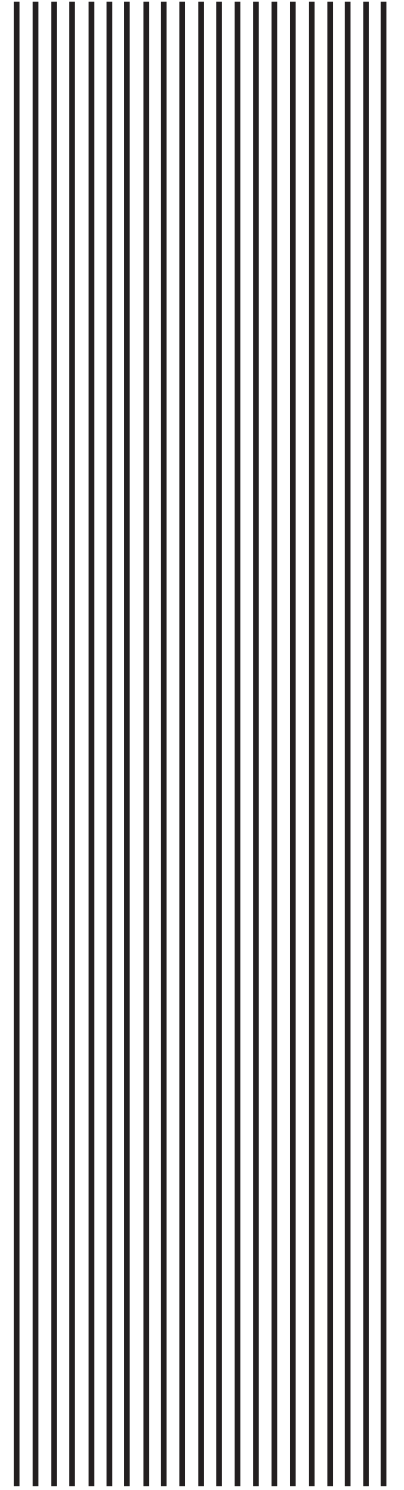


**TWENTY THIRD**

Annual Report 2014-2015

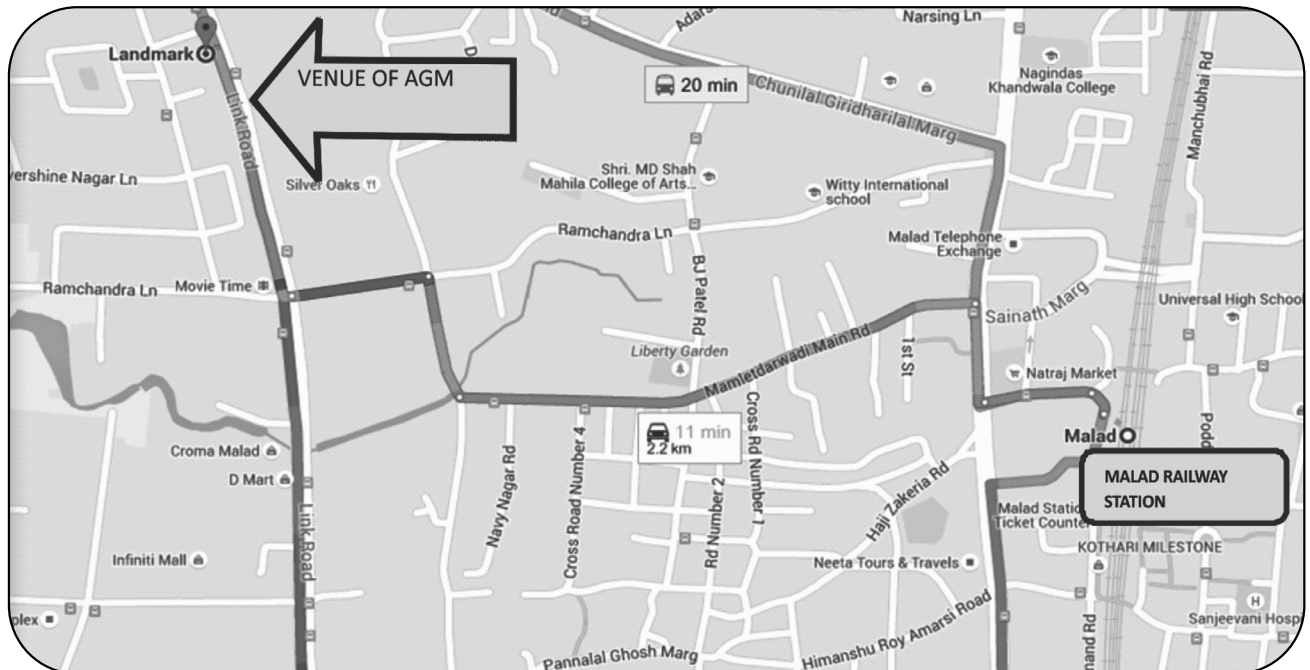


**SPECTRA**  
INDUSTRIES LIMITED



## ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

ADDRESS OF AGM VENUE: **LANDMARK RESTAURANT** - Link road, Mithchowki, Malad West  
Mumbai - 400064 Maharashtra 400064  
Phone: 022 2844 2627





**BOARD OF DIRECTORS**

Mr. Bharat Bhushan Gupta

Mr. Vinod Kumar Gupta

Mr. Jaidev Gupta

Mr. Prabhjot Singh Chandok

Mr. A. M. Arondekar

Mr. Sanjeev Chirania (Upto 05.05.2015)

Mr. C. J. Kotcher

Ms. Priya Murlidhar Makhija

Chairman

Managing Director

Executive Director & CFO

**AUDITORS**

D. K. Roongta & Co,

(Chartered Accountants)

(Firm Reg. No. 108871W)

286, Princess Street,

Bhatia Mansion, 2nd Floor,

Mumbai - 400 002.

**COMPANY SECRETARY**

Ms. Archana Panchal

**BANKERS**

BANK OF INDIA

Mumbai

HDFC BANK LTD

Mumbai

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; Email- sepl12@rediffmail.com

**CORPORATE IDENTIFICATION NUMBER**

L74999MH1992PLC067849

**WORKS**

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

2. Penkar Pada, Next to  
Premalaxmi Marathi School,  
Mira Road (East)-401107,  
Dist. Thane (Maharashtra).

3. Plot No. 41/42, Ajivali Village,  
Shedung By-Pass, Opp.Hanuman Mandir,  
Panvel By-pass Road, Panvel- 410206  
Dist. Raigad (Maharashtra)

**REGISTRARS & SHARE TRANSFER AGENTS**

Sharex Dynamic (India) Pvt. Ltd.

Unit No. 1, Luthra Ind. Premises, Andheri Kurla Road,

Safed Pool, Andheri (East), Mumbai - 400 072.

Tel. : 022 - 28515644, 28515606, Fax : 28512885



## NOTICE

Notice is hereby given that the **TWENTY- THIRD** Annual General Meeting of the members of **SPECTRA INDUSTRIES LIMITED** will be held at Landmark Restaurant, Link Road, Mithchowki, Malad (W), Mumbai-400064 on Saturday, September 26, 2015 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, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Bharat Bhushan Gupta (DIN:00066600) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. D.K.Roongta & Co., Chartered Accountants, Mumbai, (ICAI Registration No. 108871W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Ms. Priya Makhija (DIN 07109712) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 10, 2015 and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (‘the Act’) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Priya Makhija, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from March 10, 2015 to March 09, 2020.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 the new set of Articles of Association placed before the meeting and initialed by the Chairman for the purpose of identification be and the same is hereby adopted in substitution for, and to the exclusion of, the present set of Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.



## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. The Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the businesses at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, September 19, 2015 to Saturday, September 26, 2015 both days inclusive.
4. 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 in respect of their physical share folios, if any, quoting their folio numbers.
5. Members are requested to bring their copy of the Annual Report to the meeting.
6. The Notice of the Annual General Meeting along with the Annual Report 2014-15 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.
7. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Transfer Agents/Depositories.
8. **VOTING THROUGH ELECTRONIC MEANS:**
  - I. 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 Clause 35B of the listing agreement with the Stock Exchange the Company is pleased to provide to the members, facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). As the voting would be through electronic means, the Members who do not have access to remote e-voting, may send their assent or dissent in writing on the Ballot Form enclosed with the Annual Report. You are required to complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company not later than Friday, September 25, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
  - II. The facility for voting through Ballot shall also be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting/physical ballot shall be able to exercise their right to vote at the meeting.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The process and manner for remote e-voting are as under:
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
      - (i) Open email and open PDF file viz; "Spectra e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.



- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Spectra Industries Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [spectra\\_scrutinizer@gmail.com](mailto:spectra_scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password will be provided separately: EVEN (e-Voting Event Number) USER ID PASSWORD/PIN.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. 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](http://www.evoting.nsdl.com) or call on toll free no: 1800-222-990.
- VI. 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.
- VII. 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).
- VIII. The remote e-voting period commences on Wednesday, September 23, 2015 (9.00 a.m) and ends on Friday, September 25, 2015 (5:00p.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 Saturday, September 19, 2015, 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.
- IX. 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 Saturday, September, 19, 2015.
- X. If a Member casts votes by remote e-voting/Physical Ballot and at the AGM through Ballot, then vote cast through remote e-voting/Physical Ballot shall prevail and vote cast through Ballot at the AGM shall be treated as invalid. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- XI. 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](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no: 1800-222-990
- XII. Ms. Sarvari Shah of M/s Parikh & Associates. Practicing Company Secretaries, (Membership ACS No: 27572, CP No: 11717) (Address : 111, 11th Floor, SaiDwar CHS Ltd. Sab TV Lane, Opp. Laxmi Indl Estate, Off Link Road, Andheri (West), Mumbai - 400053) has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the physical ballots received from members who don't have access to the remote e-voting process)and votes cast through Ballot at the AGM in a fair and transparent manner.



