Date: July 27, 2026

To,

National Stock Exchange of India Limited ("NSE").
Exchange Plaza, Plot No. C/1, G- Block,
Bandra –Kurla Complex, Bandra (East),
Mumbai-400051
Symbol: SPECTRUM

BSE Limited
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai – 400001.
Scrip Code: 544386

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of Extra-ordinary General Meeting of Members.

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extra-ordinary General Meeting ("**EGM**") of the **Spectrum Electrical Industries Limited** ('**Company**') will be held on Thursday, August 20, 2026 at 11.30 A.M. (IST) at the Registered Office of the Company situated at Gat No. 139/1 and 139/2 Umala, Jalgaon - 425003, Maharashtra, India.

We are submitting herewith Notice of EGM of the Company along with explanatory statement, which is being sent to all the members as on the cut-off date i.e. Thursday, July 23, 2026, through E-mail to those members who have registered their email id with the depository and simultaneously physical notice to those members whose email id is not registered with the depository/Company.

The Company has provided the facility to vote by electronic means (remote e-voting) on the resolution as set out in the EGM Notice. The remote e-voting will commence on Sunday, August 16, 2026, at 09:00 A.M. (IST) and ends on Wednesday, August 19, 2026 at 05:00 P.M (IST).

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. www.spectrum-india.com

We request you to kindly take the same on record.

Thanking you.
Yours truly,

For, Spectrum Electrical Industries Limited

Rahul Vasant Lavane
Digitally signed by Rahul Vasant Lavane
Date: 2026.07.27 13:31:49 +05'30'

Rahul Lavane Company Secretary & Compliance officer
Membership No. A57240

Encls: As above

Spectrum Electrical Industries Limited

CIN: L28100MH2008PLC185764
Registered Office: Gat No. 139/1 and 139/2, Umala, Jalgaon, Maharashtra, 425003,
Tel: +91 0257 2210192; **Email**: info@spectrum-india.com
Website: www.spectrum-india.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting ("**EGM**") of the Members of Spectrum Electrical Industries Limited (the "**Company**") will be held on, **Thursday, 20th day of August, 2026 at 11:30 AM (IST)** at Registered Office of the Company situated at **Gat No. 139/1 and 139/2 Umala, Jalgaon - 425003, Maharashtra, India**, in accordance with the applicable provisions of the Companies Act, 2013 to transact the following Special Business:

Item No.1

To approve, offer, issue and allotment of equity shares and convertible warrants on a preferential basis:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) ("**the Act**"), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), the Securities and Exchange Board of India Act, 1992, as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957, other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("**SEBI**"), and/or the stock exchanges where the equity shares of the Company are listed, the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (BSE and NSE together, the "**Stock Exchanges**") on which the equity shares of the Company ("**Equity Shares**") are listed, Depositories Act, 1996 and the rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), and subject to any other provisions of applicable law including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued thereunder from time to time by the Government of India, Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India, the SEBI, the Stock Exchanges, the jurisdictional Registrar of Companies, and such other statutory/regulatory authorities (hereinafter collectively referred to as "**Regulatory Authorities**"), in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment thereof for the time being in force, and subject to approval of the Stock Exchanges, as may be necessary or required and such conditions as may be imposed or prescribed by them while granting such approvals, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to mean and include any committees of the Board of Directors), the consent and approval of the Members of the Company ("**Members**") be and is hereby accorded to the Board to create, issue, offer and allot by way of preferential issue on a private placement basis, the following securities, in the manner set out below ("**Preferential Issue**") :

a. up to 13,73,625 (Thirteen Lakh Seventy Three Thousand Six Hundred Twenty Five) fully paid-up Equity Shares of the Company, ("**Equity Subscription Shares**") having face value of ₹ 10/- (Rupees Ten only) each, at a price of ₹ 2,002/- (Rupees Two Thousand Two only) (including a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only) per Equity Share, for cash consideration, aggregating up to ₹ 274,99,97,250/- (Rupees Two Hundred Seventy Four Crore Ninety Nine Lakh Ninety Seven Thousand Two Hundred Fifty only), which is not less than the '**floor price**' determined in accordance with Chapter V of the SEBI ICDR Regulations ("**Floor Price**"), on such terms and conditions as may be determined by the Board, in accordance with the SEBI ICDR Regulations and other applicable laws, to the following persons (hereinafter referred to as, the "**Equity Subscribers**"):

Sr. No.	Name of Proposed Allottees	Category	Maximum No. of Equity Shares proposed to be issued and allotted to the Proposed Allottee	Aggregate Subscription Amount up to (₹)
1	HDFC Mutual Fund - HDFC Manufacturing Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	4,99,500	99,99,99,000/-
2	HDFC Mutual Fund - HDFC Innovation Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	1,24,875	24,99,99,750/-
3	HDFC Mutual Fund - HDFC Value Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	1,24,875	24,99,99,750/-
4	Valuequest India Inflexion Fund (Scheme of Valuequest India Investment Trust, Category III AIF)	Non-Promoter	3,74,625	74,99,99,250/-
5	Minosha India Limited	Non-Promoter	2,49,750	49,99,99,500/-

b. up to 2,49,750 (Two Lakh Forty Nine Thousand Seven Hundred Fifty) convertible warrants ("**Warrants**"), at an issue price of ₹ 2,002/- (Rupees Two Thousand Two only) per Warrant ("**Warrant Issue Price**"), which is not less than the Floor Price, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share(s) of the Company having face value of ₹ 10/- (Rupees Ten only) at a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only), for cash consideration, aggregating up to ₹ 49,99,99,500/- (Rupees Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Five Hundred only), against payment of 25% of the Warrant Issue Price, i.e., ₹ 500.50/- (Rupees Five Hundred and Fifty Paise only) per Warrant, as an upfront payment ("**Warrant Subscription Price**") with the balance 75% of the Warrant Issue Price, i.e., ₹ 1,501.50/- (Rupees One Thousand Five Hundred One and Fifty Paise only) per Warrant ("**Warrant Conversion Price**"), payable at the time of conversion of the Warrants, which may be converted in one or more tranches, at the option of the Warrant Subscriber within a maximum period of 18 (eighteen) months from the date of allotment of the Warrants, on the terms and conditions set out herein in accordance with the SEBI ICDR Regulations and other applicable laws, to the following person, who is a promoter of the Company (hereinafter referred to as "**Warrant Subscriber**"):

Sr. No.	Name of Proposed Allottee	Category	Maximum No. of Warrants proposed to be issued and allotted to the Proposed Allottee	Aggregate Subscription Amount up to (₹)
1	Mr. Deepak Suresh Chaudhari	Promoter	2,49,750	49,99,99,500/-

(collectively, the Equity Subscription Shares and the Warrants, the "**Subscription Securities**").

