SPOTBOY TRACOM PRIVATE LIMITED
CIN: U51909WB1995PTC068183
Regd. Office: Duncan House, 31, Netaji Subhas Road,
Kolkata, West Bengal 700001
Telephone: 033 2230 8515; E-mail: rpsg.secretarial@rpsg.in

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-First (31st) Annual General Meeting of the Members of Spotboy Tracom Private Limited ('the Company') will be held on Monday, 11th August, 2025, at 11:00 A.M. at the Company's Registered Office, 31, Netaji Subhas Road, Kolkata -700 001, to transact the following business:

- **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone Financial Statement and the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

- **SPECIAL BUSINESS:**

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

2. **Approval for appointment of Independent Directors of the company**

Appointment of Mr. Tarun Goyal (DIN: 03381792) as Non-Executive Independent Director of the Company

"RESOLVED THAT Mr. Tarun Goyal who was appointed as an Additional Non Executive Independent Director of the Company with effect from 19th May, 2025 by the Board of Directors and holds office up to the date of this AGM under the provisions of Section of 161(1) of the Companies Act, 2013 ('the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Tarun Goyal as a candidate for the office of director, be and is hereby appointed as Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendations of the Nomination and Remuneration Committee and the Board, Mr. Tarun Goyal who has submitted a declaration of independence under Sec 149 (6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from 19th May, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all acts and take all such necessary steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the Registrar of Companies".

3. **Appointment of Ms. Dhara Agarwal (DIN:09721602) as Non-Executive Independent Director of the Company**

"**RESOLVED THAT** Ms. Dhara Agarwal who was appointed as an Additional Non Executive Independent Director of the Company with effect from 19th May, 2025 by the Board of Directors and holds office up to the date of this AGM under the provisions of Section of 161(1) of the Companies Act, 2013 ('the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Ms. Dhara Agarwal as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to recommendations of the Nomination and Remuneration Committee and the Board, Ms. Dhara Agarwal who has submitted a declaration of independence under Sec 149 (6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from 19th May, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all acts and take all such necessary steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the Registrar of Companies".

By order of the Board of Directors
For **Spotboy Tracom Private Limited**

Sd/-
Hemant Goenka
Director
DIN : 02138953

Place: Kolkata
Date: 16th June, 2025

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT A 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.**

   The proxies in order to be valid and effective, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

   A person can act as a proxy on behalf of Members, not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company with voting rights, such proxy shall not act as a proxy for any other Person or Member.

2. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.

3. Members are requested to notify a change of address, if any, with PIN CODE quoting the reference of their DP ID, Client ID.

4. The Corporate Members intending to send their authorised representative to attend and vote at the meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a duly certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. All documents referred to in the accompanying Notice and Statutory Registers as may be required are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except on Saturday, Sunday, and other public holidays.

6. Information about Directors seeking appointment/re-appointment is annexed.

7. A route map to attend the venue of the meeting is annexed to this Notice.

8. Additional information of Directors proposed to be re-appointed under Secretarial Standard -2 is annexed to this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

Appointment of Mr.Tarun Goyal as Independent Director of the company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board, had approved the appointment of Mr. Tarun Goyal as an additional director in Independent category with effect from 19th May, 2025 for a term of 5 (five) years, subject to the approval of shareholders of the Company in this Annual General Meeting. Brief profile of Mr. Tarun Goyal detailing academic qualifications, skills and expertise is provided separately in this Notice.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. (iii) a declaration to the effect that she meets the criteria of independent as provided under Section 149(6) of the Companies Act, 2013 and is independent of the management. He does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board based on the recommendation of the Nomination and Remuneration Committee considers that, given the professional background and experience, association of Mr. Tarun Goyal would benefit the Company and shareholders. Accordingly, it is proposed to appoint Mr. Tarun Goyal as an Independent Director on the Board of Directors of the Company.

The Board therefore recommends appointment of Mr. Tarun Goyal as an Independent Director of the Company, by way of ordinary resolution, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Tarun Goyal and his relatives, are in any way concerned or or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the company, if any.

