

September 6, 2021

BSE Limited

Corporate Relationship Department
1st Floor, New Trading, Rotunda Building,
P J Towers, Dalal Street, Fort, Mumbai – 400 001

Scrip Code – 542376

Dear Sir,

Sub: Outcome of the Board Meeting held today i.e. September 6, 2021

Pursuant to provision of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended, this is to inform that the Board of Directors in their meeting held today, which commenced at 2:00 p.m. and concluded at 6:20 PM, inter alia, considered and approved the following:

1. Approved the appointment of Mr. Mahaveer Prasad Mundhra (DIN: 00642941) as independent Director of the Company for a period of five year w.e.f September 30, 2021, subject to approval of the shareholders of the Company during the ensuing 37th Annual General Meeting of the Company.
2. Approved the re-appointment of Mr. Sandeep Parwal as Managing Director of the Company and also appointment as Chairman of the Company for a period of five years w.e.f October 1, 2021 subject to approval of the shareholders of the company in the ensuing 37th Annual General Meeting of the Company.
3. Approved the Notice of 37th Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 10:00 A.M at 25 C- Block Community Centre Janakpuri New Delhi -110058 (AGM Notice enclosed).
4. Approved that The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2021 to September 30, 2021 (both days inclusive)
5. Approved the event calendar pertaining to 37th Annual General Meeting of the Company (enclosed event calendar)

Details Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular Number CIR/CFD/CMD/04/2015 dated September 9, 2015

Sr. No.	Details of Events that needs to be provided	Information of such Event(s)	
		Mr. Mahaveer Prasad Mundhra	Mr. Sandeep Parwal
1.	Reason for Change	Appointment as Independent Director subject to members approval, for a period of five years	Re-appointment as Managing Director of the Company and also appointment as Chairman subject to members approval, for a period of five years

2.	Date of Appointment	30.09.2021	01.10.2021
3.	Qualifications	Graduate	CA
4.	Brief Profile	He has more than 30 years of experience in financial service Industry.	He has more than 30 year of experience in financial service Industry.
5.	Disclosure of relationships between Directors (in case of Appointment of Director)	Not Applicable	Mr. Sandeep Parwal (DIN: 00025803) is Spouse of Mrs. Honey Parwal, Director of the Company

Kindly take the above information in your records.

Thanking You

For SPA Capital Services Limited

Urish Kumar
Company Secretarial & Compliance Officer

Encl: As above

Calendar of Event for 37th Annual General Meeting of SPA CAPITAL SERVICES LIMITED

SR No	Activities	Date
1	Book Closure Record Date	September 24, 2021 to September 30, 2021 (Both Days inclusive) Friday, September 24, 2021
2	e-Voting 1st Cut Off (BO Data Date)	Friday, August 27, 2021
3	e-Voting 2nd Cut Off (Eligibility for E voting)	Friday, September 24, 2021
4	AGM	September 30, 2021 (10:00 AM)
5	Bonus	NA
6	Dividend Dividend per shares Rs xxx.xxxx) Dividend Rate	NA
7	Evoting Start Date & Time	Monday, September 27, 2021 at 9.00 a.m.
8	Evoting End Date & Time	Wednesday, September 29, 2021 at 5.00 p.m.
9	Voting Result Date	Within 2 working days of conclusion of AGM



NOTICE

NOTICE IS HEREBY GIVEN THAT 37TH (THIRTY SEVENTH) ANNUAL GENERAL MEETING “AGM” OF SPA CAPITAL SERVICES LIMITED WILL BE HELD ON THURSDAY, 30th SEPTEMBER, 2021 AT 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI – 110 058 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To consider and adopt the audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors’ and the Auditor’s thereon.**
- 2. To appoint a director in place of Mrs. Honey Parwal, (DIN No. 00025835), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for reappointment.**

“RESOLVED THAT, pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members/shareholders of the Company be and is hereby accorded for re-appointment of **Mrs. Honey Parwal, (DIN No. 00025835)**, as a Non-Executive Director of the company, who retires by rotation at this meeting and who shall be liable to retire by rotation.