(collectively, Equity Subscribers and the Warrant Subscriber, the "**Proposed Allottees**", and each, a "**Proposed Allottee**")

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the Floor Price for the Equity Subscription Shares and the Warrants to be issued and allotted is **Tuesday, July 21, 2026**, being the date 30 (Thirty) days prior to the date of the shareholders' meeting on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT the issue of the Equity Subscription Shares / Warrants to Equity Subscribers and the Warrant Subscriber (as applicable) under the Preferential Issue shall be subject to the following terms and conditions, in addition to the above, as prescribed under the applicable laws:

(i) The entire pre-Preferential Allotment shareholding of each Proposed Allottee in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(ii) The consideration for Preferential Issue shall be paid to the Company, from the bank accounts of the respective Proposed Allottees to be paid at the time of allotment.

(iii) The Equity Subscription Shares / Warrants so offered and issued to Equity Subscribers and the Warrant Subscriber (as applicable), are being issued for consideration in cash.

(iv) The Equity Subscription Shares / Warrants so offered, issued and allotted shall not exceed the respective number of Equity Shares / Warrants as approved herein above.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Subscription Shares to Equity Subscribers under the Preferential Issue shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

(i) The Equity Subscription Shares to be issued and allotted shall be fully paid-up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

(ii) The price determined above shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the allotment of the Equity Subscription Shares;

(iii) In accordance with Regulation 170 of SEBI ICDR Regulations, the Equity Subscription Shares shall be allotted in dematerialised form within a period of 15 (fifteen) days from the date of receipt of Members' approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, and where the allotment of the Equity Subscription Shares is pending on account of pendency of approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals;

(iv) The Equity Subscription Shares to be allotted to Equity Subscribers shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

(v) The Equity Subscription Shares to be allotted to Equity Subscribers shall be listed on the Stock Exchanges, subject to the receipt of the listing and trading approvals.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the issue of Warrants to the Warrant Subscriber and the allotment of Equity Shares upon conversion of such Warrants shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

(i) The Warrant holder shall be entitled to apply for and be allotted 1 (one) fully paid up Equity Share of the Company having face value of ₹10/- each against each Warrant;

(ii) ₹ 500.50/- (Rupees Five Hundred and Fifty Paise only), being 25% (twenty five percent) of the Warrant Issue Price, shall be payable at the time of subscription to each Warrant ("**Warrant Subscription Price**"), and the remaining ₹ 1,501.50/- (Rupees One Thousand Five Hundred One and Fifty Paise only), being 75% (seventy five percent) of the Warrant Issue Price, shall be payable by the Warrant holder at the time of conversion of each Warrant (such 75% being the "**Warrant Conversion Price**");

(iii) In accordance with Regulation 170 of SEBI ICDR Regulations, the Warrants shall be allotted in dematerialised form within a period of 15 (fifteen) days from the date of receipt of Members' approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, and where the allotment of the Warrants is pending on account of pendency of approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals;

(iv) The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects including the payment of dividend and voting rights with the then existing Equity Shares of the Company;

(v) The Equity Shares allotted on conversion of the Warrants shall be listed on the Stock Exchange(s) where the then existing Equity Shares of the Company are listed, subject to the receipt of the listing and trading approvals;

(vi) The Warrants shall not carry any voting rights until they are converted into Equity Shares;

(vii) The Warrant Issue Price and/or the number of Equity Shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants;

(viii) The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. The Warrants may be converted by the Warrant holder, at its option, in one or more tranches, on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall allot the corresponding number of Equity Shares to the number of Warrants proposed to be converted as mentioned in the warrant conversion notice, in dematerialised form, subject to receipt of the aggregate Warrant Conversion Price for the Warrants proposed to be converted as mentioned in the warrant conversion notice from the Warrant holder to the designated bank account of the Company;

(ix) In the event that the Warrant holder does not convert the Warrants within the period of 18 (eighteen) months from the date of allotment of the Warrants, the unconverted Warrants shall lapse, and Warrant Subscription Price on such unconverted Warrants shall stand forfeited;

(x) The Warrants allotted in terms of this resolution and the resultant Equity Shares allotted on conversion of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations; and

(xi) The Warrants to be so created, offered and issued, and the resultant Equity Shares that are allotted on conversion of such Warrants, in each case, shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT if any of the Proposed Allottee(s) is found not eligible for the Preferential Issue or approval of any of the relevant Regulatory Authority, as may be required, is not received, the Company shall not allot any Subscription Securities to such Proposed Allottee(s).

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorised to make an offer to the Proposed Allottees, through Private Placement Offer cum Application Letter in Form PAS-4 or such other form or offer document as prescribed under the Act and the SEBI ICDR Regulations containing the terms and conditions as set out herein after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

(i) To issue and allot the Warrants and such number of Equity Shares as may be required to be issued and allotted upon conversion of the Warrants, without requiring any further approval of the Members of the Company;

(ii) To appoint and enter into arrangements with legal counsel, advisors and any other intermediaries necessary for the Preferential Issue, and to enter into and execute all such arrangements, contracts/ agreements, memoranda, documents, etc., in connection therewith and to give them such directions or instructions as they may deem fit from time to time;

(iii) To take necessary actions and steps for obtaining relevant approvals from the Stock Exchanges, as may be necessary in relation to the Preferential Issue, including making necessary applications and making such submissions, and respond to all such questions and queries in this regard on behalf of the Company, as may be required, including for obtaining in-principle, listing and trading approval in connection with the Preferential Issue to be allotted pursuant to the Preferential Issue;

(iv) To finalize and issue necessary offer documents including but not limited to the Private Placement Offer cum Application Letter in Form PAS-4 or such other form or offer document as prescribed under the Act and the SEBI ICDR Regulations, and to record the names of the Proposed Allottees in Form PAS-5;

(v) To approve, finalise and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s) / supplement(s) / corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations and the Act and the rules made thereunder and in compliance with any direction from SEBI and/or such other applicable authorities;

