

NOTICE

Notice is hereby given that the **TWENTY- THIRD** Annual General Meeting of the members of **SPECTRA INDUSTRIES LIMITED** will be held at Landmark Building, 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 , Non-executive Director of the Company, 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 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(2) 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 with a copy marked to 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 Participants(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 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. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990
- 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 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.

Date: 12th 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

By the Order of the Board

sd/-

Vinod Kumar Gupta

Managing Director

DIN: 00066494

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, 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.

Shri. Bharat Bhushan Gupta is highly qualified and is B.E. (Mechanical) and has experience of 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:

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 fulfills 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).

Date: 12th August, 2015

Registered Office:

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CIN: L74999MH1992PLC067849
Tel: 022-28893977/33
E-mail: info@spectraindustries.in
Sep12@rediffmail.com
Website: www.spectraindustries.in

By the Order of the Board

Sd/-
Vinod Kumar Gupta
Managing Director
DIN: 00066494



Map-1
ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

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

