

# **SPECULAR MARKETING & FINANCING LTD.**

Reg. Office: EC-4052, 4th Floor, Bharat Diamond Bourse, BKC, Bandra East, Mumbai - 400051

Phone: 23682859 E-Mail: [specmkt@gmail.com](mailto:specmkt@gmail.com)

CIN NO. L51900MH1985PLC034994

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE (01/2021-22)EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SPECULAR MARKETING AND FINANCING LIMITED WILL BE HELD ON MONDAY, JUNE 07<sup>TH</sup>, 2021 AT 12:00 NOON THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS

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### SPECIAL BUSINESS:

#### ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions of the Companies Act, 2013 read with applicable Rules made there under (including amendments or re-enactment thereof), consent of Members of the Company be and are hereby accorded to alter and increase the Authorized Share Capital of the Company from existing INR 25,00,000/- (Rupees Twenty Five Lakhs Only) divided into 2,50,000 (Two Lakh and Fifty Thousand) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each by inserting 7,50,000 equity shares.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

*"V. The Authorized Share capital of the Company is INR 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each."*

**RESOLVED FURTHER THAT** Mr. Shreyas Ramniklal Mehta, Managing Director and/or Mr. Nilesh Damjibhai Vira, Director of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

#### ITEM NO. 2 TO APPROVE ALTERATION OF THE MAIN OBJECTS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 4 & 13 and other applicable

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provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder consent of the members of the Company be and are hereby accorded, subject to the approval of the Registrar of Companies, the Objects Clause III (A) of the Memorandum of Association of the Company be and is hereby altered by replacing the following existing Clauses 1 & 2 to new Objects as Clause I to II as follows:-

I. To extract, produce, refine, process, buy, sell, import, export, market, develop, distribute, trade, or otherwise engage or deal in all types of oilseeds, Pulses, spices, oils, edible and non-edible oils, grains, vegetables, herbs, pickles and other items derived from agricultural, farming or relevant activities.

II. To act as Merchant Exporters of Dried and Preserved Vegetables, Fresh Grapes, Other Fresh Fruits, Basmati Rice, Non-Basmati Rice, Cereals Preparations, Wheat, Vegetable Seeds, Other Fresh Vegetables, Guar Gum, Jaggery and Confectionery, Coco Products, Hps Groundnuts, Other Processed Fruits and Vegetables, Pickle and Chutney, Coarse Grains, Fresh Onions, Dried Nuts (Walnuts), Fresh Mangoes, Mango Pulp.

III. To produce, manufacture, formulate, use or otherwise acquire, sell, distribute, import, export, transport, store, distribute, promote, market or supply, trade, deal in and dispose of chemical products of every nature and description and compounds, intermediates, derivatives and by-products thereof, goods and services relating to chemicals, chemical intermediates, speciality chemical intermediates and products to be made therefrom including specifically but without limiting the generality of the foregoing, calcium cyanamide, vat, solubilled vat, naphthols, all type of floatation reagents, wetting agents, insecticides and funiagents, plastics and resins, dyestuffs, catalytic agents, foods, direct colours, basic and rapid fast colours, pigment, drugs, biological, pharmaceuticals, serums, vitamin products, hormones, sutures, drugs, essence, cordial, minerals and other water, cellulose and oil paints, pigments and varnishes, derived from phosphate, mines, limestones, quarries, bauxite mines, petroleum, natural gas and other natural deposits useful or suitable in the manufacture of chemicals and chemical products.

IV. To carry on the business of process, produce. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.

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V. To carry in India or elsewhere the business to process, , prepare, disinfect, fermentate, compound, mix, clean wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, consultant, collaborator, adatia, stockists, liasioner, middleman, export house, jobworker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, theirby products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, fun foods, breakfast foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic.

VI. To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.

VII. To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockiest, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.