(vi) To make such variations, modifications and amendments to any documents, applications or filings as may be required by the Regulatory Authorities or as may be necessary or expedient;

(vii) To authorise opening of the bank account(s) with any scheduled bank for the purpose of receiving application money in respect of the Preferential Issue;

(viii) To issue and allot the respective Subscription Securities pursuant to the Preferential Issue upon receipt of the requisite approvals and the share application money from the respective Proposed Allottees, in accordance with the applicable laws;

(ix) To seek the admission of the Equity Subscription Shares/Warrants (including upon their conversion into Equity Shares) in the depository system of the National Securities Depository Limited and/or Central Depository Services (India) Limited and undertake such corporate actions as may be required in this regard;

(x) To appoint a monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations to monitor the use of the proceeds of the Preferential Issue, to decide the terms of their engagement, including remuneration, and to enter into such agreements and contracts as may be required in this regard;

(xi) To execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors and any agreement or letters with the Proposed Allottees) in connection with the Preferential Issue;

(xii) To settle any question, difficulty or doubt that may arise in connection with the Preferential Issue including the issuance and allotment of the Subscription Securities as aforesaid and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Preferential Issue and allotment of the Subscription Securities (including allotment of the Equity Shares upon conversion of the Warrants); and to take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Preferential Issue;

(xiii) To undertake all such actions and compliances and give all such directions, as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations; and

(xiv) To take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and do all such acts, deeds and things which may be necessary, incidental, consequential, relevant or ancillary in this regard and to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required"

Place: Jalgaon
Date: July 24, 2026
Registered Office:
Gat No. 139/1 and 139/2, Umala, Jalgaon,
Maharashtra, 425003

By order of the Board of Directors
For **Spectrum Electrical Industries Limited**

Sd/-
Rahul Lavane
Company Secretary and Compliance Officer
Membership No: A57240

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("**the Act**"), which sets out details relating to Special Business at the meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("**MEETING**") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

4. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

6. Record date /Book closure date: Not applicable

7. Members are requested to:

   i. Bring their Copy of Notice to the Meeting.

   ii. Bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Notice of Extra-Ordinary General Meeting. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the Extra-Ordinary General Meeting.

   iii. Quote their Registered Folio Nos. on all correspondence with the Company

   iv. Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

   v. Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those holding shares in dematerialized form should send the above information to the respective Depository Participants.

   vi. Intimate the Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited, for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.

   vii. Convert their holdings in dematerialized form to eliminate risks associated with physical shares and better management of the securities. Members can write to the Company's registrar and share transfer agent in this regard.

8. The Securities and Exchange Board of India (**SEBI**) has mandated the submission of Permanent Account Number (**PAN**) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093.

9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. prior to the date of the Meeting.

10. The Notice of the Extra-Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.

11. Members may also note that the Notice of the Extra-Ordinary General Meeting will be available on the Company's website www.spectrum-india.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@spectrum-india.com.

12. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with M/s. Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by M/s. Bigshare Services Private Limited.

13. The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed herewith the Notice.

14. 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 i.e. Thursday, August 13, 2026, shall be entitled to e-voting and voting at the EGM through ballot paper.

15. Ms. Yuti Nagarkar, Practicing Company Secretary (C.P. No.: 10802) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting in a fair and transparent manner.

16. The Chairman shall, at the EGM, 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 EGM and have not already cast their votes through remote e-voting prior to the date of the EGM. Members who have already voted through remote e-voting before the date of the EGM shall be entitled to attend the EGM but shall not be entitled to vote again at the meeting venue by ballot paper.

17. The Scrutinizer shall after the conclusion of voting at the general meeting, within two working days of the conclusion of the EGM, issue 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.

18. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 Stock Exchanges.

19. **GREEN INTIATIVE**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e-mail address previously registered with the depository participants (DPs)/Company/registrars and share transfer agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar,

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

i. The voting period begins on Sunday, August 16, 2026 (09.00 a.m. IST) and ends on Wednesday, August 19, 2026 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	**Helpdesk details**
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 helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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 evoting@nsdl.com or call at 022- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.

- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

<u>**Voting method for shareholders on i-Vote E-voting portal:**</u>

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. <u>**Custodian registration process for i-Vote E-Voting Website:**</u>

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

<u>**Voting method for Custodian on i-Vote E-voting portal:**</u>

- After successful login, **Bigshare E-voting system** page will appear.

<u>**Investor Mapping:**</u>

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

<u>**Investor vote File Upload:**</u>

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
  - Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
  - Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

<u>**Helpdesk for queries regarding e-voting:**</u>

Login type	**Helpdesk details**
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND OTHER

APPLICABLE LAWS (AS AMENDED)

Item No. 1:

Offer, issue and allotment of Equity Shares and Warrants on Preferential Basis:

The Board of Directors of the Company ("**Board**") at its meeting held on July 24, 2026, approved raising of funds aggregating up to ₹ 324,99,96,750/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Six Thousand Seven Hundred Fifty only) by way of issuance of: (a.) up to 13,73,625 (Thirteen Lakh Seventy Three Thousand Six Hundred Twenty Five) fully paid-up Equity Shares of the Company ("**Equity Subscription Shares**"), having face value of ₹ 10/- (Rupees Ten only), at a price of ₹ 2,002/- (Rupees Two Thousand Two only) (including a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only) per Equity Share), aggregating up to ₹ 274,99,97,250/- (Rupees Two Hundred Seventy Four Crore Ninety Nine Lakh Ninety Seven Thousand Two Hundred Fifty only); and (b.) up to 2,49,750 (Two Lakh Forty Nine Thousand Seven Hundred Fifty) convertible warrants ("**Warrants**"), at an issue price of ₹ 2,002/- (Rupees Two Thousand Two only) per Warrant ("**Warrant Issue Price**"), each Warrant convertible into, or exchangeable for 1 (one) fully paid-up Equity Share of the Company having face value of ₹ 10/- (Rupees Ten only) at a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only), for cash consideration, aggregating up to ₹ 49,99,99,500/- (Rupees Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Five Hundred only), to the following persons (collectively, the "**Proposed Allottees**"), by way of a preferential issue through private placement offer (the "**Preferential Issue**"), in the manner set out below, subject to the approval of the Members, and such other approvals as may be required:

Sr. No.	Name of Proposed Allottees	Category	Types of Securities	Maximum No. of Securities proposed to be issued and allotted to the Proposed Allottee	Aggregate Subscription Amount up to (₹)
1	HDFC Mutual Fund - HDFC Manufacturing Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Equity Shares	4,99,500	99,99,99,000/-
2	HDFC Mutual Fund - HDFC Innovation Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Equity Shares	1,24,875	24,99,99,750/-
3	HDFC Mutual Fund - HDFC Value Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Equity Shares	1,24,875	24,99,99,750/-
4	Valuequest India Inflexion Fund (Scheme of Valuequest India Investment Trust, Category III AIF)	Non-Promoter	Equity Shares	3,74,625	74,99,99,250/-
5	Minosha India Limited	Non-Promoter	Equity Shares	2,49,750	49,99,99,500/-
6	Mr. Deepak Suresh Chaudhari	Promoter	Warrants	2,49,750	49,99,99,500/-

(collectively, the Equity Subscription Shares and the Warrants, the "**Subscription Securities**").

