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	--	--	--	--
	• Commission	--	--	--	--
	• Others, please specify	--	--	--	--
	Total (2)	0	0	0	0
	Total (B)=(1+2)	23,500	19,000	21,500	64,000
	Overall Ceiling as per the Act-				



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Rs.in lakhs)

Sr No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary Ms. Ruchita Shah (up to April 14, 2018)	Company Secretary Mrs. Rakhi Patwa (from June 18, 2018)	CFO Mr. Shiv Prakash Roongta (from August 13, 2018)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,417	2,90,081	9,67,200	12,67,698
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	10,930	10,930
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify... Others, please specify	-	-	-	-
	Total	10,417	2,90,081	9,78,130	12,78,628

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment			None		
Compounding			None		
B. DIRECTORS					
Penalty			None		
Punishment			None		
Compounding			None		
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment			None		
Compounding			None		

For and on behalf of the Board of Directors
SPECTRA INDUSTRIES LIMITED

Place: Mumbai
Date: August 13, 2019

Director

Director



FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

(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,
SPECTRA INDUSTRIES LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Spectra Industries 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 verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 generally 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, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (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')
 - (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, 2009 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)



(vi) Other laws specifically applicable to the Company namely

(a) The Factories Act, 1948

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above except that BSE Limited had levied a fine of Rs. 1,77,932.20/- in respect of non-submission of audited financial results under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2018 within 60 days from the end of the financial year.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was 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.

Decisions at the Board Meetings were taken unanimously.

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 no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **Parikh & Associates**
Company Secretaries

J.U Poojari
Partner

Place: Mumbai
Date: August 13, 2019

FCS No: 8102
CP No: 8187

*This Report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.*



'Annexure A'

**To,
The Members
Spectra Industries Limited**

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

1. Maintenance of Secretarial record 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process 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 the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

**Place: Mumbai
Date: August 13, 2019**

J.U Poojari
Partner
FCS No: 8102
CP No: 8187



ANNEXURE III

PARTICULARS OF EMPLOYEES

I] Remuneration of Directors [Section 197(12) and Rule 13.3]

- (a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:
I. None of the Non-executive Directors were paid any remuneration during the year except sitting fees.

Executive Directors	Ratio to median remuneration
Mr. Jaidev Vinod Kumar Gupta (Executive Director)	N.A
	(He did not draw any remuneration during the year)

- (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/decrease in remuneration in the financial year
Managing Director	%
Executive Director	N.A (Did not draw any remuneration during the year)
Chief Financial Officer	%
Company Secretary	1.39%

- (c) The percentage increase in the median remuneration of employees in the financial year: **0%**
(d) The number of permanent employees on the rolls of company: **13**
(e) Affirmation that the remuneration is as per the remuneration policy of the Company: **The Company affirms that remuneration is as per the remuneration policy of the Company**

II] The names of the top ten employees in terms of remuneration drawn are as under:

Sr. No.	Name of employee	Designation	Remuneration received	Nature of employment	Qualification	Experience	Age	Last employment	Percentage of equity shares held
1	Shiv Prakash Roonghta	CFO	967200	Permanent	B.Com	32	59	-	00.00011
2	Shriram Payghan	Work shop Manager		Permanent	B.A	17	43	Fort Point	0
3	Rakhi Patwa	Company Secretary	290081	Permanent	B.com, Mcom, CS	4	33	Fiber web (India) Limited	0
4	Kishore Mistry	Accountant	258000	Permanent	Graduate	25	57	-	0
5	R. A. Muni	Executive	238200	Permanent	Graduate	23	55	-	0
6	Kamlesh Singh	Accountant	203000	Permanent	Graduate	Fresher	23	-	0
7	Mahendra P Gawand	Spare parts manager	204000	Permanent	ITI	5	26	-	0
8	V. R. Nayak	Supervisor	198129	Permanent	Graduate	38	59	-	0
9	Prabhat Ashokkumar Sharma	Accountant	183387	Permanent	Graduate	Fresher	23	-	0
10	Sailesh Pange	Cashier	176100	Permanent	Graduate	22	49	-	0

Note: The employees falling in the management cadre are being considered for the above purpose.

There are no employees who are in receipt of remuneration in aggregate of Rupees One Crore and two Lakh for the year or Rupees Eight Lakh fifty thousand per month, if employed for part of the year.

For and on behalf of the Board of Directors,
SPECTRA INDUSTRIES LIMITED

Place: Mumbai
Date: August 13, 2019

Director

Director



ANNEXURE IV

AS PER SCHEDULE V OF SEBI (LODR): ANNUAL REPORT

[See Regulation 34(3) and 53(f)]

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. BUSINESS:

The Company is engaged in the following two business activities: -

- a) Automobile Dealership Business of Light Commercial Vehicles (LCV) and Heavy Commercial Vehicles (HCV) manufactured by Mahindra & Mahindra Ltd.,
- b) Trading in Goods such as Steel items i.e. C.R. / H.R. Sheets, Textiles etc.

2. PERFORMANCE:

The performance last year has not been to expectations as we moved away from core business of Automobiles to trading. With new thought process of continuing with Automobiles it will turn round the company and concentrate on Dealership Business of Commercial Vehicles.

3. FINANCIAL PERFORMANCE:

The Financial Performance are as under

Financial Year	Sales (in Rs.)	Net Profit after tax (in Rs.)
2016-17	136,77,61,861/-	1,25,10,626/-
2017-18	86,59,82,181/-	(12,21,15,505/-)
2018-19	60,60,788/-	(29,08,10,569/-)

During F.Y.2018-19 the Company has achieved sales of Rs. 60,60,788/-as compared to Rs. 86,59,82,181/-during previous F.Y.2016-2017 with corresponding net profit (after tax) figures of Rs. (29,08,10,569/-)and Rs. (12,21,15,505/-)respectively.

The Company is confident to improve its performance and overcome the losses further in the times to come.

4. FUTURE PLAN:

Spectra Industries Limited compliments of the festive season to all our share holders. This financial year we are diversifying into Warehousing considering that we have premium 10 acres of land close to the upcoming Panvel/Murbad Airport terminal. The coming up of Panvel Airport terminal is a Silver lining as it opens up a new world of opportunities.

We propose totally moving out of Auto business because of the present economic situation. We put our planned Premium Car Business on back burner, as the Automobile industry is in doldrums.

We are looking at setting up Warehousing and going by the location, it will be a premium business, more of labour/management intensive.

This is an opportunity to turn around the company after a lull period of two years.

5. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Company has adequate internal control systems and internal audit commensurate with its size of business. Our Internal auditor M/s. Sunil Soni & Company Chartered Accountants conducts the audit and submits periodical reports which are reviewed by the Audit Committee and the suggestions made by them are implemented from time to time.

6. RISKS & CONCERNS:

The main risks & concerns in the existing activities of the Company are delay in recovery from the outstanding debtors and high interest cost. The Company is taking necessary steps to mitigate the same.

The risk element is relatively less in setting up Warehousing unlike automobiles business, which varies with Government policies. In any Airport terminal needs Warehousing considering the infrastructure cost of the building of the Airport, so we have least business risk.



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

The key to the success of the Company lies in its people whose skills, expertise, and talent help the Company to achieve and sustain its market position. The Company believes that employees are the key to achieve targeted goals and are the primary source of competitive advantage thus we have recruited, nurtured and retained some of the best talents in the industry.

Your Company is giving equal importance to develop the intellectual infrastructure by employing the best HR practices such as performance management, succession planning, open work culture and effective employee communication. HR systems were improved, refined and upgraded to provide better services to business and functions. The affairs of the Company are being managed under the control and supervision of the Managing Director and the Executive Director & CFO. The Company has stable and experienced middle and senior level management team. The industrial relations with the employees at all levels remained cordial during the period under review.

The total number of employees on the rolls of the Company as on 31st March 2019 was 13. Industrial relations were cordial throughout the year.

**For and on behalf of the Board of Directors
SPECTRA INDUSTRIES LIMITED**

**Place: Mumbai
Date: August 13, 2019**

**Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999**



DETAILS OF MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES HELD AND ATTENDED BY DIRECTORS

MEETING OF THE BOARD OF DIRECTORS

The dates of the Meetings were 23.04.2018, 18.06.2018, 13.08.2018, 14.11.2018, 12.02.2019.

Name of the Director	No. of Board Meetings attended
Mr. Jaidev Vinod Kumar Gupta	5
Mr. C.J. Kotcher (Resigned w.e.f. 22.11.2018)	4
Mr. P.S. Chandok	5
Ms. Priya Makhija	5

AUDIT COMMITTEE

The dates of the Meetings were – 18.06.2018, 13.08.2018, 14.11.2018, 12.02.2019.

Composition	Meetings attended
Ms. Priya Makhija	4
Mr. C. J. Kotcher (Resigned w.e.f. 22.11.2018)	3
Mr. Jaidev Vinod Kumar Gupta	4
Mr. P.S. Chandok (Appointed w.e.f. 12.02.2019)	1

NOMINATION AND REMUNERATION COMMITTEE

The dates of the Meetings were 18.06.2018, 13.08.2018

Composition	Meetings attended
Ms. Priya Makhija	2
Mr. P. S.Chandok	2
Mr. C. J. Kotcher (Resigned w.e.f. 22.11.2018)	2
Mr.Jaidev Vinod Kumar Gupta	2

STAKEHOLDERS RELATIONSHIP COMMITTEE

The dates of the Meetings were – 18.06.2018, 29.06.2018, 13.08.2018, 14.11.2018, 12.02.2019.

Composition	Meetings attended
Mr. C. J. Kotcher (Resigned w.e.f. 22.11.2018)	4
Mr. P. S.Chandok	5
Mr. Jaidev Vinod Kumar Gupta	5
Ms. Priya Makhija (Appointed w.e.f. 12.02.2019)	1



INDEPENDENT AUDITOR'S REPORT

To the Members of Spectra Industries Limited

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Spectra Industries Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its Loss and cash flows for the year ended on March 31, 2019.

Basis for opinion

We conducted our audit in accordance with the standards on auditing 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 Act and the rules thereunder, 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.

Material Uncertainty Related to Going Concern

The Company's net worth is negative and the borrowings from banks and financial institutions have been classified by the lenders as non-performing assets during the year. We were informed that the Company is also in the process of identifying alternative business plans to improve the performance of the Company and to initiate a One Time Settlement (OTS) with the banks. Pending submission of the OTS/ other alternative resolution plans, a decision is yet to be taken by the lenders regarding restructuring of the Company's borrowings. During the 12 months period ended on Mar 31, 2019 business activities was closed

The above factors cast a significant uncertainty on the Company's ability to continue as a going concern. Pending the resolution of the above uncertainties, the Company has prepared the aforesaid statement on a going concern basis.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Reporting of key audit matters as per SA 701 -

1. The company has defaulted in payment of its loans and the credit facilities with Banks, amounting to Rs 27.87 crores which have been classified by Banks as NPA. Bank of India has given notice under Sec 13(2) of the Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act 2002
2. The company has defaulted in payment of Statutory Dues. Total amount overdue was Rs 71,69,715 as on Mar 31, 2019
3. During the 12 months period ended on Mar 31, 2019 business activities was closed.
4. The company has written off their inventories valuing Rs 13.94 crs, as the company believes due to old and obsolete stock being held for over 2 years there was no value that these stock could fetch. The company has removed these obsolete stocks from their premises during the year.
5. The company has increased provision for doubtful debts to Rs 19.07 crs amounting to 84.26% of total receivables.
6. Net worth of the company has become negative and Capital is eroded due to losses.
7. The company has made re-payment of Rs 1.33 crs to G3 Motors Ltd which is a group company and Rs 12.75 lacs to one of their Director.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider the other information is consistent with the standalone financial statements. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern.

The board of directors are also responsible for overseeing the Company's financial reporting process.

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, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;



(g) With respect to the other matters to be included in the Auditor's 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;

- a. The Company does not have any pending litigations which would impact its financial position;
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For Choudhary Choudhary & Co.
Chartered Accountants
Firm Registration Number: 02910C

(Alok Kumar Mishra)
Partner

Place: Mumbai
Date: May 30, 2019

Membership Number: 124184

ANNEXURE-A TO INDEPENDENT AUDITOR'S REPORT

1. In respect of the Company's fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. However, no physical verification has been carried on by the management during the year. Accordingly, we were unable to comment on whether any material discrepancies were noticed on such verification and whether they are properly dealt with in the financial statements.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. These properties are mortgaged to Lenders and hence original copies were not available.

In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.

2. The company has written off their inventories valuing Rs 13.94 crs, as the company believes due to old and obsolete stock being held for over 2 years there was no value that these stock could fetch. The company has removed these obsolete stocks from their premises during the year.

3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.

