

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

February 6, 2016

The Secretary,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata-700 001

Dear Sir,

**Sub: Results of E-Voting/Postal Ballot and poll-approval
for the Merger of Somany Foam Ltd., with
Spotlight Vanijya Ltd**

Pursuant to the direction of the Hon'ble Calcutta High Court, please find enclosed herewith the combined results of E-voting/Postal Ballot & Poll in accordance with the Section 391, 393, 394 of the Companies Act, 1956 and the SEBI Circulars bearing No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 & CIR/CFD/DIL/8/2013 dated 21st May, 2013 respectively, approving the merger of Somany Foam Ltd. with the Spotlight Vanijya Ltd. in the Court convened Meeting of the Spotlight Vanijya Limited held today i.e., February 6, 2016 at the Registered Office of the Company.

This is for your information and record.

Thanking you,

Yours faithfully,
For Spotlight Vanijya Limited


Director

Encl: as above.

c c: National Securities Depository Limited
4th Floor, 'A' Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai 400 013

SPOTLIGHT VANIJYA LIMITED

**VOTING RESULTS OF POSTAL BALLOT / E-VOTING AND COURT CONVENED MEETING IN
TERMS OF REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

Voting Results

Date of the Court Convened Meeting	06.02.2016
Total number of shareholders on record date (i.e 18th December, 2015)	134
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	16 4
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A

**APPROVAL FOR SCHEME OF AMALGAMATION OF SOMANY FOAM LIMITED WITH
SPOTLIGHT VANIJYA LIMITED**

"RESOLVED THAT subject to the approval of the Hon'ble High Court of Calcutta the proposed amalgamation embodied in the Scheme of amalgamation of Somany Foam Limited with Spotlight Vanijya Limited and their respective Shareholders as circulated along with the notice be and is hereby approved.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are considered requisite or necessary to effectively implement the scheme and accept such modification and/or conditions if any which may be required and/or imposed by the Hon'ble High Court of Calcutta while sanctioning the scheme or by any authority under law or as may be required for the purpose of the resolving any doubts or difficulties that may arise in carrying out and/or implementing the scheme."

Resolution Required :	Special
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	530387	--	--	--	--	--	--
	Postal Ballot (if applicable)	530387	--	--	--	--	--	--

For SPOTLIGHT VANIJYA LTD.

N. D. Maheshwari

Director

	Combi ned result of postal ballot and evoting	530387	--	--	--	--	--	--
	Poll	530387	521987	98.42	521987	0	98.42	0
	Total	530387	521987	98.42	521987	0	98.42	0
Public Institutions	E- Voting	--	--	--	--	--	--	--
	Postal Ballot (if applica ble)	--	--	--	--	--	--	--
	Combi ned result of postal ballot and evoting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Non- Institutions	E- Voting	177965	172914	97.16	172914	0	100	0
	Postal Ballot (if applica ble)	177965	357	0.2	357	0	100	0
	Combi ned result of postal ballot and evoting	177965	173271	97.36	173271	0	100	0
	Poll	--	--	--	--	--	--	--
	Total	177965	173271	97.36	173271	0	100	0

Note: Out of the votes polled at the Court convened meeting , 3 ballot papers holding 59284 shares were declared as invalid because they had already casted their votes through e-voting.

For SPOTLIGHT VANIJYA LTD.

N.D. Maheshwari

Director

URMILA CHAKRABORTY
Advocate
8, Italgacha Road
Kolkata- 700028
Mobile: 9038456899
E-mail:urmilac01@gmail.com

SCRUTINISER'S REPORT

[Pursuant to the order of the Hon'ble High Court at Calcutta dated 18th December, 2015 and Section 108 and Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dated: 06.02.2016

To,
Mr Deb Mukherjee,
Advocate,
Chairperson appointed by the Hon'ble High Court at Calcutta,
For the meeting of the Equity Shareholders of Spotlight Vanijya Ltd
held at 2 Red Cross Place,
Kolkata-700 001

Dear Sir,

Sub: Voting by public shareholders through Postal Ballot and E-voting on the Scheme of Amalgamation of Spotlight Vanijya Limited (Transferee Company) and Somany Foam Limited (Transferor Company).

