

## SPANGLE MARKETING LIMITED

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

Phone: 91 33 2237 0373 / 5021

CIN:L51311WB1984PLC050209

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

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

### NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the members of **M/S. SPANGLE MARKETING LIMITED** will be held at its registered office of the Company at : P-103, Princep Street, 3<sup>rd</sup> Floor, Room No-24, Kolkata - 700072 on Thursday, 20<sup>th</sup> December, 2018 at 3:30 P.M. to transact the following business:

#### SPAECIAL BUSINESS:

#### ITEM NO. 1

#### **1. 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. Ruwatia & Associates, 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 14<sup>th</sup> November, 2018, and being eligible to be so appointed, be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Extra-ordinary General Meeting ('EGM') to fill causal vacancy caused by resignation of M/s. Agarwalla Ajay Kumar & Co, Statutory Auditors, till the conclusion of next Annual General Meeting of the Company at such remuneration, as may be mutually agreed between the Board of directors of the Company and the Auditors."

#### **2. Appointment of Mrs. Neetu Mishra as Women 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 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Neetu Mishra who has given her consent to the Board of Directors of the



Company and in respect of whom the Company has received, considered for appointment as women Director under Section 149 of the Companies Act, 2013 and signifying his intention to propose Mrs. Neetu Mishra as a candidate for the office of Director of the Company, be and is hereby appointed as Women Director of the Company with effect from 20.12.2018 and whose office shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company, be and are hereby severally authorized to file relevant forms with the Registrar of Companies, West Bengal and intimate to Metropolitan Stock Exchange of India Limited 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

Place: Kolkata

Date: 14<sup>th</sup> day of November, 2018

**Registered Office:**

P-103, Princep Street

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

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item No.1 & 2 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 form part of this notice is 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/HERSELF 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 **December 15, 2018 to December 20, 2018, (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 Extra-ordinary General Meeting, so as to enable the Management to keep the information ready at the Meeting.
10. 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.
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 Extraordinary General Meeting has been enclosed for the Convenience of the Members to reach the venue of meeting.
12. Members are requested to bring their attendance slip along with Notice at the meeting.
13. The Shares of the Company are listed on Metropolitan Stock Exchange of India Limited.

**E-Voting Facility:**

**Voting through electronic means:**

14. 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 Obligations and Disclosure Requirements) Regulations, 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, and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms/ Polling Paper 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. 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.

15. 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 or polling paper shall be able to exercise their right at the meeting.
16. 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.
17. Members can opt for only one mode of voting, i.e., either by Ballot Form or Polling paper 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.
18. 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, Gangadhar Babu Lane, Kolkata-700012 not later than **December 19, 2018 (5:00 p.m. IST)**. Ballot Form received after this date will be treated as invalid.

**19. 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 Monday, December 17, 2018 (9:00 am IST)** and ends on **Wednesday, December 19, 2018(5:00 pm IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, December 13, 2018 i.e. cut-off date**, may cast their vote electronically. The 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 Polling Paper..
- 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 STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice dated 14<sup>th</sup> November, 2018.

#### **Item No.1**

M/s. Agarwalla Ajay Kumar & Co. Chartered Accountants, informed to the Company their unwilling to continue as Statutory Auditors of the Company that the pre-occupation in other assignments with effect from 14<sup>th</sup> November, 2018.

As per the provisions of Section 139(8)(i) of the Companies Act, 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor. The Board in their meeting held on 14<sup>th</sup> November, 2018 had filled the causal vacancy by appointing M/s. Ruwatia & Associates., Chartered Accountants, Kolkata caused by the resignation of M/s. Agarwalla Ajay Kumar & Co., Chartered Accountants shall also be approved by the Company at a General Meeting within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next Annual General Meeting.

The Board recommended the Ordinary Resolution as set out at Item no.1 of the Notice for approval of the Members.

None of the Director and Key Managerial Personnel of the Company and their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in passing of resolution set out at Item No.1.