XIII. 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/physical ballots 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.

XIV. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.spectraindustries.in](http://www.spectraindustries.in) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

**By the Order of the Board**

**Vinod Kumar Gupta**  
**Managing Director**  
**DIN: 00066494**

Date: 12<sup>th</sup> August, 2015

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](mailto:info@spectraindustries.in); [sepl12@rediffmail.com](mailto:sepl12@rediffmail.com)

Website: [www.spectraindustries.in](http://www.spectraindustries.in)

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013**

#### **Item No. 2**

Shri. Bharat Bhushan Gupta (DIN:00066600), director of the Company in terms of Section 152(3) of the Act, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Shri. Bharat Bhushan Gupta, aged 62 years is one of the promoters of the Company and is holding 6,66,899 equity shares in the Company.

Shri. Bharat Bhushan Gupta is the founder Director and the Chairman of the Company and is a B.E. (Mechanical) having experience of over 42 years.

During the year Shri. Bharat Bhushan Gupta attended 5 (Five) meetings of the Board of Directors of the Company.

Other directorship positions held by Shri. Bharat Bhushan Gupta are as under:

Roshanlal Gupta and Sons Private Limited, Vasai Roller Flour Mills Private Limited, Roopshan Textiles Private Limited, Nasik Super Tools Company Private Limited, Spectra Motors Limited, Monarch Moulding Private Limited, Spectra Enterprises Private Limited, D. D. Towers Private Limited, Raghupati Vihar Developers Private Limited, Spectra Auto Private Limited, Shubik Realities Private Limited, Fedsoft India Private Limited, Pukka Merchantile Company Private Limited, Spice Motors Private Limited, Spectra Training and Academy Private Limited, Shubhay Infra and Housing Private Limited, Spectraglobal Infra Private Limited.

Shri. Bharat Bhushan Gupta is interested in the said resolution as it relates to his own appointment. Shri. Vinod Kumar Gupta and Shri. Jaidev Gupta being relatives are also interested in the said resolution. 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. 4**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Priya Makhija (DIN 07109712) as an Additional Director with effect from March 10, 2015 to hold office as Director till the date of this Annual General Meeting pursuant to Section 161 of the Act.



Ms. Priya Makhija, aged 36 years, is qualified Chartered Accountant practicing since the year 2008.

In terms of Section 149 and other applicable provisions of the Act, Ms. Priya Makhija, being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto March 09, 2020 not being liable to retire by rotation. The Company has received a Notice in writing from a Member of the Company along with the deposit of Rs. 1,00,000/- (Rupees One Lakh) under Section 160 of the Act proposing the candidature of Ms. Priya Makhija for the office of Director of the Company.

Ms. Priya Makhija has consented to act as a Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Ms. Priya Makhija fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the management.

She does not hold any shares in the Company.

Other directorship/ committee positions held by Ms. Priya Makhija :NIL

The terms and conditions of appointment of Ms. Priya Makhija as Independent Director are available for inspection at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

Having regard to the qualifications, experience and knowledge, her appointment as an Independent Director will be in the interest of the Company. The Board recommends the resolution as set out at Item no. 4 of the accompanying Notice for the approval by the members of the Company by way of an Ordinary Resolution.

Except Ms. Priya Makhija, 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.5**

The existing Articles of Association of the Company, originally adopted when the Company was incorporated, with amendments made from time to time are in full conformity of the Companies Act, 1956.

With the new Companies Act, 2013 now largely in force, substantive changes are required in the existing Articles of Association of the Company to bring it in line with the Companies Act, 2013. Further, the references to the specific sections of the Companies Act, 1956 in the existing Articles of Association, being no longer in conformity with the Companies Act, 2013, are also required to be changed.

Accordingly, the Company proposes to approve and adopt a new set of Articles of Association prepared after taking into account all the provisions of the Companies Act, 2013 and Rules made thereunder.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 5 of the Notice.

The Board recommends the Special Resolution set out at item No. 5 of the Notice for approval by the members.

A copy of the existing Articles of Association and of the proposed new set of Articles of Association will be open for inspection by Members at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

**By the Order of the Board**

**Vinod Kumar Gupta**  
**Managing Director**  
**DIN: 00066494**

Date: **12<sup>th</sup> August, 2015**

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**





**BOARDS' REPORT**

*[Pursuant to Section 134(3) of the Companies Act, 2013]*

To

**The Members**

**SPECTRA INDUSTRIES LIMITED**

The Directors have pleasure in presenting the Twenty Third Annual Report together with the Audited Financial Statements for the year ended on March 31, 2015

**FINANCIAL RESULTS:**

**(Rs. in lakhs)**

	<b>2014-2015</b>	<b>2013-2014</b>
Sales	11051.58	6948.64
PROFIT	300.01	84.12
Less:		
Depreciation	88.52	52.49
Interest	203.99	139.05
PROFIT/ LOSS BEFORE TAX	7.50	(107.42)
Less: Provision for Taxation		
Current Tax	2.00	-
Deferred Tax	(11.56)	(1.02)
Income tax for the earlier Year	(4.44)	-
PROFIT/LOSS AFTER TAX	21.50	(108.44)
Surplus brought forward from Previous Year	-	-
PROFIT/LOSS AVAILABLE FOR APPROPRIATION	21.50	(108.44)
(With a view to conserve the resources, there was no transfer of profits made to General Reserve.)		

**OPERATIONS:**

During the year under review, net sales turnover was Rs. 10,916.75 lakhs as against Rs.6,896.59 lakhs during the corresponding previous year. Profit after tax was Rs. 21.50 lakhs as against Loss of Rs.108.44 lakhs for the previous year.

**OUTLOOK:**

One of the Company's business activity is dealership of heavy and light commercial vehicles manufactured by Mahindra & Mahindra Ltd., which is coming out with new products with larger capacity soon. The Central and State Governments are giving lot of impetus to Infrastructure Sector, which is expected to increase demand for Commercial Vehicles. In view of this the company is hopeful to improve its performance further during Current year.

**DIVIDEND**

To conserve the resources of the company, the Board of Directors do not recommend any dividend for the financial year 2014-2015.

**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**

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

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Shri.Bharat Bhushan Gupta (DIN 00066600), Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Shri.Prabhjot Singh Chandok (DIN 00303212),Shri.A. M. Arondekar (DIN 00025527), Shri. Sanjeev Chirania (DIN 01253698) and Shri. C. J. Kotcher (DIN 02927952),were appointed as Independent Directors at the Annual General Meeting of the Company held on September 6, 2014.

With a view to strengthen the Board and also to meet the regulatory requirements, Ms.Priya Makhija (DIN 07109712) was appointed as an Additional/ Independent Director of the Company with effect from March 10, 2015.

The necessary resolution for seeking approval of shareholders for the appointment of Mrs. Priya Makhija as an Additional/ Independent Director with effect from March 10, 2015 has been incorporated in the notice of the forthcoming Annual General



Meeting of the Company. The Company has received notice under Section 160 of the Act along with the requisite deposit proposing her appointment.

Pursuant to the provisions of Section 203 of the Act, which came into effect from April 1, 2014, the appointments of Managing Director and Company Secretary as key managerial personnel of the Company was formalised. During the year Company also appointed Shri. Jaidev Gupta, (DIN : 00066999) Executive Director as the Chief Financial Officer of the Company under the provisions of Section 203 of the Act.

Shri. Sanjeev Chirania (DIN 01253698), Independent Director of the Company, resigned with effect from May 05, 2015. The Board places on record their sincere appreciation for the valuable services rendered by him during his tenure as Director of the Company.

#### **DECLARATION FROM INDEPENDENT DIRECTORS**

Shri A.M Arondekar (DIN 00025527), Shri. Prabhjot Singh Chandok (DIN 00303212), Shri. C J Kotcher (DIN 02927952), and Ms. Priya Makhija (DIN 07109712) who are independent directors, have submitted a declaration 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 director 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:

1. Shri. A M Arondekar
2. Shri. P S Chandok
3. Ms. Priya M. Makhija
4. Shri. Sanjiv Chirania (up to 05.05.2015)

#### **VIGIL MECHANISM**

The Company has formulated and published a Whistle Blower Policy to provide a mechanism ("Vigil Mechanism") for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177 (9) of the Act.

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 provides a channel to the employees and Directors to report to the management concerns about unethical behavior, 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.

#### **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 and are annexed as "Annexure I & II" to this report.

#### **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:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) 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 profit 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.



#### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has proper and adequate system of internal financial controls commensurate with its nature and size of business and meets the following objectives:

- Providing assurance regarding the effectiveness and efficiency of operations
- Efficient use and safeguarding of resources
- Compliance with policies, procedures and applicable laws and regulations and,
- Transactions being accurately reported and recorded timely

The Company has budgetary control system to monitor expenditures and operations against budgets on an on-going basis.

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 III**".

#### **AUDITORS**

M/s. D K Roongta & Co, Chartered Accountants, the Auditors of the company who would retire at the ensuing Annual General Meeting offer themselves for reappointment. M/s. D K Roongta & Co, Chartered Accountants (Firm reg. No. 108871W), the existing auditors have furnished a certificate, confirming that if re-appointed for the financial year 2015-2016 their reappointment will be in accordance with Section 139 read with section 141 of the Companies Act, 2013.

#### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh Parekh & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the financial year 2014-2015.

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

#### **AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT**

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

As regard the observation made by the Secretarial Auditor in their Report, your directors have to state that the company has made necessary compliances in respect of the same.

#### **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**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as "**Annexure V**".

#### **DEPOSITS**

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 operation.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

As on March 31, 2015, the details of Loans given, investments made and guarantees and securities made as per section 186 of the Act are as under:



**Loans : NIL**

**Investments: Rs. 93,32,629/-**

**Guarantees/ securities: NIL**

**RISK MANAGEMENT POLICY**

The Board of Directors of the Company has framed a risk management policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area 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**

Particulars of transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report as “Annexure VI”.

**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 directors 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, its committees and individual directors	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 HARRASSMENT 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 there under. During the financial year 2014-15, the Company has received nil complaints on sexual harassment.

**LISTING WITH STOCK EXCHANGE:**

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company’s Shares are listed.

**CORPORATE GOVERNANCE:**

In terms of the Securities and Exchange Board of India (“SEBI”) circular no. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 the compliance of provisions of the revised Clause 49 of the Listing Agreement are not mandatory to the Company for the time being.

**ACKNOWLEDGEMENT**

The directors thank the Company’s employees, customers, vendors, bankers and investors for their continuous support. The directors also thank the, Government of India, the Governments of various States in India and concerned Government departments/agencies for their co-operation.

**On behalf of the Board of Directors**

**Bharat Bhushan Gupta**  
Chairman  
DIN: 00066600

**Mumbai**  
12<sup>th</sup> August, 2015



**ANNEXURE I**  
**REMUNERATION POLICY**

**1.01 Guiding Principles:**

- (i) The terms of employment and remuneration of Managing Director (MD), Wholetime Directors (WTD), Key Management Persons (KMPs) and Senior Management Persons (SMPs) shall be competitive in order to ensure that the Company can attract and retain competent talent.
- (ii) The remuneration Policy shall ensure that:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/ KMPs and SMPs of the caliber required to run the Company successfully.
  - (b) Relationship of remuneration to individual and company performance is clear and meets appropriate performance benchmarks. These benchmarks will be quantified where possible.
  - (c) Remuneration to directors, KMP and SMP involves a balance between fixed and variable pay. The variable pay should be linked to both short and long term performance objectives and goals set by the Company at a corporate and departmental level Variable pay should be linked to quantifiable and measurable targets where possible.
  - (d) The determination of variable pay is a transparent and fair process. Employees should be given feedback regarding their individual performance. This feedback should identify the individual's strengths as well as highlight weaknesses and areas for improvement.
  - (e) Remuneration package is linked to the achievement of corporate performance targets
- (iii) While determining the remuneration and incentives for the MD/ WTD and KMP's, the following shall be considered:
  - (a) pay and employment conditions with peers / elsewhere in the competitive market
  - (b) benchmarking with the industry practices
  - (c) performance of the individual
  - (d) company Performance
- (iv) Rating of individual performance also takes into account integrity, teamwork and relationship with superiors and juniors.
- (v) For the benchmarking with industry practice, criteria of size, profitability and geographical area shall also be given due consideration.
- (vi) The pay structures shall be appropriately aligned across comparable levels in the Company.

**1.02 Remuneration Policy:**

**(1) SMPs & KMPs (other than MD/WTD):**

- (i) Remuneration packages shall be designed in such a manner that:
  - (a) Creates a strong performance-orientated environment and encourages employees to work towards achieving the Company's objectives & goals over the short and long-term.
  - (b) Motivates employees to perform to their maximum potential and recognizes and rewards honesty and hard work.
  - (c) Promotes cooperation and teamwork among employees and encourages employees to mentor and develop their juniors.
  - (d) Attracts good calibre executives in a competitive global market and remunerate executives fairly and responsibly.
- (ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits such as retiral benefits, health care insurance and hospitalisation benefits,
- (iii) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/ trends shall also be given due consideration.
- (iv) The remuneration to be paid shall be recommended by the NRC considering individual and company performance as well as the prevailing market condition.

**(2) MD/WTD:**

- (i) Remuneration to the MD and WTD shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required.
- (ii) The criterion on which the MD and WTD are evaluated shall include:
  - a. Achievement of both short term and long term targets



- b. Profitability
  - c. Growth
  - d. Cash flow and inventory management
  - e. Manufacturing quality and rejections, both in-house and by customers
  - f. Customer relationships
  - g. Development of new business
  - h. Development and empowerment of mid-level management
- (iii) Remuneration shall be evaluated annually against company performance and a benchmark of international and domestic companies, which are similar in size and complexity. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (iv) Remuneration should be structured in a way that encourages the MD and WTD to promote the long term interests of the Company.
- (v) Total remuneration for the MD and WTD shall be comprised of the following:
- (a) Salary (both fixed & variable).
  - (b) Perquisites like house rent allowance, domiciliary medical expenses and club memberships etc.
  - (c) Retirement benefits, made in accordance with applicable laws and policies of the Company.
  - (d) In addition, they shall also be entitled to a Performance Bonus linked to their individual performance and also the performance of the Company.
  - (e) It shall be ensured that total remuneration payable to MD and WTD shall not increase 10% of the net profit of the Company (not exceeding 5% for MD), computed in accordance with Section 198 of the Companies Act, 2013.
- (3) **Non-Executive Director (NEDs):**
- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
  - (ii) NEDs shall also be entitled for payment of commission, if any, as upto the limits permitted in Section 197 of the Companies Act, 2013 and approved by the shareholders from time to time.
  - (iii) IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
  - (iv) The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

**3.00 DIRECTOR AND OFFICER LIABILITY INSURANCE:**

- (i) The Company shall provide an insurance cover to Directors, KMPS & SMPS for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust and the same shall not be treated as a part of remuneration paid to them.
- (ii) The premium paid by the Company for such insurance cover, called for Directors and Officers Liability Insurance Policy, taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

**4.00 APPLICABILITY:**

- (i) This Remuneration Policy shall apply to all existing and future employment agreements with KMPs & SMPs and also with the Directors.
- (ii) In all respects, the Remuneration Policy shall be subject to overall guidance of the Board of Directors. Any departure from the policy shall be approved by the Board.

**5.00 DISCLOSURES:**

The Company shall disclose the following in the Board's report and the Financial Statements:

- (a) In the Board's Report, such particulars as are prescribed under the Companies Act, 2013 and Rules made thereunder and
- (b) In the Corporate Governance Report, the particulars as prescribed in Clause 49 of the Listing Agreement.

**On behalf of the Board of Directors**

**Bharat Bhushan Gupta**  
Chairman  
DIN: 00066600

**Mumbai**  
12<sup>th</sup> August, 2015



**ANNEXURE II  
CRITERIA FOR SELECTION OF CANDIDATES FOR SENIOR MANAGEMENT AND  
MEMBERS ON THE BOARD OF DIRECTORS**

**Introduction:**

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on 29.05.2014 re-constituted the existing Remuneration Committee by changing its nomenclature as Nomination and Remuneration Committee of the Board of Directors (Committee) and also stipulated additional terms of reference in line with the Companies Act, 2013.

The Board has delegated the responsibility to the Committee to formulate the criteria for identification, selection of the candidates fit for the various positions in senior management and who are qualified to be appointed as director on the Board of Directors of the Company.

The Committee has adopted the following criteria for selection of candidates eligible to be appointed in the senior management of the Company and also member on the Board of Directors of the Company.

**Criteria for Selection of Directors:**

The Committee shall, before making any recommendation to the Board for appointment of any director, consider the following;

- the candidate should possess the positive attributes such as Leadership, Industrialist, Business Advisor or such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company;
- the candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges in case of appointment of an independent director;
- the candidate should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, or such other areas or disciplines which are relevant for the Company's business.

**Criteria for Selection of Senior Management Personnel:**

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013.

The Committee shall, before making any recommendation to the Board for appointment, consider the attributes of the candidate set forth below:

- The candidate should have a minimum experience of 2 years in any of the areas viz. banking, infrastructure, financial management, legal, sales, marketing, administration, research, corporate governance, technical operations, or such other areas or disciplines which in the opinion of the management and Committee are relevant for the Company's business;
- The candidate should possess the positive attributes such as leadership skills, decision making skills, effective communication, hard work, commitment and such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company.

If the Committee thought fit and in its opinion finds that the candidate meets the above criteria for appointment in senior management or director on the Board, as the case may be, the Committee shall make its recommendation to the Board.

Any amendment to the above criteria for directors and senior management shall be subject to the prior approval of the Committee and any such amendment shall be informed to the Board of Directors.