Each of the Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), to subscribe to the Subscription Securities to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue the Subscription Securities of the Company by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the aforesaid Preferential Issue.

Necessary information / details in respect of the proposed Preferential Issue in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR Regulations are as under:

I. **Objects of the Preferential Issue**

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects ("**Objects**"):

a) Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company (including estimated prepayment charges, if any), together with interest payments accrued thereon.

b) General corporate purposes.

II. **Utilization of Issue Proceeds**

The intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr No.	Particulars	Total estimated amount to be utilised for each of the Objects (₹ in Crores)*	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
1	Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company (including estimated prepayment charges, if any), together with interest payments accrued thereon.	250	Within 24 months
2	General Corporate purposes**	75	Within 24 months
	Total	**325**	

** Considering 100% conversion of Warrants into equity shares within the stipulated time as well as full allotment of proposed equity shares*

*** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.*

Given that a part of the Preferential Issue is through fully paid equity shares and a part through convertible Warrants, the full amount of the Issue Proceeds with reference to the Warrants shall be received by the Company in tranches within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the stipulated timeframe mentioned above.

The Issue Proceeds of ₹ 75,00,00,000 (Rupees Seventy Five Crore only) will be utilised towards general corporate purposes which includes meeting day to day expenses of the Company towards payment of salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose as considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013. Such utilization for general corporate purposes shall not exceed 25% of the Issue Proceeds in compliance with the circular bearing reference no. NSE/ CML/2022/56 dated December 13, 2022, issued by NSE and circular no. 20221213-47 dated December 13, 2022, issued by BSE.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

III. **Monitoring of Utilisation of Issue Proceeds**

a) Given that the issue size exceeds ₹ 100,00,00,000/- (Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**"). The Company has appointed Crisil Ratings Limited, a SEBI registered credit rating agency as the Monitoring Agency to monitor the use of proceeds of this preferential issue.

b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (Forty-Five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to Stock Exchanges.

IV. **Relevant Date**

The "**Relevant Date**" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for the relevant securities to be issued is Tuesday, July 21, 2026, i.e. 30 (thirty) days prior to the date of the shareholders' meeting on which this special resolution is proposed to be passed.

V. **Particulars of the Preferential Issue including terms of issue, date of passing of Board resolution, kind of securities offered, total/maximum number of securities to be issued, and the Issue price.**

The Board, at its meeting held on July 24, 2026, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to ₹ 324,99,96,750/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Six Thousand Seven Hundred Fifty only) by way of issuance of: (a.) up to 13,73,625 (Thirteen Lakh Seventy Three Thousand Six Hundred Twenty Five) fully paid-up Equity Shares of the Company, ("**Equity Subscription Shares**"), each having a face value of ₹ 10/- (Rupees Ten only), at an issue price of ₹2,002/- (Rupees Two Thousand Two only) (including a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only) per Equity Share, for cash consideration, aggregating to ₹ 274,99,97,250/- (Rupees Two Hundred Seventy Four Crore Ninety Nine Lakh Ninety Seven Thousand Two Hundred Fifty only) to the following persons (hereinafter referred to as, the "**Equity Subscribers**");

Sr. No.	Name of Proposed Allottees	Category	Maximum No. of Equity Shares proposed to be issued and allotted to the Proposed Allottee	Aggregate Subscription Amount up to (₹)
1	HDFC Mutual Fund - HDFC Manufacturing Fund (Scheme of HDFC Mutual Fund)	Non- Promoter	4,99,500	99,99,99,000/-
2	HDFC Mutual Fund - HDFC Innovation Fund (Scheme of HDFC Mutual Fund)	Non- Promoter	1,24,875	24,99,99,750/-
3	HDFC Mutual Fund - HDFC Value Fund (Scheme of HDFC Mutual Fund)	Non- Promoter	1,24,875	24,99,99,750/-
4	Valuequest India Inflexion Fund (Scheme of Valuequest India Investment Trust, Category III AIF)	Non- Promoter	3,74,625	74,99,99,250/-
5	Minosha India Limited	Non- Promoter	2,49,750	49,99,99,500/-

and (b) 2,49,750 (Two Lakh Forty Nine Thousand Seven Hundred Fifty) convertible warrants ("**Warrants**") at an issue price of ₹ 2,002/- (Rupees Two Thousand Two only) per Warrant ("**Warrant Issue Price**"), each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of ₹ 10/- (Rupees Ten only) at a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only), for cash consideration, aggregating to ₹ 49,99,99,500/- (Rupees Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Five Hundred only), to Mr. Deepak Suresh Chaudhari (the "**Warrant Subscriber**"), in each case, by way of a preferential issue through private placement. The Warrant Subscriber is a promoter of the Company. Equity Subscribers and the Warrant Subscriber are hereinafter collectively referred to as the "**Proposed Allottees**".

The Equity Subscription Shares shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company listed on the Stock Exchanges bearing ISIN: INE01EO01010 in all aspects (including with respect to entitlement to dividend and voting powers) from the respective dates of allotment thereof, in accordance with the applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

The Warrants, and allotment of Equity Shares upon conversion of such Warrants shall be inter alia, subject to the terms and conditions specified in the Resolution.