5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. **In respect of statutory dues:**

- (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable, except as per details below:



Name of the statute	Nature of dues	Period to which the amount relates	Amount due (Rs)	Due date (Pending Since)	Date of payment
Provident Fund	P.F. Contribution from Staff	2018-19	181,831	July -2018	-
Provident Fund	P.F. Contribution from Employer	2018-19	163,766	July -2018	-
ESIC	E.S.I.C. Employee's Contribution	2018-19	31,739	July -2018	-
ESIC	E.S.I.C. Employer Contribution	2018-19	96,738	July -2018	-
Tax Deducted at Source	TDS on Commission Charges	2018-19	2,104	July -2018	-
Tax Deducted at Source	TDS on Contractor & Sub-Contractor	2018-19	5,524	July -2018	-
Tax Deducted at Source	TDS on Legal & Professional Charges	2018-19	244,144	July -2018	-
Tax Deducted at Source	TDS on Rent	2018-19	74,659	July -2018	-
Tax Deducted at Source	TDS on Salary	2018-19	53,727	30-4-19	13-5-2019
Tax Deducted at Source	TCS on Vehicle	2018-19	23,000	Sep-2018	
Profession Tax	Profession Tax	2018-19	2,600	June -2019	-
G.S.T. Payable	G.S.T. Payable	2018-19	62,89,883	March -2018	-

- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.8According to the information and explanation given to us and records examined by us, the Company has defaulted in repayment of dues to banks financial institutions and government as detailed in Appendix – I to this report. The Company does not have any dues to debenture holders during the year.9.The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Appendix – I

Details of default in payment of dues to Banks and Financial Institutions

Name of the bank / Financial Institution	Nature of default	Amount of default (Rs)	Period of default	Present status
HDFC Bank Limited	Account Overdue	18,819,635	14 months	NPA
ICICI Bank Limited	Account Overdue	8,089,311	14 months	NPA
Bank of India	Account Overdue	247,685,245	14 months	NPA
Total		274,594,191		

Details of default in payment to Government is provided at point 7 (a) above.



Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Spectra Industries Limited of even date)

Report on the internal financial controls over financial reporting 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 Spectra Industries Limited (“the Company”) as at March 31, 2019, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s responsibility for internal financial controls

The board of directors of the Company 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, 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.

Auditors’ responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting were 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, including the assessment of the risks of material misstatement in 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 Company’s internal financial control system over financial reporting.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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.

For Choudhary Choudhary & Co.
Chartered Accountants
Firm Registration Number: 02910C

(Alok Kumar Mishra)
Partner

Place: Mumbai
Date: May 30, 2019

Membership Number: 124184



SPECTRA INDUSTRIES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2019

	Note	As At 31 st March 2019 Rupees	As At 31 st March 2018 Rupees
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	11,00,72,804	11,65,27,499
(b) Financial Assets			
i) Investments	4	350	350
ii) Other financial assets	5	13,58,170	14,25,130
(c) Deferred tax assets (Net)			
(d) Advance tax assets (net)			
(e) Other non-current assets	6	1,540	-
Total Non-Current Assets		11,14,32,864	11,79,52,979
Current assets			
(a) Inventories	7	65,88,166	16,31,39,113
(b) Financial Assets			
i) Trade receivables	8	3,56,22,794	19,64,37,422
ii) Cash and cash equivalents	9	27,61,027	3,17,56,055
iii) Loans	10	6,20,430	7,15,330
iv) Other financial assets	11	-	30,831
(c) Other current assets	12	10,99,870	34,99,647
Total Current Assets		4,66,92,287	39,55,78,398
TOTAL ASSETS		15,81,25,151	51,35,31,377
EQUITY AND LIABILITY			
Equity			
(a) Equity Share capital	13	7,07,85,000	7,07,85,000
(b) Other Equity	14	(35,80,01,165)	(6,71,90,595)
Total Equity		(28,72,16,165)	35,94,405
Liability			
Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	15	2,29,97,049	2,63,07,991
(b) Long term provisions	16	30,71,555	15,95,169
(c) Deferred Tax Liabilities (Net)	17	97,34,567	1,09,19,383
(d) Other Non-Current liabilities		-	-
Total Non-Current Liabilities		3,58,03,171	3,88,22,543
Current liabilities			
(a) Financial liabilities			
i) Borrowings	18	34,88,00,055	36,96,01,801
ii) Trade payables	19	5,39,78,247	8,90,80,197
iii) Other financial liabilities			
(b) Provisions	20	-	14,76,386
(c) Other current liabilities	21	78,70,166	1,07,23,262
(d) Current Tax Liabilities (Net)	22	(11,10,323)	2,32,782
Total Current Liabilities		40,95,38,145	47,11,14,429
TOTAL EQUITY AND LIABILITIES		15,81,25,151	51,35,31,377
Notes forming part of financial statements	1-35	-	-

As per our Report of even date
For **Choudhary Choudhary & Co.**
Chartered Accountants
Registration No. 02910C

Partner
Membership No. 124184

For and on behalf of the Board

Jaidev Vinod Kumar Gupta - Executive Director
Prabhjot Singh Chandhok - Director
Priya Makhija - Director

Place : **Mumbai**
Date : **May 30, 2019**



SPECTRA INDUSTRIES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

	Note	Current year		Previous year	
		Rupees	Rupees	Rupees	Rupees
Revenue from operations					
(a) Revenue	23	53,28,770		85,99,07,372	
(b) Other income	24	7,32,018		60,74,809	
			60,60,788		86,59,82,181
Total Income			60,60,788		86,59,82,181
Expenses					
(a) Purchase of stock-in-trade	25	(1,61,34,082)		78,11,26,467	
(b) Changes in inventories	26	15,65,50,947		3,55,01,521	
(c) Employee benefits expenses	27	79,27,112		2,56,42,829	
(d) Finance costs	28	96,31,065		2,90,37,789	
(e) Depreciation and amortisation expenses	3	64,54,695		65,66,605	
(f) Other expenses	29	13,43,83,135		10,94,47,350	
			29,88,12,872		98,73,22,561
Total Expenses			29,88,12,872		98,73,22,561
Profit before tax			(29,27,52,084)		(12,13,40,380)
Tax expense					
(a) Current tax		-		-	
(b) Deferred tax		11,84,816		(9,00,731)	
(c) Income Tax for Earlier Year		7,56,699		-	
			19,41,515		(9,00,731)
Profit for the year			(29,08,10,569)		(12,22,41,111)
Other Comprehensive Income					
Items that will not be reclassified subsequently to statement of profit or loss					
Remeasurements of the net defined benefit liability/(asset)			-		1,25,606
Other Comprehensive Income for the year			-		1,25,606
Total Comprehensive Income for the year			(29,08,10,569)		(12,21,15,505)
Earnings per equity share:					
(a) Basic Rs.			(41.08)		(17.25)
(b) Diluted Rs.			(41.08)		(17.25)
Notes forming part of financial statements	1-35				