I, Ms. Urmila Chakraborty, Advocate, have been appointed as the Scrutiniser by the Hon'ble High Court at Calcutta vide its order dated 18th December, 2015 for the purpose of scrutinizing the remote e-voting and voting through ballot papers in a fair and transparent manner and ascertaining the requisite majority of e-voting, carried out as per the provisions of sections 108 and 110 of the Companies Act, 2013 (the Act) read with Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) read with SEBI Circular Nos CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 issued by the Securities and Exchange Board of India ("SEBI Circulars") in respect of the resolution contained in the notice of postal ballot and e-voting dated 22nd December, 2015. In terms of compliance of "SEBI circulars" read with the scheme, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the no. of the votes cast by the public shareholders against it through Postal Ballot and E-Voting. The Company accordingly sought the consent of the Public Shareholders for the scheme by way of Postal Ballot and E-Voting.

I submit the report as under:

1. The Management of the Company is responsible to ensure the compliance of the requirement of the Companies Act, 2013 and the rules relating to voting through postal ballot & electronic means (by remote e-voting) on the resolutions contained in the notice of the Postal Ballot and E-Voting.
2. My responsibility as a scrutiniser is to ensure that the voting process both through Postal Ballot and electronic means are conducted in a fair and transparent manner and render consolidated scrutiniser's report of the total votes cast "in favour" or "against" in the resolutions stated in the notice, based on the postal ballot forms received for Postal Ballot and the reports downloaded from the e-voting system provided by The National Securities depository Ltd. (NSDL).

Urmila Chakraborty

URMILA CHAKRABORTY

Advocate

8, Italgacha Road

Kolkata- 700028

Mobile: 9038456899

E-mail:urmilac01@gmail.com

3. Postal Ballot:

- a) The voting by Postal Ballot commenced on Thursday the 7th day of January, 2016 at 9.00 a.m and ended on Friday, the 5th day of February, 2016 at 05.00 pm.
- b) Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
- c) The postal ballot forms were kept under safe custody with precautions against any kind of tampering thereof before commencing the scrutiny of such postal ballot forms.
- d) All postal ballot forms received upto the close of working hours i.e 5.00 pm on Friday , the 5th February, 2016, the last date and time fixed by the Company for receipt of the forms , were considered for my scrutiny.
- e) The postal ballot forms were duly opened in my presence and scrutinized by me and I confirm that the shareholding was matched with the Register of members of the Company /list of beneficiaries as on the close of Friday i.e 18th December, 2015 (cut off date)

4. E-Voting :

The company has engaged the services of The National Securities depository Ltd (NSDL) to provide e-voting facility to the members to exercise their right to vote by electronic means to transact the business detailed in the notice. I got myself registered with NSDL as the scrutinizer and downloaded the voting details using my login details:

- a) The public shareholders of the Company holding shares on the cutoff date i.e 18th December, 2015 were entitled to vote on the resolution as set out in the notice of postal ballot and e-voting.
- b) The e-voting commenced on Thursday the 7th January, 2016(9.00 a.m) and ended on Friday the 5th February, 2016 (05.00 pm) and thereafter , the e-voting platform was disabled by NSDL.
- c) Thereafter, I unblocked the votes cast under e-voting facility in the presence of two witnesses Mr. Joydip Chakraborty and Ms. Priyanka Saha who are not in the employment of the company.



Mr. Joydip Chakraborty



Ms. Priyanka Saha

- d) I scrutinized and reviewed the voting through electronic means based on the data downloaded from NSDL evoting system.
- e) In case of duplicate voting, if any, i.e voting through postal ballot and e-voting by the same shareholders, voting through e-voting was only considered and voting by postal ballot form of such shareholder was treated as invalid.

