

Spotlight Vanijya Limited

CIN - L65993WB1981PLC034252

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

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

E-mail: sec@somanys.com

Website: www.spotlightvanijya.com

Gist of the proceedings of 42nd Annual General Meeting (AGM) of Spotlight Vanijya Limited commenced at 3:00 p.m. on Wednesday, 24th September 2025 at its Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal and concluded at 4:30 p.m.

<u>Members present:</u>	12 Members were present (including Proxies)
<u>Directors Present:</u>	Shri Sunil Kumar Somani, (Chairman of the Audit Committee and Nomination & Remuneration Committee)-Independent Director Smt. Rashmi Somany, (Whole Time Director)
	Shri Mukul Somany, (Chairman of the Stakeholders Relationship Committee)- Non-Executive Non-Independent Director
	Shri Ratna Kumar Daga (Independent Non-Executive Director)
<u>Invitee</u>	Smt. Maya Shaw (Company Secretary & CFO)

1. Chairman

Shri Mukul Somany chaired the Meeting.

2. Quorum

Requisite Quorum being present, the Chairman declared the meeting open.

3. Notice

Notice convening the meeting was taken as read, with the consent of the members present.

4. Statutory Records

The Chairman informed the members present that the Register of Directors and Key Managerial Personnel and their Shareholdings and other statutory registers/records along with the Auditors' Report dated 30th May, 2025 was available at the meeting venue and the same would remain open and accessible during the continuance of the meeting to the shareholders.

5. Auditors' Report

At the request of the Chairman and with the consent of the Shareholders, Smt. Maya Shaw, Company Secretary & CFO, read out the Auditors' Report dated 30th May, 2025.

6. Chairman's Speech

Before taking up formal agenda of the meeting for consideration of the members, the Chairman shared the performance of the Company for the financial year 2024-25 with the members. In his speech, the Chairman summarized the overall performance of the Company and also drew a profile of the future outlook of the Company.

He informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date and Regulation 44 of the SEBI (Listing Obligations &



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Disclosures Requirement) Regulations, 2015, the Company had provided the facility of e-voting on all the resolutions as set out in the Annual General Meeting. E-voting commenced on 21st September, 2025 and ended on 23rd September, 2025. Shri Tapan Kumar Banerjee, Practicing Company Secretaries has been appointed as Scrutinizer by the Board of Directors.

He further informed the members that with a view to providing an opportunity to the shareholders who could not avail the above e-voting facility to vote, facilities have been provided and necessary ballot papers have already been distributed to the shareholders. He requested the members that those members who have not cast their vote electronically may cast their vote and participate in the poll. The Board appointed Shri Tapan Kumar Banerjee, Practicing Company Secretaries as Scrutinizer to scrutinize the voting from ballot papers in a fair & transparent manner.

He informed the members that the combined results of e-voting and poll would be declared within 2 (Two) working days from the conclusion of the meeting at the Registered Office of the Company. He further informed that the combined results will be put on the Company's website and the website of NSDL.

Before concluding his speech, the Chairman thanked the Shareholders, his fellow Board members, the employees, and other stakeholders for their valuable support, co-operation, and suggestions.

The Chairman gave opportunity to the Members to ask questions or seek clarifications on the Agenda items. Thereafter, the Chairman responded to the queries raised/clarifications sought by the Members.

The following items of business, as per the Notice of AGM dated Thursday, 14th August, 2025, were transacted at the meeting.

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with Reports of the Director's and the Auditor's thereon. **(Ordinary Resolution)**.
2. To appoint a Director in place of Shri Sanjay Somany (DIN: 00124538), who is liable to retire by rotation and, being eligible offers himself for re-appointment. **(Ordinary Resolution)**.

SPECIAL BUSINESS:

3. To appoint CS Rahul Agarwal, Practicing Company Secretary (ACS No. 61842, CP No. 23142) as Secretarial Auditors for the term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-2030. **(Ordinary Resolution)**.

To appoint Secretarial Auditors and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, CS Rahul Agarwal, Practicing Company Secretary (ACS NO. 61842,

