

**Date: 09/12/2024**

To,

The Manager  
Listing Compliance,  
National Stock Exchange of India Limited  
'Exchange Plaza'. C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

**Symbol: SPECTRUM**

**ISIN: INE01EO01010**

**Sub.: Submission of Postal Ballot Notice**

Dear Sirs,

We refer to our letter dated 6<sup>th</sup> December, 2024 informing the decision of Board of Directors, taken at their meeting held on Friday, 6<sup>th</sup> December, 2024 to obtain approval of the members through Postal Ballot process pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 Companies (Management and Administration) Rules, 2014 for Migration of Listing/Trading of Equity Shares of the Company from NSE Emerge to Main Board of NSE in addition to Main Board of BSE.

We hereby submit Notice of Postal Ballot dated 9<sup>th</sup> December, 2024 for your information and record.

This is in due compliance of the relevant Regulations of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,  
For **Spectrum Electrical Industries Limited**

**Rahul Lavane**  
**Company Secretary and Compliance Officer**  
**M. No.: A57240**  
**Gat No. 139/1 and 139/2, Umale, Jalgaon 425003.**

**Date: 09/12/2024**

**Place: Jalgaon**

**Spectrum Electrical Industries Limited**

CIN: L28100MH2008PLC185764

Registered. Office: Gat No. 139/1 and 139/2, Umala, Jalgaon (MH), India, 425003.

**POSTAL BALLOT NOTICE**

**Pursuant to Section 110 of the Companies Act, 2013 & read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014**

**Dear Members,**

**NOTICE** is hereby given to the Members of **SPECTRUM ELECTRICAL INDUSTRIES LIMITED** (“the Company”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulation”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), as amended from time to time, for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 and General Circular No. 9/2024 dated 19/09/2024 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and any other applicable laws and regulations, that the Resolution appended below for seeking approval, is proposed to be passed as a Special Resolution by the Members of Spectrum Electrical Industries Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e voting”). Communication of assent or dissent of the Members would take place only through the remote e voting system.

**The remote e-voting period commences from 09.00 a.m. (IST) on Tuesday 10<sup>th</sup> December, 2024 and ends at 5.00 p.m. (IST) on Wednesday, 8<sup>th</sup> January, 2025.**

**You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. by Wednesday 8<sup>th</sup> January, 2025.**

The Board of Directors of the Company have appointed **Yuti Nagarkar, (Membership No. - FCS: 9317, COP: 10802, Practicing Company Secretary**, having her office at **Plot No. 181, Padmaja Apartment, Near Jain Mandir, Laxmi Nagar, Nagpur - 440022, Maharashtra, India** as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer shall submit a report of voting through ballot voting of the total votes cast in favour or against to the Chairman or person authorized by the Chairman. The results of voting by Postal Ballot through e-voting will be disseminated on the website of Company <https://www.spectrum-india.com/#/> besides being communicated to Stock Exchange viz. National Stock Exchange of India Ltd. (NSE).

**1. Migration of listing/trading of equity shares of the company from NSE Emerge to Main Board of NSE.**

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with NSE Limited applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of NSE Limited and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of 1,56,06,590 (One Crore Fifty Six Lakhs Six Thousand Five Hundred and Ninety) number of Equity Shares of the Company having a face value of Rs.10/- per Equity Share (which are currently listed on NSE Emerge) to the main Board of NSE and upon Migration the said Equity Shares shall get listed and traded on the Main Board of NSE, from the date of Migration/getting listed and admitted to deal on Main Board of NSE”.

**“RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company, be and are hereby, severally, authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of the Companies (ROC), to apply, modify, rectify and submit any application and/or related documents on behalf of the Company and to fulfil all such legal formalities in the connection and to form any committee if it thinks and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/officer of the Company and to appoint any such attorney/person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution”.

## **2. To make an application of listing/trading of the Company on Main Board of BSE Limited (BSE)**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution with requisite majority:

**“RESOLVED THAT**, pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), guidelines or requirements given by the BSE Limited (BSE), the consent of the members be and is hereby accorded for making an application for listing of the Company on Main Board of BSE Limited (BSE) which is already listed on SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) and are in process of Migration of the Company’s present listing from NSE EMERGE of National Stock Exchange of India Limited (NSE) to Main Board of National Stock Exchange of India Limited (NSE) and follow such procedures specified under ICDR Regulations, as amended from time to time.”

