SPECTRA
INDUSTRIES LIMITED

Tel.: 2889 3933, 77 Fax : 91-22-2889 1342
E-mail : spectragrp@gmail.com
Website : www.spectraindustries.in

Plot No. 9, Spectra Compound, 4th Floor,
Ramchandra Lane Extn., Kanchpada II,
Malad (West), MUMBAI - 400 064.

CIN : L74999MH1992PLC067849

Date: August 28, 2019

To
The General Manager
BSE LIMITED
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai 400 001

Scrip code: 513687

Sub: 27th AGM Notice, Book Closure and E- voting Details

This is to inform you that 27th Annual General Meeting of SPECTRA INDUSTRIES LIMITED will be held Monday, September 30, 2019 at 11.00 a.m. 1st at First Floor, 1, Landmark Building, Link Road, Near KFC, Malad West, Mumbai, Maharashtra 400064

Further, we would like to inform you that pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its members. The members holding shares, in either physical form or dematerialized form, as on the cut-off date i.e. September 23, 2019 may cast their vote electronically to transact the business set out in the Notice of AGM.

The details of e- voting, required under Rule 20 of the Companies (Management and Administration) Rules, 2014, are given hereunder:

1. Cut-off date for E-voting: September 23, 2019

2. Date and time of commencement of e-Voting: Thrusday, September 26, 2019 at 9.00 A.M. IST.

3. Date and time of end of e-Voting: Sunday, September 29, 2019 at 5.00 P.M. IST.

4. E-Voting shall not be allowed beyond 5.00 P.M. IST on Sunday, September 29, 2019.

5. The Notice of AGM and Annual Report is available on Company's website www.spectraindustries.in

SPECTRA INDUSTRIES LIMITED MUMBAI

Factory : C-1, MIDC, Murbad, Dist Thane.
Maharashtra-421 401. Tel.: 02524-224298

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6. Name of the Agency providing E-voting Platform: National Securities Depository Limited (NSDL)

7. In case of any queries regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at http://www.evoting.nsdl.com/ under the help section.

Please take a note of same.

Yours faithfully,
For SPECTRA INDUSTRIES LIMITED

Gupta

Jaidev Gupta
Executive Director
DIN : 00066999

SPECTRA INDUSTRIES LIMITED
MUMBAI

Factory : C-1, MIDC, Murbad, Dist Thane.
Maharashtra-421 401. Tel.: 02524-224298

NOTICE OF TWENTY SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of **SPECTRA INDUSTRIES LIMITED** will be held at Landmark Building, Link Road, Mith chowki, Malad (W), Mumbai- 400064on Monday, 30th September, 2019at 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, 2019 including Balance Sheet, Statement of Profit and Loss along with Cash Flow Statement, reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Jaidev Vinod Kumar Gupta (DIN: 00066999) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Change in Object Clause of the Memorandum of Association of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

   The following sub-clause 1(b) be and is hereby inserted after the present sub-clause 1(a) in Clause III (A) being the Main Objects in the Memorandum of Association of the Company:

1(b) To carry on the business of builders, contractors, erectors, constructors of buildings, houses , apartments , structures or residential office, industrial , institutional or commercial or developer of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, motels, and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial, educational purpose & convenience to purchase for development investment or for resale lands, houses, buildings , structures and other properties of any tenure and any interest therein and purchase, sell and deal in free-hold and lease-hold land to make advances upon the security of lands, houses, structures and other property or any interest therein and to purchase, sell, lease, hire, exchange or otherwise deal in land and house property and other property whether real or personal and to turn the same into account as may seem expedient."

By Order of the Board of Directors
SPECTRA INDUSTRIES LIMITED

Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999

Date: August 13, 2019
Place: Mumbai

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**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the company not less than forty-eight hours before the meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (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 ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, trusts, societies etc. must be supported by appropriate resolution/authority, as applicable.

2. At the Twenty Fifth Annual General Meeting (AGM) held on Monday, 25thSeptember, 2017 the members approved the appointment of M/s. Choudhary Choudhary & Co., Chartered Accountants, Mumbai, (ICAI Registration No- 101987W) as the Statutory Auditors for a period of 5 (five) consecutive years from the conclusion of the Twenty-Fifth AGM till the conclusion of the Thirtieth AGM to be held in 2022 subject to ratification of their appointment by the Members at every AGM held thereafter. Section 139 of the Act has been amended vide the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs dated May 7, 2018 and has done away with the requirement of seeking ratification Members for appointment of Auditors at every AGM. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this Twenty-seventh AGM.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 2&3 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2 of the Notice, are also annexed.

4. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, September 23, 2019 to Monday, September 30, 2019(both days are inclusive).

5. Members are requested to notify immediately any change of address:

   (i) to their Depositary 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 or C-101, 247 Park, L.B.S. Marg, Vikhroli (West),Mumbai - 400 083. in respect of their physical share folios, if any, quoting their folio numbers.

