

PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A
PRACTICING COMPANY SECRETARY

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman

Specular Marketing and Financing Limited

Hari Nivas, 2nd Floor Opera House,
26 Mama Paramananda Marg,
Mumbai - 400004

Dear Sir*

- 1) The Board of Directors of the M/s. Specular Marketing and Financing Limited (CIN: L51900MH1985PLC034994) (hereinafter referred as the "Company") at its meeting held on 10th August, 2016 has appointed me as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Remote e-voting and Voting by physical Ballot Form at the venue of 32nd Annual General Meeting (AGM) held on 20th September, 2016 in respect of resolutions as stated in the Notice of the 32nd AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 23rd August, 2016 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 19th August, 2016.
 - (b) As per provisions of the Companies Act, 2013 the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.
 - (c) The members holding shares as on the "Cut off date" i.e. 14th September, 2016 were entitled for Remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period was commenced on Saturday, 17th September, 2016 from 9.00 a.m. IST and was concluded on Monday, 19th September, 2016 at 5.00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
 - (d) The Company had also made arrangements for voting by Ballot Form at the venue of 32nd Annual General Meeting for the Members who have not availed remote e-voting facility. However, no Members exercised voting through Ballot Form.
 - (e) As no Member casted votes by Ballot Form at the Annual General Meeting, the votes of Remote e-voting were unblocked after the conclusion of the Annual General Meeting on 20th September, 2016 at 5.13 p.m. IST in the presence of two witness CS Nikunj Kiri and CS Aashit Doshi who are not in employment of the Company. The results of remote e-voting alongwith the List of Members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.



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3) The detailed report on Scrutinizing the Remote e-voting are enclosed herewith as under:

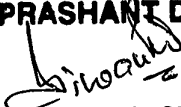
- (a) Annexure 1 – Summary of Remote e-voting
- (b) Annexure 2 – Members Category Wise Voting Report (Resolution wise)
- (c) Annexure 3 – Register of Remote e-Voting (Resolution wise)

4) I hereby handover the papers/register and records for safe custody to Mr. Shreyas Mehta, Managing Director of the Company and Chairman of the said AGM.

5) You may accordingly declare the results of the voting conducted by Remote e-voting.

Thanking you
Yours faithfully

PRASHANT DIWAN

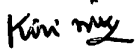

COMPANY SECRETARY
FCS : 1403 / CP : 1979
PRASHANT DIWAN
SCRUTINIZER

Place: Mumbai

Date: 20th September, 2016

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 5.13 p.m. IST on 20th September, 2016.



1) CS Nikunj Kiri



2) CS Aashit Doshi

PRASHANT DIWAN
PRACTICING COMPANY SECRETARY

SPECULAR MARKETING AND FINANCING LIMITED

ANNEXURE 1

SUMMARY OF REMOTE VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIO VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	Adoption of the Statement of Profit and Loss and the Balance Sheet for the year ended on 31st of March, 2016 together with Auditors' Report and Directors' Report thereon.	26	120150	0	120150	120150	100.00	0	0.00
2	Appointment of director in place of Shri Samir Mehta (DIN No: 00211592) who retires by rotation and being eligible offers himself for reappointment.	26	120150	0	120150	120150	100.00	0	0.00
3	Appointment of Auditor	26	120150	0	120150	120150	100.00	0	0.00



Consolidated Members Category Wise Voting Report
SPECULAR MARKETING AND FINANCING LIMITED

Item No. 1			Adoption of the Statement of Profit and Loss and the Balance Sheet for the year ended on 31st of March, 2016 together with Auditors' Report and Directors' Report thereon					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	183250	107250	58.53	107250	0	100	0
	Ballot Form		0	0.00	0	0	0	0
	Total		107250	58.53	107250	0	100	0
Public- Institutions	E-Voting	0	0	0.00	0	0	0	0
	Ballot Form		0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	64750	12900	19.92	12900	0	100	0
	Ballot Form		0	0.00	0	0	0	0
	Total		12900	19.92	12900	0	100	0
Total		248000	120150	48.45	120150	0	100	0



Consolidated Members Category Wise Voting Report
SPECULAR MARKETING AND FINANCING LIMITED

Item No. 2			Appointment of director in place of Shri Samir Mehta (DIN No: 00211592) who retires by rotation and being eligible offers himself for reappointment					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	183250	107250	58.53	107250	0	100	0
	Ballot Form		0	0.00	0	0	0	0
	Total		107250	58.53	107250	0	100	0
Public- Institutions	E-Voting	0	0	0.00	0	0	0	0
	Ballot Form		0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	64750	12900	19.92	12900	0	100	0
	Ballot Form		0	0.00	0	0	0	0
	Total		12900	19.92	12900	0	100	0
Total		248000	120150	48.45	120150	0	100	0



Consolidated Members Category Wise Voting Report
SPECULAR MARKETING AND FINANCING LIMITED

Item No. 3			Appointment of Auditor					
Resolution required: Special / Ordinary			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	183250	107250	58.53	107250	0	100	0
	Ballot Form		0	0.00	0	0	0	0
	Total		107250	58.53	107250	0	100	0
Public- Institutions	E-Voting	0	0	0.00	0	0	0	0
	Ballot Form		0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public- Non Institutions	E-Voting	64750	12900	19.92	12900	0	100	0
	Ballot Form		0	0.00	0	0	0	0
	Total		12900	19.92	12900	0	100	0
Total		248000	120150	48.45	120150	0	100	0