**On behalf of the Board of Directors**

**Bharat Bhushan Gupta  
Chairman  
DIN: 00066600**

**Mumbai  
12<sup>th</sup> August, 2015**



**ANNEXURE III**

**Extract of Annual Return as on Financial year ended 31.03.2015**

**[Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and rule 7.10(1)]**

**I. Registration and other details:**

i. CIN Number of the Company:	L74999MH1992PLC067849
ii. Registration Date:	23/07/1992
ii. Name of the Company:	SPECTRA INDUSTRIES LIMITED
ii. Category/ Sub-category of the Company:	Public Company / Limited by shares
iii. Address of Registered office and contact details:	PLOT NO.9, SPECTRA COMPOUND KANCHPADA-2, MALAD (W),MUMBAI-400064 Email: <a href="mailto:info@spectraindustries.in">info@spectraindustries.in</a> Website: <a href="http://www.spectraindustries.in">www.spectraindustries.in</a> Tel: 022 28893933/3394 Fax: 022 28891342
iv. Whether listed company:	Yes
v. Name, Address and contact details of Registrar and Transfer Agent :	<b>Sharex Dynamic India Pvt Ltd,</b> Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai-400072 Ph: 02228516338 / 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: Automobile products	3599	51.56%
2	Trading	1712, 2716	48.44%

**III. Particulars of Holding, Subsidiary and Associate Companies: NIL**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	Percentage of shares held	Applicable Section
	N.A	-	-	-	-

**IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)**

**i. Category wise shareholding:**

Category of Shareholder	As on 01.04.2014		As on 31.03.2015		Changes during the year	
	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares
<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>						
<b>Indian</b>						
Individuals/ Hindu Undivided Family	2532550	35.778	2587067	36.548	54517	0.77
Central Government/ State Government(s)	0.00	0.00	0.00	0.00	0.00	0.00
Bodies Corporate	1356900	19.169	1356900	19.169	0.00	0.00
Financial Institutions/ Banks	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub Total(A)(1)</b>	<b>3889450</b>	<b>54.947</b>	<b>3943967</b>	<b>55.718</b>	<b>54517</b>	<b>0.77</b>
<b>Foreign</b>						





Category of Shareholder	As on 01.04.2014		As on 31.03.2015		Changes during the year	
	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares
Bodies Corporate	0.00	0.00	0.00	0.00	0.00	0.00
Institutions	0.00	0.00	0.00	0.00	0.00	0.00
Qualified Foreign Investor	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub Total(A)(2)</b>	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	3889450	54.947	3943967	55.718	54517	0.77
<b>Public shareholding</b>						
<b>Institutions</b>						
Mutual Funds/ UTI	6700	0.095	6700	0.095	0.00	0.00
Financial Institutions / Banks	0.00	0.00	0.00	0.00	0.00	0.00
Central Government/ State Government(s)	0.00	0.00	0.00	0.00	0.00	0.00
Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00
Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Institutional Investors	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Venture Capital Investors	0.00	0.00	0.00	0.00	0.00	0.00
Qualified Foreign Investor	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Financial institutions	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Mutual Fund	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub-Total (B)(1)</b>	6700	0.095	6700	0.095	0.00	0.00
<b>Non-institutions</b>						
Bodies Corporate	309678	4.375	350648	4.954	40970	0.579
Individuals						
Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1449126	20.472	1455585	20.563	6459	0.091
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1335816	18.871	1249568	17.653	86248	-1.218
Directors & Relatives	0.00	0.00	0.00	0.00	0.00	0.00
Non Resident Indians	72630	1.026	71932	1.016	698	-0.01
Clearing Members	15100	0.213	100	0.001	15000	-0.212



Category of Shareholder	As on 01.04.2014		As on 31.03.2015		Changes during the year	
	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares	Total number of shares	% of total number of shares
<b>Sub-Total (B)(2)</b>	3182350	44.957	3127833	44.187	54517	-0.77
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	3189050	45.053	3134533	44.2852	54517	0.7678
<b>TOTAL (A)+(B)</b>	7078500	100.00	7078500	100.00	0.00	0.00
<b>Shares held by Custodians and against which Depository Receipts have been issued</b>						
Promoter and Promoter Group	0.00	0.00	0.00	0.00	0.00	0.00
Public	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub-Total (C )</b>	0.00	0.00	0.00	0.00	0.00	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>	70,78,500	100.00	70,78,500	100.00	0.00	0.00

ii. **Shareholding of Promoters :**

Sr. No.	Name of the shareholder	AS ON 01.04.2014		AS ON 31.03.2015	
		Number of shares held	%	Number of shares held	%
1	VandanaVinod Gupta	33400	0.472	33400	0.472
2	JaidevVinod Kumar Gupta	501874	7.090	556391	7.860
3	Vinod Kumar Roshanlal Gupta HUF	48800	0.689	48800	0.689
4	Vinod Kumar Roshanlal Gupta	553900	7.825	553900	7.825
5	Anju Gupta	271300	3.833	271300	3.833
6	Shubhmayee Gupta	18500	0.261	18500	0.261
7	Simran Gupta	33000	0.466	33000	0.466
8	Roopshan Textiles Pvt Ltd	96800	1.368	96800	1.368
9	Bharat Bhushan Gupta	666899	9.421	666899	9.421
10	Spectra Motors Ltd	40000	0.565	40000	0.565
11	Bharat Bhushan Gupta (HUF)	233000	3.292	233000	3.292
12	Sumit Gupta	15000	0.212	15000	0.212
13	Rashi Jaidev Gupta	53106	0.750	53106	0.750
14	Jaidev Gupta (HUF)	13010	0.184	13010	0.184
15	SheelaVinod Gupta	90761	1.282	90761	1.282
16	Prakash Heat Treatment & Ind Pvt	745000	10.525	745000	10.525
17	Roshan Steel Ind Pvt Ltd	174100	2.460	174100	2.460
18	Roshanlal Gupta & Sons Ltd	301000	4.252	301000	4.252
	<b>Total</b>	3889450	54.947	3943967	55.718



iii. **Change in Promoters' Shareholding:**

Sr. No.		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
	At the beginning of the year	3889450	54.947	3889450	54.947
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	See the details below	See the details below	See the details below	See the details below
	At the end of the year	3943967	55.717	3943967	55.717

Sr. No.	Name	Shareholding		Date	Increasing/ Decreasing in Shareholdig	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015)	% of total shares of the company				No. of Shares	% of total Shares of the Company
1	Jaidev Vinod Kumar Gupta	501874 0 556391	7.09 0 7.86	1/4/2014 25/7/2014 31/3/2015	0 0 0	Sale	501874 556391 556391	7.09 7.86 7.86

iv. **Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	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
1.	VARJU INVESTMENT PRIVATE LTD	237957	3.362	237957	3.362
2.	SANGEETA GUPTA	81000	1.144	81000	1.144
3.	CHANDRABHAN SAMARBAHADUR SINGH	167084	2.36	167084	2.36
4.	MAHESH JETHALAL DOSHI	42537	0.601	42537	0.601
5.	SANJU AJAY AGARWAL	*68103	0.962	*48493	0.685
6.	RAMNARAIN GUPTA	100000	1.413	100000	1.413
7.	JIGAR PRAVEEN THAKKAR DATTANI	40162	0.567	40162	0.567
8.	ANITA DEEPAK SARAF	192661	2.722	192661	2.722
9.	MAYUR DASHRATH PANCHAL	98775	1.395	98775	1.395
10.	RAHUL CHANDRABHAN SINGH	171170	2.418	171170	2.418

\* The change in shareholding of Sanju Agarwal is due to sale of 4496, 275, 14839 shares on 20.02.2015, 27.02.2015 and 13.03.2015 respectively.



v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	Folio/ Beneficiary Account no	Name of the ShareHolder	Date	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
1.	00478796	Jaidev Vinod kumar Gupta		AT THE BEGINING O F THE YEAR	556391	7.860	556391	7.860
				AT THE END OF THE YEAR	556391	7.860	556391	7.860
2.	00497247	Vinod Kumar Roshanlal Gupta		AT THE BEGINING O F THE YEAR	553900	7.825	553900	7.825
				AT THE END OF THE YEAR	553900	7.825	553900	7.825
3.	10137654	Bharat Bhushan Gupta		AT THE BEGINING O F THE YEAR	666899	9.421	666899	9.421
				AT THE END OF THE YEAR	666899	9.421	666899	9.421
Key Managerial Personnel								
1	N.A			AT THE BEGINNING OF THE YEAR	--	--	--	--
				AT THE END OF THE YEAR	--	--	--	--

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	1729.14	247.50	-	1976.64
ii. Interest due but not paid				
iii. Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
i. Addition	590.23	41.40		631.63
ii. Reduction	634.89	22.88		657.77
Net Change	(44.66)	18.52		(26.14)
Indebtedness at the end of the financial year				
i. Principal Amount	1653.25	266.02		1919.27
ii. Interest due but not paid	31.23	-		31.23
iii. Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>1684.48</b>	<b>266.02</b>		<b>1950.50</b>



**VI. Remuneration of Directors and Key Managerial Personnel:**

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

(Rs.in lakhs)

	<b>Shri. Vinod Kumar Gupta Managing Director</b>	<b>Shri. Jaidev Vinod Kumar Gupta Executive Director &amp; CFO</b>
Basic Salary	12,00,000/-	Did not draw any remuneration during the year.
Perquisites	33,581/-	-
Incentives	-	-
Others, please specify	-	-
Total (A)	12,33,581	-
Ceiling as per the Act.	Within the limits of Schedule V of the Act, 2013	-

**B. Remuneration to other Directors**

<b>NAME OF DIRECTORS</b>	<b>Remuneration (Rs)</b>	<b>Sitting Fees (Rs.)</b>	<b>Commission (Rs.)</b>
<b>Independent Directors</b>			
Mr. C.J.Kotcher	-	15,500/-	-
Mr.P.S.Chandok	-	21,500/-	-
Mr.Awinash Arondekar	-	21,500/-	-
Mr. Sanjeev Chirania	-	20,000/-	-
<b>TOTAL (B1)</b>		<b>1,15,500/-</b>	
<b>Other Directors</b>			
Mr. Bharat Bhushan Gupta	-	12,500/-	-
Mr. Jaidev Gupta	-	7,500/-	-
<b>TOTAL (B2)</b>		<b>20,000/-</b>	
<b>TOTAL B1+B2</b>		<b>1,35,500/-</b>	

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

	<b>Mrs. Archana Panchal Company Secretary</b>	<b>Mr. Jaidev Vinod Kumar Gupta - CFO</b>
Basic Salary	3,74,400/-	-
Perquisites	37,800/-	-
Incentives	3,500/-	-
Others, please specify	-	-
Total (A)	4,15,700/-	-

**VII. Penalties/ Punishment/ Compounding of Offences - NONE**

On behalf of the Board of Directors

Mumbai  
12<sup>th</sup> August, 2015

**Bharat Bhushan Gupta**  
Chairman  
DIN: 00066600



**ANNEXURE IV**

**FORM No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

(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 Spectra Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 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 herein after:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Spectra Industries Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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, 1992; and
- (v) Other laws applicable to the Company as per the representations made by the Company.