As per our Report of even date
For Choudhary Choudhary & Co.
Chartered Accountants
Registration No. 02910C
Partner
Membership No. 124184

For and on behalf of the Board

Jaidev Vinod Kumar Gupta - Executive Director
Prabhjot Singh Chandhok - Director
Priya Makhija - Director

Place : **Mumbai**
Date : **May 30, 2019**



SPECTRA INDUSTRIES LIMITED

2 - CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount In Indian Rupees)

	March 31, 2019	March 31, 2018
Cash Flow from Operating Activities		
Profit/ (Loss) before tax and Extra Ordinary Items	(29,27,52,084)	(12,13,40,380)
Adjustment to reconcile loss before tax to net cash flows:		
Depreciation and amortisation	64,54,695	65,66,605
Employee stock compensation expense	-	-
Provisions Written back	-	-
Bad Debts written off	-	-
Provision for Gratuity	-	-
Provision for doubtful Debts	12,27,50,252	6,79,49,864
Interest Expense	73,60,959	2,07,94,795
Interest Income	(7,32,018)	(25,74,809)
Operating loss before working capital changes	(15,69,18,196)	(2,86,03,924)
Changes in Working Capital		
(Decrease)/ Increase in Short Term Borrowings	(2,08,01,746)	(1,86,88,174)
(Decrease)/ Increase in Long Term Borrowings	-	-
(Decrease)/ Increase in Trade Payables	(3,51,01,950)	(23,13,77,272)
Increase in Provisions	7,56,699	8,90,220
Increase in Other Liabilities	(28,53,096)	51,48,041
(Increase)/ Decrease in Trade receivables	3,80,64,376	24,58,72,881
(Increase)/ Decrease in Other Financial Assets	-	-
(Increase) in Loans and advances	94,900	7,38,219
(Increase) in other current assets	24,97,566	49,20,433
(Increase) in other non current assets	(1,540)	1,94,87,414
Decrease / (Increase) in Inventories	15,65,50,947	3,56,13,840
Cash generated from operations	(1,77,12,040)	3,40,01,678
Deferral Sales Tax (SICOM)	-	(20,98,263)
Taxes paid	(13,43,105)	(26,82,376)
Cash flow before Extra-Ordinary Item	(1,90,55,145)	2,92,21,039
Net cash flow generated from operating activities (A)	(1,90,55,145)	2,92,21,039
Cash flow from Investing Activities		
Purchase of fixed assets including Capital Work in Progress	-	(13,36,722)
Sale of Fixed Assets	-	6,43,261
Interest Received	7,32,018	25,74,809
Net Cash (Used in) Investing Activities (B)	7,32,018	18,81,348
Cash flow from Financing Activities		
Proceeds from issuance of Preference Share Capital (including Securities Premium)		
Term Loan from HDFC	(33,10,942)	(90,42,926)
Interest paid	(73,60,959)	(2,07,94,795)
Net Cash flow from Financing Activities (C)	(1,06,71,901)	(2,98,37,721)
Net Increase / (Decrease) in Cash and Cash Equivalents(A)+(B)+(C)	(2,89,95,028)	12,64,665
Cash and Cash equivalents at the beginning of the year	3,17,56,055	3,04,91,390
Cash and Cash equivalents at the end of the year	27,61,027	3,17,56,055
Components of cash and cash equivalents :		
Cash and Bank balances	27,61,027	3,17,56,055
Cash Credit accounts	-	-
Cash and cash equivalents at the end of the year (Note 14)	27,61,027	3,17,56,055
	2,89,95,028	(12,64,665)
Summary of significant accounting policies	2.1	

As per our Report of even date
For Choudhary Choudhary & Co.

Chartered Accountants
Registration No. 02910C

Partner
Membership No. 124184

For and on behalf of the Board

Jaidev Vinod Kumar Gupta - Executive Director
Prabhjot Singh Chandhok - Director
Priya Makhija - Director

Place : **Mumbai**
Date : **May 30, 2019**



1. SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable.

The financial statements for the year ended March 31, 2019 are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Accordingly, the Company has prepared an Opening Ind AS Balance Sheet as on April 1, 2016 and comparative figures for the year ended March 31, 2018 are also in compliance with Ind AS. An explanation of how the transition to Ind AS has effected the previously reported financial position and financial performance of the Company is provided in Note 35.

(b) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and
- (ii) Employee's Defined Benefit Plan as per actuarial valuation

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 under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

(c) Property, Plant & Equipments:

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as on 1st April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such PPE.

(d) Depreciation on Fixed Assets :

Depreciation is provided pro-rata to the period of use on straight-line method based on the estimated useful lives of the assets. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

(e) Inventories:

Inventories are valued at lower of cost and net realisable value.

(g) Revenue Recognition :

Sales is recognized on the basis of dispatch date.

(h) Retirement Benefit :

- (i) Retirement benefits, Provident Fund / Pension scheme is accounted for on an accrual basis and charged to the Profit and Loss Account for the year.
- (ii) Provisions for liability on account of retirement gratuity is made on the basis of actuarial valuation carried out at



the close of the financial year.

(iii) The Company accrues the leave encashment liability on an actuarial basis.

(i) Borrowing Costs :

Borrowing costs are accounted on an accrual basis and charged to Profit and Loss Account.

(j) Financial Instruments:

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortised Cost:

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect 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 on the principal amount outstanding.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.



Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

(k) Total outstanding to small scale industries undertaking - NIL

(l) The Company is operating in two segment “Manufacturing” & “Trading” in accordance with the provisions of AS-17 of ICAI.

III Company has deducted TCS on MRP Value on Sales of Vehicles.

IV Other clauses of the order either nil or not applicable to the company.

V Previous year’s figures have been regrouped, rearranged wherever necessary to conform to this year’s classification.



SCHEDULE FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2019

(Amount In Rs.)