SPECIAL BUSINESS:

- 3. To appoint Mr. Mahaveer Prasad Mundhra (DIN: 00642941) as independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable and Articles of Association of the Company, Mr. Mahaveer Prasad Mundhra (DIN: 00642941) who has submitted a declaration confirming that he meets the criteria of independence under section 149 (6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and Nomination and Remuneration committee has recommended his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation **w.e.f September 30, 2021** and will hold office of Director for 5 (Five) consecutive years i.e. till **September 29, 2026**.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

4. **Adoption of Articles of Association “AOA” as per the provisions of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company, in order to align the Articles of Association of the Company as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to perform all acts, deeds and things, execute documents, and do all filings including e-filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

5. **To re-appoint Mr. Sandeep Parwal as Managing Director of the Company and also appoint as Chairman of the Company.**

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

RESOLVED THAT pursuant to the provisions of Section 2(54), 196,197, 203 of the Companies Act, 2013, read with Schedule V and the rules made there under and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the provisions of Articles of Association and remuneration policy of the Company and subject to the approval of Central Government, if required and such other authorities as may be necessary, pursuant to the approval of board and recommendation of nomination and remuneration committee of Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded to a) re-appoint Mr. Sandeep Parwal (DIN: 00025803), as Managing Director of the Company and also b) to appoint Mr. Sandeep Parwal (DIN: 00025803) as Chairman of the company, for a period of five years w.e.f October 1, 2021 to September 30, 2026at a remuneration of upto Rs. 300,000 (Three Lakhs) per month plus perquisites and other terms and conditions (as revised from time to time) and his term of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, Mr. Sandeep Parwal (DIN: 00025803) be and is hereby designated as Chairman Cum Managing Director of the Company for a period of five years w.e.f October 1, 2021 to September 30, 2026.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Mr. Sandeep Parwal (DIN: 00025803) shall be

regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to the terms and conditions including remuneration payable, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Sandeep Parwal (DIN: 00025803), subject to the same not exceeding the limits specified under section 197 or Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized on behalf of the Company, to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to do all such acts, deeds, matters and things as deem necessary, proper or desirable as may be required in connection to aforesaid resolution and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the respective Registrar of Companies, and filing of documents with respective regulatory authorities if any.”

RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

6. To approve the voluntarily surrender of Certificate of Registration – NBFC-ND granted by Reserve Bank of India “RBI”

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

RESOLVED THAT pursuant to the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 read with the rules made there under and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the provisions of Articles of Association and subject to the approval of Central

Government and/or Reserve Bank of India if required and such other authorities as may be necessary, pursuant to the approval of board and recommendation of respective committee of Board of Directors if any, the consent of the Shareholders of the Company be and is hereby accorded to a) voluntarily cease to carry on the business of Non-Banking Financial Company “NBFC” – Non Deposit w.e.f 12.02.2021 b) voluntarily surrender the Certificate of Registration – NBFC-ND (Regn. Number B-14.00790) granted by Reserve Bank of India.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized on behalf of the Company, to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to do all such acts, deeds, matters and things as deem necessary, proper or desirable as may be required in connection to aforesaid resolution and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the respective Registrar of Companies, and filing of documents with Reserve Bank of India and respective regulatory authorities if any.”

RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

7. **Approval for Related Party Transactions**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and Pursuant to provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as applicable and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/

arrangement(s)/ transaction(s) with the related party/parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase/sale of goods and/or services/other transactions etc, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs 50.00 Crore each financial year with each related party, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorised on behalf of the Company, to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to do all such acts, deeds, matters and things as deem necessary, proper or desirable as may be required in connection to aforesaid resolution and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the respective Registrar of Companies if any, and filing of documents with respective regulatory authorities.”

RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

8. **Investment(s), Loans, Guarantees and Security in excess of limits specified under Section 186 of Companies Act, 2013.**

To consider and approve the following resolution with or without modification, as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force) and subject to necessary approvals, permissions, consents and sanctions of Concerned Statutory and other authorities as may be necessary under provisions of other applicable laws and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals,

permissions, consents and sanctions and which may be agreed to by the Board, the approval of the members/shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 250 crore (Rupees Two hundred and fifty crore only), to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire byway of subscription, purchase or otherwise, the securities of any other body corporate, unit of mutual funds, subject to the limits set above on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company as set out above exceed the limits specified under Section 186(2) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/ loans/ guarantees/ securities made or provided by the Company (as the case may be)."

RESOLVED FURTHER THAT" all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

9. **Increasing the Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013**

To consider and approve the following resolution with or without modification, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures, external commercial borrowings or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 250 Crores (Two Hundred and fifty Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company, securities premium and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

RESOLVED FURTHER THAT" all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

10. **Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013:**

To consider and if thought fit, pass with or without modification(s), following resolution as a **"Special Resolution"**:

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members/shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or by any person in whom any of the director of the company is interested or deemed to be interested) upto an aggregate sum of Rs.250 cr. (Rupees Two Hundred and fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respect.”

**By the Order of the Board of Directors
For SPA Capital Services Limited**

Sd/-

Sandeep Parwal

(Chairman cum Managing Director)

DIN: 00025803

Date: - 06.09.2021

Place: - New Delhi

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 37TH ANNUAL GENERAL MEETING (THE “MEETING”) IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A BLANK PROXY FORM IS ENCLOSED.

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. 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 shall not act as a proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

The Instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member.

2. Special business are being transacted at 37th(Thirty Seventh) Annual General Meeting, hence explanatory Statement as required under Section 102 of Companies Act, 2013, relating to the special business to be transacted at the meeting is applicable and annexed herewith.
3. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.

4. Member's /Proxies/ Authorised Persons attending the Annual General Meeting (AGM) of the Company are requested to hand over the Attendance Slip duly filled in for admission to the AGM hall.
5. 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.
6. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
10. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
11. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send certified true copy of the Board Resolution/Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote on their behalf at the Meeting.
12. All documents referred to in the notice 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 up to the date of Annual General Meeting.

13. Pursuant to the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) no amount is unclaimed towards dividend to any shareholder.
14. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be to prevent frauds.
15. Statement giving details of the Director seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").
16. Pursuant to Regulation 46(2) (j) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Company has created an exclusive E-mail ID: **listing@spacapital.com** for quick redressal of Members/investors grievances.
17. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 24, 2021 to September 30, 2021** (both days inclusive).
18. Members/Proxies should bring their copy of the Annual Report for reference at the meeting and also the duly filled in and signed attendance slip for attending the meeting.
19. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
20. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
21. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail

of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

22. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the space provided in the Attendance Slip and hand it over at the registration counter.
23. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.
24. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person to whom the shares held by him shall vest in the event of his death.
25. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement or
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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 can submit their PAN details to the Company / Share Transfer Agent (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi – 110 020 at sm@masserv.com, ph.+91-11-2638 7281 82, 83.

26. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s MAS Services Limited. Members holding shares in demat form are requested to register their e-mail address with

their Depository Participant(s) only.

27. The Notice of AGM along with annual report and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copies of the Notice of AGM along with annual report and Attendance Slip are being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).

VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their rights to vote on resolutions proposed in this notice by electronic means (“remote e-voting”) and the business may be transacted through e-voting services, the said resolutions will not be decided on a show of hands at the AGM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for members for voting electronically are as under :- In case of members receiving e-mail:

The voting period begins on **Monday, September 27, 2021 at 9.00 a.m. and ends on Wednesday, September 29, 2021 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, September 24, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i) The shareholders should log on to the e-voting website <https://www.evotingindia.co.in> Click on “Shareholders / Members” tab to cast your votes.
- ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the

Company.

- iii) Next enter the Image Verification as displayed and Click on Login.
- iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- v) If you are a first time user follow the steps given below:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (i).

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for <SPA Capital Services Limited> on which you choose to vote.