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

- (i) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings was not applicable for the financial year ended 31<sup>st</sup> March, 2015.
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the filing of Form MGT-14 in respect of some of the resolutions passed by the Board of Directors of the Company on 23<sup>rd</sup> July, 2014 has been filed on 25<sup>th</sup> June, 2015.

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 at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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 as represented by the Company and relied upon by us 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 etc:

We further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Parikh Parekh & Associates  
Company Secretaries**

Signature:

Place: Mumbai

Name of Company Secretary: J.U.Poojari

Date: 12.08.2015

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 Parekh & Associates  
Company Secretaries**

Signature:

Place: Mumbai

Name of Company Secretary: J.U.Poojari

Date: 12.08.2015

FCS No: 8102 CP No: 8187



**ANNEXURE V**

**PARTICULARS OF EMPLOYEES**

**A. 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:

Non-executive directors	Ratio to median remuneration
<b>None of the Non-executive Directors were paid any remuneration during the year except sitting fees.</b>	

<b>Executive Directors</b>	
<b>Mr. Vinod Kumar Gupta (Managing Director)</b>	100:15
Mr. Jaidev Gupta (Executive Director & CFO)	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	<b>N.A</b>
Executive Director & Chief Financial Officer	N.A (Did not draw any remuneration during the year)
Archana Panchal	<b>4%</b>

- (c) The percentage increase in the median remuneration of employees in the financial year: 4%

- (d) The number of permanent employees on the rolls of company: 109

- (e) The explanation on the relationship between average increase in remuneration and company performance:

The average wage hike has been upto 4% to 6%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects company performance, the performance pay is also linked to organization performance and individual utilization in addition to individual performance.

- (f) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY15	Vinod Kumar Gupta (Managing Director)	Jaidev Gupta (Executive Director and CFO)	Archana Panchal (Company Secretary)
Revenue (Rs. crore)	110.52	Did not draw any remuneration during the year.	110.52
Remuneration of KMPs (as % of revenue)	0.112%		0.038%.
Profit before Tax (PBT) (Rs)	7,49,566		7,49,566
Remuneration of KMP (as % of PBT)	164.5 %		55.43%

- (g) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation (Rs. crore)	6.41	4.97	28.97
Price Earnings Ratio	30.16	(4.59)	-

- (h) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2015	(IPO)	% Change*(?)
Market Price (BSE)	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>





- (i) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average annual increment was around 4%.

However, increase in no. of employees during the course of the year, the total increase is approx 24.50%, after accounting for promotions and other event based compensation revisions.

Increase in the managerial remuneration for the year was 4%.

- (j) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Vinod Kumar Gupta (Managing Director)	Jaidev Gupta (Executive Director and CFO)	Archana Panchal (Company Secretary)
Remuneration in FY15 (Rs. crore)	0.12	Did not draw any remuneration during the year.	0.042
Revenue (Rs. crore)	110.52		110.52
Remuneration as % of revenue	0.11%		0.04%
Profit before Tax (PBT) (Rs.)	749566		749566
Remuneration (as % of PBT)	160%		56%

- (k) The key parameters for any variable component of remuneration availed by the directors:

**NIL**

- (l) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

**NIL**

- (m) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company affirms remuneration is as per the remuneration policy of the Company.

- (n) Particulars of employees as required under Section 197 of the Companies Act, 2013 in respect of employees of the Company in terms of Section 136 of the Companies Act, 2013 is not given as no employee is in receipt of remuneration of Rs. 60,00,000/-.

**On behalf of the Board of Directors**

**Bharat Bhushan Gupta**  
Chairman  
DIN: 00066600

**Mumbai**  
12<sup>th</sup> August, 2015



**ANNEXURE VI**

FORM AOC2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis –

During the year the Company has not entered into any fresh related party transactions covered under Section 188(1) of the Act.

The details of transactions approved by the Board of Directors prior to 01.04.2014 and transacted during the year are given hereunder:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions-	Duration of contracts / arrangements/ transactions	Salient terms of contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Spectra Motors Limited	Motor Car expenses	-	40,324/-	17/02/2014	-	-
Spectra Auto	Repair and maintenance	-	16629/-	17/02/2014	-	-

Details of material contracts or arrangement or transactions at arms length basis- No material transactions or contracts were entered during the year by your company.

(a) Name(s) of the related party and nature of relationship -NIL

**On behalf of the Board of Directors**

**Bharat Bhushan Gupta**  
Chairman

**DIN: 00066600**

**Mumbai**  
**12<sup>th</sup> August, 2015**



**DISCLOSURE OF DETAILS OF MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES HELD AND ATTENDED BY DIRECTORS AS REQUIRED UNDER SECRETARIAL STANDARD 1.**

**MEETING OF THE BOARD OF DIRECTORS**

The dates of the meetings were 30.05.2014, 23.07.2014, 13.08.2014, 14.11.2014 and 10.02.2015.

Name of the Director	No. of Board Meetings attended
Shri. Vinod Kumar Gupta	5
Shri. Jaidev Gupta	5
Shri. Bharat Bhushan Gupta	5
Shri.A.MArondekar	5
Shri. C.J. Kotcher	5
Shri. P.S. Chandok	5
Smt. Priya Makhija (w.e.f 10.03.2015)	NIL
Shri. Sanjeev Chirania	5

**AUDIT COMMITTEE**

The dates of the meetings were - 30.05.2014, 13.08.2014, 14.11.2014 and 10.02.2015.

Composition	Meetings attended
Shri. A. M. Arondekar	4
Shri. P. S. Chandok	4
Shri. Sanjeev Chirania	4

**NOMINATION AND REMUNERATION COMMITTEE**

The Date of the Meeting was 10.02.2015

Composition	Meetings attended
Shri. A. M. Arondekar	1
Shri. C. J. Kotcher	1
Shri. P. S. Chandok	1

**SHARE TRANSFERS AND STAKEHOLDERS RELATIONSHIP COMMITTEE**

The date of the Meetings were 30.05.2014, 13.08.2014, 14.11.2014 and 10.02.2015

Composition	Meetings attended
Shri. Vinod Kumar Gupta	4
Shri. Bharat Bhushan Gupta	4
Shri. P.S. Chandok	4



## **Independent Auditors' Report**

### **To the Members of**

Spectra Industries Limited

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Spectra Industries Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the

overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

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 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 31 March 2015 and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. 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 31 March 2015 taken on records by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f. 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 :
  - g. the Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note no. 27 for Rs.69.65 Lacs to the financial statements;

**For D.K.ROONGTA & COMPANY**  
**Chartered Accountants**

**DINESH K ROONGTA**  
**(Proprietor)**  
**(Membership No.100/17679)**  
**(Firm Reg No.108871W)**

**Place : Mumbai**

**Date : 28.05.2015**



### **Independent Auditors' Report**

**Annexure referred to in paragraph of audit report on Other Legal and Regulatory Requirements of even date**

**Re: Spectra Industries Limited ('the Company')**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of assets. No material discrepancies were noticed on such verification.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in the internal control system of the Company in respect of these areas.
- v. The Company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the trading and services rendered by the Company.
- vii. According to the information and explanations given to us and on basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, customs duty, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- viii. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current year but immediately preceding financial year Company has incurred cash losses.
- ix. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to bank. The Company has no outstanding dues in respect of financial institution or debenture holders.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi. The Company has term loans outstanding during the year.
- xii. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**For D.K.ROONGTA & COMPANY**  
**Chartered Accountants**

**Place : Mumbai**  
**Date : 28.05.2015**

**DINESH K ROONGTA**  
**(Proprietor)**  
**(Membership No.100/17679)**  
**(Firm Reg No.108871W)**

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, customs duty, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from date they became payable.



