

# PRASHANT DIWAN

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

## 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, 26,  
Mama Parmananda Marg,  
Opera House, Mumbai - 400 004

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 4<sup>th</sup> August, 2015 has appointed me as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for scrutinizing the Remote e-voting and Voting by physical Ballot Form at the venue of 31<sup>st</sup> Annual General Meeting (AGM) held on 15<sup>th</sup> September, 2015 in respect of resolutions as stated in the Notice of the 31<sup>st</sup> AGM of the Company.
- 2) I submit my report as under:
  - (a) The Company had completed on 14<sup>th</sup> August, 2015 the dispatch of Notice of AGM along with Ballot forms to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 4<sup>th</sup> August, 2015.
  - (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. 8<sup>th</sup> September, 2015 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, 12<sup>th</sup> September, 2015 from 9.00 a.m. IST and was concluded on Monday, 14<sup>th</sup> September, 2015 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 31<sup>st</sup> Annual General Meeting of the Company for the Members who have not availed voting through remote e-voting facility. However, no Members have exercised voting through Ballot Form.
  - (e) As no Member have cast 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 15<sup>th</sup> September, 2015 at 4.28 p.m. IST in the presence of two witnesses CS Nikunj Kiri and CS Aashit Doshi who are not in the 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:

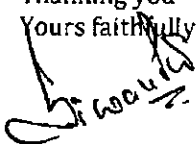
- (a) Annexure 1 – Summary of Remote e-voting
- (b) Annexure 2 – Members Category Wise Voting Report (Resolution wise)
- (c) Annexure 3 – Register of Remote e-Voting (Resolution wise)

Note:- As no Members have cast votes at the Annual General Meeting by Ballot Form the above report will be considered as consolidated report

4) I hereby handover the Ballot Forms and other papers/register and records for safe custody to Mr. Shreyas Mehta, Chairman of the Company and 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**  
**SCRUTINIZER**

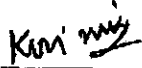


Place: Mumbai

Date: 16<sup>th</sup> September, 2015

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 4.28 p.m. IST on 15<sup>th</sup> September, 2015.



1) CS Nikunj Kiri



2) CS Aashit Doshi

**SPECULAR MARKETING AND FINANCING LIMITED**  
**SUMMARY OF REMOTE E-VOTING**

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES/ NOT VOTED (3)	TOTAL VALID VOTES (4) 4=(2-3)	TOTAL ASSENT VOTES (5)	% OF ASSENT VOTES (6)	TOTAL DISSENT VOTES (7)	% OF DISSENT VOTES (8)
1	Adoption of the Statement of Profit and Loss and the Balance Sheet for the year ended on 31 <sup>st</sup> March, 2015 together with Auditors' Report and Directors'	51	155750	0	155750	155750	100	0	0
2	Appointment of director in place of Shri Shreyas Mehta who retires by rotation and being eligible offers himself for reappointment	51	155750	24300	131450	131450	100	0	0
3	Ratification of Appointment of M/s. H. Diwan & Associates, Chartered Accountants as Statutory Auditor of the Company for the Financial Year 2015-2016	51	155750	0	155750	155750	100	0	0
4	Appointment of Ms. Nilima Mehta as a Director of the Company	51	155750	12200	143550	143550	100	0	0



**SPECULAR MARKETING AND FINANCING LIMITED**  
**MEMBERS CATEGORY WISE VOTING**

Ordinary Resolution No 1									
Adoption of the Statement of Profit and Loss and the Balance Sheet for the year ended on 31 <sup>st</sup> March, 2015 together with Auditors' Report and Directors'									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	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) = [(2)-(4)]	(6)	(7)	(8)= [(6)/ (5)]*100	(9)= [(7)/ (5)]*100
Promoter and Promoter Group	183250	141950	77.46	0	141950	141950	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	64750	13800	21.31	0	13800	13800	0	100	0
<b>Total</b>	<b>248000</b>	<b>155750</b>	<b>62.80</b>	<b>0</b>	<b>155750</b>	<b>155750</b>	<b>0</b>	<b>100</b>	<b>0</b>



**SPECULAR MARKETING AND FINANCING LIMITED**  
**MEMBERS CATEGORY WISE VOTING**

<b>Ordinary Resolution No 2</b>									
Appointment of director in place of Shri Shreyas Mehta who retires by rotation and being eligible offers himself for reappointment									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	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) = [(2)-(4)]	(6)	(7)	(8)= [(6)/ (5)]*100	(9)= [(7)/ (5)]*100
Promoter and Promoter Group	183250	141950	77.46	24300	117650	117650	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	64750	13800	21.31	0	13800	13800	0	100	0
<b>Total</b>	<b>248000</b>	<b>155750</b>	<b>62.80</b>	<b>24300</b>	<b>131450</b>	<b>131450</b>	<b>0</b>	<b>100</b>	<b>0</b>



**SPECULAR MARKETING AND FINANCING LIMITED**  
**MEMBERS CATEGORY WISE VOTING**

<b>Ordinary Resolution No 3</b>									
Ratification of Appointment of M/s. H. Diwan & Associates, Chartered Accountants as Statutory Auditor of the Company for the Financial Year 2015-2016									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	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) = [(2)-(4)]	(6)	(7)	(8)= [(6)/(5)]*100	(9)= [(7)/(5)]*100
Promoter and Promoter Group	183250	141950	77.46	0	141950	141950	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	64750	13800	21.31	0	13800	13800	0	100	0
<b>Total</b>	<b>248000</b>	<b>155750</b>	<b>62.80</b>	<b>0</b>	<b>155750</b>	<b>155750</b>	<b>0</b>	<b>100</b>	<b>0</b>



**SPECULAR MARKETING AND FINANCING LIMITED**  
**MEMBERS CATEGORY WISE VOTING**

Ordinary Resolution No 4									
Appointment of Ms. Nilima Mehta as a Director of the Company									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	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) = [(2)-(4)]	(6)	(7)	(8)= [(6)/ (5)]*100	(9)= [(7)/ (5)]*100
Promoter and Promoter Group	183250	141950	77.46	12200	129750	129750	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Other	64750	13800	21.31	0	13800	13800	0	100	0
<b>Total</b>	<b>248000</b>	<b>155750</b>	<b>62.80</b>	<b>12200</b>	<b>143550</b>	<b>143550</b>	<b>0</b>	<b>100</b>	<b>0</b>

