

SPANGLE MARKETING LIMITED

P-103, PRINCEP STREET, 3RD FLOOR, ROOM NO. 24

KOLKATA-700 072, PHONE : 2237-0373 / 5021

CIN : L51311WB1984PLC050209

E-mail : parida.1995@rediffmail.com

www.spanglemarketing.in

Date: 30th June, 2016

To
The Head-Listing & Compliance
Metropolitan Stock Exchange of India Limited
4th Floor, Vibgyor Towers, Plot No. C-62
Opp: Trident Hotel, Bandra Kurla Complex,
Bandra East, Mumbai-400098
Tele. No.:022 6112 9000

Dear Sir,

Sub: Notice of Extra Ordinary General Meeting of M/s. Spangle Marketing Limited.

With reference to the above, please find enclosed herewith the Notice of Extra - Ordinary General Meeting of the Shareholders will be held on Saturday, 30th July, 2016 at the Registered office of the Company at – P-103,Princep Street, 3rd Floor, Room No – 24, Kolkata – 700072.

This is for your information & Record.

Thanking You

Yours Faithfully,

For Spangle Marketing Limited
For Spangle Marketing Limited


Company Secretary

(S. Nayak)
Company Secretary & Compliance officer
Membership No.: A21997
Encl: As Above.

SPANGLE MARKETING LIMITED

CIN: L51311WB1984PLC050209

REGISTERED OFFICE: P-103, Princeep Street, 3rd Floor, Room No.24, Kolkata-700072, Phone: 033-2237 0373 / 5021

Email:parida.1995@rediffmail.com

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NOTICE

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of the members of M/S. SPANGLE MARKETING LIMITED Bearing Number EGM-1/2016-17 will be held at its registered office of the Company at : P-103, Princeep Street, 3rd Floor, Room No-24, Kolkata - 700072 on Saturday, 30th July, 2016 at 3:30 P.M. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company:-

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

“RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1) , read with Section 61,64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or re-enactment(s) thereof) Authorised Share Capital of the Company be and is hereby increased from existing Rs. 3,32,00,000/- (Rupees Three Crore Thirty Two Lakh Only) divided into 22,70,000 (Twenty Two Lakh Seventy Thousands Only) Equity shares of Rs. 10/-(Rupees Ten only) each and 1,05,000 (One Lakh Five Thousand Only) 10% Non Cumulative Redeemable Preference share of Rs.100/-(Rupees Hundred only) each to Rs.5,82,00,000/- (Rupees Five Crore Eighty Two Lakh Only) divided into 47,70,000 (Forty Seven Lakh Seventy Thousands Only) Equity shares of Rs. 10/- (Rupees Ten Only) each and 1,05,000 (One Lakh Five Thousand Only) 10% Non Cumulative Redeemable Preference shares of Rs.100/- (Rupees One Hundred Only) each by creation of additional 25,00,000 (Twenty Five Lakh Only) Equity shares of Rs. 10 (Rupees Ten Only) each and that clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new clause.

V. “The Authorised Share Capital of the Company is Rs.5,82,00,000/- (Rupees Five Crore Eighty Two Lakh Only) divided into 47,70,000 (Fourty Seven Lakh Seventy Thousands Only) Equity shares of Rs. 10/- (Rupees Ten Only) each and 1,05,000 (One Lakh Five Thousand Only) 10% Non Cumulative Redeemable Preference share of Rs.100/- (Rupees One Hundred Only) each, with power to increase or decrease the same in accordance with the provision of the Companies Act, 2013”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to



the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Item No.2

Addition of new 'Clause 5' relating to "Commodity object" after Clause 4 of the *A-Main Object of the Memorandum of Association.