**SPECTRA INDUSTRIES LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amount In Rs.)

	Note	As At 31.03.2015	As At 31.03.2014
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders Fund</b>			
Share Capital	1	70,785,000	70,785,000
Reserves & Surplus	2	49,166,377	47,016,868
<b>Share Application Money Pending Allotment</b>			
<b>Non-Current Liabilities</b>			
Long Term Borrowings	3	69,981,744	80,988,515
Deferred Tax Liability (Net)	4	7,597,608	8,753,985
<b>Current Liabilities</b>			
Short Term Borrowings	5	125,067,564	116,675,838
Trade Payables	6	386,813,026	199,207,788
Other Current Liabilities	7	15,848,175	71,205,702
Short Term Provisions	8	5,177,450	8,123,500
<b>TOTAL</b>		<b>730,436,944</b>	<b>602,757,196</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	9	64,739,502	73,797,532
Intangible Assets	9	425,763	996,955
Capital Work-in-Progress	9	56,436,207	32,538,835
Non-Current Investments	10	9,332,979	9,332,979
Long Term Loans and Advances	11	53,343,904	25,331,816
<b>Current Assets</b>			
Inventories	12	93,771,205	71,874,022
Trade Receivables	13	403,420,074	338,631,648
Cash and Bank Balances	14	35,222,005	26,262,729
Short Term Loans and Advances	15	13,745,305	23,990,680
<b>TOTAL</b>		<b>730,436,944</b>	<b>602,757,196</b>

Significant Accounting Policies  
Notes on Financial Statements

1 to 27

As per our Report of even date  
For **D.K. ROONGTA & COMPANY**  
Chartered Accountants

**DINESH K. ROONGTA**  
(Membership No.100/17679) (Firm Reg No.108871W)  
(Proprietor)

Place : **Mumbai**  
Date : **28.05.2015**

For and on behalf of the Board

**Bharat Bhushan Gupta** - Chairman  
**Vinod Kumar Gupta** - Managing Director  
**Jaidev Gupta** - Executive Director & CFO  
**A. M. Arondekar** - Director  
**Priya Makhija** - Director  
**Champalal kotcher** - Director  
**Archana Panchal** - Company Secretary



**SPECTRA INDUSTRIES LIMITED**  
**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount In Rs.)

	Note	As At 31.03.2015	As At 31.03.2014
<b>INCOME</b>			
Revenue from Operations	16	1,091,675,065	689,659,480
Other Income	17	13,482,671	5,204,756
<b>Total Revenue</b>		<b>1,105,157,736</b>	<b>694,864,236</b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	18	510,076,976	297,859,572
Purchase of Stock-in-Trade		519,064,480	356,702,993
Changes in Inventories of Finised Goods, Stock-in-Process and Stock-in-Trade	19	-	(9,840)
Employee Benefits Expense	20	20,579,926	16,823,467
Finance Costs	21	20,399,108	13,904,938
Depriciation and Amortisation Expense	22	8,852,034	5,248,665
Other Expenses	23	25,435,646	15,076,378
<b>Total Expenses</b>		<b>1,104,408,170</b>	<b>705,606,173</b>
Profit / (Loss) Before Tax		<b>749,566</b>	<b>(10,741,937)</b>
<b>Tax Expenses</b>			
Current Tax		(200,000)	-
Deferred Tax		1,156,377	(102,364)
Income Tax for Earlier Year		443,566	-
<b>Profit / (Loss) for the year</b>		<b>2,149,509</b>	<b>(10,844,301)</b>
<b>Earnings per equity share of face value of Rs.10 each</b>			
Basic and Diluted (in Rs)	26	0.30	(1.53)
Significant Accounting Policies Notes on Financial Statements	1 to 27		

As per our Report of even date  
For **D.K. ROONGTA & COMPANY**  
**Chartered Accountants**

**DINESH K. ROONGTA**  
(Membership No.100/17679) (Firm Reg No.108871W)  
(Proprietor)

Place : **Mumbai**  
Date : **28.05.2015**

For and on behalf of the Board

**Bharat Bhushan Gupta** - Chairman  
**Vinod Kumar Gupta** - Managing Director  
**Jaidev Gupta** - Executive Director & CFO  
**A. M. Arondekar** - Director  
**Priya Makhija** - Director  
**Champalal kotcher** - Director  
**Archana Panchal** - Company Secretary



**SPECTRA INDUSTRIES LIMITED  
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015**

(Amount In Rs.)

PARTICULARS	Year Ended 31.03.2015		Year Ended 31.03.2014	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax as per Profit and Loss Account		749,566		(10,741,937)
Adjustments for :				
Net Prior Year Adjustments		-		-
Loss on Sale / Discard of Assets (net)	8,552			-
Depreciation and Amortisation Expense	8,852,034		5,248,665	
Interest Income	(4,344,472)		(2,186,692)	
Finance Costs	13,170,097		10,228,272	
Rent Income	(65,195)		(59,150)	
		<b>17,621,016</b>		<b>13,231,095</b>
<b>Operating Profit before Working Capital changes :</b>		<b>18,370,582</b>		<b>2,489,158</b>
<b>Adjustments for :</b>				
Inventories	(21,897,183)		5,560,198	
Trade and other Receivables	(84,335,510)		16,309,880	
Trade and other Payables	132,351,661		(21,133,785)	
		<b>26,118,968</b>		<b>736,293</b>
<b>Cash generated from Operations</b>		<b>44,489,550</b>		<b>3,225,451</b>
Net Prior Year Adjustments		-		-
Tax Paid		(1,026,063)		(1,783,060)
Deferral Sales Tax		(8516402)		2,233,163
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>34,947,085</b>		<b>3,675,554</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets		(24,173,180)		(18,897,318)
Sale of Fixed Assets		1,044,444		-
Purchase of Investments		-		-
Sale of Investments		-		-
Interest Income		4,344,472		2,186,692
Dividend Income		-		-
Rent Income		65,195		59,150
Misc Expenditure		-		-
<b>NET CASH FROM INVESTMENT ACTIVITIES</b>		<b>(18,719,069)</b>		<b>(16,651,476)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Issue of Share Capital		-		-
Short Term/Long Term Borrowings (net)		4,974,525		52,029,060
Finance Costs		(13,170,097)		(10,228,272)
<b>NET CASH FROM FINANCING ACTIVITIES</b>		<b>(8,195,572)</b>		<b>41,800,788</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>8,032,444</b>		<b>28,824,866</b>

(Amount In Rs.)

PARTICULARS	Year Ended 31.03.2015		Year Ended 31.03.2014	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>Cash and Cash Equivalents Opening Balance :</b>				
Cash and Bank Balance	26,262,729		20,925,976	
Cash Credit Accounts	(121,448,206)	(95,185,477)	(144,936,319)	(124,010,343)
<b>Cash and Cash Equivalents Closing Balance :</b>				
Cash and Bank Balance	35,222,005		26,262,729	
Cash Credit Accounts	(122,375,038)	(87,153,033)	(121,448,206)	(95,185,477)

As per our Report of even date  
For **D.K. ROONGTA & COMPANY**  
Chartered Accountants

For and on behalf of the Board

**DINESH K. ROONGTA**  
(Membership No.100/17679) (Firm Reg No.108871W)  
(Proprietor)

**Bharat Bhushan Gupta** - Chairman  
**Vinod Kumar Gupta** - Managing Director  
**Jaidev Gupta** - Executive Director & CFO  
**A. M. Arondekar** - Director  
**Priya Makhija** - Director  
**Champalal kotcher** - Director  
**Archana Panchal** - Company Secretary

Place : **Mumbai**  
Date : **28.05.2015**





**I. SIGNIFICANT ACCOUNTING POLICIES**

**(a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention.

**(b) Fixed Assets :**

Fixed Assets are shown at cost less depreciation. Cost comprises the purchase price and other attributable expenses.

**(c) 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.

**(d) Inventories :**

Inventories are valued at lower of cost and net realisable value. The method of valuation of various categories of Inventories is as below :

- (i) Raw Material - At Cost
- (ii) Finished goods and work in progress - At lower of cost or net realisable value
- (iii) Scrap - At Realisable value

**(e) Taxation:**

- (i) Provision for current taxation has not been made on the basis of estimated tax liability in accordance with the Income tax laws prevailing for the relevant assessment year.
- (ii) Deferred tax resulting from timing differences between book and tax profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date.

**(f) Foreign Currency Transactions:**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Foreign currency assets and liabilities are rated at the date of Balance Sheet. Any gain or loss arising out of settlement of foreign currency transactions are charged to the Profit and Loss Account.

**(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) Settlement of dispute either in income or expenditure is taken on Cash basis.**

**(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.**

**(m) Long term investments are stated at cost.**

**(n) Miscellaneous Expenditure :**

Miscellaneous expenditure includes Business development expenses and Lease hold expenses which are charged according to the period of benefit.

