

# SPANGLE MARKETING LIMITED

CIN:L51311WB1984PLC050209

Registered Office: P-103,Princep Street, 3<sup>rd</sup> Floor, Room No- 24, Kolkata-700072

Phone: 91 33 2237 0373 / 5021

E-mail: [parida.1995@rediffmail.com](mailto:parida.1995@rediffmail.com)

Website: [www.spanglemarketing.in](http://www.spanglemarketing.in)

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To  
All the Members

## NOTICE FOR THE 33<sup>RD</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of SPANGLE MARKETING LIMITED('the company') to be held on Monday, September 25, 2017 at 2.30 P.M. IST at the Registered office of the Company situated at P-103,Princep Street, 3<sup>rd</sup> floor, Room No-24, Kolkata-700072 to transact the following Business(s):-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Statements of Profit & Loss Account, cash flow statement for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Director's, Statutory Auditor's and Secretarial Auditor's thereon.
2. Re-appoint Smt. Sandhya Verma(DIN - 07145367) who retires by rotation at this meeting and being eligible, offer herself for re -appointment and if thought fit , to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Sandhya Verma (DIN - 07145367), a director of the Company who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation."

### **3. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY.**

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

"RESOLVED THAT pursuant to provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the of the Companies Act, 2013, ("Act") and the Companies ( Audit & Auditors) Rules, 2014, as amended from time to time, M/s. Agarwalla Ajay Kumar & Co, Chartered Accountants, (Firm Registration No.320297E), a Peer Reviewed Firm by the ICAI, in respect of whom consent and certificate under first proviso to Section 139(1) has been received, and being recommended by the Board of Directors in its meeting dated 18<sup>th</sup> August, 2017, and being eligible to be so appointed, be and is hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the thirty-eighth (38<sup>th</sup>) Annual General Meeting to be held in the year 2022 (Subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of directors of the Company and the Auditors."



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## SPECIAL BUSINESS:

### 4. APPOINTMENT OF MR. PALASH CHANDRA KARMAKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Palash Chandra Karmakar (DIN: 06514584), who was appointed as Additional Director on 01<sup>st</sup> March, 2017 and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Palash Chandra Karmakar as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 01<sup>st</sup> March, 2017 upto 28<sup>th</sup> February, 2022 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors/Company Secretary of the Company, be and are hereby severally authorized to file relevant forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be considered necessary in connection with the above appointment.”

All the members are requested to attend the Meeting.

By Order of the Board of Directors  
For Spangle Marketing Limited



  
(Satyananda Nayak)  
Company Secretary & Compliance Officer

Place: Kolkata

Date: 18<sup>th</sup> day of August, 2017

Registered Office:

P-103, Princep Street

3<sup>rd</sup> Floor, Room No. 24, Kolkata-700072



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## NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under items No & 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 ( "SEBI Listing Regulation") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No. 4 of the Notice, are also annexed.
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. THE INSTRUMENT APPOINTING THE PROXY / PROXIES MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FOURTYEIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING**  
  
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 a 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. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a "Certified True Copy" of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from, **September 20, 2017 to September 25, 2017, (both days inclusive).**
5. 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 Height, 1E/13, Jhandewalan Extension, New Delhi-110055 for providing efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company.
6. 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.





7. 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.
8. 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.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at least seven days before the date of Annual General Meeting, so as to enable the Management to keep the information ready at the Meeting.
10. The Notice of the AGM along with the Annual Report 2016-17 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.
11. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Company's Registrar & Share Transfer Agent (i.e. Alankit Assignments Ltd).
12. Route map of the venue of the Annual General Meeting has been enclosed for the Convenience of the Members to reach the venue of meeting.
13. Members are requested to bring their attendance slip and copy of Annual Report at the meeting.
14. The Shares of the Company are currently listed on Metropolitan Stock Exchange of India Limited.

### **Voting through electronic means:**

15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the Regulation 44 of the SEBI (Listing Obligation 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 AGM.  
  