- x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xv) If demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xvii) Note for Non- Individual Shareholders and Custodians :
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they

wish to vote on.

- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

Please follow all steps sl. no. (i) to sl. no. (xvii) above to cast vote.

- xix) The shareholders can opt for only one mode of voting, i.e. either ballot voting by attending AGM or remote e-voting. If any shareholders opt for remote e-voting, he/she will not be eligible to vote physically in AGM. However members who are attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting
- xx) The official responsible to address the grievances connected with voting by electronic means - Mr. Umesh Kumar, Company Secretary & Compliance Officer and Mr. Sanjay Goel, Chief Financial Officer, Ph. No. 011-4567 5500, email; listing@spacapital.com
- xxi) Company shall publish the result of remote e-voting & the resolutions passed at its general meeting on its Website.
28. The Board of Directors has appointed M/s. Manish Bhasin & Associates, Chartered Accountants, Delhi, holding Membership No.: 518197, ICAI FRN: 023784N as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.

29. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman and in his absence to the Company Secretary of the Company.
30. The result of voting shall be declared by the Chairman/Company Secretary of the meeting on or after the Annual General Meeting of the Company (within two working days of conclusion of AGM). The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.spacapital.com/> and on the website of the CDSL immediately after the result is declared by the Chairman/Company Secretary.
31. The result will also be communicated to stock exchange where the shares of the Company are listed.
32. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and as per Rule 18 of the Companies (Management and Administration) Rules, 2014 allowed companies to send any notice/document (including Annual Report) to its members through e-mail. In order to support the same members hereby requested to register, update and provide their respective operational e-mail id to RTA i.e. MAS Services Limited or/and their respective Depository Participant (DP's).
33. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 8, 2018 and others respective allied Acts, rules and regulations as amended thereof, members holding shares in physical form are hereby requested to urgently convert them in Dematerialization form by requesting the RTA i.e. MAS Services Limited or/and their respective Depository Participant (DP's).
34. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, **Mrs. Honey Parwal, (DIN No. 00025835)**, Director, retires by rotation at the ensuing Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.

Details of Director, who is proposed to be re-appointed at the ensuing Annual General Meeting, as required under Regulation 36 of SEBI (Listing Obligation Disclosure Requirement) Regulations 2015 and Secretarial Standard 2, are as under:

Name and Age of Director	Mrs. Honey Parwal,
Date of Birth	18/06/1970
Age	51 Year
DIN	00025835
Date of first Appointment in board	25/09/2017
Expertise in Specific Functional Area	She is having rich experience of over two decades, in the field of Human resource, Administration and Management) http://www.spacapital.com/CapitalServices/Board Of Directors.aspx
Qualifications	B. Sc (Hons)
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	To be appointed as Non – Executive Director being eligible to retire by rotation
Last Drawn Remuneration	Nil
Directorship in Other Companies as on date	<ul style="list-style-type: none"> • Bhoopati Trading Private Limited • Bluemoon Financial Services Private Limited • Parth Infracon Private Limited • Simplex Construction Private Limited • Vijay Shree Builders Private Limited • Wintech Marketing Private Limited • SPA Capital Advisors Limited
No. of Board Meeting attended during the year 2020-2021	7 (Seven)
Membership/Chairmanship of the Committees across the Companies	Details specified in corporate governance report
Relationship with other Directors	Wife of Mr. Sandeep Parwal, Chairman Cum Managing Director of the Company.
Shareholding in the	175,000 (5.69 %) Equity Shares

Company(Including shareholding as beneficial owner)	(Details of shareholding as beneficial owner is available on the website of the Company)
Brief Resume	Mrs. Honey Parwal is Bachelor of Science, Hons (B. Sc (Hons) and She is having rich experience of over two decades, in the field of Human resource, Administration and Management).