**II Contingent Liabilities in respect of :**

As At 31.03.2015 As At 31.03.2014

Claims against the Company not acknowledged as debts hence not provided. **NIL** 9,30,500

**III Balance on account of suppliers & sundry debtors, creditors and loans and advances are subject to confirmation.**

**IV The Company has filed suit for the recovery of Rs.69,64,541/- against its debtor and the same is pending with the court. The Management is confident to recover the said amount.**

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



**Notes on Financial Statements for the Year ended 31st March, 2015**

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

**(Amount In Rs.)**

	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>		
<b>1 SHARE CAPITAL</b>				
<b>Authorised Share Capital :</b>				
8000000 Equity Shares of Rs.10/- each	80,000,000	80,000,000		
	<b>80,000,000</b>	<b>80,000,000</b>		
7078500 Equity Shares of Rs.10/- each	70,785,000	70,785,000		
	<b>70,785,000</b>	<b>70,785,000</b>		
<b>1.1 Details of Shareholding more than 5% shares:</b>				
<b>Name of Shareholder</b>	<b>No.of Shares</b>	<b>%</b>	<b>No.of Shares</b>	<b>%</b>
Bharat Bhushan Gupta	666,899	9	666,899	9
Jaidev Vinodkumar Gupta	556,391	8	501,874	7
Vinodkumar Roshanlal Gupta	553,900	8	553,900	8
Prakash Heat Treatment & Ind Pvt Ltd	745,000	11	745,000	11
<b>2 RESERVES AND SURPLUS</b>				
<b>Capital Reserve</b>				
As per last Balance Sheet	3,000,000		3,000,000	
<b>General Reserve</b>				
As per last Balance Sheet	17,000,000		17,000,000	
<b>Profit and Loss Account</b>				
As per last Balance Sheet	27,016,868		37,861,169	
Add : Profit for the year	2,149,509		(10,844,301)	
	<b>29,166,377</b>		<b>27,016,868</b>	
<b>TOTAL</b>	<b>49,166,377</b>		<b>47,016,868</b>	
<b>3 LONG TERM BORROWINGS</b>				
<b>Secured</b>				
Deferred Sales Tax Loan (SICOM)	9,385,685		17,902,087	
(As per Scheme 1988)				
LIC of India (Loan taken against Key Man Policy)	36,686,585		33,564,060	
HDFC Bank Ltd (Term Loan against Property)	23,909,474		29,522,368	
<b>TOTAL</b>	<b>69,981,744</b>		<b>80,988,515</b>	



**Notes on Financial Statements for the Year ended 31st March, 2015**

**(Amount In Rs.)**

	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>4 <u>DEFERRED TAX LIABILITY (Net)</u></b>		
<b>Deferred Tax Liability</b>		
Related to fixed assets	7,597,608	8,753,985
<b>TOTAL</b>	<b>7,597,608</b>	<b>8,753,985</b>
<b>5 <u>SHORT TERM BORROWINGS</u></b>		
<b>Secured</b>		
<b>Working Capital Loans</b>		
<b>From Banks</b>		
<b>A <u>Loan received from Banks</u></b>		
Bank of India	67,539,409	41,673,551
HDFC Bank Ltd	28,482,264	66,363
ICICI Bank Ltd	820,086	-
ICICI Bank Ltd	826,314	1,260,026
ICICI Bank Ltd (Salary)	797,491	-
Federal Bank Ltd	-	48,925,898
<b>Unsecured</b>		
<b>B <u>Loans from related parties</u></b>		
Bharat Bhushan Gupta	5,000,000	5,000,000
Jaidev V.Gupta	2,500,000	-
Roopshan Textiles Pvt Ltd	12,462,000	14,750,000
Vinod Kumar Gupta	6,640,000	5,000,000
<b>TOTAL</b>	<b>125,067,564</b>	<b>116,675,838</b>
<b>5.1 Secured against Hypothecation of Stock of Raw Material, Work in Progress &amp; Finished Goods &amp; Sundry Debtors</b>		
<b>5.2 Funding Loan secured by hypothecation of present and future stock of Vehicles</b>		
<b>5.3 Secured against Hypothecation of Vehicles</b>		
<b>6 <u>TRADE PAYABLES</u></b>		
Due to Micro and Small Enterprises	-	-
Other than Micro and Small Enterprises	386,813,026	199,207,788
<b>TOTAL</b>	<b>386,813,026</b>	<b>199,207,788</b>



**Notes on Financial Statements for the Year ended 31st March, 2015**

**(Amount In Rs.)**

	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>7 OTHER CURRENT LIABILITIES</b>		
Creditors for Capital Expenditures	52,156	156,018
Other Payable	15,796,019	71,049,684
<b>TOTAL</b>	<b>15,848,175</b>	<b>71,205,702</b>

**8 SHORT TERM PROVISIONS**

Gratuity	1,477,450	1,373,500
Taxation	3,700,000	6,750,000
<b>TOTAL</b>	<b>5,177,450</b>	<b>8,123,500</b>

**(Amount In Rs.)**

**9 FIXED ASSET**

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01.04.2014	Addition during the year	Deductions during the year	Cost as on 31.03.2015	Upto 01.04.2014	Deductions during the year	For the Year	Total as on 31.03.2015	As on 31.03.2015	As on 31.03.2014
1	Land & Building	72,463,493	-	-	72,463,493	24,983,899	-	2,214,667	27,198,566	45,264,927	47,479,594
2	Plant & Machinery	38,982,017	-	-	38,982,017	25,192,919	-	3,859,598	29,052,517	9,929,500	13,789,098
3	Electric Installations	7,162,932	61,500	-	7,224,432	6,035,663	-	1,097,152	7,132,815	91,617	1,127,269
4	Furniture & Fixtures	1,544,552	122,643	-	1,667,195	725,331	-	59,161	784,492	882,703	819,221
5	Office Equipments	10,549,161	25,081	1,222,234	9,352,008	1,773,614	169,238	826,675	2,431,051	6,920,957	8,775,547
6	Computers	1,181,323	42,966	-	1,224,289	969,629	-	170,862	1,140,491	83,798	211,694
7	Tools & Dies	4,854,677	23,618	-	4,878,295	4,195,444	-	52,727	4,248,171	630,124	659,233
8	Flat at Dombivali	935,876	-	-	935,876	-	-	-	-	935,876	935,876
		<b>137,674,031</b>	<b>275,808</b>	<b>1,222,234</b>	<b>136,727,605</b>	<b>63,876,499</b>	<b>169,238</b>	<b>8,280,842</b>	<b>71,988,103</b>	<b>64,739,502</b>	<b>73,797,532</b>
	Previous Year	<b>133,180,441</b>	<b>4,493,590</b>	<b>-</b>	<b>137,674,031</b>	<b>59,199,026</b>	<b>576,736</b>	<b>5,254,209</b>	<b>63,876,499</b>	<b>73,797,532</b>	<b>73,981,415</b>
	<b>INTANGIBLE ASSETS AND LEASE HOLD ASSETS :</b>										
1	Addition to Leasehold Premises at Kashmir	1,728,228	-	-	1,728,228	1,076,069	-	391,296	1,467,365	260,863	652,159
2	Bussiness Development Expenses	884,480	-	-	884,480	539,684	-	179,896	719,580	164,900	344,796
	<b>TOTAL (B)</b>	<b>2,612,708</b>	<b>-</b>	<b>-</b>	<b>2,612,708</b>	<b>1,615,753</b>	<b>-</b>	<b>571,192</b>	<b>2,186,945</b>	<b>425,763</b>	<b>996,955</b>
	Previous Year	<b>2,612,708</b>	<b>-</b>	<b>-</b>	<b>2,612,708</b>	<b>1,044,561</b>	<b>-</b>	<b>571,192</b>	<b>1,615,753</b>	<b>996,955</b>	<b>1,568,147</b>
	<b>TOTAL A +B</b>	<b>140,286,739</b>	<b>275,808</b>	<b>1,222,234</b>	<b>139,340,313</b>	<b>65,492,252</b>	<b>169,238</b>	<b>8,852,034</b>	<b>74,175,048</b>	<b>65,165,265</b>	<b>74,794,487</b>
	Previous Year A+B	<b>135,793,149</b>	<b>4,493,590</b>	<b>-</b>	<b>140,286,739</b>	<b>60,243,587</b>	<b>576,736</b>	<b>5,825,401</b>	<b>65,492,252</b>	<b>74,794,487</b>	<b>75,549,562</b>
	Work in Progress	32,538,835	23,897,372	-	56,436,207	-	-	-	-	56,436,207	32,538,835



**Notes on Financial Statements for the Year ended 31st March, 2015**

**(Amount In Rs.)**

	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>10 <u>NON-CURRENT INVESTMENTS</u></b>		
(Long Term Investments)		
Trade Investments (At Cost)		
In Equity Shares Quoted, fully paid up		
1985117 (1985117) Pal Credit & Capital Ltd of	9,332,629	9,332,629
Rs.10/- each		
(Market Value of Quoted Shares Rs.4645174/-)		
(Rs.3176187/-)		
In Equity Shares Unquoted, fully paid up		
Chandresh Avenue (C&D) Chs Ltd	350	350
<b>TOTAL</b>	<b>9,332,979</b>	<b>9,332,979</b>
<b>11 <u>LONG TERM LOANS AND ADVANCES</u></b>		
(Unsecured and Considered Good)		
Capital Advances	53,343,904	25,331,816
<b>TOTAL</b>	<b>53,343,904</b>	<b>25,331,816</b>
<b>12 <u>INVENTORIES</u></b>		
Raw Materials and Parts	53,169,119	31,271,936
Stock-in-Process	1,021,210	1,021,210
Finished Goods	112,784	112,784
Scrap	252,642	252,642
Stores & Spares	626,271	626,271
Stock in Trade	38,589,179	38,589,179
<b>TOTAL</b>	<b>93,771,205</b>	<b>71,874,022</b>
<b>13 <u>TRADE RECEIVABLES</u></b>		
(Unsecured and Considered Good)		
Over Six months	193,477,324	246,815,859
Others	209,942,750	91,815,789
<b>TOTAL</b>	<b>403,420,074</b>	<b>338,631,648</b>