**RESOLVED FURTHER THAT** Mr. Shreyas Ramniklal Mehta, Managing Director and/or Mr. Nilesh Damjibhai Vira, Director of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

### **ITEM NO. 3: TO APPROVE THE CHANGE OF NAME OF THE COMPANY:**

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

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**“RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 & 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of shareholders of the Company be and is hereby accorded for change of name of the Company from **“Specular Marketing and Financing Limited”** to **“M Lakhamsi Global Limited”** or such other name as may be approved by Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name **“Specular Marketing and Financing Limited”** as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name **“M Lakhamsi Global Limited”** or such other name as may be approved by Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** Mr. Shreyas Ramniklal Mehta, Managing Director and/or Mr. Nilesh Damjibhai Vira, Director of the Company be and is hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

## **ITEM NO. 4 INCREASE IN BORROWING LIMITS FROM EXISTING TO INR 50,00,00,000/- (RUPEES FIFTY CRORES ONLY)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for borrowing from time to time as they may think fit, any sum or sums of money not exceeding INR 50,00,00,000/- (Rupees Fifty Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together

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with the money already borrowed by the Company and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

**RESOLVED FURTHER THAT** Mr. Shreyas Ramniklal Mehta, Managing Director and/or Mr. Nilesh Damjibhai Vira, Director of the Company be and is hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

## **ITEM NO. 5: TO ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to adopt the new set of Articles of Association.

**RESOLVED FURTHER THAT** Mr. Shreyas Ramniklal Mehta, Managing Director and/or Mr. Nilesh Damjibhai Vira, Director of the Company be and is hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

## **ITEM NO. 6: TO ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTER FOR SUCCESSION OF BUSINESS FROM M LAKHAMSI AND COMPANY**

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

“**RESOLVED THAT** subject to the provisions of Section 62(1)(c), 23 & 42 of the Companies Act, 2013 Act”), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other

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applicable rules (including any Statutory modification and or amendments) thereto and/or enactment there to for the time being in force) the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the Memorandum and the Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI (LODR) Regulations") and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities and subject to the receipt of such approvals as may be required under the Act, the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches up to 6,00,000 (Six Lakh only) equity shares of the Company having face value of INR 10/- (Rupees Ten only) per equity share at an issue price of INR 100/- (Rupees One Hundred Only) each including at a premium of INR 90/- (Rupees Ninty Only) per share amounting to INR 6,00,00,000/- (Rupees Six Crores Only) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the under mentioned persons, on preferential basis for consideration other than cash i.e. in lieu of succession of business including assets and liabilities of M. Lakhamsi and Co. (Partnership Firm) for discharging the consideration for succession of business.

<b>S.No.</b>	<b>Name of Proposed Allottee</b>	<b>No. of Equity Shares proposed to be issued</b>
	<b>Category: Non Promoter</b>	
1.	Mr. Sanjiv MulchandSawla	3,00,000
2.	Mr. MulchandLakhamsiSawla	3,00,000
	<b>Total</b>	<b>6,00,000</b>

## **RESOLVED FURTHER THAT:**

- i.** The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- ii.** The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not

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limited to the BSE Limited and/or SEBI), MCA, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approvals.

- iii. The Equity shares to be allotted to the Non Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.
- iv. The equity shares issued to the Proposed Allottees shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari-passu and inter-se with the existing equity shares of the Company in all respects including dividend;

**RESOLVED FURTHER THAT** Mr. Shreyas Ramniklal Mehta, Managing Director and/or Mr. Nilesh Damjibhai Vira, Director of the Company be and are hereby jointly and/or severally authorized to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto.”

**For Specular Marketing and Financing Limited**

Sd/-

**Shreyas Ramniklal Mehta**

**Managing Director**

**DIN: 00211592**

**Add: 3, Sethna House, 13 Laburnum Road**

**Near Mani Bhavan, Gamdevi**

**Mumbai, 400007, Maharashtra, India**

**Date: 08.04.2021**

**Place: Mumbai**

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## **NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Extra Ordinary General Meeting (EGM) will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 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 Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ithout restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.specularmarketing.com](http://www.specularmarketing.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also

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disseminated on the website of CSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021.
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 their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
9. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
10. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [specmkt@gmail.com](mailto:specmkt@gmail.com)
11. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
13. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
14. Non-Resident Indian members are requested to inform RTA/respective DPs,

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immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. The Board of Directors of the Company has appointed M/s Vikas Verma & Associates (FRN P2012DE081400), Company Secretaries, New Delhi as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
19. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at [www.specularmarketing.com](http://www.specularmarketing.com) and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
20. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
21. The Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 ( the "Act") in respect of the special business set out at item Nos. 1 to 6 of this Notice is annexed.