Additionally, the Subscription Securities shall be subject to the following terms and conditions apart from others as specified above, in the foregoing resolution and prescribed under applicable law:

a) the Subscription Securities shall be allotted in dematerialised form by the Company within a period of 15 (fifteen) days from the date of shareholder approval by special resolution, provided that where the allotment of any of the said Subscription Securities is subject to receipt of any approval or permission from any of the regulatory authority or the Central Government (as applicable), the allotment of such Subscription Securities shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions;

b) the Subscription Securities shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations; and

c) the consideration for the Preferential Issue shall be paid to the Company from the bank accounts of the respective Proposed Allottees, at the time of allotment of the respective Subscription Securities.

VI. **Basis on which the floor price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (NSE together with BSE are hereinafter referred to as the "**Stock Exchanges**" and "**Stock Exchange**" means any one of them). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. In case the equity shares of a company are frequently traded, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares / Warrants of the Company may be allotted shall not be less than higher of the following:

a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, preceding the 'relevant date'; or

b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, preceding the 'relevant date'.

Provided that in each case, if the Articles of Association of the Company provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

In the current case, the articles of association of the Company do not prescribe any method of determination for valuation of shares, and therefore, the 'floor price' has been computed in accordance with the pricing formula prescribed under the SEBI ICDR Regulations. NSE, being the stock exchange with higher trading volumes for the relevant periods, has been considered for arriving at the floor price. Accordingly, the 'floor price' (the "**Floor Price**") for the Preferential Issue is as follows:

a) ₹ 2,001.04/- (Rupees Two Thousand One and Four Paise only) per Equity Share, being the higher of the (i) 90 trading days' preceding the Relevant Date being July 21, 2026 (i.e., ₹1,729.06 (Rupees One Thousand Seven Hundred Twenty Nine and Six Paise only)) and (ii) 10 trading days' volume weighted average price preceding the Relevant Date being July 21, 2026 (i.e., ₹ 2,001.04/- (Rupees Two Thousand One and Four Paise only)), pursuant to Regulation 164(1) of Chapter V of the SEBI ICDR Regulations, in relation to issuance of Equity Shares to Equity Subscribers.

b) ₹ 2,001.04/- (Rupees Two Thousand One and Four Paise only) per Warrant, being the higher of the (i) 90 trading days' preceding the Relevant Date being July 21, 2026 (i.e., ₹ 1,729.06 (Rupees One Thousand Seven Hundred Twenty Nine and Six Paise only)) and (ii) 10 trading days' volume weighted average price preceding the Relevant Date being July 21, 2026 (i.e., ₹ 2,001.04/- (Rupees Two Thousand One and Four Paise only)), pursuant to Regulation 164(1) of Chapter V of the SEBI ICDR Regulations, in relation to issuance of Warrants to the Warrant Subscriber.

Yuti Nagarkar, Practicing Company Secretaries, having an office at Plot No 181, Padmaja Apartment, Laxmi Nagar, Beside Jain Mandir, Maharashtra, Nagpur, 440022, have issued a certificate dated July 24, 2026 certifying the aforesaid computation of price of the shares of the Company in accordance with Regulation 164(1) of Chapter V of SEBI ICDR Regulations, a copy of which is available on the Company's website at - https://www.spectrum-india.com/#/announcement/PDF1784974062384.pdf

The pricing of the (i) Equity Subscription Shares proposed to be allotted to Equity Subscribers pursuant to the Preferential Issue as approved by the Board is ₹ 2,002/- (Rupees Two Thousand Two only) (including a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only) per Equity Subscription Share); and (ii) Warrants proposed to be allotted to the Warrant Subscriber pursuant to the Preferential Issue as approved by the Board is ₹ 2,002/- (Rupees Two Thousand Two only) per Warrant ("**Warrant Issue Price**"), each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of ₹ 10/- (Rupees Ten only) at a premium of (including a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only), in each case, which is not less than the Floor Price (as set out above).

Also, it is pertinent to note that as per the Regulation 166A of the SEBI ICDR Regulations, any preferential issue that may result in a change in control or involves an allotment of more than 5% (five) per cent of the post-issue fully diluted share capital of the issuer, to a single allottee or to allottees acting in concert, mandates the requirement of a valuation report from an independent registered valuer, and such valuation is to be considered for determining the issue price. In the present case, since the proposed Preferential Issue is not expected to result in the allotment of more than 5% (five) per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (Ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

VII. **Amount which the company intends to raise by way of such securities**

The Company intends to raise an aggregate amount of up to ₹ 324,99,96,750/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Six Thousand Seven Hundred Fifty only).

VIII. **Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating up to ₹ 324,99,96,750/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Six Thousand Seven Hundred Fifty only) by way of issuance of:

i) up to 13,73,625 (Thirteen Lakh Seventy Three Thousand Six Hundred Twenty Five) Equity Shares, each at a price of ₹ 2,002/- (Rupees Two Thousand Two only) (including a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only) per Equity Share; and

ii) up to 2,49,750 (Two Lakh Forty Nine Thousand Seven Hundred Fifty) Warrants, each at a price of ₹ 2,002/- (Rupees Two Thousand Two only) per Warrant each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of ₹ 10/- (Rupees Ten) at a premium of ₹ 1,992/- (Rupees One Thousand Nine Hundred Ninety Two only).

IX. **Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

Warrants shall be offered to Mr. Deepak Suresh Chaudhari, being a Promoter of the Company, who intend to subscribe to such Warrants as part of the Preferential Issue, thereby enabling infusion of funds in a staggered manner, for utilisation towards the Objects of the Preferential Issue from time to time.

The specific details regarding such issuance is as set out below:

Sr. No.	Name of Proposed Allottee	Category	Maximum No. of Warrants proposed to be issued and allotted to the Proposed Allottee	Aggregate Subscription Amount (₹.)
1	Mr. Deepak Suresh Chaudhari	Promoter	2,49,750	₹ 49,99,99,500/-

Except as mentioned above, no other Promoter, Directors or Key Managerial Personnel of the Company will participate or subscribe to the proposed Preferential Issue and they will not be making any contribution as part of the Preferential Issue. Further, there will be no change in control/ management of the Company. However, voting rights will change in tandem with the shareholding pattern.

X. **Proposed time schedule and time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Subscription Securities shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of the shareholders resolution provided that where the allotment of any of the proposed Subscription Securities is pending on account receipt of any approval or permission from any regulatory authority or the Central Government (as applicable), the allotment of such Subscription Securities shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

XI. **Shareholding pattern of the Company before and after the Preferential Issue**

Please refer to Annexure A to this EGM Notice for details.