I report that the results of the voting by Postal Ballot and e-voting system, in respect of the said resolution is as under:

Nature of resolution: **Resolution to be passed by the shareholders of the company approving the scheme of amalgamation of Somany Foam Limited with Spotlight Vanijya Limited.**



URMILA CHAKRABORTY

Advocate

8, Italgacha Road

Kolkata- 700028

Mobile: 9038456899

E-mail:urmilac01@gmail.com

5. The summary of e-voting through Postal Ballot and E-voting is given below:

A. Details of Postal Ballot Forms received from Public Shareholders:-

Particulars	No of shares held	No of Votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Public-Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	177965	357	0.2	357	Nil	100	Nil
Total	177965	357	0.2	357	Nil	100	Nil

B. Details of voting by electronic mode, as received from the agency as follows:-

Particulars	No of shares held	No of Votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Public-Institutional holders	--	--	--	--	--	--	--
Public-others	177965	172914	97.16	172914	0	100	0
Total	177965	172914	97.16	172914	0	100	0

C. Details of Total voting (Consolidation of Postal Ballot and Evoting) as under :-

Particulars	No of shares held	No of Votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Public-Institutional holders	--	--	--	--	--	--	--
Public-others	177965	173271	97.36	173271	0	100	0
Total	177965	173271	97.36	173271	0	100	0

Urmila Chakraborty

URMILA CHAKRABORTY

Advocate

8, Italgacha Road

Kolkata- 700028

Mobile: 9038456899

E-mail:urmilac01@gmail.com

Notes:

- 1) No Promoter/promoter group shareholder has participated in this voting process.
- 2) The Details of Postal Ballot and E-Voting shall appear from Annexure I and Annexure II respectively.

Based on the above, I hereby declare that the Resolution specified in the notice has been passed by the shareholders through requisite majority.

The register and all other papers and relevant records relating to the Postal Ballot and E-Voting are handed over to Shri N.D. Maheshwari, Director of the company.

Thanking you,

Yours faithfully,



Ms Urmila Chakraborty
(Advocate)

Place: Kolkata

ANNEXURE I

SPOTLIGHT VANIYA LIMITED

DETAILS OF POSTAL BALLOT FORMS AS SCRUTINIZED

Sl No	Folio/DP Id	Received date	Ballot Paper No	Name of shareholders	Category	Total number of shares held	Number of shares voted	For	Against	Invalid	Reason
1	T0000001	30-01-2016	62	Tapas Kumar Bhattacharya	Public	210	210	210	--	--	--
2	M0000068	10-01-2016	26	Manik Lal Oswal	Public	14	14	14	--	--	--
3	R0000092	10-01-2016	45	Rajendra Kumar Daga	Public	14	14	14	--	--	--
4	D0000019	11-01-2016	15	Deep Chand Jaiswal	Public	14	14	14	--	--	--
5	S0000136	09-01-2016	113	Sobha Chand Jhabak	Public	28	28	28	--	--	--
6	P0000062	09-01-2016	97	Pradeep Kumar Jhabak	Public	14	14	14	--	--	--
7	M0000067	10-01-2016	14	Manik Chand Jhabak	Public	14	14	14	--	--	--
8	S0000141	13-01-2016	59	Subh Karan Baid	Public	14	14	14	--	--	--
9	S0000144	13-01-2016	60	Sunil Kumar Bhartiya	Public	14	14	14	--	--	--
10	G0000041	13-01-2016	77	Gajanan Sharma	Public	7	7	7	--	--	--
11	V0000024	13-01-2016	61	Vimal Kumar Daga	Public	14	14	14	--	--	--
Total						357	357	357			

Attested by

ANNEXURE-II

EVEN **ISIN** **ISIN_NAME** **START_DATE** **END_DATE** **RESULT_DATE** **STATUS** **EVEN_RATIO**

103709 INE458N01015 SPOTLIGHT VANUVA LIMITED EC 2016-01-07 2016-02-05 2016-02-07 U 1

EVEN **RESOLUTION_ID** **OPTION_ID** **OPTION_NAME** **VOTER_COUNT** **VOTE_COUNTS**

103709 1 1 I/We assent to the 51 172914

resolution(For/
Yes/ Favour)