## **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

(i) The voting period begins on 04<sup>th</sup> June 2021, 09:00 A.M and ends on 06<sup>th</sup> June 2021, 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31<sup>st</sup> May, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and

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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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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 are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.

2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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/myeasi/Registration/EasiRegistration>

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4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting.

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

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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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 22-23058542-43.

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.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form PAN Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

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(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non - Individual Shareholders and Custodians -Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [specmkt@gmail.com](mailto:specmkt@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [specmkt@gmail.com](mailto:specmkt@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not

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barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**For Specular Marketing and Financing Limited**

**Sd/-**

**Shreyas Ramniklal Mehta**

**Managing Director**

**DIN: 00211592**

**Add: 3, Sethna House, 13 Laburnum Road**

**Near Mani Bhavan, Gamdevi**

**Mumbai, 400007, Maharashtra, India**

**Date: 08.04.2021**

**Place: Mumbai**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1:**

The members may note that the present Authorised Share Capital of the Company is INR 25,00,000/- (Rupees Twenty Five Lakhs Only) divided into 2,50,000 (Two Lakh Fifty Lakhs) Equity Shares of INR 10/-(Rupees Ten Only) each.

Your Company is in acute shortage of working capital resulting in restricting the Company to utilize its capacity to its full extent. In view of future expansion plans, the Company proposes to increase its Authorized Share Capital of the Company from existing INR 25,00,000/- (Rupees Twenty Five Lakhs Only) divided into 2,50,000 (Two Lakh Fifty Lakhs) Equity Shares of INR 10/-(Rupees Ten Only) each to INR 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of INR 10/-(Rupees Ten Only) each. Accordingly, the Company requires to pass an Ordinary resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

The members may also note that pursuant to the provisions of the Companies Act, 2013 and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the Extra-Ordinary General Meeting.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 1 be passed as an Ordinary Resolution.

### **ITEM NO. 2:**

The principal business of the company is to carry out marketing services, survey, and all kinds of agency and distribution business and to act as distributors, selling agents and enter into working arrangement with company, corporation, firm, individual.

The Company proposes to enter into business succession agreement with M/s M. Lakhamsi and Co. and the main business of M/s M. Lakhamsi and Co. is to carry on the business of Exports of sesame seeds, castor oil and seeds, peanuts, safflower seeds, niger seeds, spices, wheat flour, rice, oil cakes, meals, Whole / Ground Spices, Seeds, Kernels, OilSeeds, Pulses.

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For giving the effect to Business Succession Agreement company wishes to change its business activity as the main business activity of M/s M. Lakhamshi and Co.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of new set of objects as stated in the resolution in the annexed notice.

The Directors commend the passing of the resolution under item No. 2 of the accompanying Notice for the approval of the members of the company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution

The Board recommends that the resolution set out at item no. 2 be passed as Special Resolution.

## **ITEM NO. 3:**

The Board of Directors of the Company in its meeting held on April 08, 2021 has entered into a Business Succession Agreement with M/s M. Lakhamshi and Co. for using the goodwill of M/s M. Lakhamshi and Co. it is decided to change the name of the Company from "Specular Marketing and Financing Limited" to "M Lakhamshi Global Limited" subject to approval of members of the company and such other name as may be made available for adoption by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon, Haryana.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 3 for the approval of the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

The Board recommends that the resolution set out at item no. 3 be passed as Special Resolution.

## **ITEM NO. 4**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time,

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raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) Hence it is proposed to increase the maximum borrowing limits from existing to limit INR 50,00,00,000/- (Rupees Fifty Crores Only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

## **ITEM NO. 5:**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On 12 September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26 March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members. The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid

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documents are also available for inspection at the EGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

## **ITEM NO. 6:**

The Company is engaged in the business of to carry out marketing services, survey, and all kinds of agency and distribution business and to act as distributors, selling agents and enter into working arrangement with company, corporation, firm, individual and such other ancillary and incidental work to attainment of the above objects or such other businesses.

