

SPICY ENTERTAINMENT AND MEDIA LIMITED
(Formerly, Lahoti Entertainment and Media Limited)

CIN: U22219WB2012PLC188312

Regd. Office: 4, Fairlie Place, HMP House 4th Floor, Room No-408
Kolkata-700001, West Bengal

Email: info@spicyy.in **Website:** www.spicyy.in

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the members of the Company will be held on Thursday, 02nd February, 2017, 01.00 pm, at "Aashayain" (DLA Boys Hostel), 7/2, K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate), Kolkata-700080, West Bengal, to transact the following business.

SPECIAL BUSINESS

ORDINARY RESOLUTION

Item No. 1

Appointment of Statutory Auditors to fill Casual Vacancy caused by the resignation of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s Bandyopadhyay & Dutt, Chartered Accountants,** Firm Registration No- 325116E, Kolkata be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata.

"RESOLVED FURTHER THAT M/s Bandyopadhyay & Dutt, Chartered Accountants, Firm Registration No- 325116E, Kolkata be and are hereby appointed as Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they should hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2017, on such remuneration as may be fixed by the Board of Directors in consultation with them."

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/PROXIES/ AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HEREWITH TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A PROXY FORM IS ENCLOSED HEREWITH.

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

3. The record date for the purpose of determining the eligibility of the Members to attend the Extra-Ordinary General Meeting of the Company is Friday 27th January, 2017.
4. In case of joint holders attending the meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
5. 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 representatives to attend and vote on their behalf at the meeting.
6. Electronic copy of the Notice along with the Attendance Slip and Proxy Form is being sent to all the Members whose email addresses are registered with the Company/depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode.
7. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
8. Members may also note that the Notice of the EGM will be available on the Company's website www.spicyy.in. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at info@spicyy.in.

**For and on behalf of Board of Directors
Spicy Entertainment and Media Limited**

Sd/-

**Diprani Thakur
Company Secretary**

**Place: Kolkata
Dated: 06.01.2017**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item 1 of the accompanying Notice

ITEM#1: APPOINTMENT OF STATUTORY AUDITOR

M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). Casual Vacancy caused by the resignation of auditors can only be filled up by the Company in General Meeting. Board proposes that **M/s Bandyopadhyay & Dutt**, Chartered Accountants, Firm Registration No- 325116E, Kolkata be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata.

M/s Bandyopadhyay & Dutt, Chartered Accountants, Firm Registration No-325116E, Kolkata, have conveyed their consent to be appointed as the statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**For and on behalf of Board of Directors
Spicy Entertainment and Media Limited**

Sd/-

**Diprani Thakur
Company Secretary**

**Place: Kolkata
Dated: 06.01.2017**

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EXTRA-ORDINARY GENERAL MEETING

ATTENDANCE SLIP

| DATE | VENUE | TIME |
|----------------------------------|---|----------|
| Thursday, February 2, 2017 | "Aashayain" (DLA Boys Hostel) 7/2, K B Sarani, Jessore Road Near ILS Hospital (Opp. Bhutan Consulate) Kolkata-700080, West Bengal | 01:00 pm |
| Name Of The Member(s)/Proxy : | | |
| Address : | | |
| E-mail Id : | | |
| Folio No. /Dp Id And Client Id : | | |

I hereby certify that I am a Member/Proxy for the Member holding Equity shares. I hereby record my presence at the Extra-Ordinary General Meeting of the Company.

