

Spotlight Vanijya Limited

CIN - L65993WB1981PLC034252

Registered Office: **2, Red Cross Place, Kolkata – 700 001**

Phone: (033) 2254-3100, Fax: (033) 2254-3130

E-mail: kkothari@hngil.com

Website: www.spotlightvanijya.com

SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING

Shorter Notice is hereby given [after complying with requirement of section 101 of Companies Act, 2013 read with rule 18 of the Companies (Management and Administration rules, 2014)] that an Extra-ordinary General Meeting (EGM) of the Members of Spotlight Vanijya Limited will be held on Monday, the 1st July, 2019 at 11.30 A.M. at its registered office at 2, Red Cross Place, Kolkata-700 001 to transact the following business:-

SPECIAL BUSINESS:-

1. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION

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

“RESOLVED THAT pursuant to the applicable provisions of the Section 188 of the Companies Act, 2013 and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other applicable laws, rules and regulations and guidelines and in accordance with the memorandum of association of the Company, the Board be and is hereby authorized to extend the debt to Hindusthan National Glass & Industries Limited (**“Borrower”**) in the form of a loan and /or by way of subscription to the unlisted, unsecured, redeemable, non-convertible debentures (to be issued by the Borrower) by way of a private placement for an amount not exceeding Rs. 425,000,0000 (Rupees Four Hundred and Twenty Five Crores Only), out of which the Company shall be extending debt either by way of a loan or by subscribing to unlisted, unsecured, redeemable, non-convertible debentures for an amount not exceeding Rs 310,00,00,000 (Rupees Three Hundred and Ten Crores only) immediately on the receipt of approval of the shareholders and for the balance amount of Rs 115,00,00,000 (Rupees One Hundred and Fifteen Crores only), the Company will make investment in the Borrower, by way of loans or subscription to debentures, from time to time) at the request of the Borrower, on such terms and conditions as the Board of Directors may, from time to time, determine and consider proper, and negotiate, finalise and agree with relevant parties, in addition to and subject always to the terms and conditions approved by the shareholders, as applicable.

RESOLVED FURTHER THAT in accordance with the provisions of the Companies Act, 2013 and in accordance with the memorandum of association of the Company and applicable regulations, guidelines and/ or rules issued by the SEBI under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**) and/ or any appropriate statutory, governmental and other authorities and departments from time to time in this regard, the consent of the shareholders be and hereby accorded to the Company for extending debt including subscribing to the unlisted, unsecured, redeemable, non-convertible debentures (being a material related party transaction in terms of the Regulation 23 of the LODR Regulations) to be issued by the Borrower, not exceeding an aggregate amount of Rs. 425,000,0000 (Rupees Four Hundred and Twenty Five Crores Only) in accordance with the documents as may be entered into by the Company and the Borrower from time to time. The Company shall be initially extending a loan or subscribing to the unlisted, unsecured, redeemable, non-convertible debentures for an amount Rs 310,00,00,000 (Rupees Three Hundred and Ten Crores only) and for the balance amount of

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Rs 115,00,00,000 (Rupees One Hundred and Fifteen Crores only), the Company will make investment in the Borrower, by way of loans or subscription to debentures, from time to time.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (except those terms and conditions specified in Annexure A), entering into contracts, arrangements, agreements, documents in relation to the Promoters Debt and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to Promoters Debt and utilisation of proceeds of the Promoters Debt, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid resolution”

“RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions including making necessary filings with the Calcutta Stock Exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions;

Date: 26th June, 2019
Place: Kolkata

By order of the Board
For **Spotlight Vanijya Limited**

Sd/-
Rahul Kumar Singh
Company Secretary & CFO

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NOTES:

1. A member entitled to attend and vote at the extraordinary general meeting (the “EGM”) may appoint a proxy to attend and vote instead of himself/herself in the EGM. The proxy need not be a member of the company.
2. A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. In case, several joint holders attend the meeting, only such joint holder who is higher in order of names will be entitled to vote at meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate of not more than ten percent of the total share capital of the Company carrying voting rights.
4. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting along with the Notice already circulated to them. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at this EGM, is annexed.
7. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under section 189, respectively under the Companies Act, 2013, will be available for inspection by the members at the EGM Venue.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 27th June, 2019 to Monday, 1st July, 2019 (both days inclusive) for the purpose of the EGM.
9. To support the “Green Initiative” measures undertaken by the Ministry of Corporate Affairs, wherein companies are allowed to send the documents in electronic mode to the shareholders, members are requested to register/update their email address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares in physical form with Company’s RTA. For members who have not registered their e-mail addresses,

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physical copies of this Notice, inter alia, indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.

