



SPICY ENTERTAINMENT AND MEDIA LIMITED

CIN: L22219WB2012PLC188312

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

Tel: +91 88205 00005, 88204 00004

Email: info@spicy.in

Website: www.spicy.in

Date: 08/09/2021

To  
BSE Limited

Phirozejeebhoy Towers,  
Exchange Square, Colaba, Mumbai - 400 005

CIN: L22219WB2012PLC188312  
Regd. Office: 68, R.K. Chatterjee Road (Kasba) Rash Behari Connector,  
3rd Floor, Kolkata- 700042, West Bengal  
Email: [info@spicyy.in](mailto:info@spicyy.in); Website: [www.spicyy.in](http://www.spicyy.in)

---

NOTICE is hereby given that the Ninth (9<sup>th</sup>) Annual General Meeting of the Members of \_\_\_\_\_ will be held on Thursday, September 30, 2021 at 12:30 PM for the transaction of the following businesses, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India: -

:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021 including the Audited Balance Sheet as at March 31, 2021, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors’ and the Auditors’ thereon.

To consider appointment of a Director in place of Vinod Kumar Agarwal (DIN: 08046056) who retires by rotation and being eligible, offers himself for re- appointment.

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

pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, appointment procedure and eligibility criteria prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI Listing Regulations” as amended from time to time including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force, M/s Agarwal Desai & Shah, Chartered Accountants, Mumbai, Firm Registration No. 124850W issued by Institute of Chartered Accountants of India, having a valid Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company effective from the conclusion this Annual General Meeting till the conclusion of 14th Annual General Meeting to be held in calendar year 2026 on such terms including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors of the Company in consultation with the said Auditors.

the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with the relevant,

prevailing statutory/ regulatory provisions and Policy for appointment of Statutory Auditors of the Company.

the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.spiccy.com](http://www.spiccy.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4

of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

8. The additional details of Directors retiring by rotation/ seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure A and forms part of this Notice.
9. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
10. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company/Registrar and Share Transfer Agent, for any assistance in this regard.
11. Members seeking any information or clarifications on the Annual Report are requested to send their queries to the Company at [info@spicyy.in](mailto:info@spicyy.in) at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
12. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
13. In line with the MCA Circulars and the SEBI Circulars, Annual Report for the financial year 2020-21 along with the Notice of Ninth (9<sup>th</sup>) Annual General Meeting will be sent through the permitted mode/electronic mode to the Members whose email addresses are available with the Company/Depositories/Depository Participants.

The aforesaid documents shall also be available on the Company’ website at <https://www.spicyy.in> and on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).

14. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 (Both Days Inclusive) for the purpose of Annual General Meeting and documents will be available for inspection by the member electronically during AGM. Members seeking to inspect such documents can send an email [info@spicyy.in](mailto:info@spicyy.in).

15. Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at info@spicyy.in from Thursday, September 16, 2021 to Thursday, September 23, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.
16. Pursuant to the circular no. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes.
17. The record date for the purpose of determining the eligibility of the members to attend the 9<sup>th</sup> Annual General Meeting of the Company is September 23, 2021.
18. The ISIN of the Equity Shares of Rs.10/- each is INE592001019
19. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company's registered office at 68, R.K. Chatterjee Road (Kasba) Rash Behari Connector, 3rd Floor Kolkata-700042 on all working days of the company, between 10.00 a.m. And 1.00p.m. up to the date of the Annual General Meeting.
20. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM due to Covid 19 crisis.

---

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the virtual platform developed by the RTA i.e. Skyline Financial Services Private Limited link along with details will be provided to eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://skylinerta.webex.com>. shareholders/members may login by using credentials. the link for VC/OAVM will be available to eligible shareholder/members at their registered e-mail ids. facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
2. The Company shall conduct the Meeting through video conferencing by using 'skylinerta.webex application' and the members are requested to follow the below mentioned instructions for participating in the Meeting through 'skylinerta.webex application':
3. The Company Secretary shall send a meeting invite at the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through skylinerta.webex application.
  - a) For joining through laptop/ desktops, the instructions are as follows:
    - i. Select link in the meeting invite sent to you on your email address. Thereafter, a page will be displayed where you can choose to either join on the web or download the desktop app. If you already have the skylinerta.webex app, the meeting will open on the app automatically.
    - ii. After downloading the app or open a meeting link in the web browser select join & enter the webinar ID.
  - b) For joining through mobile phone/iPads, the instructions are as follows:
    - i. For easy and efficient access of the skylinerta.webex Applicaton (including



audio, video, and content sharing) on mobile, it would be advisable to download and install the mobile app.

ii. If you have the app, select 'Join as attendee' in the meeting invite sent on your registered email address to open the app, enter the webinar ID & join the meeting as an attendee. If you do not have the app, you will be taken to the app store where you can download the same.

c) It would be advisable to download and install the app before the meeting starts. It might take a minute or two, depending on your internet connection.

4. Shareholders are encouraged to join the meeting through Laptops / IPAD for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable WI-FI or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least 2 days prior to meeting mentioning their name, Demat account number/folio number, email id, pan, mobile number at [info@spicyy.in](mailto:info@spicyy.in)
8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at [info@spicyy.in](mailto:info@spicyy.in) queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not

registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.

In case you have any queries or issues regarding attending annual general meeting through VC/OAVM write an email to [subhashdhingreja@skylinerta.com](mailto:subhashdhingreja@skylinerta.com)