

SPECTACLE VENTURES LIMITED

CIN No.:L51900MH1985PLC036271

Office No.1, 1st Floor, 22/24/26, Shipping House, Kumpta Street,
Fort, Mumbai - 400001.

Tel No. : 2265 6051 / 6052 ; Fax No. : 2265 8489.

Email ID: fazal@spectacleventures.com/fazal2761@gmail.com

Web: www.spectacleventures.com

Date: 6th July, 2018

To,

BSE Limited

Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai – 400 001.

To,

National Stock Exchange of India Ltd.,

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

Sub.: Intimation of Annual General Meeting.

We would like to inform that the Meeting of the Members of the Company is scheduled to be held on Saturday, 28th July, 2018 at 11.30 a.m. at the Registered office of the Company situated at Office No.1, 1st Floor, 22/24/26, Shipping House, Kumpta Street, Fort, Mumbai – 400001.

Enclosing herewith Notice of the Annual General Meeting.

Kindly acknowledge the receipt of the same.

Yours faithfully,

Thanking You.

Yours Faithfully,

FOR SPECTACLE VENTURES LIMITED



SHAIKH FAZAL MEHMOOD
MANAGING DIRECTOR
DIN : 00710075



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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **Spectacle Ventures Limited** will be held on Saturday, the 28th day of July, 2018 at 11.30 a.m. at the registered office of the Company at Office No. 1, 22/24/26, Shipping House, 1st Floor, Kumpta Street, Fort, Mumbai – 400 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements including Balance Sheet as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Mumtaz Shaikh (DIN: 02991865), who retires by rotation and being eligible offers herself for re-appointment.
3. 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 provision of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of Members at the 33rd Annual General Meeting, the re-appointment of M/s. P. D. Saraf & Co., Chartered Accountants (Firm Reg. No. 109241W), Mumbai as Statutory Auditors of the Company, be and is hereby ratified at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Date: 30th May, 2018
Place: Mumbai

BY ORDER OF THE BOARD
FOR SPECTACLE VENTURES LIMITED



Shaikh Fazal Mehmood
Managing Director
DIN : 00710075

REGISTERED OFFICE:

Office No. 1, 22/24/26,
Shipping House, 1st Floor, Kumpta Street,
Fort, Mumbai – 400 001

SPECTACLE VENTURES LIMITED

Notes:

1. The Register of Members and Share Transfer Books will remain closed from Wednesday, 25th July, 2018 to Friday, 27th July, 2018 [both days inclusive] for the purpose of Annual General Meeting.
2. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.
4. A Route Map showing the Directions to reach the venue of the 33rd Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards - 2 on General Meeting.
5. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
6. Members are requested to vote only through electronic system or through poll/ballot at the Annual General Meeting and in no other form. In case the member casts his vote through both the process, the vote casted in electronic mode would prevail, and shall be considered final.
7. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Annual General meeting to facilitate identification of membership at the Annual General meeting.
8. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten per cent 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 per cent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
9. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution / Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
10. Pursuant to the provisions of Section 125 of the Companies Act, 2013, / Section 205 of the Companies Act, 1956 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the company, is required to be transferred to the Investor Education and Protection fund, set up by the Government of India and no payment shall be made in respect of any such claims by the Fund.

Unclaimed dividend amount in respect of final dividend declared for the financial year 2008-2009 will be transferred to Investor Education and Protection fund on or before prescribed due date. Members who have not yet encashed their dividend warrant(s) for the financial year 2008-2009 are requested to make their claims to the Company without any delay.

Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to REGISTRAR AND SHARE TRANSFER AGENT i.e. Sharex Dynamic (India) Pvt. Ltd. having its registered office at Unit No.1, Luthra Ind, Premises, Andheri Kurla Road Safed pool, Andheri (East), Mumbai – 400072 having Tel No. +91-22-2851 5606/ 2851 5644 and Email ID: sharexindia@vsnl.com.

11. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the details of Directors seeking Appointment / Re-appointment at the 33rd Annual General Meeting of the Company to be held on July 28, 2018 is furnished as annexure to this Notice.
12. Members / proxies are requested to bring the attendance slip send herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report, to the meeting.
13. **Members who have not registered their Email addresses so far are requested to register their Email address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.**

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their Email address either with the Company or with the Depository.

Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.spectacleventures.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:00 a.m. to 1:00 p.m. on any working day except Saturday upto the date of the Annual General Meeting.

Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.

Important Communication to members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

Voting through electronic means:

In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 33rd Annual General Meeting (AGM). Necessary arrangements have been made by the Company with National Securities Depository Limited [NSDL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is as below under notes.

- i. The Board of Directors has appointed Mr. Ankit Sethi, Proprietor of M/s. Ankit Sethi & Associates, Practicing Company Secretary, (Membership No. A25415) as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of poll at the meeting, would 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 make, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall counter sign the same.
- iii. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.spectacleventures.com and on the website of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], NSE Limited [NSE] and where the equity shares of the Company are listed.
- iv. The facility for voting, through polling paper shall also be made available at the venue of the 33rd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- v. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the AGM and should treat this Notice for information purpose only.
- vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and NSDL. 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.
- vii. Shri Shaikh Fazal Mehmood, Managing Director of the Company shall be responsible for addressing all the grievances in relation to 33rd Annual General Meeting including remote e voting related queries. His contact details are Email: fazal@spectacleventures.com , Ph no.: 9819077886. Address: Pipewala Building, B-Block, 2nd floor, Flat No. 37 & 38, 4th Pasta Lane, Colaba, Mumbai – 400 005

The instructions for shareholders voting electronically are as under:

- 1) The remote e-voting period commences on Wednesday, 25th July, 2018 [10. 00 A.M.] to Friday, 27th July, 2018 [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 (record date) of 21st July, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The process and manner for remote e-voting are asunder:

In case a Member receives an email from NSDL [form members whose email IDs are registered with the Company/Depository Participants(s)]:

- i) Open email and open PDF file viz; "remotee-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder - Login
- iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii) Select "EVEN" i.e. "103264" of "Spectacle Ventures Limited".
- viii) Now you are ready for remote e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ankitsethinassociates@gmail.com with a copy marked to evoting@nsdl.co.in In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - i) Initial password is provided at the Attendance Slip for the AGM:
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at thedownloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st July, 2018.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st July, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 with the facility of remote e-voting or voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those

members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the 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 AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.specinfotek.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange.

CONTACT DETAILS:

Company	SPECTACLE VENTURES LIMITED
Registrar and transfer agent	Sharex Dynamic (India) Pvt. Ltd. (Unit No.1, Luthra Ind, Premises, Andheri Kurla Road Safed pool, Andheri (East), Mumbai – 400072 Tel No. +91-22-2851 5606/ 2851 5644, Email ID: sharexindia@vsnl.com
E-voting Agency	National Securities Depository Limited Email ID: www.evoting.nsdl.com
Scrutinizer	Mr. Ankit Sethi (Proprietor of M/s. Ankit Sethi & Associates), Practicing Company Secretary Email ID: ankitsethinassociates@gmail.com

ANNEXURE – INFORMATION TO SHAREHOLDERS

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of the directors seeking Re-appointment in the forthcoming Annual General Meeting

Brief Resume of Directors:

Name of Directors	Mumtaz Fazal Shaikh
DIN	02991865
Date of Birth	07/08/1965
Date of Appointment on the Board	12/11/2013
Qualifications	Not Applicable
Terms and Conditions of appointment or reappointment along with details of remuneration sought to be paid	Not Applicable
Remuneration last drawn (2015-16)	NIL
Nature of expertise in specific functional areas	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel	Mumtaz Fazal Shaikh (Wife)
Directorship held in other Listed Companies	Not Applicable
Membership of Committee in other Companies, if any	Not Applicable
No. of Shares held in the Company as on 31st March, 2016	NIL