

SPECTRUM FOODS LIMITED

CIN: L15499RJ1994PLC008016

Registered Office: L-5, B-II, Krishna Marg, C-Scheme, Jaipur-302001, (Raj.)

(Ph). : +91 141-4191000, 2379483, 2372946, , # Fax : 0141-2365888

Email: jobs@suryasalt.com

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of Spectrum Foods Limited will be held on Thursday, 14th March, 2019 at 03.00 P.M. at Surya House, L-5, B-II, Krishna Marg, C-scheme, Jaipur, Rajasthan to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s P.K.S. & Company., Chartered Accountants (Firm Registration No. 007007C), Jaipur, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Choudhary Gupta & Co., Chartered Accountants (Firm Registration No. 003165C).”

“RESOLVED FURTHER THAT M/s P.K.S. & Company, Chartered Accountants (Firm Registration No. 007007C), be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**By the Order of Board
For Spectrum Foods Limited**

**Place: Jaipur
Date: 14.02.2019**

**Sd/-
Sanjay Sarna
Director
DIN: 07052586**

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NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

1. Non-Resident Indian Shareholders are requested to inform M/s Beetal Financial & Computer Services (P) Ltd., the Registrar and Share Transfer Agent of the Company immediately about:
 - (a) The change in the Residential status on return to India for permanent settlement.
 - (b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
2. Members requiring information on the accounts are requested to write to the Company at least 7 (Seven) days before the date of the meeting to enable the Company to furnish the information.
3. Members are requested to:
 - I) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - II) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - III) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - IV) To address their grievances to the Company Secretary if any, at the Registered Office of the Company.
4. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business mentioned under item no. 1 of the Notice is annexed hereto.
6. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
7. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra-ordinary General Meeting.
8. In compliance with Section 108 of the Companies Act, 2013, and the Rules framed there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by the National Securities Depository Limited (NSDL) on the resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the EGM (remote e-voting). The instructions for e-voting are given herein below. The Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at the EGM:
9. **The instructions for members for voting electronically are as under:-**
 - A. The voting period begins on 11th March, 2019 at 10:00 A.M and ends on 13th March, 2019 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in

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dematerialized form, as on the cut-off date (record date) of 7th March, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- C. The shareholders should Log on to the e-voting website www.evotingindia.com
- D. Click on "Shareholders" tab.
- E. Now, select the "SPECTRUM FOODS LIMITED" from the drop down menu and click on "SUBMIT"
- F. Now Enter your User ID
- G. For CDSL: 16 digits beneficiary ID,
- H. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- I. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- J. Next enter the Image Verification as displayed and click on Login.
- K. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- L. If you are a first time user follow the steps given below:

PAN*	For Members holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digits sequence no in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details# OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mention in instruction (vi).

- (a) After entering these details appropriately, click on "SUBMIT" tab.
- (b) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

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which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (c) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (d) Click on the EVSN (Electronic Voting Sequence Number) of "SPECTRUM FOODS LIMITED" to vote.
- (e) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (f) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (g) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (h) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (i) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (j) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.
- (k) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (l) Note for Non-Individual Shareholders & Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (m) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 10. The Company has appointed Mr. Vinod Naredi, Company Secretary in whole time practice as Scrutinizer, for conducting the process in a fair and transparent manner.
- 11. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. 7th March, 2019.
- 12. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the

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Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

13. The Scrutinizer will submit his report addressed to the Board of Directors of the Company, Mr. Sanjay Sarna, the Chairman appointed by the Company in this regard or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of including e-voting in a fair and transparent manner. The results of the will be announced by the Chairman appointed by the Company in this regard or by the Person authorized in this behalf by the Chairman on 14th March, 2019 at 5:00 P.M. at the Registered Office of the Company and will also be communicated to the Stock Exchanges where the Company's shares are listed.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.
15. Notice of Extra-ordinary General Meeting will be sent to those shareholders /beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 15th February, 2019.
16. The investors may contact the Company Secretary for redressed of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: account@suryasalt.com
17. Queries on account and operations may please be sent to the Company, 7 days in advance of the Extra-ordinary General Meeting so that the answers may be made available at the meeting.

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EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 1

M/s Choudhary Gupta & Co., Chartered Accountants (Firm Registration No. 003165C) have tendered their resignation from the position of Statutory Auditors due to some personal reasons, to act as Statutory Auditor of the company for the financial year 2018-19 resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s P.K.S. & Company, Chartered Accountants (Firm Registration No. 007007C), Jaipur, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Choudhary Gupta & Co., Chartered Accountants.

M/s P.K.S. & Company, Chartered Accountants (Firm Registration No. 007007C) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**By the Order of Board
For Spectrum Foods Limited**

**Place: Jaipur
Date: 14.02.2019**

**Sd/-
Sanjay Sarna
Director
DIN: 07052586**

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ATTENDANCE SLIP

Extra-Ordinary General Meeting on 14th day of March, 2019

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. PLEASE ALSO BRING YOUR COPY OF THE NOTICE.

1. Name of the Attending Member _____
(in Block Letters)

2. Regd. Folio Number _____

3. DP id. * _____

4. Client Id.* _____

5. Name of the Proxy (In Block Letters) _____
(To be filled in if the proxy attends instead of member)

6. No. of shares held: _____

*Applicable for Investors holding shares in electronic form

I hereby record my presence at the Extra-ordinary General Meeting held at Surya House, L-5, B-II, Krishna Marg, 'C' Scheme, Jaipur-302001 Rajasthan, (India) on Thursday, 14th day of March, 2019 at 03:00 p.m.

.....
Signature of the shareholders/ Proxy

NOTES:

1. Shareholders/ proxy holders are requested to bring the attendance slip with them when they come to the meeting. No attendance slip is issued at the time of meeting.
2. This attendance slip is valid only in case shares are held in the date of EGM.

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Proxy Form

(FORM NO. MGT - 11)

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

Name of the Member(s):

Registered address:

E-mail ID: _____ Folio No./Client ID: _____ DP ID:

I / We being the Member(s) of _____ shares of Spectrum Foods Limited here by appoint

1. Name.....
Address.....
Email Id.....
Signature.....or failing him
2. Name.....
Address.....
Email Id.....
Signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting to be held on Surya House, L-5, B-II, Krishna Marg, 'C' Scheme, Jaipur-302001 Rajasthan, (India) on Thursday, 14th day of March, 2019 at 03:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Subject Matter of the Resolution	Optional*	
		For	Against
1	Appointment of Statutory Auditors to fill the vacancy		

Signed this.....day of2019

*Affix
revenue
stamp*

Signature of member

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Note:

1. 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.
2. It is optional to indicate your preference. If you leave the for, against or abstained column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.
4. A Proxy need not be a member of the Company.