The Board of Directors has appointed Mr. U. K. Senapati, of M/s. G.K.Tulsyan & Co, Practicing Chartered Accountant (Membership No. 058084), 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.
16. 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.
17. 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.





18. 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.
19. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [info@spanglemarketing.in](mailto: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 of M/s. G.K. Tulsyan & Co. at 4, GangadharBabu Lane, Kolkata-700012 not later than **September 24, 2017 (5:00 p.m. IST)**. Ballot Form received after this date will be treated as invalid.

**20. The instructions for shareholders voting electronically 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. For CDSL: 16 digit beneficiary ID,
    - b. NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - vi. Next enter the Image Verification as displayed and Click on Login.
  - vii. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
  - viii. 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:**

	<b>For Members holding shares in Dematerialized Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both shareholders holding shares in dematerialized form as well as physical form)
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.





- ix. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
- x. Select “EVEN” (E-voting Event Number) of Spangle Marketing Limited which is ..... Now you are ready for e-voting as Cast Vote page opens.
- xi. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
- xii. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xiii. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xiv. 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/signatories who are authorized to vote, to the Scrutinizer through e-mail to [spangle.scrutinizer@gmail.com](mailto:spangle.scrutinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- xv. 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](http://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 **Friday, 22nd September, 2017(9:00 am IST)** and ends on **Sunday, September 24, 2017(5:00 pm IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **September 18, 2017 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](mailto: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](http://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 countersign the same.

- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.spanglemarketing.in](http://www.spanglemarketing.in) and also be displayed at the notice board of the company at its Registered Office and on the website of NSDL [www.evoting.nsdl.com](http://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

### **Explanatory Statements Pursuant to Section 102 of the Companies Act, 2013:**

As required by Section 102 of the Companies Act, 2013 ("Act") the following explanatory statement sets out all material facts relating to the business mentioned under item no. 4 of the accompanying Notice.

#### **Item No.4**

Mr. Palash Chandra Karmakar was appointed as Additional Director of the Company with effect from 01<sup>st</sup> March, 2017 whose office is liable to vacate in the upcoming Annual General Meeting of the Company.

The Board of Directors has, by a resolution passed at its meeting held on 18th August, 2017 has recommended to the shareholders that Mr. Palash Chandra Karmakar be appointed as an Independent Director of the Company for a term of five years from 01<sup>st</sup> March, 2017 to 28<sup>th</sup> February, 2022.

Mr. Palash Chandra Karmakar have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the Independent Director fulfill the condition specified in the Act and the rules made there under for appointment as independent Director and he is independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the Mr. Palash Chandra Karmakar as Independent Director is now being placed before the Members in General Meeting for their appointment.

The terms & conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, during business hours upto the date of meeting.

The **brief profile** of the Mr. Palash Chandra Karmakar, as Independent Director to be appointed is given below:

He is Bachelor in Commerce from Kolkata University. He is a 6 years working experience with different fields such as finance, taxation, Management & Administration. He is looking after the taxation & administration section during last five year in previous company. He is immense personality to give companies more benefit under his supervision. His experience & knowledge count for our company.

The Board recommends the resolution as set out in the Item No.4 of accompanying notice for the approval of members of the company as ordinary resolution.



The above Director is interested in the Resolution mentioned at Item No.4 of the Notice with regard to their appointments other than the Mr. Palash Chandra Karmakar no other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolutions mentioned at Item No.4 of the Notice.

