

**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(West),  
Mumbai- 400064

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of Spectra Industries Limited held on Monday, September 12, 2016 at 11.00 a.m.**

I, Sarvari Shah, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Spectra Industries Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 24<sup>th</sup> Annual General Meeting (AGM) of Spectra Industries Limited held on Monday, September 12, 2016 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 12, 2016.

The Notice dated July 21, 2016 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 passed at the AGM of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of September 05, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.



The voting period for remote e-voting commenced on Friday, September 09, 2016 at 09.00 a.m. (IST) and ended on Sunday, September 11, 2016 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

#### Resolution 1: Ordinary Resolution

**Adoption of audited financial statements together with the Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2016.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	30,22,228	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 2: Ordinary Resolution****Re-appointment of Shri.Jaidev Gupta (DIN: 00066999) as a director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	30,22,228	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 3: Ordinary Resolution****Re-appointment of Statutory Auditors till the conclusion of next Annual General Meeting**

(i) Voted in favour of the resolution:

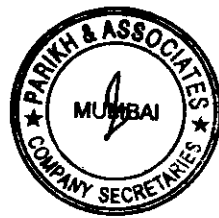
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	30,22,228	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 4: Ordinary Resolution**

**Appointment of Shri.Vinod Kumar Gupta(DIN: 00066494), as Managing Director of the Company, for a period of five years with effect from 21<sup>st</sup> July, 2016.**

(i) Voted in favour of the resolution:

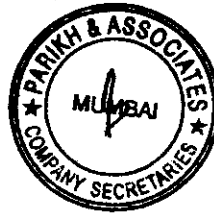
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	30,22,228	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 5: Ordinary Resolution**

**Re-appointment of Shri.Jaidev Gupta(DIN : 00066999), as Whole-Time Director and Chief Financial Officer of the Company for a period of five years with effect from 09<sup>th</sup> September, 2016.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	30,22,228	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 6: Special Resolution**

Appointment of Mr. Prabhjot Singh Chandok (DIN: 00303212), as Independent Director of the Company for a period of five years with effect from September 6, 2016 upto September 5, 2021.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	30,22,228	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 7: Special Resolution**

**Appointment of Mr. C. J. Kotcher (DIN: 02927952), as Independent Director of the Company for a period of five years with effect from September 6, 2016 upto September 5, 2021.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	30,22,228	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

*Sarvari*

Sarvari Shah  
**Parikh & Associates**  
**Practising Company Secretaries**  
 ACS: 27572 CP No.: 11717  
 111,11<sup>th</sup> Floor, SaiDwar CHS Ltd  
 Sab TV Lane, Opp.LaxmiIndl. Estate,  
 Off Link Road, Above ShabariRestaurant,  
 Andheri West, Mumbai - 400053



Place: Mumbai

Dated: September 12, 2016