3 Fixed Assets

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
		Cost as on 01.04.2018	Addition during the year	Deductions during the year	Cost as on 31.03.2019	Upto 01.04.2018	Deductions during the year	For the Year	Total as on 31.03.2019	As on 31.03.2019	As on 31.03.2018
1	Land & Building	14,15,77,587	-	-	14,15,77,587	3,87,07,853	-	44,03,279	4,31,11,132	9,84,66,455	10,28,69,734
2	Plant & Machinery	3,92,54,225	-	-	3,92,54,225	3,37,16,628	-	12,56,400	3,49,73,028	42,81,197	55,37,597
3	Electric Installations	72,24,432	-	-	72,24,432	71,56,130	-	5,805	71,61,935	62,497	68,302
4	Furniture & Fixtures	16,67,195	-	-	16,67,195	11,00,656	-	1,05,388	12,06,044	4,61,151	5,66,539
5	Office Equipments	91,80,097	-	-	91,80,097	39,01,078	-	5,26,983	44,28,061	47,52,036	52,79,019
6	Computers	17,65,753	-	-	17,65,753	15,60,471	-	59,294	16,19,765	1,45,988	2,05,282
7	Tools & Dies	55,64,317	-	-	55,64,317	44,99,167	-	97,546	45,96,713	9,67,604	10,65,150
8	Flat at Dombivali	9,35,876	-	-	9,35,876	-	-	-	-	9,35,876	9,35,876
		20,71,69,482	-	-	20,71,69,482	9,06,41,983	-	64,54,695	9,70,96,678	11,00,72,804	11,65,27,499
	Previous Year	20,68,10,449	13,36,722	9,77,689	20,71,69,482	8,44,09,813	3,34,435	65,66,605	9,06,41,983	11,65,27,499	12,24,00,636
	INTANGIBLE ASSETS AND LEASE HOLD ASSETS :										
1	Addition to Leasehold Premises at Kashmir	-	-	-	-	-	-	-	-	-	-
2	Bussiness Development Expenses	-	-	-	-	-	-	-	-	-	-
	TOTAL (B)	-	-	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-	-	-
	TOTAL A +B	20,71,69,482	-	-	20,71,69,482	9,06,41,983	-	64,54,695	9,70,96,678	11,00,72,804	11,65,27,499

Notes on Financial Statements for the Year ended 31st March, 2019

	31 st March 2019 Rupees	31 st March 2018 Rupees
4 Investments		
(a) Quoted (at fair value)		
1985117 fully paid Equity shares of Pal Credit & Capital Ltd.	-	-
(b) Unquoted (at cost)		
Chandresh Avenue (C&D) Chs Ltd	350	350
	350	350
5 Other financial assets		
(a) Security Deposit- Electricity & Water	4,62,760	3,99,720
(b) Security Deposit- Rent	-	-
(c) Security Deposit- Others	8,95,410	10,25,410
	13,58,170	14,25,130



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	31st March 2019 Rupees	31st March 2018 Rupees
6 Other non-current assets		
Considered good:		
(a) Capital Advances	1,540	-
(b) Prepaid expenses		
(c) Balances with Government authorities		
Considered doubtful:		
(a) Advances other than capital advances		
Less: Provision for doubtful advances		
	1,540	-
7 Inventories (At lower of cost and net realisable value)		
(a) Raw materials	65,88,166	2,31,35,237
(b) Stock-in-trade	-	13,93,77,605
(c) Stores and spares	-	6,26,271
	65,88,166	16,31,39,113
8 Trade receivables		
(a) Debts outstanding for more than six months		
Secured, considered good		
Unsecured, considered good	22,63,22,910	26,43,87,286
Doubtful		
	22,63,22,910	26,43,87,286
Less: Provision for doubtful debts	19,07,00,116	6,79,49,864
	3,56,22,794	19,64,37,422
(b) Others debts		
Secured, considered good		
Unsecured, considered good		
Doubtful	-	-
	-	-
Less: Provision for doubtful debts	-	-
	3,56,22,794	19,64,37,422
9 Cash and cash equivalents		
(a) Cash on hand	27,42,646	26,01,599
(b) Cheques on hand	-	-
(c) Current accounts with banks	18,381	1,54,456
(d) Bank deposits with upto 3 months maturity	-	2,90,00,000
	27,61,027	3,17,56,055



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	31 st March 2019 Rupees	31 st March 2018 Rupees
10 Loans		
(a) Loans to companies and firms	-	-
(b) Loans to employees	6,20,430	7,15,330
	6,20,430	7,15,330
11 Other financial Assets		
Interest accrued on deposits and investments	-	30,831
	-	30,831
12 Other current assets		
(a) Balances with Government Authorities	10,99,870	8,01,237
(b) Prepaid Expenses	-	1,26,000
(c) Advances to Vendors	-	25,72,410
	10,99,870	34,99,647

	31 st March 2019		31 st March 2018	
	No. of Shares	Rupees	No. of Shares	Rupees
13 <u>Equity Share Capital</u>				
(a) Authorised				
Equity shares of Rs. 10/- each	80,00,000	8,00,00,000	80,00,000	8,00,00,000
(b) Issued, subscribed and paid up				
Equity shares of Rs. 10/- each	70,78,500	7,07,85,000	70,78,500	7,07,85,000
(c) Movement of number of shares and share capital				
At the beginning of the year	70,78,500	7,07,85,000	70,78,500	7,07,85,000
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	70,78,500	7,07,85,000	70,78,500	7,07,85,000
(d) Rights, preferences and restrictions attached to shares:				
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. There are no restrictions as to dividend.				



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(e) Details of Shareholding more than 5% shares:

	31 st March 2019		31 st March 2018	
	% Issued share capital	No. of Shares	% Issued share capital	No. of Shares
Bharat Bhushan Gupta	9	666899	9	666899
Jaidev Vinod kumar Gupta	8	556391	8	556391
Vinodkumar Roshanlal Gupta	8	553900	8	553900
Prakash Heat Treatment & Ind Pvt Ltd	11	745000	11	745000

(g) Information regarding issue of shares in last five years

- (i) The Company has not issued any shares without payment being received in cash.
- (ii) The Company has not issued any bonus shares.
- (iii) The Company has not undertaken any buy-back of shares.