10. Members are requested to intimate immediately change of address, if any, to the Registrar & Share Transfer Agent of the Company, Maheshwari Datamatics Private Limited at its registered office address at 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 and/or to the Mr. Rahul Kumar Singh, Company Secretary & CFO of the Company at 2, Red Cross Place, Kolkata-700 001 quoting their folio numbers. Shareholders holding shares in the electronic mode are requested to address all their correspondence to their respective Depository Participant.
11. The Securities & Exchange Board of India (SEBI) has mandated the requirement of having a Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN details to the Company's RTA.
12. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
13. Members may note that the Notice of the EGM will also be available on the Company's website www.spotlightvanijya.com for their download.
14. Route Map for the venue of the ensuing Extra Ordinary General Meeting of the Company, is appearing at the end of the Notice.
15. Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to offer remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Shorter Notice convening the EGM of the Company. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.
16. The facility for voting through ballot/polling paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The instructions for shareholders voting electronically are as under:

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Voting through electronic means

- i. In compliance with provisions of Sec on 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The facility to vote by electronic voting system will not be provided at the EGM Venue.
- iii. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again. The remote e-voting period commences on Friday, 28th June, 2019 at 9.00 A.M. and ends on Sunday, 30th June, 2019 at 5.00 P.M.
- iv. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26th June, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- v. The process and manner for remote e-voting are as under:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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- 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
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of our company Spotlight Vanijya Ltd. to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- vi. 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- vii. 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

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signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bishwalroc@gmail.com with a copy marked to evoting@nsdl.co.in.

- viii. 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 to reset the password.
- ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- x. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, 26th June, 2019.
- xi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 26th June, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com.
- xii. 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 or voting at the EGM through ballot paper.
- xiii. The Board of Directors of the Company has appointed Mr. Tapan Kumar Banerjee, (Membership No. 1242 & Certificate of Practice No. 17163) C/o of M/s. Tapan Kumar Banerjee., Practicing Company Secretaries, who is not in employment of the Company as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner .
- xiv. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- xv. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the EGM, 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 and declare the result of the voting forthwith.
- xvi. Every client ID No./Folio No. will have one vote irrespective of the number of joint holders.

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- xvii. The results of voting will be declared within 48 hours from the conclusion of the meeting and the resolution proposed thereat will be deemed to be passed on the date of the meeting subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer Report will be available forthwith on the Company's website i.e. www.spotlightvanijya.com and on the website of NSDL. Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

EXPLANATORY STATEMENT TO THE SHORTER NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

1. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S)

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") specifies the provisions relating to related party transactions entered into by listed entities. Regulation 23(1) of the LODR Regulations specifies that a transaction with a related party shall be considered "material" if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Under Regulation 23(4) of the LODR Regulations, all material related party transactions require approval of the shareholders through a resolution and related parties shall abstain from voting on such resolution, whether the entity is a related party to the particular transaction or not. Further, pursuant to Regulation 23(7) of the LODR Regulations, all entities falling under the definition of related parties shall abstain from voting on any resolution which is required under Regulation 23 of the LODR Regulations, irrespective of whether the entity is a party to the particular transaction or not.

The Hindusthan National Glass & Industries Limited ("**Borrower**") proposes to raise debt (whether secured or unsecured), from its existing promoters and/or their nominees/ affiliates for an amount not exceeding Rs. 425,000,0000 (Rupees Four Hundred and Twenty Five Crores Only), The Borrower proposes to raise debt within aforesaid limit from the Company and/or their respective nominees/affiliates and/or its nominees/affiliates for an amount not exceeding Rs. 310,000,0000 (Rupees Three Hundred and Ten Crores Only), by way of debt including subscription to unlisted, unsecured, redeemable, non-convertible debenture, such debt aggregating to an amount not exceeding Rs. 4,25,00,000 (Rupees Four Hundred and Twenty Five Only), including any loans availed by the borrower from its other promoters as on date ("**Promoter Debt**"), as may be approved by the members from time to time, with authority to be granted to the Board to determine, negotiate, finalize and agree with relevant parties, the terms and conditions including utilization of such Promoter Debt as it may deem expedient, such terms and conditions being in addition to and subject to the terms and conditions specified in Annexure A (applicable to the Promoter Debt to be availed by the Borrower), and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek

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any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Members may please note that based on the criteria as mentioned above in terms of Regulation 23 of the LODR Regulations, the availing of the Promoter Debt by the Borrower is a material related party transaction and therefore requires approval of the shareholders pursuant to Special Resolution passed in accordance with Regulation 23 of the LODR Regulations read with related party policy of the Company

Accordingly, Special Resolution under Item No. 1 for availing the Promoter Debt is placed before the shareholders for ratification and approval.

Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of Special Resolution.

ANNEXURE A

Terms and Conditions of the Promoter Debt to be availed by the Borrower and to be extended by the Company

Nature of instrument	Non-convertible debentures
Tenure	Up to 10 Years from the date of allotment of the debentures
Rate of interest	Not less than 10% per annum

Date: 26th June, 2019

Place: Kolkata

By order of the Board
For **Spotlight Vanijya Limited**

Sd/
Rahul Kumar Singh
Company Secretary & CFO

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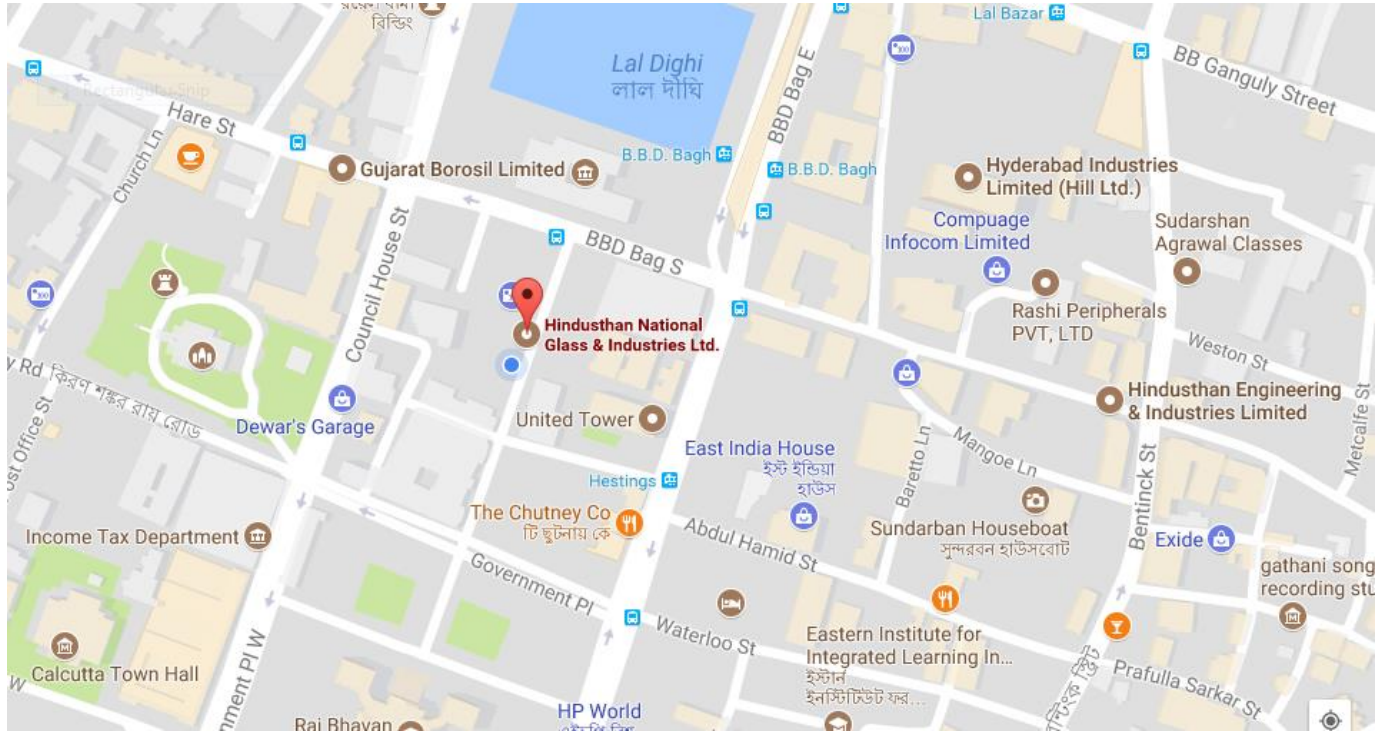
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ROUTE MAP FOR THE AGM VENUE

at 2, Red Cross Place, Kolkata West Bengal 700001 India



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PROXY FORM: MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of Spotlight Vanijya Limited, holding..... Equity Shares of the above named Company, hereby appoint:

1) Name :

.....Address.....

