

# SPANGLE MARKETING LIMITED

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

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

CIN : L51311 WB1984PLC050209

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

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

## NOTICE

Notice is hereby given that the Thirty Eighth( 38<sup>th</sup>)Annual General Meeting of the members of the **SPANGLE MARKETING LIMITED**(‘the company’) will be held on Friday, September 30, 2022 at 3:30 P.M. IST at the Registered office of the Company situated at P-103,Princeep Street, 3<sup>rd</sup> floor, Room No-24, Kolkata-700072 to transact the following Business(s):-

### ORDINARY BUSINESS:

#### **Item No.1- Adoption of Financial Statements for the financial year ended 31<sup>st</sup> March, 2022:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2022, along with the Auditors Report and Report of the Board of Directors thereon.

#### **Item No.2-Re-appointment of Director Retire by Rotation:**

To appoint a Director in place of Mr. Kamal Ku Jain,(DIN:00012182), who retires by rotation and being eligible, offer himself for re-appointment.

### SPECIAL BUSINESS:

#### **Item No.3-Reappoint of Independent Director:**

To approve the Reappoint Mr. Palash Chandra Karmakar (DIN -06514584) as an Independent Director under 149(10), 150 and 152 of the Companies, Act, 2013 through Special Resolution by the shareholders w.e.f. from 30<sup>th</sup> September, 2022 .

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, Mr. Palash Chandra Karmakar (DIN: 06514584), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 30<sup>th</sup> September, 2022.



RESOLVED FURTHER THAT Board of Directors/Company Secretary of the Company, be and are hereby severally authorized, to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors

For Spangle Marketing Limited



A handwritten signature in black ink, appearing to read "Amit Kumar Giri".

(Amit Kumar Giri)  
Company Secretary  
ACS No-65846

Place: Kolkata

Date: 31<sup>st</sup> day of August, 2022

**Registered Office:**

P-103, Princep Street

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

Email: parida.1995@rediffmail.com

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

Tel: 033 2237 0373

CIN:L51311WB1984PLC050209

**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 3 of the Notice, is annexed hereto. The relevant details as required under Regulation 26(4) and 36(3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 ( “SEBI Listing Regulation”) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No. 3 of the Notice, are also annexed.

**2. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDERED TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, 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(s) or shareholder(s).

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 Share Transfer Books of the Company will be closed from, **Saturday, September 24, 2022 to Friday, September 30, 2022**, (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. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of Annual General Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom their demat accounts. Members holding shares in physical form can submit their PAN to the Company /Registrar.
11. 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.
12. In compliance with the MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, Members may note that Notice and Annual Report 2021-22 will also be available on the Company's website [www.spanglemarketing.in](http://www.spanglemarketing.in), website of the Stock Exchange i.e. [www.mseil.in](http://www.mseil.in) and on the website of NSDL <http://www.evoting.nsdl.com>. 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.
13. 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).
14. 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.
15. Members are requested to bring their attendance slip and copy of Annual Report at the meeting.
16. The Shares of the Company are listed on Metropolitan Stock Exchange of India Limited.



**Voting through electronic means:**

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) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited ( 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 AGM.

The Board of Directors has appointed **Mr. U. K. Senapati, Partner 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 / Polling Paper 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.

17. 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.
18. 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.
19. 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.
20. In case a Member is desirous of obtaining a duplicate Ballot Form/ Polling Paper, 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, Partner of M/s. G.K. Tulsyan & Co. at 4, Gangadhar Babu Lane, Kolkata-700012 not later than **September 29, 2022 (5:00 p.m. IST)**. Ballot Form received after this date will be treated as invalid.
21. **The instructions for shareholders voting electronically are as under:**

The remote e-voting period begins on 27<sup>th</sup> September, 2022 at 9:00 A.M. and ends on 29<sup>th</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2022.



The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easy / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43



**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given bellow
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.





- c. How to retrieve your initial Password ?
- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mail@gktulsyan.com](mailto:mail@gktulsyan.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September,2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. 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 forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors  
For Spangle Marketing Limited



  
(Amit Kumar Giri)  
Company Secretary

Place: Kolkata  
Date: 31<sup>st</sup> day of August, 2022

**Registered Office:**

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

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

Pursuant to 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.3 of the accompanying Notice dated August 31<sup>st</sup>,2022.

**Item No.3**

**Reappoint of Mr. Palash Chandra Karmakar as Independent Director of the Company:**

Mr. Palash Chandra Karmakar (DIN :06514584) was reappointed as an Independent Director under 149(10), 150 and 152 of the Companies, Act, 2013 w.e.f. from 30<sup>th</sup> September, 2022.who hold the office till the commencement of forthcoming Annual General Meeting of the Company, being eligible and reappoint as Independent Director of the Company with approvals of the members of the Company. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the Members with Special Resolution of the Company is required for reappointment of Mr. Palash Chandra Karmakar as Independent Director of the Company.

**Brief Profile of Mr. Palash Chandra Karmakar is given below for reference of the Member:**

He is Bachelor in Commerce from Kolkata University. He is a 10 years of 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.

None of the Directors , Key Managerial Personnel and their relatives except Palash Chandra Karmakar are interested in the aforesaid resolution.

The Board recommends the resolution as set out in the Item No.3 of accompanying notice for approval by the members of the company as a Special resolution.