The Company has a strategic vision of strengthen its financial position and to achieve the same the Board of Directors of the Company, at its meeting held on Monday, the 8<sup>th</sup> April, 2021, has considered the proposal of Business succession of Proposed Allottee as mentioned herein below, which is engaged in the business of Exports of sesame seeds, castor oil and seeds, peanuts, safflower seeds, niger seeds, spices, wheat flour, rice, oil cakes, meals, Whole / Ground Spices, Seeds, Kernels, Oil Seeds, Pulses.

This is the new line of business/ portfolio in which the company wishes to embark upon the same. It was further proposed by the Board, that the said succession be made as per the provisions of the Income Tax Act, 1961 wherein the Assets/Business of Proposed Allottee is succeeded for a consideration on a going concern basis.

As per the terms of the Business Succession Agreement dated 8<sup>th</sup> April, 2021 entered into with the Proposed Allottees Mr. Sanjiv Mulchand Sawla and Mr. Mulchand Lakhamsi Sawla (Partners of M/s M. Lakhamsi and Co.) and for succession of Business, the consideration for such succession has been arrived at INR 6,00,00,000/ (Rupees Six Crores only) and such consideration was agreed to be discharged by the Company by way of offer, issue and allotment of fully paid up Equity Shares on Preferential Issue in terms of Chapter V of the SEBI(ICDR) Regulations. It is proposed to issue 6,00,000 Equity Shares by the Company to Proposed Allottee (i.e. determined by dividing the total issue size (being INR 6,00,00,000/-) by Issue Price determined in accordance with the SEBI (ICDR) Regulations, 2018 (being INR 100/- per Equity Share).

The offer / issue / allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI / Stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement/Act/SEBI. Pursuant to the provisions of Section 62(1)(c) of Act and SEBI (ICDR) Regulations, 2018 approval of the members is required for the proposed allotment of Equity Shares on a preferential basis to the Proposed Allottee. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Act read with Rules made thereunder including SEBI (ICDR) Regulations, 2018 and in terms of the provisions of the Listing Agreement.

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The proposed preferential issue is subject to the approval of any other regulatory authority, as may be necessary, without the need of any further approval from the Members, to undertake the preferential issue, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018. The proposed issue by way of Preferential Allotment is in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and other applicable regulations. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR) Regulations, 2018 the relevant disclosures / details are given below:

Objects of the issue	With an objective to accomplish the Company's vision to grow, the Company is proposing to succeed the business of M/s M. Lakhamsi and Co. and accordingly the object of the proposed Issue and allotment of Equity Shares is to discharge the Consideration of INR 6,00,00,000/- payable for succession of Business of the Proposed Allottees Mr. Sanjiv Mulchand Sawla and Mr. Mulchand Lakhamsi Sawla (Partners of M/s M. Lakhamsi and Co.) in accordance with the Business Succession Agreement entered into by the Company with the Proposed Allottee. This issue and allotment of equity shares is for consideration other than cash i.e. in consideration of the Business of the Proposed Allottee.
Total No. of Equity Shares to be issued /Maximum number of specified securities to be issued	It is proposed to issue 6,00,000 (Six Lakh Only) Equity Shares by the Company to the Proposed Allottees.
The price at which allotment is proposed	The Issue Price determined in accordance with the SEBI (ICDR) Regulations, 2018 (being INR 10/- per Equity Share at a Premium of INR 90/- per Share).
Basis on which price has been arrived at along with report of registered valuer	According to the Valuation Reports of Registered Valuer – Ms. Amandeep Kaur having (IBBI Registration No. IBBI/RV/05/2019/12662) issued on April 08 <sup>th</sup> , 2021. Based on the Valuations provided by the said valuers, the Board has decided the price of equity shares to be issued at INR 100/- (Rupees Hundred Only) including a premium of INR 90/- (Rupees Ninety) per equity share of Face Value of INR 10/- (Rupees Ten Only) each in accordance with provisions of the SEBI (ICDR) Regulations, 2018.
Relevant date with reference to which the price has been arrived at	The relevant date in terms of Regulation 161(a) of SEBI (ICDR) Regulations, 2018 for determining the price of Equity share with reference to the proposed allotment is not applicable for the preferential allotment as the shares of the company are infrequently traded.
The class or	Individuals