Appointment of Ms. Dhara Agarwal as Independent Director of the company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board, had approved the appointment of Ms. Dhara Agarwal as an additional director in Independent category with effect from 19th May, 2025 for a term of 5 (five) years, subject to the approval of shareholders of the Company in this Annual General Meeting. Brief profile of Ms. Dhara Agarwal detailing academic qualifications, skills and expertise is provided separately in this Notice.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act. (iii) a declaration to the effect that she meets the criteria of independent as provided under Section 149(6) of the Companies Act, 2013 and is independent of the management. She does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board based on the recommendation of the Nomination and Remuneration Committee considers that, given the professional background and experience, association of Mr. Tarun Goyal would benefit the Company and shareholders. Accordingly, it is proposed to appoint Mr. Tarun Goyal as an Independent Director on the Board of Directors of the Company.

The Board therefore recommends appointment of Mr. Tarun Goyal as an Independent Director of the Company, by way of ordinary resolution, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Tarun Goyal and his relatives, are in any way concerned or or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the company, if any.

The disclosure relating to the Director seeking appointment as set out in Item No. 2 and 3 of this Notice pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meeting:

Name of Directors	Mr. Tarun Goyal	Ms. Dhara Agarawal
DIN	03381792	09721602
Date of Birth/Age	28/11/1983, 42 years	15/08/1985, 40 years
Nationality	Indian	Indian
Date of First Appointment	19/05/2025	19/05/2025
Terms and Conditions of Appointment / Re-appointment	Proposed to be appointed as an Independent Director for a period of 5 consecutive years.	Proposed to be appointed as an Independent Director for a period of 5 consecutive years.
Number of Board Meetings attended during the FY 2024-25	NA	NA
Remuneration last drawn	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Shareholding in the Company	Nil	Nil
List of other Companies in which Directorship is held	• Castor Investments Limited • Devise Properties Private Lim • Easy Fincorp Limited • Quest Capital Markets Limite	• Chitrakoot Properties Limited • Alpine Commercial Co Ltd
Chairperson/Member of Committee(s) of Board of Directors of other Companies	**Quest Capital Marjkets Limited** Stakeholders Relationship Committee- Member **Easy Fincorp Limited** Audit Committee- Member **Castor Investments Limited** Audit Committee- Member	NA
Relationship with other Directors, Manager and Key Mangaerial Personnel of the company	Nil	Nil

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ATTENDANCE SLIP

DPID/Client ID :		S. No.
Name and Address :		

I/we hereby record my/our presence at the Thirty-First ANNUAL GENERAL MEETING of the Company at DUNCAN HOUSE 31, NETAJI SUBHAS ROAD, KOLKATA - 700001 on Monday, 11th August, 2025 at 11:00 A.M.

SIGNATURE OF THE MEMBER/PROXY:

NOTES:

Member/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same duly signed, at the entrance.

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Form No. MGT -11
Proxy Form
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U51909WB1995PTC068183**
Name of the Company: Spotboy Tracom Private Limited
Registered office: Duncan House 31, Netaji Subhas Road, Kolkata – 700 001

Name of the member (s):	
Registered address:	
E-mail Id:	
DPID/ Client ID	

I /We, being the member (s) holding ………... shares of the above-mentioned company, hereby appoint:
1. ________________ of ________________________ having e-mail id _________________ or failing him/her
2. ________________ of ________________________ having e-mail id _________________ or failing him/her
3. ________________ of ________________________ having e-mail id _________________ or failing

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held at **DUNCAN HOUSE 31, NETAJI SUBHAS ROAD, KOLKATA 700001 on Monday, 11th August, 2025 11:00 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	**Description**	**No. of equity shares held**	**I/ We assent to the resolution (FOR)**	**I/ We dissent to the resolution (AGAINST)**
1.	Adoption of the Audited Standalone Financial Statement and Audited Consolidated Financial Statement for the financial year ended 31st March, 2025, together with the Reports of the Directors' and Auditors' thereon.			
2.	Appointment of Mr. Tarun Goyal (DIN: 03381792) and Dhara Agarwal (09721602), as Independent Director of the Company.			

Place: Kolkata

Affix
INR 1
Revenue
Stamp

Signed this -------------------------------------, 2025 (Signature of Shareholder)
(Signature of Proxy holders)

Note: 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.

<u>**Route Map to Attend the Venue of the Meeting**</u>