



**Consolidated Scrutinizer's Report**

(Voting through Remote e-voting and voting through poll at the Annual General Meeting Venue)

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014*

To  
The Chairman  
Spangle Marketing Limited  
P-103, Princep Street,  
3<sup>rd</sup> Floor, Room No- 24  
Kolkata-700072

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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting facility at the meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, Udaya Kumar Senapati, Chartered Accountant and Partner of M/s. G K Tulsyan & Co., Kolkata was appointed as Scrutinizer by the Board of Directors of Spangle Marketing Limited (the "Company") in terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process and voting through poll, in respect of the Resolutions placed for consideration at 33<sup>rd</sup> Annual General Meeting of the Shareholders of the Company, do hereby submit my report as under:

To enable wider participation of Shareholders, pursuant to provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, the company had provided remote e-voting and voting through poll/voting facility at the 33<sup>rd</sup> Annual General Meeting.



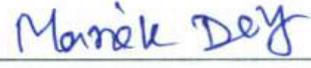
My responsibility as Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report (Combined) of the votes casted 'in favour' or 'against' the resolution stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting and also based on the poll conducted at the Annual General Meeting.

1. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Monday, 18<sup>th</sup> September, 2017.
3. The remote e-voting period commenced at 9.00 a.m.(IST) on Friday, 22<sup>nd</sup> September, 2017 and ended at 5.00 p.m.(IST) on Sunday, 24<sup>th</sup> September, 2017.
4. The votes casted electronically were unblocked on 25<sup>th</sup> September, 2017 after the remote e-voting finished, in the presence of 2 witnesses, Mr. Gyan Ranjan Sha and Mr. Manik Dey both of whom are not in the employment of the Company. They have signed below in Confirmation of the E-voting being unblocked in their presence.

We, the undersigned, have witnessed that the votes were unblocked from NSDL's e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) in our presence on Monday, 25<sup>th</sup> September, 2017.

Signature 

Name: Sri Gyan Ranjan Sha  
Address: 162/1/3, P.T. Road  
Kolkata-700041

Signature 

Name: Sri Manik Dey  
Address: 4, Ganadhar Babu Lane  
Kolkata-700012

5. After the time fixed by the Chairman for closing of the votes Casted through polling papers at the aforesaid Annual General Meeting, was counted.

Subsequently, votes cast were reconciled based on the reports generated from National Securities Depository Limited (NSDL) e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com), and the records maintained by the Company.

**The results of consolidated remote e-voting and vote casted through poll at the meeting are as under:**



## ORDINARY BUSINESS

### ITEM NO.1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 including the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the cash Flow Statement for the financial year ended on that date and the report of the Board of Director's, Statutory Auditor's and Secretarial Auditor's thereon.

| Sl. No | Votes casted | By E-voting | By Poll | Total No. of Valid Votes | % of total Votes Cast |
|--------|--------------|-------------|---------|--------------------------|-----------------------|
| 1.     | 2033742      | 1450631     | 583111  | 2033742                  | 100%                  |

|                                   | Number of Members who voted | Number of Shares for which votes cast | Percentages of votes to total number of valid votes cast |
|-----------------------------------|-----------------------------|---------------------------------------|--|
| Voted in favour of the resolution | 15                          | 2033742                               | 100%   |
| Voted against the resolution      | 0                           | 0                                     | 0  |
| Invalid votes                     | 0                           | 0                                     | 0  |

**Result:** As the votes cast in favour of the resolution and no votes cast against the resolution as set out in Notice as item No.1. Hence the ordinary resolution was passed with requisite majority.

### ITEM NO.2: ORDINARY RESOLUTION

To re-appoint Smt. Sandhya Verma (DIN – 07145367) Director, who retire by rotation at this Meeting and being eligible, offer herself for re-appointment.

| Sl. No | Votes casted | By E-voting | By Poll | Total No. of Valid Votes | % of total Votes Cast |
|--------|--------------|-------------|---------|--------------------------|-----------------------|
| 2.     | 2033742      | 1450631     | 583111  | 2033742                  | 100%                  |

|                                   | Number of Members who voted | Number of Shares for which votes cast | Percentages of votes to total number of valid votes cast |
|-----------------------------------|-----------------------------|---------------------------------------|--|
| Voted in favour of the resolution | 15                          | 2033742                               | 100%   |
| Voted against the resolution      | 0                           | 0                                     | 0  |
| Invalid votes                     | 0                           | 0                                     | 0  |



**Result:** As the votes cast in favour of the resolution and no votes cast against the resolution as set out in Notice as item No.2. Hence the ordinary resolution was passed with requisite majority.

**ITEM NO.3: ORDINARY RESOLUTION**

Appointment of M/s. Agarwalla Ajay Kumar & Co., Chartered Accountants, the Statutory Auditors of the Company and fix their remuneration.

| Sl. No | Votes casted | By E-voting | By Poll | Total No. of Valid Votes | % of total Votes Cast |
|--------|--------------|-------------|---------|--------------------------|-----------------------|
| 3.     | 2033742      | 1450631     | 583111  | 2033742                  | 100%                  |

|                                   | Number of Members who voted | Number of Shares for which votes cast | Percentages of votes to total number of valid votes cast |
|-----------------------------------|-----------------------------|---------------------------------------|--|
| Voted in favour of the resolution | 15                          | 2033742                               | 100%   |
| Voted against the resolution      | 0                           | 0                                     | 0  |
| Invalid votes                     | 0                           | 0                                     | 0  |

**Result:** As the votes cast in favour of the resolution and no votes cast against the resolution as set out in Notice as item No.2. Hence the ordinary resolution was passed with requisite majority.

**ITEM NO.4: ORDINARY RESOLUTION**

Appointment of Mr. Palash Chandra Karmakar as an Independent Director of the Company.

| Sl. No | Votes casted | By E-voting | By Poll | Total No. of Valid Votes | % of total Votes Cast |
|--------|--------------|-------------|---------|--------------------------|-----------------------|
| 4.     | 2033742      | 1450631     | 583111  | 2033742                  | 100%                  |

|                                   | Number of Members who voted | Number of Shares for which votes cast | Percentages of votes to total number of valid votes cast |
|-----------------------------------|-----------------------------|---------------------------------------|--|
| Voted in favour of the resolution | 15                          | 2033742                               | 100%   |
| Voted against the resolution      | 0                           | 0                                     | 0  |
| Invalid votes                     | 0                           | 0                                     | 0  |

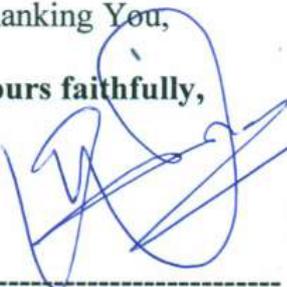


**Result: As the votes cast in favour of the resolution and no votes cast against the resolution as set out in Notice as item No.2. Hence the ordinary resolution was passed with requisite majority.**

The assent and dissent received from members. The electronic data and all other relevant records relating to the remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

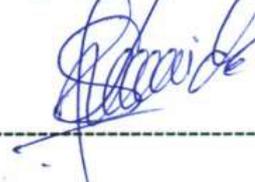
Yours faithfully,

  
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**Uday Kumar Senapati**  
**Chartered Accountant in Whole-time practice**  
**SCRUTINIZER**  
**CP No.: 58084**

**Date: 25.09.2017**  
**Place: Kolkata**

**Counter- signed by:**  
**For Spangle Marketing Ltd**

  
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**Sushanta Kumar Parida**  
**Chairman**

**Date: 25.09.2017**  
**Place: Kolkata**