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

"RESOLVED THAT pursuant to the provisions of section 13 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Shareholders of the Company be and is hereby accorded for addition the new object as Clause 5 relating to "Commodity object" after Clause 4 of the *A-Main Object of the Memorandum of Association as follow:-

"To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purposes of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad.."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

BY ORDER OF THE BOARD

For Spangle Marketing Limited
For Spangle Marketing Limited

(S.K. Parida) *Whole Time Director*
Whole Time Director
DIN: 00062443



Ph.No. :- 033-2237 0373/ 5021

Email ID: parida.1995@rediffmail.com

Address: P-103, Princeep Street, 3rd Floor
Room No-24, Kolkata-700072

Date:- 30.06.2016

SPANGLE MARKETING LIMITED

CIN: L51311WB1984PLC050209

REGISTERED OFFICE: P-103, Princeep Street, 3rd Floor, Room No.24, Kolkata-700072, Phone: 033-2237 0373 / 5021

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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item No.2 of the Notice, is annexed hereto and form part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty 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 person or shareholder.
3. The written and duly signed instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, not later than FORTY-EIGHT HOURS prior to the time of commencement of the meeting.
4. Corporate Members intending to send their authorized representatives to attend and vote on their behalf at the Meeting are requested to send an instrument of proxy duly signed by the authorized official.
5. The Register of Members and Transfer Books of the Company will be closed from July 25, 2016 to July 30, 2016, (both days inclusive).
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to the Company's Registrars and Transfer Agents, (i.e. Alankit Assignments Limited), at Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055 provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Alankit Assignments Limited for assistance in this regard.
8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A



consolidated share certificate will be returned to such Members after making requisite changes thereon.

9. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members seeking any information with regard to the Accounts are requested to write to the Company at least seven days before the date of Extra-Ordinary General Meeting, so as to enable the Management to keep the information ready at the Meeting.
11. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with the Company or Company's Registrar & Share Transfer Agent (i.e. Alankit Assignments Ltd).

Voting through electronic means:

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the EGM.

The Board of Directors has appointed Mr. U. K. Senapati, of M/s. G.K. Tulsyan & Co, Practicing Chartered Accountant (Membership No. 58084), as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

14. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
15. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
16. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
17. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to info@spanglemarketing.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. U.K. Senapati, Chartered Accountant, Partner of M/s. G.K. Tulsyan & Co at 4, Gangadhar Babu Lane, Kolkata-700012



not later than July 29, 2016 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

18. The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company / Depositories):
- i. Open the e-mail and also open PDF file, namely, “**Spangle e-voting.pdf**” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL:
<https://www.evoting.nsdl.com>
 - iii. Click on “Shareholder tabs” – “Login”
 - iv. Now Select the “**Spangle Marketing Limited**” from the dropdown menu and click on “SUBMIT”.
 - v. Now Enter your user ID
 - a. NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - vii. **If you are logging in for the first time**, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

First time user follow the steps given below:

	For Members holding shares in Demat Form 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)
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- viii. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
- ix. Select “EVEN” (E-voting Event Number) of Spangle Marketing Limited.
- x. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
- xi. Upon confirmation, the message “Vote cast successfully” will be displayed.



- xii. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to spangle.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions

- i. The e-voting period commences on **27th July, 2016 (9:00 am IST)** and ends on **29th July, 2016 (5:00 pm IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **23rd July, 2016 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at email: evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) working days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.



- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.spanglemarketing.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited ("MSEI"), where the shares of the Company are listed.



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EXPLANATORY STATEMENT

Annexure to Notice: Explanatory Statement under Section 102 of the Companies Act, 2013.

Item No.2

Addition of the New Object in Main Object of the Memorandum of Association.

The Company, in order to meet its growth and prospective objectives and to strengthen the financial position by sale, purchase and Trade in Commodities. It is therefore, Company proposed to add the new object clause 5 i.e. "*Commodity Object*" after Clause 4 of the *A-Main Object of the Memorandum of Association

The Board of Directors of the Company recommends the Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Shareholders, in the best interest of the Company.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in aforesaid resolutions.

BY ORDER OF THE BOARD
For Spangle Marketing Limited

For Spangle Marketing Limited

(Sushanta Kumar Parida)
Whole Time Director
DIN:00062443



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Date: 30.06.2016