	31 st March 2019		31 st March 2018	
	Rupees	Rupees	Rupees	Rupees
14 Other Equity				
(a) Capital Reserve	-	30,00,000.00	-	30,00,000
(b) General Reserve	-	1,70,00,000.00	-	1,70,00,000
(c) Profit and Loss Account				
Balance at the beginning of the year	(8,77,50,364)	-	3,44,90,746	-
Add: Profit/ (Loss) for the year	(29,08,10,569)	-	(12,22,41,111)	-
		(37,85,60,934)		(8,77,50,364)
Remeasurements of the net	-	5,59,769.00	-	5,59,769
defined benefit liability/(asset)		(35,80,01,165)		(6,71,90,595)

	31 st March 2019	31 st March 2018
	Rupees	Rupees
15 Financial Liabilities- Non current		
(a) HDFC Bank Ltd (Term Loan against Property)	1,88,19,635	2,21,30,577
(b) Deferred Sales Tax Loan (SICOM)	41,77,414	41,77,414
	2,29,97,049	2,63,07,991
16 Provisions- Non current		
(a) Gratuity	30,71,555	15,95,169
	30,71,555	15,95,169
17 Provisions- Non current		
(a) Deferred Tax Liabilities (Net)	97,34,567	1,09,19,383
	97,34,567	1,09,19,383



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	31st March 2019 Rupees	31st March 2018 Rupees
18 Borrowings- current		
(a) Bank Loan	80,89,311	1,60,98,182
(b) Bank OD	24,76,85,245	13,10,85,655
(c) Unsecured loan	-	-
(d) Unsecured loan- Related party	9,30,25,499	4,73,50,000
(e) Unsecured Loans- Corporates	-	3,23,07,161
(f) Letter of Credit	-	14,27,60,803
	34,88,00,055	36,96,01,801
19 Trade Payables		
(a) Creditors for supplies / services	5,39,78,247	8,90,80,197
	5,39,78,247	8,90,80,197
20 Provisions		
(a) Gratuity	-	14,76,386
	-	14,76,386
21 Other current liabilities		
(a) Outstanding expenses	6,28,860	5,21,628
(b) Statutory Liabilities	71,69,715	94,58,077
(c) Accrued employee cost	71,591	7,43,557
	78,70,166	1,07,23,262
22 Income Tax Assets / (Liabilities) (Net)		
(a) Tax assets		
- Advance tax assets (net)	(11,10,323)	53,67,218
(b) Current tax liabilities (net)	-	(56,00,000)
	(11,10,323)	2,32,782



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	31 st March 2019		31 st March 2018	
	Rupees	Rupees	Rupees	Rupees
23 Revenue from operations				
(a) Sale of Goods	1,15,09,202		85,70,37,567	
(b) Other operating Income	(61,80,432)		28,69,805	
		53,28,770		85,99,07,372
		53,28,770		85,99,07,372
24 Other income				
(a) Interest - others	7,32,018		25,74,809	
(b) Incentives	-		-	
(c) LIC SURVIVAL BENEFIT KEYMAN	-		-	
(d) Professional fees	-		35,00,000	
		7,32,018		60,74,809
		7,32,018		60,74,809
25 Purchases				
(a) Trading	-		41,77,46,765	
(b) Automobiles	(1,61,34,082)		36,33,79,702	
		(1,61,34,082)		78,11,26,467
		(1,61,34,082)		78,11,26,467
26 Changes in inventories of finished goods and work-in-progress				
Inventories at the end of the year				
(a) Stock-in-trade	-		13,93,77,605	
(b) Raw Materials and spares	65,88,166		2,37,61,508	
		65,88,166		16,31,39,113
Inventories at the beginning of the year				
(a) Stock-in-trade	13,93,77,605		16,90,08,411	
(b) Raw Materials and spares	2,37,61,508		2,96,32,223	
		16,31,39,113		19,86,40,634
		15,65,50,947		3,55,01,521



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	31 st March 2019		31 st March 2018	
	Rupees	Rupees	Rupees	Rupees
27 Employee benefits expense				
(a) Salaries, wages and bonus	73,17,171		2,20,48,040	
(b) Contribution to provident and other funds	4,64,495		24,70,900	
(c) Staff welfare expenses	1,45,446		11,23,889	
		79,27,112		2,56,42,829
		79,27,112		2,56,42,829
28 Finance costs				
(a) Interest expense	73,60,959		2,07,94,795	
(b) Bank Charges	22,70,106		82,42,994	
		96,31,065		2,90,37,789
		96,31,065		2,90,37,789
29 Other expenses				
(a) Advertising, Selling & Distribution Expenses		2,57,271		25,94,091
(b) Legal & Professional		28,83,831		24,82,617
(c) Warranty		-		17,70,629
(d) Electricity expenses		24,96,880		17,27,399
(e) Repairs & Maintenance		8,36,286		25,79,461
(f) Transportation		2,26,257		15,24,532
(g) Rent, Rates & Taxes		9,92,903		26,56,541
(h) Travelling & Conveyance		1,88,790		12,31,071
(i) BROKERAGE/COMMISSION CHARGES		63,156		9,71,434
(j) Miscellaneous expenses		16,67,509		44,72,297
(k) Provision for Bad and doubtful debts & advances		12,47,70,252		8,74,37,278
		13,43,83,135		10,94,47,350
29A Miscellaneous expenses				
(a) CUSTOMER MEETS EXPENSES		-		5,96,600
(b) Communication Expenses		2,91,015		5,56,883
(c) Fees & Subscription		4,75,290		3,57,533
(d) Printing & Stationery		98,523		3,54,684
(e) Travelling and Conveyance		-		1,33,416
(f) Carriage & Transport Outward		-		47,157
(g) Director's remuneration		1,00,000		12,00,000
(h) Other expenses		7,02,682		12,26,024
		16,67,509		44,72,297



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	As at 31 st March 2019	As at 31 st March 2018
	Rupees	Rupees
30 Contingent liabilities		
a) Income tax	Nil	Nil
b) Sales tax	Nil	Nil
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil

31 SEGMENT INFORMATION:

(a) Segment Information for primary segment reporting (by business segment)

The Company has two business segments:

- (i) Automobiles
- (ii) Trading
- (iii) Others

(b) The Company has only one reportable geographical segment and hence disclosure for secondary segment are not given.

(c) Common expenses

Common expenses are allocated to different segments on reasonable basis as considered appropriate by the management.

Particulars	Automobiles		Trading		Others		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
REVENUE								
Revenue from operations	19,49,652	39,20,21,000	33,79,118	46,78,86,372	-	-	53,28,770	85,99,07,372
Total Revenue	19,49,652	39,20,21,000	33,79,118	46,78,86,372	-	-	53,28,770	85,99,07,372
Less: Revenue from transactions with other segments	-	-	-	-	-	-	-	-
Enterprise revenue	19,49,652	39,20,21,000	33,79,118	46,78,86,372	-	-	53,28,770	85,99,07,372
RESULTS								
Expenses	(1,96,30,554)	49,48,94,401	(26,95,51,253)	46,33,90,371	-	-	(28,91,81,807)	95,82,84,772
Unallocable Corporate Expenses							-	-
Operating Profit	2,15,80,206	(10,28,73,401)	27,29,30,371	44,96,001	-	-	(28,38,53,037)	(9,83,77,401)
Interest Expense	-	-	-	-	96,31,065	2,90,38,768	96,31,065	2,90,38,768
Other Income	-	-	-	-	7,32,018	60,74,809	7,32,018	60,74,809
Provision for tax	-	-	-	-	-	-	-	-
Profit/ (Loss) after tax	2,15,80,206	(10,28,73,401)	27,29,30,371	44,96,001	(88,99,047)	(2,29,63,959)	(29,27,52,084)	(12,13,41,361)
OTHER INFORMATION:								
Capital Employed	1,88,19,635	2,21,31,000	(28,30,38,751)	77,71,000	30,71,555	15,95,000	(26,11,47,561)	3,14,97,000
(Segment Assets - Segment Liabilities)								
Total Capital Employed	1,88,19,635	2,21,31,000	(28,30,38,751)	77,71,000	30,71,555	15,95,000	(26,11,47,561)	3,14,97,000