6. Members are requested to bring their copy of the Annual Report to the meeting.

7. The Notice of the Annual General Meeting along with the Annual Report for 2018-19 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. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company’s website viz. www.spectraindustries.in

8. To support the ‘Green Initiative’ the Members who have not registered their e-mail addresses are requested to register the same with the Registrar and Transfer Agents/Depositories.

9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.

10. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 5.00 p.m. except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.

11. The Route Map showing directions to reach to the venue of the Twenty Seventh Annual General Meeting is annexed.

12. **VOTING THROUGH ELECTRONIC MEANS:**

    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 Regulation 44 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members, facility to exercise their right to vote at the 27thAnnual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL).

I. The instructions for members for voting electronically are as under:-

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
   c) How to retrieve your ‘initial password’?
      (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
      (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
   a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.inmentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Guidelines for shareholders

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.comwith a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in.

Other instructions:

I. 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.comor call on toll free no: 1800-222-990.

II. 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.

III. 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).

IV. The remote e-voting period commences on Thursday, September 26, 2019 at 9:00 a.m. and ends on Sunday, September 29, 2019 at 5:00 p.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 Monday, September 23, 2019 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.

V. 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 Monday, Monday, September 23, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

VI. 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

VII. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

VIII. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.

IX. Ms.Sarvari Shah (Membership No. FCS 9697) or failing her Mr.Mitesh Dhabliwala (Membership No. FCS 8331) of M/s. Parikh & Associates, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the voting through Ballot at the AGM and remote e-voting process in a fair and transparent manner.

X. 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 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.

XI. 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 www.evoting.nsdl.com immediately after the results declared and the same shall be communicated to BSE Limited where the shares of the Company are listed. The results of the voting will also be displayed on the Notice Board at the Registered Office of the Company.

By Order of the Board of Directors
SPECTRA INDUSTRIES LIMITED

Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999

Date: August 13, 2019
Place: Mumbai

Registered Office:
Plot No.9, Spectra Compound,
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Tel: 022-28893977/33
E-mail: info@spectraindustries.in
sepl12@rediffmail.com
Website: **www.spectraindustries.in**

ANNEXURE TO THE NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARDS -2 ON GENERAL MEETINGS.

ITEM NO. 2

Mr.Jaidev Vinod Kumar Gupta (DIN: 00066999) director of the company would retire by rotation at the ensuing Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and is eligible for re-appointment.

Mr.Jaidev Vinod Kumar Gupta, aged 34 years has done his BBA from University of Mumbai.

He has sound knowledge in the field of Automobiles, Finance and has a customer oriented approach.

Mr. Jaidev Vinod Kumar Gupta is also one of the promoters of the Company holding 5,56,391 shares.

During the year Mr. Jaidev Vinod Kumar Gupta attended all Five Board Meetings.

Other directorships held by Mr. Jaidev Gupta are: Maruti Roller Flour Mills Private Limited, Fedsoft India Private Limited, Spectra Auto Private Limited, Spice Motors Private Limited, Spectra Motors Limited, Spectra Motors JD Private Limited, Spectra JD Skyline Auto Private Limited, Spectra Enterprises Private Limited, Shubik Realties Private Limited, Roopshan Textiles Pvt Ltd, RoshanLal Gupta & Sons Private Limited.

Your directors recommend the resolution for your approval.

Mr. Jaidev Vinod Kumar Gupta is interested in the said resolution as it relates to his own appointment. 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. 3

The Company proposes to diversify and embark upon additional lines of business like builders, contractors, erectors, constructors of buildings, houses, apartments, structures or residential office, industrial, institutional or commercial or developer of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, motels, and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial, educational purpose & convenience to purchase for development investment or for resale lands, houses, buildings structures and other properties of any tenure and any interest therein and purchase, sell and deal in free-hold and lease-hold land to make advances upon the security of lands, houses, structures and other property or any interest therein and to purchase, sell , lease, hire , exchange or otherwise deal in land and house property and other property. You must elaborate on this as to why the Company wants to diversify. It is therefore proposed to insert additional sub-clause 1(b) after the present sub-clause 1(a)in main objects Clause III(A) in the Memorandum of Association of the Company to enable the Company to carry on the business as mentioned in the proposed object clause.

A Special Resolution at item no. 3 is therefore proposed under section 13 of the Companies Act, 2013, to alter the Main Objects clause by inserting the said sub-clause 1(b).

Your Directors therefore recommend the Special resolutions at Item no. 3 of the accompanying Notice for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

By Order of the Board of Directors
SPECTRA INDUSTRIES LIMITED

Date: August 13, 2019
Place: Mumbai

Jaidev Vinod Kumar Gupta
Executive Director
DIN: 00066999

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