For other details such as number of meetings of the board attended during the year and remuneration drawn in respect of above director, please refer to the corporate governance report which is a part of this Annual Report.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3 to the Notice

To appoint Mr. Mahaveer Prasad Mundhra (DIN: 00642941) as independent Director of the Company

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on **September 6, 2021** has approved the appointment of Mr. Mahaveer Prasad Mundhra (DIN: 00642941) as an Independent Director of the Company subject to the approval of shareholders of the company w.e.f 30.09.2021, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment/s thereto or modification/s thereof.

Further Company has also received the notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Mahaveer Prasad Mundhra (DIN: 00642941) for the office of Non-Executive Independent Director of the Company,

The Company has received the following disclosures / declarations from Mr. Mahaveer Prasad Mundhra (DIN: 00642941)

i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;-

Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment &

Qualification of Directors) Rules, 2014, to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013, and Declaration that they meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of Schedule IV of the Companies Act, 2013 the Board is of the opinion that Mr. Mahaveer Prasad Mundhra (DIN: 00642941) fulfils the conditions for his appointment as a Non-Executive Independent Director as specified in the Companies Act, 2013 and the Listing Regulations as applicable and are independent from the management of the Company.

Mr. Mahaveer Prasad Mundhra (DIN: 00642941) is a Graduate and has a vast experience of 30 years in financial service industry..

A copy of the draft letter of appointment setting out the terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and also posted on the website of the Company i.e. <http://www.spacapital.com/CapitalServices>.

The Board consider that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mahaveer Prasad Mundhra (DIN: 00642941) as a Non-Executive Independent Director, not liable to retire by rotation. Accordingly, the Board seeks approval of the members for the appointment of Mr. Mahaveer Prasad Mundhra (DIN: 00642941) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 years i.e. from **September 30, 2021 to September 29, 2026**, pursuant to section 149, 152 and other applicable provisions of the Act, and Rules made there under.

Except Mr. Mahaveer Prasad Mundhra (DIN: 00642941), no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolutions set out at Item No.3 of the Notice.

The Board recommends the resolution set forth in Item no. 3 for your approval.

The personal details & experience of directors pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as stated below:

Name and Age of Director	Mr. Mahaveer Prasad Mundhra (DIN: 00642941), 66 Years
Date of Birth	07/01/1955
Director Identification Number	00642941
Qualification	Graduate
Experience	He has 30 year of experience in financial service industry.
Terms and Conditions of appointment along with details of remuneration sought to be paid	Not liable to retire by rotation and Appointment for a period of Five Year w.e.f. September 30, 2021
Last Drawn Remuneration	N.A.
Date of first appointment on the Board	30.09.2021
Shareholding in the Company (Including shareholding as beneficial owner)	Nil
Relationship with other Directors, Manager and KMP	He does not have any relationship with other directors, Manager and Key Managerial Personnel of the Company
No. of Board Meeting attended during the year	N.A.
Directorship held in other companies	Yes Sthapna Developers Private Limited, CIN: U45200DL2007PTC157466
Membership/Chairmanship of the Committees across the Companies	-
Brief Profile	Mr. Mahaveer Prasad Mundhra (DIN: 00642941) is a Graduate and has a vast experience of 30 years in the financial service industry.

Item No. 4

Adoption of Articles of Association as per the provisions of the Companies Act, 2013

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and with the coming into force of Companies Act, 2013, several regulations of the existing AOA of the Company may require alteration or deletions in several articles. Therefore, it is considered expedient to replace wholly the existing AOA by a new set of Articles of Association in order to align the same as per the provisions of the Companies Act, 2013.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board at its meeting held on **September 6, 2021** has approved alteration of the AOA of the Company and the Board now seek Members' approval for the same.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 5 to the Notice

To re-appoint Mr. Sandeep Parwal as Managing Director of the Company and also appoint him as Chairman of the Company

In view of the contributions made by Mr. Sandeep Parwal (DIN: 00025803) and his extensive knowledge of Company's operations and rich experience and expertise in managing the affairs of the Company, the Board of Directors of the Company, on the recommendation by the Nomination and Remuneration Committee, in its meeting held on **September 6, 2021** has approved the re-appointment and remuneration of Mr. Sandeep Parwal (DIN: 00025803) as Managing Director of the Company and also approved the appointment of Mr. Sandeep Parwal (DIN: 00025803) as Chairman of the company, the period of whose office shall not be liable to determination by retirement by rotation, for a period of 5 years commencing from **October 1, 2021 to September 30, 2026** in terms of

the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies, Act 2013 {“ Act”}, and the Rules framed thereunder, subject to the approval of shareholders of the company.