**“RESOLVED FURTHER THAT** any Director of the Company or Company Secretary, of the Company be and are hereby jointly/severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of the Companies (ROC), to apply, modify, rectify and submit any application and/or related documents on behalf of the Company and to fulfil all such legal formalities in the connection and to form any committee if it thinks and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution”.

## **3. Creation of charge/mortgage/pledge/hypothecation/security on Company’s assets up to Rs. 500 Crores:**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution with requisite majority:

**“RESOLVED THAT** in supersession of all the earlier resolution(s) passed by the Members at the Annual/ Extraordinary General Meeting(s) in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members be and is hereby accorded to the Board of Directors of the Company for creation of charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) for an aggregate amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only)”.

**“RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorised, severally, to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**4. Borrow money in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013:**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution with requisite majority:

**“RESOLVED THAT** in supersession of all the earlier resolution(s) passed by the Members at the Annual/ Extraordinary General Meeting(s) in this regard and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, the consent of the Members be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institutions and/or foreign lenders and/or anybody corporate/entity/entities and/or authority/authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be permitted by law from time to time, as may be deemed appropriate and in the interest of the company, in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company. Such borrowings however shall not exceed Rs.500 Crores (Rupees Five Hundred Crores only) over and above the aggregate of the paid-up capital, free reserves and securities premium of the Company and shall exclude all temporary loans obtained from our Bankers in the ordinary course of our business.”

**“RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorised, severally, to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**5. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013”**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution with requisite majority:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act read with the rules thereof [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force]; the consent of the Members be and is hereby accorded to the Board of Directors of the Company for -

- (i) giving loans to any person/s or other body corporate/s,
- (ii) giving guarantees or providing security in connection with a loan to any other body corporate or person,
- (iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate, up to a sum, the aggregate outstanding of which shall not exceed at any time by Rs.200 Crores (Rupees Two Hundred Crores only) over and above the limits as specified under section 186 of the Companies Act, 2013”.

**“RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby, severally, authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**For Spectrum Electrical Industries Limited**

Sd/-  
**Rahul Lavane**  
**Company Secretary and Compliance Officer**  
**M. No.: A57240**  
**Gat No. 139/1 and 139/2, Umale, Jalgaon 425003.**  
**Date: 09/12/2024**  
**Place: Jalgaon**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business as set out in the Notice is annexed hereto.
2. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Bigshare Services Private Limited, RTA of the Company or concerned Depository Participants.
3. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participant(s) to enable serving of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
4. Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www.spectrum-india.com](http://www.spectrum-india.com) and website of the National Stock Exchange of India Ltd. [www.nseindia.com](http://www.nseindia.com). All the members of the Company as on the Cut-off date i.e. 6<sup>th</sup> December, 2024 shall be entitled to vote in accordance with the process specified in this Notice.
5. The Board of Directors of the Company have appointed Yuti Nagarkar, (Membership No. - FCS: 9317, COP: 10802), Practicing Company Secretary, having office at Plot No. 181, Padmaja Apartment, Near Jain Mandir, Laxmi Nagar, Nagpur - 440022, Maharashtra, India as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
6. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by them. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Friday 10<sup>th</sup> January, 2025. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Wednesday 8<sup>th</sup> January, 2025, being the last date specified by the Company for e-voting.
7. The voting rights of the Members shall be reckoned in proportion to their shares of the paid up equity share capital as on 6<sup>th</sup> December, 2024 being the "cut-off date" fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.
8. The remote e-voting period commences from 09.00 a.m. (IST) on Tuesday 10<sup>th</sup> December, 2024 and ends at 5.00 p.m. (IST) on Wednesday, 8<sup>th</sup> January, 2025. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. No voting shall be allowed beyond 5.00 p.m. on 8<sup>th</sup> January, 2025. The results of the Postal Ballot will be announced at or before Friday, 10<sup>th</sup> January, 2025.
9. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on the e-voting system of NSDL at <https://www.evoting.nsdl.com/> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.
10. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Ltd., where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.spectrum-india.com](http://www.spectrum-india.com).