**Notes on Financial Statements for the Year ended 31st March, 2015**

**(Amount In Rs.)**

	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>14 CASH AND BANK BALANCES</b>		
Balance with Banks	160,106	10,911,735
Cash on Hand	6,191,575	333,319
Fixed deposits with banks	28,870,324	15,017,675
<b>TOTAL</b>	<b>35,222,005</b>	<b>26,262,729</b>
<b>15 SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and Considered Good)		
Balance with Income Tax Department	4,333,905	6,114,276
Balance with Govt./Semi Govt.Dept	45,143	45,143
Deposits	1,524,910	1,294,910
Others Advances	7,841,347	16,536,351
<b>TOTAL</b>	<b>13,745,305</b>	<b>23,990,680</b>
<b>16 REVENUE FROM OPERATIONS</b>		
Sales of Products	1,083,712,719	685,686,450
Income from Services	7,962,346	4,101,400
	1,091,675,065	689,787,850
Less : Excise Duty	-	128,370
<b>TOTAL</b>	<b>1,091,675,065</b>	<b>689,659,480</b>
<b>17 OTHER INCOME</b>		
Interest		
From Current Investments	4,344,472	2,186,692
Others	9,138,199	3,018,064
<b>TOTAL</b>	<b>13,482,671</b>	<b>5,204,756</b>



**Notes on Financial Statements for the Year ended 31st March, 2015**

	<b>(Amount In Rs.)</b>	
	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>18 COST OF MATERIALS CONSUMED</b>		
Opening Stock	31,271,936	56,944,345
Add : Purchase	545,015,198	288,600,866
	576,287,134	345,545,211
Less : Closing Stock	53,169,118	31,271,936
Total Value	523,118,016	314,273,275
Less : Transferred to Fixed Assets	-	527,629
Less : Trade Discount	13,041,040	15,886,074
	510,076,976	297,859,572
<b>TOTAL</b>	<b>510,076,976</b>	<b>297,859,572</b>
Indigenous	510,076,976	297,859,572
Imported	-	-
	<b>510,076,976</b>	<b>297,859,572</b>
<b>19 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK- IN-TRADE</b>		
<b>Inventories (at close)</b>		
Finished Goods / Stock-in-Trade	355,586	355,586
Stock-in-Process	1,021,210	1,021,210
<b>Inventories (at commencement)</b>		
Finished Goods / Stock-in-Trade	355,586	365,426
Stock-in-Process	1,021,210	1,021,210
<b>TOTAL</b>	<b>0</b>	<b>9840</b>
<b>20 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and Wages	16,583,467	13,318,222
Contribution to Provident and Other Funds	888,840	471,090
Staff Welfare Expenses	758,778	1,024,567
Security Charges	203,745	179,725
Others	2,145,096	1,829,863
<b>TOTAL</b>	<b>20,579,926</b>	<b>16,823,467</b>



**Notes on Financial Statements for the Year ended 31st March, 2015**

**(Amount In Rs.)**

	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>21 FINANCE COSTS</b>		
Interest Expenses	13,170,097	10,228,272
Others	7,229,011	3,676,666
<b>TOTAL</b>	<b>20,399,108</b>	<b>13,904,938</b>
<b>22 DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation and Amortisation	8,852,034	5,248,665
<b>TOTAL</b>	<b>8,852,034</b>	<b>5,248,665</b>
<b>23 OTHER EXPENSES</b>		
<b>Manufacturing expenses</b>		
Electricity, Water & Gas Charges	2,286,835	1,604,619
Labour Charges	1,957,251	828,970
Packing Charges	-	7,800
Repair & Maintainance	1,126,691	1,112,794
Stores & Spares Consumed	2,158,440	205,354
Transportation Charges	1,274,336	1,187,618
Lease Rent	1	1
<b>TOTAL</b>	<b>8,803,554</b>	<b>4,947,156</b>
<b>Selling and Distribution Expenses</b>		
Selling and Distribution Expenses	4,057,826	2,482,887
	<b>4,057,826</b>	<b>2,482,887</b>
<b>Establishment Expenses</b>		
Professional fees	2,188,872	916,123
General Expenses	7,388,050	3,997,187
Rent	887,616	1,048,566
Insurance	341,795	238,241
Rates & Taxes	525,065	368,546
Travelling Expenses	1,044,598	881,042
Payment to Auditors	198,270	196,630
	<b>12,574,266</b>	<b>7,646,335</b>
<b>TOTAL</b>	<b>25,435,646</b>	<b>15,076,378</b>





**Notes on Financial Statements for the Year ended 31st March, 2015**

**(Amount In Rs.)**

	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>23.1 PAYMENTS TO AUDITORS AS :</b>		
a As Auditors	85,910	84,270
b Statutory Audit Fees	84,270	84,270
c Tax Audit Fees	28,090	28,090
<b>TOTAL</b>	<b>198,270</b>	<b>196,630</b>
<b>23.2 EXPENDITURE IN FOREIGN CURRENCY</b>		
PURCHASES	-	6,086,664
TRAVELLING EXPENSES	-	-
<b>TOTAL</b>	<b>-</b>	<b>6,086,664</b>
<b>24 EARNINGS PER SHARE (EPS)</b>		
i Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	2,149,509	(10,844,301)
ii Numbers of equity shares	7,078,500	7,078,500
iii Basic and Diluted Earnings per share	0.30	(1.53)
iv Face Value per equity share	10/-	10/-
<b>25 EARNINGS IN FOREIGN EXCHANGE</b>	-	-
<b>EXPENDITURE IN FOREIGN CURRENCY</b>		
Import Purchase (On C.I.F Value)	-	6,086,664
<b>26 RELATED PARTY DISCLOSURES :</b>		

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below :

List of related parties where control exists and related parties with whom transactions have taken place and relationships :

<b>i Name of the Related Party</b>	<b>Relationship</b>
1 M.M.Developers	Control Exists
Nasik Super Tool Co Pvt Ltd	"
Roopshan Textiles Pvt Ltd	"
Sheela Vinod Gupta	"
Spectra Auto	"
Spectra Motors Ltd	"
Vasai Roller Flour Mills Pvt Ltd	"
Veebee Associates	"
J.D.International	"
2 Mr. Vinod Kumar Gupta	Key Managerial Person
3 Mr. Bharat Bhushan Gupta	Relatives of Key Management personnel
Mr. Jaidev Vinod Gupta	"



**ii Transactions during the year with related parties :**

**Control Exists**

Advance Taken	11,000,000	116,598,426
Trade Advance	10,000,000	4,000,000
Purchase	56,953	24,580
Interest Recived	97,530	-

**Managerial Person**

Remuneration	1,233,581	1,228,580
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**Relatives of Key Management personnel**

Board Sitting Fees	20,000	15,000
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**27 CONTINENT LIABILITIES AND COMMITMENTS :**

**i Contingent Liabilities**

Claims against the Company not acknowledged as debts hence not provided	NIL	930,500
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**ii Commitments**

The Company has filed suit for recovery against its debtor and the same is pending with the court	6,964,541	6,964,541
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As per our Report of even date  
For **D.K. ROONGTA & COMPANY**  
Chartered Accountants

**DINESH K. ROONGTA**  
(Membership No.100/17679) (Firm Reg No.108871W)  
(Proprietor)

Place : **Mumbai**  
Date : **28.05.2015**

For and on behalf of the Board

**Bharat Bhushan Gupta** - Chairman  
**Vinod Kumar Gupta** - Managing Director  
**Jaidev Gupta** - Executive Director & CFO  
**A. M. Arondekar** - Director  
**Priya Makhija** - Director  
**Champalal kotcher** - Director  
**Archana Panchal** - Company Secretary



**SPECTRA INDUSTRIES LIMITED**

**Regd. Office :** Plot No.9, Spectra Compound, Kanchpada II, Malad (West), Mumbai – 400 064.  
**CIN :** L74999MH1992PLC067849 ; **Website:** www.spectraindustries.in; **Tel:** 022 28893933/3394  
Email: [info@spectraindustries.in](mailto:info@spectraindustries.in), Website: [www.spectraindustries.in](http://www.spectraindustries.in)

**ATTENDANCE SLIP**

**23rd ANNUAL GENERAL MEETING**

DP ID-Client ID/Folio No.	
Name & Address of sole member	
Name of Joint Holder(s), if any (in Block Letters)	
No. of shares held	

I hereby record my presence at the 23rd Annual General Meeting of the Company to be held on Saturday, 26th September, 2015 at 11.00 A.M. at Landmark Building, Link Road, Mithchowki, Malad (W), Mumbai-400064.

.....  
Member'/Proxy's Signature

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E-Voting Event Numbar)</b>	<b>User ID</b>	<b>Password/Pin</b>

**Note :** Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from Wednesday, September 23, 2015 from 9.00 A.M. and ends on Friday, September 25, 2015 at 5.00 P.M. The voting module shall be disabled by NSDL for voting thereafter.

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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](mailto:info@spectraindustries.in), Website : [www.spectraindustries.in](http://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 : \_\_\_\_\_, or failing him / her:

as my / our proxy to attend and vote for me / us and on my / our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company to be held on the 26<sup>th</sup> day of September, 2015 at 11.00 a.m. at Landmark Building, Link Road, Mithchowki, Malad (W), Mumbai-400064, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions
1.	Adoption of audited financial statements, along with the Report of Board of Directors and Auditors for the year ended March 31, 2015
2.	Re-appointment of Shri. Mr. Bharat Bhushan Gupta (DIN:00066600) as a director of the Company
3.	Appointment of Auditors
4.	Appointment of Smt. Priya Makhija (DIN 07109712) as a Director/Independent Director of the Company.
5.	Adoption of new set of Articles of Association of the Company.

Signed this \_\_\_ day of \_\_\_\_\_, 2015

Signature of Shareholder

Signature of Proxy Holder (s)

**Note: 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.**

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If Undelivered, please return to :

**SPECTRA**  
INDUSTRIES LIMITED

P.O.Box No. 7638  
Malad (West),  
Mumbai - 400 064.