XII. **Names of the Proposed Allottees, class or classes of persons to whom the allotment is proposed to be made, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them**

Please refer to Annexure B to this EGM Notice for details.

XIII. **Principal terms of assets charged as securities**

Not applicable.

XIV. **Lock-in Period**

The entire pre-preferential allotment shareholding shall be locked-in in the following manner: (i) in case of issuance of Equity Subscription Shares to Equity Subscribers, from the Relevant Date up to a period of 90 (ninety) trading days from the date of trading approval; and (ii) in case of issuance of Warrants to the Warrant Subscriber from the Relevant Date up to a period of 90 (ninety) trading days from the date of allotment of the Warrants, in each case, as specified under Regulation 167(6) of the SEBI ICDR Regulations.

Further,

(a) in terms of Reg. 167(2) of the SEBI ICDR Regulations, the Equity Subscription Shares allotted to Equity Subscribers (a non-promoter) shall be locked-in for a period of 6 (six) months from the date of the trading approval, and

(b) in terms of Reg. 167(1) of the SEBI ICDR Regulations, the Warrants (being unlisted) allotted to the Warrant Subscriber (a promoter of the Company), shall be locked in for a period of 1 year from their date of allotment; and the Equity Shares allotted upon conversion of the Warrants shall be locked-in for a period of 18 (eighteen) months from the date of the trading approval, in each case, subject to such other terms and conditions as specified under Regulation 167, and Regulation 168 of the SEBI ICDR Regulations.

XV. **Undertakings**

As on the date of this EGM Notice:

a) The Company will make an application to the Stock Exchanges seeking its in-principle approval for the Preferential Issue, on the same day as dispatch of this notice.

b) Neither the Company, nor any of its directors and / or promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

c) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

d) As the Equity Shares have been listed for a period of more than 90 (Ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

e) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations.

f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

g) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

h) The Proposed Allottees other than those proposed allottees who are Schemes of the Mutual Funds (in respect of whom the restriction prescribed under Regulation 159(1) of the SEBI ICDR Regulations is not applicable in terms of Regulation 158(5) SEBI ICDR Regulations), have not sold or transferred any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.

i) All Equity Shares held by the Proposed Allottees in the Company are in dematerialised form.

j) None of Proposed Allottees (who has previously subscribed to warrants of the Company), has failed to exercise such warrants.

k) The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottees.

l) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

XVI. **Practicing Company Secretary's Certificate**

The certificate from Ms. Yuti Nagarkar, Practicing Company Secretaries, dated July 24, 2026, pursuant to Regulation 163(2) of the SEBI Listing Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members upon request, and will also be made available on the Company's website and will be accessible at the link: https://www.spectrum-india.com/#/announcement/PDF1784974062384.pdf

XVII. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable, as the Company has not proposed to issue the Equity Shares for consideration other than cash.

XVIII. **Change in control, if any, upon preferential issue**

There will be no change in control / management of the Company consequent to the Preferential Issue. Mr. Deepak Suresh Chaudhari is a promoter of the Company prior to the completion of the Preferential Issue and will continue to remain Promoter of the Company post the completion of the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**").

XIX. **The number of persons to whom Preferential Issue have already been made during the year, in terms of numbers of securities as well as price**

Save and except for the current Preferential Issue, the Company has not made any preferential allotment during the current financial year FY 2026-27.

XX. **Listing**

The Company will make applications to the Stock Exchanges at which the existing Equity Shares are already listed, for listing of the Equity Subscription Shares, and with respect to the Warrants, upon their conversion into Equity Shares. For the avoidance of doubt, the Warrants shall not be listed on the Stock Exchanges, but the Equity Shares that are allotted upon conversion of the Warrants shall be listed on the Stock Exchanges, upon approval of the Stock Exchanges in this regard.

XXI. **Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter**

The details of the current and post-Preferential Issue shareholding of the Proposed Allottees are set out below.

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares held in the Company pre-Preferential Issue	Shareholding in the Company pre-Preferential Issue (%)	Total No. of Equity Shares held in the Company post-Preferential Issue*	Shareholding in the Company post-Preferential Issue* (%)
1	HDFC Mutual Fund - HDFC Manufacturing Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Nil	-	4,99,500	2.88%
2	HDFC Mutual Fund - HDFC Innovation Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Nil	-	1,24,875	0.72%
3	HDFC Mutual Fund - HDFC Value Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Nil	-	1,24,875	0.72%

4	Valuequest India Inflexion Fund (Scheme of Valuequest India Investment Trust, Category III AIF)	Non-Promoter	Nil	-	3,74,625	2.16%
5	Minosha India Limited	Non-Promoter	Nil	-	2,49,750	1.44%
6	Mr. Deepak Suresh Chaudhari	Promoter	83,36,975	53.05	85,86,725	49.53%

* Notes:

(1) The post-preferential shareholding of the Proposed Allottees has been provided on a fully diluted basis and on the presumption that all the 2,49,750 Warrants issued to the Warrant Subscriber will be fully converted. In the event that for any reason, the Warrant Subscriber do not or are unable to subscribe to and/or not allotted such number of Equity Shares, the shareholding pattern in the above table would require consequential modifications, as necessary.

XXII. **Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc.**

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are as set out in the previous paragraphs.

The Equity Shares being offered, issued and allotted to the Equity Subscribers by way of the Preferential Issue shall inter alia be subject to the following terms and conditions, apart from others as prescribed under applicable law:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.

b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

d) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

e) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.

f) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.

g) The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account;

h) The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 (fifteen) days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