**11. The instructions for voting are as under:****How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 eservices 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*****



<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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- 5. Password details for shareholders other than Individual shareholders are given below:**
- a) **If you are already registered for e-Voting, then you can use 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered**
- 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](http://www.evoting.nsdl.com).**
  - b) **Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.**
  - d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**
- 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.**

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General 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 [csynoffice@gmail.com](mailto:csynoffice@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [rahul.javane@spectrum-india.com](mailto:rahul.javane@spectrum-india.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rahul.javane@spectrum-india.com](mailto:rahul.javane@spectrum-india.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

**By the Order of the Board  
For Spectrum Electrical Industries Limited**

**Sd/-  
Rahul Lavane  
Company Secretary and Compliance Officer  
M. No.: A57240  
Gat No. 139/1 and 139/2, Umale, Jalgaon 425003.**

**Date: 09/12/2024  
Place: Jalgaon**

**Explanatory Statement Pursuant to Section 102 And Regulation 36 (5) Of the Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item No. 1 and 2**

The Company's 1,56,06,590 (One Crore Fifty Six Lakhs Six Thousand Five Hundred and Ninety) Equity Shares of Rs. 10/- are listed and traded on SME platform of NSE Limited (NSE). The Company made an IPO in the year 2018 and raised an amount of Rs. 2,587.00 lakhs by issue of Equity Shares of Rs. 10 each at a premium of Rs. 55/- per share, which have been deployed and fully utilized for the objects of the Issue.

The Company is well poised to migrate on the Main Board of NSE as well as the Main Board of BSE Limited as the Company has been listed and traded on the NSE Emerge (Listed on October 1, 2018) for more than two years with present listed paid-up capital of more than Rs.10 crores and hence eligible to migrate to the Main Board of NSE in addition to the Main Board of BSE as per the guidelines specified by SEBI under Chapter IX of SEBI ICDR Regulations, 2018 and as per the criteria laid down by NSE for Migration. The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoters against the proposal.

In view of increasing business activities and for strong brand building, the Board of Directors at its meeting held on **6<sup>th</sup> December, 2024** have accordingly approved the proposal to migrate from NSE EMERGE Platform to NSE Main Board simultaneously with making an application for migration to and listing on the Main Board of the Bombay Stock Exchange of India Limited (BSE).

Listing on the Main Board of NSE and BSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Migration to the main board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy enhanced returns from their investments.

The members are, therefore, requested to accord their approval for Migration of Company's 1,56,06,590 (One Crore Fifty Six Lakhs Six Thousand Five Hundred and Ninety) Equity Shares from SME Platform of NSE Limited to Main Board of NSE in addition to Main Board of BSE as set out in the resolution.

The Company would approach NSE and BSE with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including Public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of NSE and BSE and hence management recommends the passing of said resolution and seeks your approval.

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

The Board accordingly recommends the special resolution as set out in Item No. 1 & 2 of the Postal Ballot Notice for approval of the members.

**Item No. 3**

The Board may be required to borrow funds from banks and financial institutions in order to meet its long term commitments which may in excess of Company's paid up share capital, free reserves, and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company.

Section 180(1)(a) of the Companies Act, 2013 provides the power to the Board of Directors to create charge on the movable and immovable assets of the Company subject to the approval of members in the general meeting.

Hence, it is proposed to increase the maximum limit under Section 180(1)(a) upto an amount of Rs. 500 Crores (Rupees Five Hundred Crores only).

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

The Board accordingly recommends the special resolution as set out in Item No. 3 of the Postal Ballot Notice for approval of the members.

**Item No. 4**

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital, free reserves, and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution.

The Board may be required to borrow funds from banks and financial institutions in order to meet its long term commitments which may in excess of Company's paid up share capital, free reserves, and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business.

Hence, it is proposed to increase the maximum limit under Section 180(1)(c) upto an amount of Rs. 500 Crores (Rupees Five Hundred Crores only).

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

The Board accordingly recommends the special resolution as set out in Item No. 4 of the Postal Ballot Notice for approval of the members.

**Item No. 5**

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 200 Crores (Rupees Two Hundred Crores only) with the approval of shareholders.

It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

The Board accordingly recommends the special resolution as set out in Item No. 5 of the Postal Ballot Notice for approval of the members.

**By the Order of the Board  
For Spectrum Electrical Industries Limited**

Sd/\_  
**Rahul Lavane**  
**Company Secretary and Compliance Officer**  
**M. No.: A57240**  
**Gat No. 139/1 and 139/2, Umale, Jalgaon 425003.**

**Date: 09/12/2024**

**Place: Jalgaon**