By Order of the Board of Directors  
For Spangle Marketing Limited



(Satyananda Nayak)  
Company Secretary & Compliance Officer



Place: Kolkata

Date: 18<sup>th</sup> day of August, 2017



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## Details of Director seeking Appointment / Re-appointment at the Annual General Meeting

(Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Palash Chandra Karmakar
Date of Birth	28 <sup>th</sup> January, 1981
Date of Appointment	01 <sup>st</sup> March, 2017
Qualification	B.com.
Experience	Experience in Finance, Taxation & Administration
Directorship in other Public Limited Companies	1. Arjun Minerals & Transporters Limited 2. Saffron Agencies Limited
Chairmanship / Membership of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Number of Shares held in the Company	Nil



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## ATTENDANCE SLIP

(Please fill Attendance Slip and hand it over at the entrance of the meeting hall)

**THIRTY THIRD ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 25, 2017 AT 2.30 P.M.**

1	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2	Registered Address of the Sole/First named Member	
3	Registered Folio No./ *DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4	Number of Shares held	

I/We hereby record my/our presence at the Thirty-third Annual General Meeting of the Members of Spangle Marketing Limited held on Monday, 25th September, 2017 at 2.30 P.M. at Registered Office: P-103, Princep Street, 3<sup>rd</sup> Floor, Room No- 24, Kolkata-700072.

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Signature of Member / Proxy

.....TEAR HERE.....TEAR HERE.....

Electronic Voting Particulars -

EVEN(Electronic Voting Event Number)	USER ID	PASSWORD / PIN	NO OF SHARES
The e-voting facility will be available during the following voting period:			
Commencement of e-voting	From 9.00 a.m. (IST) on 22 <sup>nd</sup> September, 2017		
End of e-voting	Up to 5.00 p.m. (IST) on 24 <sup>th</sup> September, 2017		

The cut-off date (i.e. record date) for the purpose of e-voting is 18th September, 2017.

.....TEAR HERE.....TEAR HERE.....

**Note:** Please read the instructions printed at Note No. 15 to 20 ( Voting through electronic means) of the Notice of Thirty third Annual General Meeting dated 25<sup>th</sup> September, 2017, before casting your vote through electronic mode.





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## 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	
Name of Company	
Registered Office	

Name of the Member/s	
Registered Address	
E-mail Id	
Folio No./ *Client Id	
*DP Id.	

I / We, being the member/s of \_\_\_\_\_ No. of Equity Shares of the above named Company, hereby appoint:

1	Name	
	Address	
	E-mail Id	
	Signature	

Or failing him

2	Name	
	Address	
	E-mail Id	
	Signature	

Or failing him

3	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Thirty-third** Annual General Meeting of the Company to be held on Monday, September 25, 2017 at 2.30 p.m. at P-103, Princeep Street, 3<sup>rd</sup> Floor, Room No- 24, Kolkata-700072 and at any adjournment thereof in respect of such resolutions as are indicated below:\*\* I wish my above Proxy to vote in the manner as indicated in the box below:



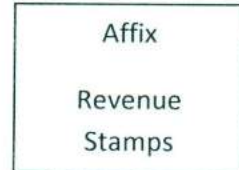
R. No	Resolutions	For	Against
	<b>Ordinary Business:</b>		
1	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2017 and Statement of Profit & Loss Account, Cash flow Statement for the financial year ended 31 <sup>st</sup> March, 2017 together with the Reports of the Board of Director's, Statutory Auditor's and Secretarial Auditor's thereon.		
2	Re-appoint Mrs. Sandhya Verma(DIN -07145367) who retire by rotation at this meeting and being eligible, offer herself for re-appointment.		
3	Appointment of M/s. Agarwalla Ajay Kumar & Co., Chartered Accountants, (FRN No.320297E), as Statutory Auditors of the Company.		
	<b>Special Business:</b>		
4.	Appointment of Mr. Palash Chandra Karmakar As an Independent Director of the Company.		

\*Applicable for Investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2017.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder/s : \_\_\_\_\_



**Note:**

1. 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.
2. A Proxy need not be a member of the Company.
3. A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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.
- \*\*4. This is only optional, please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





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## ROUTE MAP-AGM PLACE

Route Map of 33<sup>rd</sup> Annual General Meeting Venue of M/s. Spangle Marketing Limited, at :P-103, Princep Street, 3<sup>rd</sup> Floor, Room No. 24, Kolkata-700072, West Bengal

