

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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To,
The Chairman
Spectra Industries Limited
Plot no.9, Spectra Compound,
Ramchandra Lane Extn,
Kanchpada-II, Malad (W),
Mumbai - 400064.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, Jigyasa N. Ved, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Spectra Industries Limited vide resolution dated July 23, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Twenty Second Annual General Meeting of the Company to be held on September 6, 2014.

The Notice dated July 23, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on September 6, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of August 01, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 9 in the Notice of the 22nd AGM of Spectra Industries Limited.

The voting period for e-voting commenced on Sunday, August 31, 2014 at 09.00 a.m. and ended on Tuesday, September 02, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received upto September 01, 2014 were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2050812	100

(ii) Voted against the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



II. Resolution No. 2 :-

Appointment of a Director in place of Mr. Jaidev Gupta (DIN 00066999), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2050812	100

(ii) Voted against the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



III. Resolution No. 3:-

Re-appointment of Auditors and fixing their remuneration

(i) Voted in favour of the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
15	1996295	100

(ii) Voted against the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



IV. Resolution No. 4 :-

Appointment of Mr. Prabhjot Singh Chandok (DIN 00303212) as an Independent Director of the Company with effect from September 6, 2014 up to September 5, 2016.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
14	2018192	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



V. Resolution No. 5 :-

Appointment of Mr. A.M. Arondekar (DIN 00025527) as an Independent Director of the Company with effect from September 6, 2014 up to September 5, 2016.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2050812	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



VI. Resolution No. 6 :-

Appointment of Mr. Sanjeev Chirania (DIN 01253698) as an Independent Director of the Company with effect from September 6, 2014 up to September 5, 2016.

(i) Voted in favour of the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
15	2031202	100

(ii) Voted against the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



VII. Resolution No. 7 :-

Appointment of Mr. C.J. Kotcher (DIN 02927952) as an Independent Director of the Company with effect from September 6, 2014 up to September 5, 2016.

(i) Voted in favour of the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2050812	100

(ii) Voted against the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



VIII. Resolution No. 8 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs.250crores (Rupees Two Hundred and Fifty Crores).

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
15	2050612	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
1	200	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



IX. Resolution No. 9 :-

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 250Crores (Rupees Two Hundred and Fifty Crores).

(i) Voted in favour of the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
15	2050612	99.99

(ii) Voted against the resolution:

Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
1	200	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company for safe keeping.

Thanking you,
Yours faithfully,

Ms. Jigyasa N. Ved
Parikh & Associates
Practising Company Secretary
FCS: 6488CP: 6018
Place: Mumbai



Dated: September 03, 2014