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

32 RELATED PARTY DISCLOSURES

(a) Related Parties where Control exists

Vinod Kumar Gupta
Jaidev Vinod Gupta

Key Managerial Personnel
Key Managerial Personnel

(b) Other Related Parties with whom transactions have taken place during the year and/or previous year:

C.J.Kotcher
Priya Makhija
P.S.Chandok
Jaidev Vinod Gupta
Bharat Bhushan Gupta
Vinod Kumar Gupta
Roshanlal Gupta & Sons Pvt Ltd
Fedsoft Private Ltd
Spectra Enterprises Private Ltd
Spectra JD Skyline Auto Pvt Ltd
Spectra Motors Ltd
A.D.Motors Pvt Ltd
G3 Motors Limited

Key Management Personnel
Key Management Personnel
Key Management Personnel
Key Management Personnel
Key Management Personnel
Key Management Personnel
Common Directorship
Common Directorship
Common Directorship
Common Directorship
Common Directorship
Common Directorship

(c) Details of transactions with related parties during the year

Nature of Transaction	Key Managerial Personnel		Common Directorship		Total	Total
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
Managerial remuneration						
C.J.Kotcher	23,500	28,000	-	-	23,500	28,000
Priya Makhija	21,500	17,500	-	-	21,500	17,500
P.S.Chandok	19,000	17,500	-	-	19,000	17,500
Awinash Arondekar	-	-	-	-	-	-
Jaidev Vinod Gupta	-	-	-	-	-	-
Outstanding balances at year end						
Loans & advances						
Roshanlal Gupta & Sons Pvt Ltd	-	-	1,10,00,000	1,10,00,000	1,10,00,000	1,10,00,000
Fedsoft Private Ltd	-	-	23,00,600	-	23,00,600	-
Spectra Enterprises Private Ltd	-	-	6,60,600	-	6,60,600	-
Spectra JD Skyline Auto Pvt Ltd	-	-	96,00,000	-	96,00,000	-
G3 Motors Limited	-	-	1,20,79,058	-	1,20,79,058	-
A.D.Motors Pvt Ltd	-	-	1,16,523	-	1,16,523	-
Spectra Motors Ltd	-	-	7,65,000	-	7,65,000	-
Vinod Kumar Gupta	5,23,79,556	3,09,50,000	-	-	5,23,79,556	3,09,50,000
Jaidev Vinod Gupta	41,24,162	54,00,000	-	-	41,24,162	54,00,000



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

33(A) CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES (IND AS 107):

Particulars	As at	As at
	March 31, 2019	March 31, 2018
	Rupees	Rupees
Financial Assets at amortised cost		
Trade receivables	3,56,22,794	19,64,37,422
Loans	6,20,430	7,15,330
Investments (non-current)		
Cash and bank balances	27,61,027	3,17,56,055
Other financial assets	-	30,831
Financial Assets at fair value through profit or loss		
Investments	350	350
Total	3,90,04,601	22,89,39,988
Financial Liabilities at amortised cost		
Term Loan from Banks	2,29,97,049	2,63,07,991
Cash Credits/Working Capital Borrowing	34,88,00,055	36,96,01,801
Trade payables	5,39,78,247	8,90,80,197
Total	42,57,75,351	48,49,89,990

33(B) Fair Value measurements (Ind AS 113):

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all shares, mutual funds and bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (For example deep discount bonds) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing Net Asset Value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Particulars	As at	As at
	March 31, 2019	March 31, 2018
	Rupees	Rupees
Financial Assets at fair value through profit or loss		
Investments in Mutual Funds- Level 1	350	350
Total	350	350

The management assessed that cash and bank balances, trade receivables, trade payables, borrowings, cash credits and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

34 **FINANCIAL RISK MANAGEMENT OBJECTIVES (IND AS 107):**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's management risk policy is set by the Managing Board. The Company's activities expose it to a variety of financial risks: credit risk, liquidity and risk market risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The sources of risks which the Company is exposed to and their management is given below:

Risk	Exposure arising from	Measurement	Management
Market Risk Credit Risk	Trade and Other Receivables	Ageing Analysis, Credit Rating	Diversification of mutual fund investments, Credit limit and credit worthiness monitoring, Criteria based approval process
Liquidity Risk	Other Liabilities Export	Rolling Cash Flow Forecasts	Portfolio Diversification
Foreign Exchange Risk	Receivables in foreign currencies	Cash Flow Forecasting Sensitivity Analysis	Forward foreign exchange contracts

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given.

Credit Risk

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

The Company's exposure to credit risk for trade receivables is as follows:

Particulars	31 st March, 2019	31 st March, 2018
Trade Receivables	3,56,22,794	19,64,37,422

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Foreign Exchange Risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Export Receivables in foreign currencies.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

The Company evaluates exchange rate exposure arising from foreign currency transactions. It uses derivative instruments like foreign currency forwards to hedge exposure to foreign currency risk.

Outstanding foreign currency exposure	As at 31 st March, 2019	As at 31 st March, 2018
Export Trade Receivables		
- USD	Nil	Nil
- Euro	Nil	Nil
- Others	Nil	Nil

FORWARD EXCHANGE CONTRACTS

Derivatives for Hedging Export Receivables in Foreign Currencies Outstanding are as under:

Purpose	Currency	As at 31 st March, 2018	As at 1 st April, 2019
Export	USD	Nil	Nil
Export	Euro	Nil	Nil
Export	Others	Nil	Nil

Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, foreign currency receivables, payables and borrowings.