E-mail ID :.....Signature : or failing
him/her;

2) Name :

Address.....

E-mail ID :.....Signature : or failing
him/her;

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 Shorter Notice, on Monday, July 1 2019 at 11.30 A.M. at its registered office at 2, Red Cross Place, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Sr. No	Particulars of Resolution	Optional (See Note 4)		
		For	Against	Abstain
1	By way of Special Resolution To approve Material Related party transaction			

Signed this ____ day of _____, 2019

Signature of Proxy holder _____

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 Extra Ordinary General Meeting at 11:30 a.m. on Monday, 1st July, 2019.

2. A member entitled to attend and vote is entitled to appoint proxy to attend and on poll, to vote instead of himself/herself. A proxy need not be a member of the Company.

3. If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid and if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.

4. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

5. Signature of member should be across a revenue Stamp of ` 1.

Affix Re. 1/-
Revenue Stamp

Signature of the shareholder

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BALLOT PAPER

(In Lieu of E-Voting)

Extra Ordinary General Meeting- Monday, 1st July, 2019

S.No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./ *DP ID & Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of shares	Equity

I/We hereby exercise my vote in respect of Ordinary/Special Resolutions of the company at the Extra Ordinary General Meeting (EGM) of the Company, held on Shorter Notice, on Monday, July 1st, 2019, at 11.30 a.m. at 2, Red Cross Place, Kolkata-700 001, enumerated below by recording my assent or dissent to the said resolution in the following manner:

S.No	Item	Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Special Business					
1	<u>By way of Special Resolution</u> To approve Material Related party transaction	Special			

Place: Kolkata

Date:

(Signature of the shareholder)

INSTRUCTIONS:

1. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

2. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

3. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/ demat form will be verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form will be verified as per the records of the share transfer agent of the Company (i.e. Maheshwari Datamatics Pvt. Ltd.). Members are requested to keep the same updated.

Spotlight Vanijya Limited

CIN - L65993WB1981PLC034252

Registered Office: **2, Red Cross Place, Kolkata – 700 001**

Phone: (033) 2254-3100, Fax: (033) 2254-3130

E-mail: kkothari@hngil.com

Website: www.spotlightvanijya.com

4. There will be only one Ballot Form for every DP ID & Client ID/ Folio No. irrespective of the number of joint members.
5. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
6. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorisation/ Board resolution to vote along with Specimen Signature of the authorised representative should accompany the Ballot Form. A scanned copy of the same may be first emailed to rahulkumarsingh@hngil.com at least 48 hours before the Extra Ordinary General Meeting so that any corrections or amendments may be recommended on time.
7. Duly filled in and signed Ballot Form should be dropped in the Ballot Box provided at the venue of the Extra Ordinary General Meeting.

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ATTENDANCE SLIP

Folio No/DP ID & Client ID	
No. of Shares held	
Serial No	
Name of the Member	
Name(s) of Joint Holder(s), if any	
Address	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company, to be held on Monday, 1st July, 2019 at 11.30 AM at its registered office at 2, Red Cross Place, Kolkata-700 001.

.....
Member's/Proxy's Signature

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Shareholders/Proxy holder wishing to attend the meeting must bring his/her copy of Notice and Attendance Slip to the meeting and handover Attendance Slip at the entrance duly signed.
- c) Electronic copy of the Notice of EGM along with the Attendance Slip, Proxy Form & Ballot Form are being sent to all the members whose email address is registered with the Company/Depository Participant. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
- d) Physical copy of EGM Notice along with Attendance Slip, Proxy Form and Ballot Form are being sent through permitted mode to all members whose email is not registered.

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ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
110858		

Note:

- Please refer to the EGM Notice for E-voting instructions.
- Commencement of E-voting from 9.00 a.m. (IST) on Friday, 28th June, 2019 and end of E-voting by 5.00 p.m. (IST) on Sunday, 30th June, 2019
- The cut-off date (i.e. the record date) for the purpose of e-voting is 26th June, 2019.

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