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classes of persons to whom the allotment is proposed to be made																																				
Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer	None of the Promoters or their associates and relatives, Directors or Key Managerial Person intends to subscribe to the Preferential Issue of Equity Shares.																																			
The proposed time within which the allotment shall be completed	The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.																																			
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">S.No</th> <th style="width: 20%;">Name of Proposed Allottee</th> <th style="width: 5%;">Pre issue holding</th> <th style="width: 5%;">% of shares</th> <th style="width: 10%;">No. of Equity Shares Proposed to be Issued</th> <th style="width: 10%;">Post issue holding</th> <th style="width: 10%;">Post Issue Percentage</th> </tr> </thead> <tbody> <tr> <td></td> <td><b>Category: Non Promoter</b></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">1.</td> <td>Mr. Sanjiv Mulchand Sawla</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">3,00,000</td> <td style="text-align: center;">3,00,000</td> <td style="text-align: center;">35.377%</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Mr. MulchandL akhamsi Sawla</td> <td></td> <td></td> <td style="text-align: center;">3,00,000</td> <td style="text-align: center;">3,00,000</td> <td style="text-align: center;">35.377%</td> </tr> <tr> <td></td> <td><b>Total</b></td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;"><b>6,00,000</b></td> <td style="text-align: center;"><b>6,00,000</b></td> <td style="text-align: center;"><b>70.75%</b></td> </tr> </tbody> </table>	S.No	Name of Proposed Allottee	Pre issue holding	% of shares	No. of Equity Shares Proposed to be Issued	Post issue holding	Post Issue Percentage		<b>Category: Non Promoter</b>						1.	Mr. Sanjiv Mulchand Sawla	-	-	3,00,000	3,00,000	35.377%	2	Mr. MulchandL akhamsi Sawla			3,00,000	3,00,000	35.377%		<b>Total</b>	-	-	<b>6,00,000</b>	<b>6,00,000</b>	<b>70.75%</b>
S.No	Name of Proposed Allottee	Pre issue holding	% of shares	No. of Equity Shares Proposed to be Issued	Post issue holding	Post Issue Percentage																														
	<b>Category: Non Promoter</b>																																			
1.	Mr. Sanjiv Mulchand Sawla	-	-	3,00,000	3,00,000	35.377%																														
2	Mr. MulchandL akhamsi Sawla			3,00,000	3,00,000	35.377%																														
	<b>Total</b>	-	-	<b>6,00,000</b>	<b>6,00,000</b>	<b>70.75%</b>																														

# SPECULAR MARKETING & FINANCING LTD.

Reg. Office: EC-4052, 4th Floor, Bharat Diamond Bourse, BKC, Bandra East, Mumbai - 400051

Phone: 23682859 E-Mail: [specmkt@gmail.com](mailto:specmkt@gmail.com)

CIN NO. L51900MH1985PLC034994

<p>The change in control, if any, in the company that would occur consequent to preferential offer</p>	<p>There shall be change in the management or control of the Company pursuant to the issue of the Equity Shares. The Proposed allottee Mr. Sanjiv Mulchand Sawla and Mr. Mulchand Lakhamsi Sawla (Partners of M/s M. Lakhamsi and Co.) have already triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process they will become the Promoters and Promoters Group of the Company. Thus there will be change in management / control of the Company. Post open offer, the composition of the Board of directors may undergo change.</p>
<p>The number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price</p>	<p>No allotment made during the year.</p>
<p>Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</p>	<p>As per the terms of the Business Succession Agreement dated April 08<sup>th</sup>, 2021 entered into between Specular Marketing &amp; Financing Limited and M/s M. Lakhamsi and Co. for succession of Business, under which it is proposed to issue of 3,00,000 ( Three Lakhs Only) Equity Shares to Mr. Sanjiv MulchandSawla and 3,00,000 (Three Lakhs Only) Equity Shares Mr. MulchandLakhamsiSawla</p>