The Warrants being offered, issued and allotted to the Warrants Subscriber by way of the Preferential Issue shall inter alia be subject to the following terms and conditions, apart from others as prescribed under applicable law:

a. The Warrant holder shall be entitled to apply for and be allotted 1 (one) fully paid up Equity Share of the Company having face value of ₹ 10/- (Rupees Ten only) each against each Warrant;

b. ₹ 500.50/- (Rupees Five Hundred and Fifty Paise only), being 25% (twenty five percent) of the Warrant Issue Price, shall be payable at the time of subscription to each Warrant ("Warrant Subscription Price"), and the remaining ₹ 1,501.50/- (Rupees One Thousand Five Hundred One and Fifty Paise only), being 75% (seventy five percent) of the Warrant Issue Price, shall be payable by the Warrant holder at the time of conversion of each Warrant (such 75% (seventy five) seventy five being the "Warrant Conversion Price");

c. In accordance with Regulation 170 of SEBI ICDR Regulations, the Warrants shall be allotted in dematerialised form within a period of 15 (fifteen) days from the date of receipt of Members' approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, and where the allotment of the Warrants is pending on account of pendency of approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals;

d. The Equity Shares allotted on conversion of the Warrants shall rank pari passu in all respects including the payment of dividend and voting rights with the then existing Equity Shares of the Company;

e. The Equity Shares allotted on conversion of the Warrants shall be listed on the Stock Exchange(s) where the then existing Equity Shares of the Company are listed, subject to the receipt of the listing and trading approvals;

f. The Warrants shall not carry any voting rights until they are converted into Equity Shares;

g. The Warrant Issue Price and/or the number of Equity Shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants;

h. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. The Warrants may be converted by the Warrant holder, at its option, in one or more tranches, on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall allot the corresponding number of Equity Shares to the number of Warrants proposed to be converted as mentioned in the warrant conversion notice, in dematerialised form, subject to receipt of the aggregate Warrant Conversion Price for the Warrants proposed to be converted as mentioned in the warrant conversion notice from the Warrant holder to the designated bank account of the Company;

i. In the event that the Warrant holder does not convert the Warrants within the period of 18 (eighteen) months from the date of allotment of the Warrants, the unconverted Warrants shall lapse, and Warrant Subscription Price on such unconverted Warrants shall stand forfeited;

j. The Warrants allotted in terms of this resolution and the resultant Equity Shares allotted on conversion of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations; and

k. The Warrants to be so created, offered and issued, and the resultant Equity Shares that are allotted on conversion of such Warrants, in each case, shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

XXIII. **Valuation and Justification for the allotment proposed to be made for consideration other than Cash**

Not applicable, as the Preferential Issue of the Equity Subscription Shares as well as the Warrants will be undertaken for cash consideration.

The relevant documents, if any, in relation to the items listed above, are available for inspection by the Members at the Registered office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 11.00 a.m. to 4.00 p.m., upon their request. The documents shall also be available for inspection electronically, as per applicable law.

The Board believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board of Directors of the Company recommends the resolution as set out in Item No. 1 of the EGM Notice to the Members for their consideration and approval by way of a Special Resolution.

Other than Mr. Deepak Suresh Chaudhari, none of the other Promoters, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the EGM Notice, except to the extent of their respective shareholding in the Company.

Annexure A

Shareholding pattern of the Company before and after the Preferential Issue

	Category	#Pre-Issue		*Post Issue	
		No of Equity Shares Held	% of Shareholding	No. of Equity Shares Held	% of Shareholding
A	**Promoter Holding:**				
1	**Indian**				
(a)	**Individuals/PAC**	**83,36,975**	**53.05%**	**85,86,725**	**49.53%**
	-Deepak Suresh Chaudhari	83,36,975	53.05%	85,86,725	49.53%
(b)	**Any Other (Director and Directors Relatives)**	**30,90,285**	**19.67%**	**30,90,285**	**17.82%**
	-SPECTRUM FABRICATORS INDIA PVT LTD	18,68,860	11.89%	18,68,860	10.78%
	-BHARTI DEEPAK CHAUDHARI	7,04,775	4.49%	7,04,775	4.07%
	-MEENA SUNIL JANGLE	10	0.00%	10	0.00%
	-KALPANA RANE	5,16,640	3.29%	5,16,640	2.98%
	Sub Total A 1	**1,14,27,260**	**72.72%**	**1,16,77,010**	**67.35%**
2	**Foreign Promoter**	-	-	-	-
	Individuals/NRI/Foreign individuals/PAC	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A 2	-	-	-	-
	Total Promoters Group A= A1+A2	**1,14,27,260**	**72.72%**	**1,16,77,010**	**67.35%**
B	**Public/Non-Promoters':**				
1	**Institutional Investors (Domestic)**				
	Mutual Funds/Banks/FI	-	-	7,49,250	4.32%
	FII's/PIs	-	-	-	-
	Alternate Investment Funds	55,775	0.35%	4,30,400	2.48%
	Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	NBFC Registered with RBI	-	-	-	-
	Sub Total B 1	**55,775**	**0.35%**	**11,79,650**	**6.80%**
2	**Institutional Investors (Foreign)**				
	FPIs (category 1)	**5,70,426**	**3.63%**	**5,70,426**	**3.29%**
	-INDIA EMERGING GIANTS FUND LIMITED	5,69,213	3.62%	5,69,213	3.28%
	FPIs (category 2)	**858**	**0.01%**	**858**	**0.00%**
	Any Other	-	-	-	-
	Sub Total B 2	**5,71,284**	**3.64%**	**5,71,284**	**3.30%**

3	**Central Government/State Government(s)/President of India**				
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
	Sub Total B 3	**0**	**0.00%**	**0**	**0.00%**
4	**Non-Institutions**				
(a)	**Directors And their relatives (Non-Promoter)**	**4,45,381**	**2.83%**	**4,45,381**	**2.57%**
	-DEVENDRA SUDHAKAR RANE	4,32,560	2.75%	4,32,560	2.49%
(b)	**Key Managerial Personnel**	**7,114**	**0.05%**	**7,114**	**0.04%**
(c)	**Relatives of Promoters (Non-Promoter)**	**7,56,885**	**4.82%**	**7,56,885**	**4.37%**
	-Sunil Pralhad Jangle	7,56,885	4.82%	7,56,885	4.37%
(d)	**Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.**	**9,92,363**	**6.32%**	**9,92,363**	**5.72%**
(e)	**INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.**	**11,55,136**	**7.35%**	**11,55,136**	**6.66%**
	REKHA GUNAVANTH KUMAR	2,20,000	1.40%	2,20,000	1.27%
	PRAMOD NAMDEO INGALE	1,96,750	1.25%	1,96,750	1.13%
(f)	**Non-Resident Indian (NRI)**	**22,536**	**0.14%**	**22,536**	**0.13%**
(g)	**Bodies Corporate**	**82,079**	**0.52%**	**3,31,829**	**1.91%**
(h)	**Any Other(CLEARING MEMBER)**	**1,683**	**0.01%**	**1,683**	**0.01%**
(i)	**Any Other(HINDU UNDIVIDED FAMILY)**	**1,96,344**	**1.25%**	**1,96,344**	**1.13%**
	Foreign Nationals	-	-		-
	Sub Total B 4	**36,59,521**	**23.29%**	**39,09,271**	**22.55%**
	Total Public Share holding B-B1+B2+B3+B4	**42,86,580**	**27.28%**	**56,60,205**	**32.65%**
	GRAND TOTAL A+B	**1,57,13,840**	**100.00%**	**1,73,37,215**	**100.00%**