**Item No.2**

In compliance with the provisions of section 149 of the Companies Act,2013 the appointment of the Mrs. Neetu Mishra as women Director is now being placed before the Members in Extraordinary General Meeting for their appointment.

The **brief profile** of the Smt. Neetu Mishra, as Women Director to be appointed is given below:

She is Master in Business Administration from Lucknow University. She is 5 years of working experience with different fields such as Management & Administration. She is looking after the Administration section during last five year in previous company. She is immense personality to give companies more benefit under his supervision. His experience & knowledge count for our company.

The ordinary 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 Director and Key Managerial Personnel of the Company and their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in passing of resolution set out at Item No.2.

**By order of the Board of Directors  
For Spangle Marketing Limited**



A handwritten signature in blue ink, appearing to read "Satyananda Nayak".

**(Satyananda Nayak)  
Company Secretary**

**Place: Kolkata**

**Date:14<sup>th</sup> day of November, 2018**



**Details of Director seeking Appointment / Re-appointment at the Extraordinary General Meeting**

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

Details of Smt. Neetu Mishra (DIN 08281801), Director, as per Regulation 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and the SS-2 –Secretarial Standard on General Meetings, seeking appointment/ re-appointment at the ensuing Extra-Ordinary General Meeting.

PARTICULARS	
Name of the Director	NEETU MISHRA
Date of Birth	02/04/1980
DIN	08281801
Address	House No-198, Sector- M, Aashiyana Colony, Kanpur Road, LDA colony, Lucknow-226012, Uttar Pradesh
Experience in specific functional Area	Management & Administration
Shareholding in the Company	Nil
Date of first appointment	Nil
List of Companies in which Directorships held	Nil
Chairmanship /Membership of Committees of other Companies(includes only Audit Committee and Stakeholders relationship Committee)	Nil
Number of Board Meetings attended during last year	Nil
Term and condition of the appointment	NIL
Remuneration to be paid	NIL
Disclosure of relationship with other directors and key managerial personnel	NIL



## SPANGLE MARKETING LIMITED

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

Phone: 91 33 2237 0373 / 5021

CIN:L51311WB1984PLC050209

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

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

### ATTENDANCE SLIP

(Please fill Attendance Slip and hand it over at the entrance of the meeting hall)  
**EXTRA-ORDINARY GENERAL MEETING ON THURSDAY, DECEMBER 20, 2018 AT 3.30 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 Extra-Ordinary General Meeting of the Members of Spangle Marketing Limited held on Thursday, 20<sup>th</sup> December, 2018 at 3.30 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 Notice for reference at the Meeting.

Signature of Member / Proxy

.....TEARHERE.....TEARHERE.....

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 17 <sup>th</sup> December, 2018	
End of e-voting		Up to 5.00 p.m. (IST) on 19 <sup>th</sup> December, 2018	

The cut-off date (i.e record date) for the purpose of e-voting is 13<sup>th</sup>December, 2018.

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

**Note:** Please read the instructions printed at Note No. 14 to 19 (Voting through electronic means) of the Notice of Extra-Ordinary General Meeting dated 20<sup>th</sup> December, 2018, before casting your vote through electronic mode.





## SPANGLE MARKETING LIMITED

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

Phone: 91 33 2237 0373 / 5021

CIN:L51311WB1984PLC050209

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

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

---

### 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 Extra-Ordinary General Meeting of the Company to be held on Thursday, December 20, 2018 at 3.30 p.m. at P-103, Princep 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>Special Business:</b> Ordinary Resolution		
1.	Appointment of M/s. Ruwatia & Associates, Chartered Accountants as Statutory Auditors of the Company.		
2.	Appointment of Smt. Neetu Mishra (DIN 08281801) as Women Director of the Company.		

\*Applicable for Investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2018.

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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. 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.





**ROUTE MAP-EGM PLACE:**

**Route Map of Extraordinary 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**