The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

35 CAPITAL MANAGEMENT (INDAS 1):

The Company's objectives when managing capital are to

- (a) maximise shareholder value and provide benefits to other stakeholders and
- (b) maintaining optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Total Debt (Bank and Other borrowings)	37,17,97,104	39,59,09,793
Less: Liquid Investments (Bonds and Mutual Funds)	-	-
Net Debt	37,17,97,104	39,59,09,793
Equity	-28,72,16,165	35,94,405
Net Debt to Equity	-1.29	110.15



NOTES

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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SPECTRA INDUSTRIES LIMITED

Regd. Office: Plot No.9, Spectra, Compound Kanchpada-2,,Malad (W),Mumbai – 400064,
CIN: L74999MH1992PLC067849 • Tel: 022 28893933/3394
E-mail: info@spectraindustries.in, • Website: www.spectraindustries.in

Name of the Member (s) : _____
Registered address: _____
E-mail Id: _____
Folio No./ Client ID: _____ DP ID No. _____

I / We, being the member(s) of _____ equity shares of the above named company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her:
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her:
3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Seventh Annual General Meeting of the Company at the Registered Office at Landmark Building, Link Road, Mith chowki, Malad (W), Mumbai-400064 on Monday, September 30, 2019 at 11.00 a.m. and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	No of Shares*	(FOR) I/We assent to the Resolution*	(AGAINST) I/We dissent to the Resolution*
	<u>Ordinary Resolutions</u>			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	Appointment of Director in place of Shri. Jaidev Gupta (DIN: 00066999), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.			
	<u>Special Resolutions</u>			
3.	Change in Object Clause of the Memorandum of Association of the Company.			

- This is optional. Please put a ✓ in the appropriate column for each resolution. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she thinks appropriate.

Signed this _____ day of _____, 2019

Signature of Shareholder _____

Signature of Proxy Holder (s) _____

Affix
Revenue
Stamp
of Re. 1/-

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) in above box before submission.



SPECTRA INDUSTRIES LIMITED

Regd. Office: Plot No.9, Spectra, Compound Kanchpada-2,,Malad (W),Mumbai – 400064,
CIN: L74999MH1992PLC067849 • Tel: 022 28893933/3394
E-mail: info@spectraindustries.in, • Website: www.spectraindustries.in

BALLOT FORM

Sr. No	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I/We hereby exercise my/our vote(s) in respect of the Ordinary & Special Resolutions set out in the Notice of the Twenty Seventh Annual General Meeting of the Company at the Landmark Building, Link Road, Mithchowki, Malad (W), Mumbai-400064 on Monday, September 30, 2019 at 11.00 a.m, by sending my/our assent or dissent to the said Resolutions by placing the tick(✓) mark at the appropriate box below:

Sr. No	Resolution	No of Shares*	(FOR) I/We assent to the Resolution*	(AGAINST) I/We dissent to the Resolution*
1.	Ordinary Resolution Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	Appointment of Director in place of Shri. Jaidev Gupta (DIN: 00066999), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.			
3.	Special Resolution Change in object Clause of the Memorandum of Association of the Company.			

Place:
Date:

(Signature of the Shareholder)



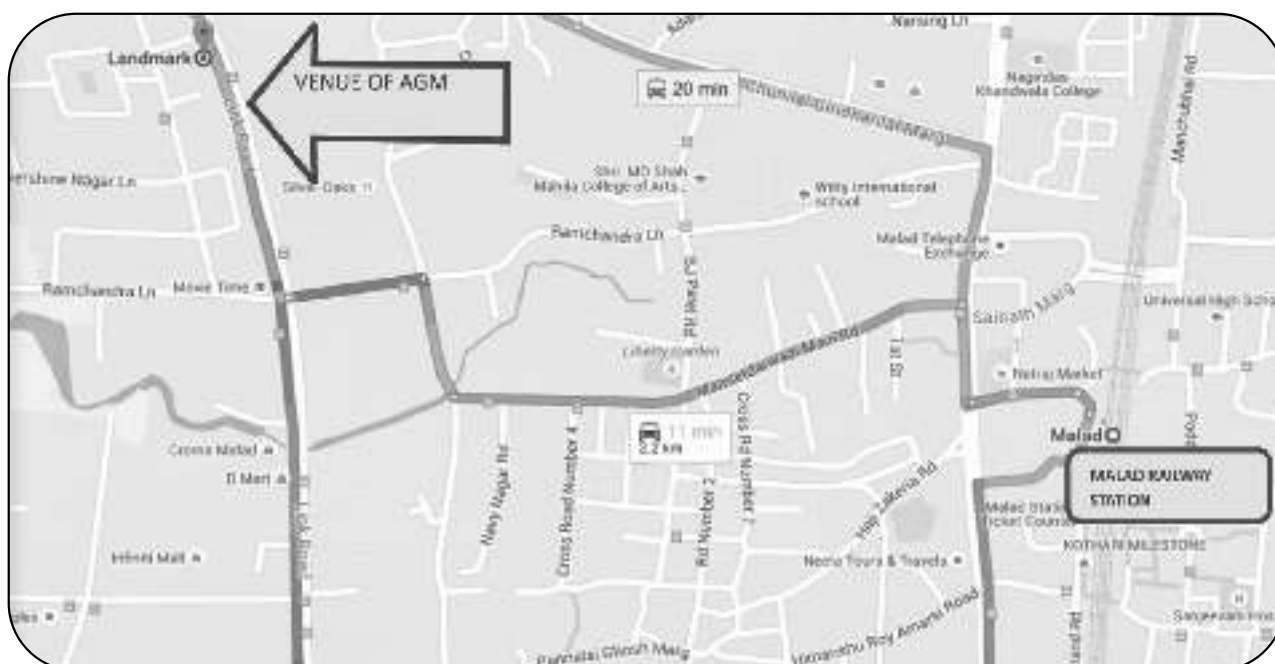
INSTRUCTIONS

1. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Paper shall be treated as invalid.
2. Any person voting in more than one capacity i.e. as a Shareholder, Authorized Representative and Proxy, as case may be, should use separate Ballot Paper to vote in each capacity.
3. Please complete and sign the Ballot Paper. The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/Depository.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Paper.
5. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
7. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on Monday, September 23, 2019 and as per the Register of Members of the Company.
8. Ms. Sarvari Shah (Membership No. FCS 9697) or failing her Mr. Mitesh Dhabiwala (Membership No. FCS 8331) -of M/s. Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting by remote e-voting and votes cast through Ballot Paper in a fair and transparent manner.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.



ROUTE MAP FOR 27TH ANNUAL GENERAL MEETING VENUE

Address of AGM Venue: ADDRESS OF AGM VENUE:
LANDMARK RESTAURANT- First Floor, 1, Landmark Building, Link Road, Near KFC,
Malad (West), Mumbai, Maharashtra 400064
Phone: 022 2844 2627





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