103709 1 2 I/We dissent to 0 0 the

Sl.no.	EVEN	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_ID	HOLDINGS	VOTES	CAST_VOTE_DATE
1	103709	'103709P00000064	RABINDRA NATH SHARMA	1	1	28	28	2016-01-11 10:14:07.108
2	103709	'103709M00000069	MANOJ BENGANI	1	1	28	28	2016-01-11 10:21:43.683
3	103709	'103709P00000063	PRAKASH CHAND SURANA	1	1	28	28	2016-01-11 10:25:23.381
4	103709	'103709M00000070	MOHAN LAL MAHESHWARI	1	1	14	14	2016-01-11 10:36:50.503
5	103709	'103709A00000053	ASHOK BAJAJ	1	1	28	28	2016-01-11 10:41:29.578
6	103709	'103709V00000023	VIJAY SINGH BOTHRA	1	1	28	28	2016-01-11 10:48:46.791
7	103709	'103709C00000023	CHANDEEN MAL BOTHRA	1	1	14	14	2016-01-11 10:53:43.6
8	103709	'103709A00000051	ARUN KUMAR BOTHRA	1	1	14	14	2016-01-11 10:56:43.651
9	103709	'103709S00000146	SURAJ PRAKASH ARORA	1	1	14	14	2016-01-11 10:59:32.168
10	103709	'103709J00000002	JITENDRA HIMANI	1	1	14	14	2016-01-11 11:01:55.191
11	103709	'103709N00000026	NARENDRA KUMAR BAID	1	1	28	28	2016-01-11 11:04:55.349
12	103709	'103709G00000042	GOPAL DAS MAL	1	1	28	28	2016-01-11 11:07:05.831
13	103709	'103709B00000051	BIJAY SINGH BOTHRA	1	1	14	14	2016-01-11 11:10:05.602
14	103709	'103709A00000052	ASHARAN MALOO	1	1	28	28	2016-01-11 11:13:15.009
15	103709	'103709C00000025	CHIRANJII LAL JAIN	1	1	14	14	2016-01-11 11:16:35.403
16	103709	'103709T00000011	TARUN KUMAR SOMANI	1	1	28	28	2016-01-11 11:19:04.483
17	103709	'103709M00000065	MUKHERJEE RAMPRASAD	1	1	35650	35650	2016-01-11 11:21:32.343
18	103709	'103709R00000093	RAMPRASAD MUKHERJEE	1	1	37945	37945	2016-01-11 11:24:16.475
19	103709	'103709R00000094	RAMPRASAD MUKHERJEE	1	1	37145	37145	2016-01-11 11:27:23.537
20	103709	'103709A00000041	BIYANI D ARVIND	1	1	100	100	2016-01-11 11:30:08.94
21	103709	'103709A00000042	BIYANI AABHIJEET	1	1	100	100	2016-01-11 11:32:09.72

