

SPICY ENTERTAINMENT AND MEDIA LIMITED

CIN: U22219WB2012PLC188312

Regd. Office: 68, R.K. Chatterjee Road(Kasba) Rash Behari Connector,
3rd Floor Kolkata -700042, West Bengal

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

NOTICE is hereby given that the Fifth (5th) Annual General Meeting of the Members of **Spicy Entertainment and Media Limited** will be held at 68, R.K. Chatterjee Road (Kasba) Rash Behari Connector, 3rd Floor, Kolkata-700042, West Bengal, on Monday, September 18, 2017 at 04:00 PM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, and the statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the Year end March 31, 2017 and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Abhishek Das (DIN: 07083079), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** there of :

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s Bandyopadhyay & Dutt, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) vide Registration No. 325116E, be and are hereby appointed as Statutory Auditors of the Company for a term of three years commencing from the Company's Financial Year ending March 31, 2018 to hold office from the conclusion of the 5th Annual General Meeting of the Company till the conclusion of the 8th Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.”

SPECIAL BUSINESS

4. Appointment of Ms. Sheetal Suresh Kale (DIN: 07762409) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Sheetal Suresh Kale (DIN: 07762409), who was appointed as an Additional Director of the Company with effect from 15th March, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 15th March, 2017.”

**By order of the Board of Directors
For Spicy Entertainment and Media Limited**

**Place: Kolkata
Date: August 23, 2017**

**Diprani Thakur
Company Secretary**

NOTES

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 4 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 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. 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 CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PROXY FORM IS ATTACHED HERETO.

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 representatives to attend and vote on their behalf at the meeting.
4. Pursuant to the provision of section 91 of the Companies Act, 2013 the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 11, 2017 to Monday, September 18, 2017 both days inclusive, for the purpose of Annual General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
6. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose Email IDs 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 copies of the Annual Report for FY 2016-17 are being sent in the permitted mode. Members

are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Maheshwari Datamatics Private Limited (in case of Shares held in physical form).

7. The record date for the purpose of determining the eligibility of the Members to attend the 5th Annual General Meeting of the Company is Monday, September 11, 2017.
8. Electronic copy of the Notice of the 5th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants 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 copies of the Notice of the 5th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members holding shares in Demat form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, directly to their respective Depository Participant (DP).
11. Members may also note that the Notice of the 5th Annual General Meeting and the Annual Report 2016-17 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.
12. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend account of the company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the company to the Investor Education and Protection Fund established by the Central Government.
13. Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed there under.
14. The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, Prescribed

under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Company's website www.spicyy.in, RTA or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.

15. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
16. In view of the above, the Company is requesting to its members to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
17. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
18. The shares of the Company are under compulsory Demat list of the SEBI. The trading in equity shares can be only in Demat form.
19. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
21. A route map showing directions to reach the venue of the 5th Annual General Meeting of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

A detail of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure A

I.

Name of Director	Mr. Abhishek Das
DIN	07083079
Date of Birth	14/10/1981
Date of Appointment on the Board	31/01/2015
Expertise in specific functional area	Media & Entertainment Industry
Qualification	Graduate
Relationship with other Directors	NIL
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	NIL

II.

Name of Director	Ms. Sheetal Suresh Kale
DIN	07762409
Date of Birth	01/01/1988
Date of Appointment on the Board	15/03/2017
Expertise in specific functional area	Media & Entertainment Industry
Qualification	Higher Secondary
Relationship with other Directors	NIL
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	NIL

**By order of the Board of Directors
For Spicy Entertainment and Media Limited**

**Place: Kolkata
Date: August 23, 2017**

**Diprani Thakur
Company Secretary**

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

The following Explanatory Statements sets out the material facts relating to the special business set out in the accompanying notice of the 5th Annual General Meeting of the Members of the Company.

Item No. 4

Based on the Recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Ms. Sheetal Suresh Kale (DIN-07762409) as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made there under, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), her as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from March 15, 2017.

As an Additional Director, Ms. Sheetal Suresh Kale (DIN-07762409) holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Ms. Sheetal Suresh Kale (DIN-07762409) as an Independent Director of the Company. The Company has also received a declaration from Ms. Sheetal Suresh Kale (DIN-07762409) confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Sheetal Suresh Kale (DIN-07762409) is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms. Sheetal Suresh Kale (DIN-07762409) fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

Copy of the draft letter for appointment of Ms. Sheetal Suresh Kale (DIN-07762409) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on any working day, excluding Saturday.

Further details of Ms. Sheetal Suresh Kale (DIN-07762409) have been provided in Annexure A.

Ms. Sheetal Suresh Kale (DIN-07762409) is not related to any other Director and Key Managerial Personnel of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Sheetal Suresh Kale (DIN-07762409) and her relatives, being an appointee, are in any way, concerned or interested in the said resolution.

**By order of the Board of Directors
For Spicy Entertainment and Media Limited**

**Place: Kolkata
Date: August 23, 2017**

**Diprani Thakur
Company Secretary**

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5TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Date	Venue	Time
Monday, September 18, 2017	68, R.K. Chatterjee Road (Kasba) Rash Behari Connector, 3rd Floor Kolkata - 700042 West Bengal	04.00 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 5th Annual General Meeting of the Company.

Please ✓ in the box Member Proxy

.....
Name of Proxy in Block Letter

.....
Signature of Member /Proxy attending

Note: Member/Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting Hall.

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5TH ANNUAL 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 for me/us and on my/our behalf at the 5th **Annual General Meeting of the company to be held on Monday, September 18, 2017 at 04:00 p.m.** at 68, R.K. Chatterjee Road(Kasba) Rash Behari Connector, 3rd Floor Kolkata - 700042 West Bengal, and at any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017, and the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year end March 31st , 2017 and the Reports of the Board of Directors' & the Auditors' thereon.		
2	To appoint a Director in place of Mr. Abhishek Das (DIN: 07083079), who retires by rotation and being eligible, offers himself for re-appointment		
3	Appointment of M/s Bandyopadhyay & Dutt, Chartered Accountants, Kolkata (Firm Registration No: 325116E), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.		
Special Business			
4	Approval for appointment of Ms. Sheetal Suresh Kale (DIN: 07762409) as an Independent Director of the Company		

Signed thisday of2017

Member's Folio/DP ID and Client ID No.

Signature of Shareholder(s).....

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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9th Annual General Meeting of the Company.
3. It is optional to indicate your preference. If you leave the 'For' or "Against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