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



  
**(Amit Kumar Giri)  
Company Secretary  
ACS NO-65846**

**Place: Kolkata  
Date: 31<sup>st</sup>day of August, 2021**

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

Details of Mr. Kamal Kumar Jain(DIN:00062443), Director, as per Regulation 26(4) and 36(3) 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 38<sup>th</sup>Annual General Meeting.

Name of the Director	Palash Chandra Karmakar	Kamal Kumar Jain
Date of Birth	28.01.1981	11.09.1968
DIN	06514584	00012182
Address	Chakberia, south twenty four parganas, West Bengal ,Kolkata - 743330	POCKET -A3, FLAT NO. 122/1, SECTOR-7,ROHINI, NEW DELHI-110085
Qualification	B.Com	Bachelor in Commerce ( B.com)
Experience in specific functional Area	Accounts , Taxation, Management & Administration	Work experience in Accounts & Taxation
Shareholding in the Company	Nil	Nil
Date of first appointment	01.03.2017	07.11.2014
List of Companies in which Directorships held	Saffron Agencies Ltd, Arjun Minerals & Transporters Ltd	Spangle Marketing Ltd. Raghu Trading And Investment Company Private Limited. Renaissance Trustee Company Pvt Ltd C.P. Infrabuild private limited
Chairmanship /Membership of Committees of other Companies(includes only Audit Committee and Stakeholders relationship Committee)	Nil	Nil
Number of Board Meetings attended during last year	8(Eight)	1(One)
Term and condition of the reappointment /appointment	Nil	Nil
Remuneration to be paid	Nil*	Nil*
Disclosure of relationship with other directors and key managerial personnel	Nil	Nil

\*As per internal guidelines, decision of the Nomination & Remuneration committee, no remuneration will be paid to any directors.

The directors have recommended the Resolution for the approval of the Members.



# SPANGLE MARKETING LIMITED

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

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

CIN : L51311 WB1984PLC050209

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

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

## ATTENDANCE SLIP

(Please fill Attendance Slip and hand it over at the entrance of the meeting hall)  
THIRTY EIGHTS ANNUAL GENERAL MEETING HELD ON FRIDAY, SEPTEMBER 30, 2022 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 Thirty-Eights Annual General Meeting of the Members of Spangle Marketing Limited held on Friday, 30th September, 2022 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 Annual Report for reference at the Meeting.

Signature of Member / Proxy

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

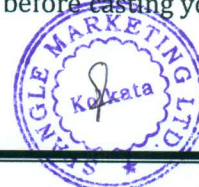
Electronic Voting Particulars -

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 27 <sup>th</sup> September, 2022	
End of e-voting		Up to 5.00 p.m. (IST) on 29 <sup>th</sup> September, 2022	

The cut-off date (i.e. record date) for the purpose of e-voting is 23<sup>rd</sup> September, 2022.

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

**Note:** Please read the instructions printed at Note No. 17 to 21 ( Voting through electronic means) of the Notice of Thirty Eights Annual General Meeting dated 30<sup>th</sup> September, 2022, before casting your vote through electronic mode.



# SPANGLE MARKETING LIMITED

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

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

CIN : L51311 WB1984PLC050209

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

[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 **Thirty-Eights** Annual General Meeting of the Company to be held on Friday, September 30, 2022 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:



SL.No	Resolutions	For	Against
	<b>Ordinary Business:</b>		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31 <sup>st</sup> , 2022, along with the Auditors Report and Report of the Board of Directors thereon..		
2	To appoint a Director in place of Mr. kamal Ku Jain, (DIN:00012182), who retires by rotation and being eligible, offer himself for re-appointment.who retires by rotation and being eligible, offer himself for re-appointment.		
	<b>Special Business:</b>		
3	Re-appointment of Mr. Palash Chandra Karmakar (DIN:06514584) as an Independent Director for second term of 5 Year.		

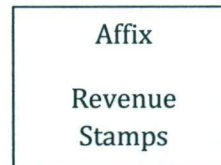
\*Applicable for Investors holding shares in electronic

form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2022.

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.





# SPANGLE MARKETING LIMITED

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

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

CIN : L51311 WB1984PLC050209

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

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

FORM NO.MGT-12

POLLING PAPER

*[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21 (1) ( C) of the Companies (Management and Administration) Rule, 2014]*

Name of the Company: **SPANGLE MARKETING LIMITED**

CIN: L51311WB1984PLC050209

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

Telephone: 033-2237-0373/5021

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

Meeting: 38<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2022 at 3:30P.M.

## BALLOT PAPER/POLLING PAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (In BLOCK letters)	
2	Postal /Registered address	
3	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I /we hereby exercise my /our vote in respect of Resolution (s) to be passed through ballot (Insta Poll) paper for the businesses stated in the Notice of the Company dated 31<sup>st</sup> August, 2022 by recording my/our assent or dissent to the said resolutions by placing a (Yes/No) in the appropriate box below:



Item No.	Description	No. of shares held	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
<b>ORDINARY BUSINESS: Ordinary Resolutions:-</b>				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31 <sup>st</sup> , 2022, along with the Auditors Report and Report of the Board of Directors thereon..			
2.	To appoint a Director in place of Mr. Kamal Kumar Jain, (DIN: 00012182), who retires by rotation and being eligible, offer himself for re-appointment			
<b>SPECIAL BUSINESS:</b>				
3	Re-appointment of Mr. Palash Chandra Karmakar (DIN:06514584) as an Independent Director for second term of 5 Year			

Place: Kolkata

Date: 30.09.2022



(Signature of the shareholder)

**ROUTE MAP-AGM PLACE:**

**Route Map of 37<sup>th</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**