 # Pre-issue shareholding pattern as on July 23, 2026.

*Note :

a) *The post-preferential shareholding of the Proposed Allottees has been provided on a fully diluted basis and on the presumption that all the 2,49,750 Warrants issued to the Warrant Subscriber will be fully converted. In the event that for any reason, the Proposed Allottees do not or are unable to subscribe to and/or not allotted such number of Equity Shares, the shareholding pattern in the above table would require consequential modifications, as necessary.*

b) *The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned resolution No.1; consequently, the post-issue shareholding percentage mentioned above may stand altered.*

Annexure B

Sr. No.	Details of the proposed Allottee	Category/ Class of proposed Allottee	Ultimate Beneficial Owner of the proposed Allottee	Pre-issue Shareholding	% to Pre issue Capital	No. of Securities proposed to be allotted	Post-issue Shareholding*	% to post issue capital*
1	HDFC Mutual Fund - HDFC Manufacturing Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Not applicable as it is a scheme of HDFC Mutual Fund (SEBI Registration No. MF/044/00/6) pursuant to proviso to Regulation 163 (1) (f) of the SEBI ICDR Regulations	Nil	-	4,99,500 (Equity Shares)	4,99,500	2.88%
2	HDFC Mutual Fund - HDFC Innovation Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Not applicable as it is a scheme of HDFC Mutual Fund (SEBI Registration No. MF/044/00/6) pursuant to proviso to Regulation 163 (1) (f) of the SEBI ICDR Regulations	Nil	-	1,24,875 (Equity Shares)	1,24,875	0.72%
3	HDFC Mutual Fund - HDFC Value Fund (Scheme of HDFC Mutual Fund)	Non-Promoter	Not applicable as it is a scheme of HDFC Mutual Fund (SEBI Registration No. MF/044/00/6) pursuant to proviso to Regulation 163 (1) (f) of the SEBI ICDR Regulations	Nil	-	1,24,875 (Equity Shares)	1,24,875	0.72%
4	Valuequest India Inflexion Fund (Scheme of Valuequest India Investment Trust, Category III AIF)	Non-Promoter	Valuequest India Inflexion Fund is a Scheme of Valuequest India Investment Trust, a SEBI Registered Category III AIF with registration no. IN/ AIF3/24- 25/1508. None of the investor holds more than 10% Beneficial interest in Valuequest India Inflexion Fund. ValueQuest Investment Advisors Private Limited is Investment Manager of Valuequest India Inflexion Fund. The name of members of board of directors of Investment Managers are as follows : a) Mr. Ravindra Dharamshi (DIN:00051084) b) Mr. Sameer Shah (DIN: 02829107) c) Mr. Chirag Lodaya (DIN: 06938305) d) Aniket Hemang Dharamshi (DIN: 08133266) e) Darius Dinshaw Pandole (DIN: 00727320) **Investment Team of Valuequest India Inflexion Fund is as under :** a) Mr. Ravindra Dharamshi b) Mr. Sameer Shah c) Mr. Chirag Lodaya	Nil	-	3,74,625 (Equity Shares)	3,74,625	2.16%
5	Minosha India Limited	Non-Promoter	a) Kalpraj Damji Dharamshi- b) Rekha Jhunjhunwala-	Nil	-	2,49,750 (Equity Shares)	2,49,750	1.44%
6	Deepak Suresh Chaudhari	Promoter	Not Applicable	83,36,975	53.05%	2,49,750 (Warrants)	85,86,725	49.53%

* Notes:

(1) The post-preferential shareholding of the Proposed Allottees has been provided on a fully diluted basis and on the presumption that all the 2,49,750 Warrants issued to the Warrant Subscriber will be fully converted. In the event that for any reason, the Proposed Allottees do not or are unable to subscribe to and/or not allotted such number of Equity Shares, the shareholding pattern in the above table would require consequential modifications, as necessary.

By order of the Board of Directors
For **Spectrum Electrical Industries Limited**

Place: Jalgaon
Date: July 24, 2026

Sd/-
Rahul Lavane
Company Secretary and Compliance Officer
Membership No: A57240

Registered Office:
Gat No. 139/1 and 139/2,
Umala, Jalgaon, Maharashtra, 425003.

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L28100MH2008PLC185764

Name of Company: SPECTRUM ELECTRICAL INDUSTRIES LIMITED

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

Phone: 0257 2210 192

Email ID: info@spectrum-india.com

I / We, being the Member(s)holding shares of Spectrum Electrical Industries Limited,

Name of member(s):	
Registered address:	
Email ID:	
Folio Number/ DP ID-ClientID:	

hereby appoint:

1. Name: Address:	Signature:
or failing him /her, 2. Name: Address:	Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra- Ordinary General Meeting of Spectrum Electrical Industries Limited to be held on Thursday, 20th day of August, 2026, at 11:30 a.m. at Gat No. 139/1 and 139/2 Umala, Jalgaon - 425003, Maharashtra, India and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

SPECIAL BUISNESS:

1. To approve, offer, issue and allotment of equity shares and convertible warrants on a preferential basis

Signature of Shareholder: ....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

SPECTRUM ELECTRICAL INDUSTRIES LIMITED

Registered Office: Gat No. 139/1 and 139/2 Umala, Jalgaon, Maharashtra, India, 425003
CIN: L28100MH2008PLC185764 | Phone: 0257 2210 192 |
Email: info@spectrum-india.com | Website: www.spectrum-india.com

I/We...R/o..hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Thursday, 20th day of August, 2026 at 11.30 A.M at Gat No. 139/1 and 139/2 Umala, Jalgaon - 425003, Maharashtra, India.

Folio No.	
DP ID No.	
Client ID No.	
No. of Shares :	
Name of the Member	
Name of the Proxy holder	
Member's / Proxy's Signature	

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL.**

ROUTE MAP FOR THE VENUE OF EXTRA-ORDINARY GENERAL MEETING

VENUE: GAT NO. 139/1 AND 139/2, UMALA, JALGAON, MAHARASHTRA, INDIA, 425003