Urvila Chakraborty

22	103709	'103709NM0000058	BIYANI A MANJUSHREE	1	1	100	100	2016-01-11 11:34:04.865
23	103709	'103709V0000021	DHOOT VIKRAM	1	1	100	100	2016-01-11 11:36:00.193
24	103709	'103709G00000040	DHOOT SHANKAR GOURI	1	1	100	100	2016-01-11 11:38:01.921
25	103709	'103709K00000052	DHOOT KALASH	1	1	100	100	2016-01-11 11:57:24.346
26	103709	'103709M00000059	DHOOT MADHURI	1	1	100	100	2016-01-11 12:03:45.614
27	103709	'103709R00000070	DHOOT RITIKA	1	1	100	100	2016-01-11 12:11:37.372
28	103709	'103709R00000071	DHOOT SHYAM RADHE	1	1	100	100	2016-01-11 12:14:24.446
29	103709	'103709R00000090	DHOOT SHYAM RADHE	1	1	200	200	2016-01-11 12:18:10.422
30	103709	'103709G00000039	DHOOT GAYATRI	1	1	100	100	2016-01-11 12:20:43.368
31	103709	'103709N00000023	MAHESHWARI D N	1	1	100	100	2016-01-11 12:29:53.502
32	103709	'103709V00000020	DHOOT VARUN	1	1	100	100	2016-01-11 12:34:31.24
33	103709	'103709V00000003	DHOOT YASHWARDHAN	1	1	100	100	2016-01-11 12:38:01.437
34	103709	'103709A00000044	DHOOT KUMAR ASHOK	1	1	100	100	2016-01-11 12:40:03.362
35	103709	'103709R00000075	DHOOT DULARI RAJ	1	1	100	100	2016-01-11 12:56:13.611
36	103709	'103709R00000074	DHOOT RAGHUSHREE	1	1	100	100	2016-01-11 12:59:03.908
37	103709	'103709R00000073	DHOOT RAGHAV	1	1	100	100	2016-01-11 13:02:09.565
38	103709	'103709R00000072	DHOOT RISHI	1	1	100	100	2016-01-11 13:06:06.768
39	103709	'103709A00000047	ALOK GUPTA	1	1	14	14	2016-01-12 11:44:24.212
40	103709	'103709C00000021	CHAMPA LAL BADANI	1	1	14	14	2016-01-12 11:48:30.99
41	103709	'103709S00000137	SOHAN LAL DAGA	1	1	42	42	2016-01-12 11:52:28.085
42	103709	'103709R00000091	RAJ KUMAR TULSYAN	1	1	28	28	2016-01-12 11:58:28.934
43	103709	'103709O00000012	OM PRAKASH BHARTIYA	1	1	28	28	2016-01-12 12:00:53.067
44	103709	'103709B00000050	BAJRANG LAL BHARATIYA	1	1	14	14	2016-01-12 12:07:14.355
45	103709	'103709U00000111	DHOOT URMILA	1	1	100	100	2016-01-12 12:09:19.296
46	103709	'103709G00000038	DHOOT GARGI	1	1	100	100	2016-01-12 12:10:54.583
47	103709	'103709S00000114	DHOOT SHAKUNTALA	1	1	100	100	2016-01-12 12:14:21.38
48	103709	'103709A00000045	DHOOT KUMAR ARUN	1	1	100	100	2016-01-12 12:16:26.64
49	103709	'1N30210510587198	HARJI KUMAR VERMA	1	1	26142	26142	2016-01-12 12:57:38.586
50	103709	'1N30210510587341	HARJI KUMAR VERMA	1	1	7000	7000	2016-01-12 12:59:27.669
51	103709	'1N30210510587350	HARJI KUMAR VERMA	1	1	26142	26142	2016-01-12 13:01:24.455
Total				172914				

Memoranda Circularity

SCRUTINISER'S REPORT

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To

Mr. Deb Mukherjee

Chairperson appointed by Hon'ble High Court of
Calcutta for the Meeting of the Equity Shareholders of
Spotlight Vanijya Limited held at 2, Red Cross Place,
Kolkata-700 001.

Dear Sir,

Scrutinizer's Report in respect of poll at the Court Convened Meeting of Equity Shareholders of
Spotlight Vanijya Limited held on Saturday, the 6th February, 2016 at 2 Red Cross Place, Kolkata-
700001

We, **Ms. Urmila Chakraborty** and **Mr. Tapas Bhattacharya**, appointed as the Scrutinizers for the purpose of the poll taken at the Court Convened Meeting of the Equity Shareholders of Spotlight Vanijya Ltd held on 6th day of February, 2016 at 2.00 P.M. at 2, Red Cross Place, Kolkata- 700 001, West Bengal, submit our report, as under

1. In terms of the Notice for Court Convened Meeting and for Postal Ballot/ E-Voting dated 22nd December 2015, the shareholders who have already voted through Postal Ballot/ E-voting were not entitled to vote at the Court Convened Meeting. As such, votes, if any, cast by the Shareholders who had voted at Postal Ballot/E-voting were treated as invalid based on report of Scrutiniser for Postal Ballot/ E-voting dated 6th February, 2016.
2. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in our presence with due identification marks placed by us.
3. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under:

Consider and approve scheme of amalgamation under Section 391- 394 of the Companies Act 1956 in regard to the amalgamation of SOMANY FOAM LIMITED and SPOTLIGHT VANIJYA LIMITED subject to the approval of the Hon'ble High Court at Calcutta.

- i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	521987	100%

Urmila Chakraborty

Bhattacharya

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	N.A.


iii Invalid votes:


Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
3	59284

- 6 The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully


Ms Urmila Chakraborty
Scrutinizer


Mr Tapas Bhattacharya
Scrutinizer

Place: Kolkata

Date: 6th February, 2016