**Pre and post allotment shareholding pattern:**

**Equity Shares:**

Sr. No.	Category	Pre Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Share holding	Equity Shares	No. of Shares held	% of Share holding
A	<b>Promoter s' holding</b>					
1	<b>Indian:</b>				-	-
	Individual	130000	52.42	-	130000	15.33
	Bodies Corporate	4700	1.90	-	4,700	0.55

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	<b>Sub-Total</b>	<b>1,34,700</b>	<b>54.32</b>		<b>134700</b>	<b>15.88</b>
2	Foreign Promoters	500	0.20	-	500	0.06
	<b>Sub-Total (A)</b>	<b>135200</b>	<b>54.52</b>		<b>135200</b>	<b>15.94</b>
B	<b>Non-Promoters' holding:</b>	-	-	-	-	-
1	Institutional Investors	-	-	-	-	-
2	Non-Institutions:	-	-	-	-	-
	Private Corporate Bodies	2,800	1.13		2,800	0.33
	Directors and Relatives	-	-	-	-	-
	Individuals - Public	110000	44.35	-	110000	12.97
	Others	-	-	-	-	-
	New Allottee (Mr. Sanjiv Mulchand Sawla and Mr. Mulchand Lakhamsi Sawla(*))	-	-	6,00,000	6,00,000	70.75
	<b>Sub-Total (B)</b>	<b>112800</b>	<b>45.48</b>		<b>712800</b>	<b>13.30</b>
	<b>GRAND TOTAL</b>	<b>2,48,000</b>	<b>100</b>	<b>6,00,00</b>	<b>8,48,000</b>	<b>100</b>

\*Mr. Sanjiv Mulchand Sawla has entered into a share purchase agreement with the existing promoter i.e. Mr. Shreyas Ramniklal Mehta (10,000 Equity Shares) on Wednesday, April 08<sup>th</sup>,

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2021. Post completion of open offer under SEBI (SAST) Regulations, 2011 these 10,000 Equity shares held by the existing promoters will be transferred to Mr. Sanjiv Mulchand. Accordingly post open offer, the shareholding of existing Promoter (Mr. Shreyas Ramniklal Mehta) will become Nil and Mr. Sanjiv Mulchand Sawla and Mr. Mulchand Lakhamsi Sawla who has shown as non - promoters under the proposed preferential issue, will become the Promoters of the company and their combined shareholding will be 6,10,000.

The revised post preferential shareholding pattern after completion of open offer process (excluding open offer Equity shares) will be as under:

Particulars	Post Allotment of Equity shares issued pursuant to this notice	
New Promoters/Promoters' Group	Total No. of shares	% of Total Voting Rights
Mr. Sanjiv Mulchand Sawla	3,10,000	36.56%
Mr. Mulchand Lakhamsi Sawla	3,00,000	35.38%
Individual	1,20,000	14.15%
Bodies Corporate	4,700	0.55%
<b>Sub-Total</b>	<b>7,34,700</b>	<b>86.64%</b>
Foreign Promoters	500	0.06%
<b>Sub-Total (A)</b>	<b>7,35,200</b>	<b>86.70%</b>
Non promoters		
Institutional Investors	-	-
Non-Institutions:		
Private Corporate Bodies	2,800	0.33%
Directors and Relatives	-	-
Individuals -Public	1,10,000	12.97%
<b>Sub-Total (B)</b>	<b>1,12,800</b>	<b>13.3%</b>
<b>Total (A+B)</b>	<b>8,48,000</b>	<b>100</b>

- Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

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In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than twenty-six weeks 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
2. None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.

- **Auditor Certificate:**

Certificate from the Practicing Company Secretary confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same will be made available for inspection on request.

- **Compliances:**

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

- **Lock in of Equity Shares**

The Equity shares to be allotted to the promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

The Board recommends that the resolution set out at item no. 6 be passed as Special Resolution.

**For Specular Marketing and Financing Limited**

Sd/-

**Shreyas Ramniklal Mehta**

**Managing Director**

**DIN: 00211592**

**Add: 3, Sethna House, 13 Laburnum Road**

**Near Mani Bhavan, Gamdevi**

**Mumbai, 400007, Maharashtra, India**

**Date: 08.04.2021**

**Place: Mumbai**