Please ✓ in the box Member Proxy

.....
Name of Proxy in Block Letters

.....
Signature of Member /Proxy attending

Note: Member/Proxy attending the Extra-Ordinary General Meeting (EGM) must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting Hall

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EXTRA-ORDINARY GENERAL MEETING

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)/Representative : | |
| Registered Address : | |
| E-mail Id : | |
| Folio No./DP Id. and Client Id | |

I / We, being the member(s) ofNo. of Equity Shares of the aforesaid mentioned 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 Thursday, 02nd February, 2017 at 01:00 p.m.** at "Aashayain" (DLA Boys Hostel) 7/2, K B Sarani, Jessore Road, Near ILS Hospital (Opp. Bhutan Consulate) Kolkata-700080, West Bengal, and at any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

| Resolution No. | Resolutions | No of Shares Held |
|---|---|-------------------|
| Special Business Ordinary Resolution | | |
| 1. | Appointment of M/s Bandyopadhyay & Dutt , Chartered Accountants, Firm Registration No: 325116E, Kolkata, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A K Meharia & Associates, Chartered Accountants, Firm Registration No-324666E, Kolkata and authorize Board of Directors to fix their remuneration in consultation with them. | |

Signed thisday of.....2017

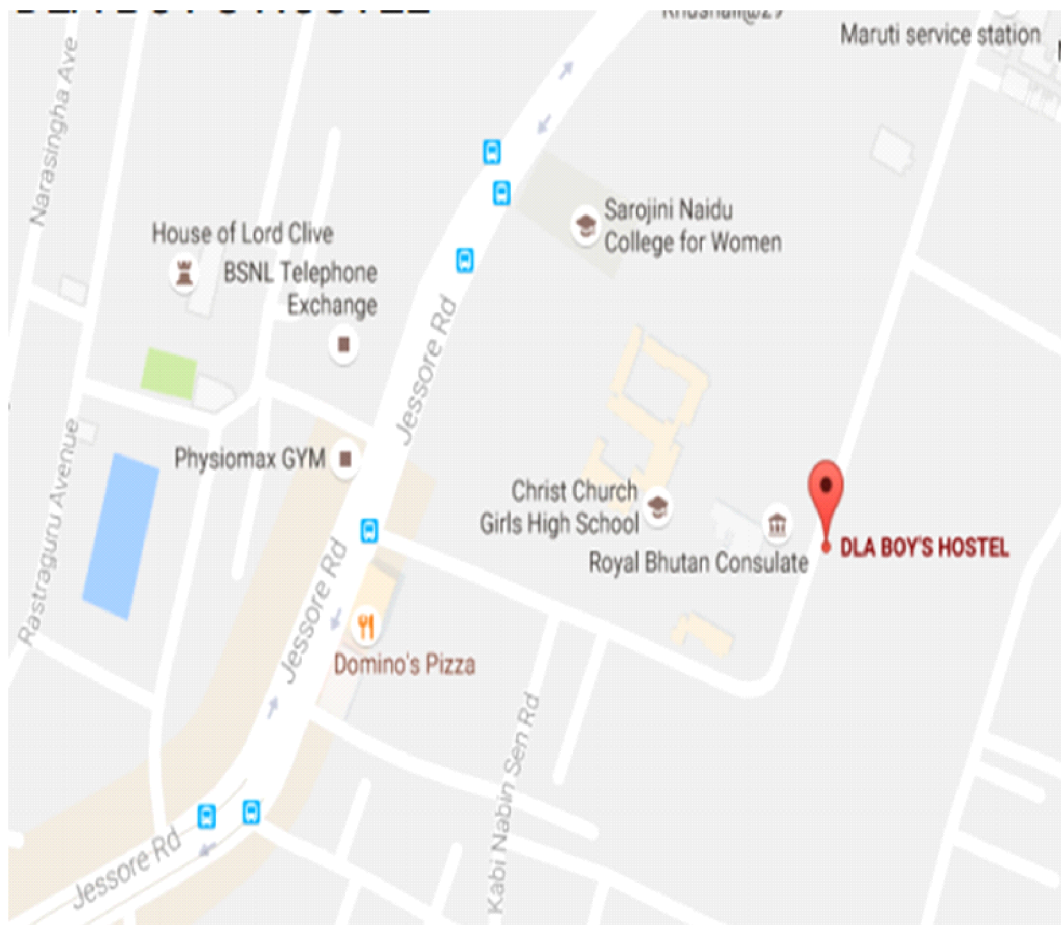
Signature of Shareholder/ Representative.....

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.



If undelivered, Please return to :-

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