Mr. Sandeep Parwal (DIN: 00025803) satisfies all the conditions set out in Part –I of Schedule V of the Act and conditions as set out under sub-section (3) of Section 196 of the Companies Act, 2013.

Copy of the draft letter of re-appointment/appointment to be issued to Mr. Sandeep Parwal (DIN: 00025803) is open for inspection in physical by any member of the Company at the Registered Office of the Company during the business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the company and it is desirable to avail services of Mr. Sandeep Parwal (DIN: 00025803) as Chairman Cum Managing Director of the Company for a period of five year w.e.f **October1, 2021**.

General Disclosure as per schedule V of the companies Act 2013:

I.	General Information	
(1)	Nature of Industry	Financial Services
(2)	Date or expected date of commencement of commercial production/Operation	20-07-1984
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable

	appearing in the prospectus						
(4)	Financial performance based on given indicators (Rs. In Crores)						
	2017-2018	2018-2019		2019-2020		2020-2021	
		Standalone	Consolidated	Stand alone	Consolidated	Standalone	Consolidated
Paid up Capital	3.07	3.07	3.07	3.07	3.07	3.07	3.07
Reserve & Surplus	13.79	14.25	14.25	13.41	13.41	12.54	12.50
Revenue from operation	76.77	90.26	90.26	32.66	32.67	30.94	30.94
Other Income	9.75	8.24	8.24	0.03	0.03	0.15	0.15
Total Revenue	86.52	98.50	98.50	32.69	32.71	31.10	31.10
Profit before tax	2.09	0.91	0.91	0.69	0.69	(0.70)	(0.70)
Less: Tax Exp.	0.74	0.46	0.46	0.53	0.53	(0.21)	(0.21)
Net Profit after tax	1.35	0.45	0.45	0.15	0.15	(0.49)	(0.54)
(5)	Foreign investments or collaborations, if any	N.A.					
II.	Information about the appointee						
(1)	Background details	He is associated with the Company and He is Managing Director of the company					
(2)	Past remuneration	Rs. 300,000 per month					
(3)	Recognition or awards	N.A.					
(4)	Job profile and his suitability	Chairman Cum Managing Director					
(5)	Remuneration	The detail of remuneration proposed is specified in					

	proposed	resolution.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The salary proposed to be paid is in line with current industry standards based upon size and operations of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Mr. Sandeep Parwal (DIN: 00025803), does not have any pecuniary relationship with the Company and does not related to any managerial personnel/ Director except a) spouse of Mrs. Honey Parwal, Director of the Company, b) holds 2,75,450 (8.96%) Equity Shares of the Company and 1, 22,500 (3.98%) Equity Shares of the Company, in the name of SANDEEP PARWAL HUF, and c) member of promoter and promoter group.
III.	Other information	
(1)	Reasons of loss or inadequate profits	Covid-19 Pandemic and Market Scenario
(2)	Steps taken or proposed to be taken for improvement	Appropriate business growth strategy suitable in accordance to market scenario.
(3)	Expected increase in productivity and profits in measurable terms.	Yes
IV.	Disclosures	
The report on Corporate Governance in the Annual Report indicates the remuneration to be paid to managerial personnel.		

The above remuneration as aforesaid to be allowed to the Executive director shall be subject to such limits for this remuneration as laid down by the Companies Act, 2013 and rules made thereunder.

The Scope and quantum of remuneration and perquisites specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with the relevant provisions of the Companies Act and schedule V and / or the rules and regulations made there under and / or such guidelines as may be announced by the Central Government from time to time in future.

In absence of or inadequacy of profits in any financial year during the currency of tenure of the appointee, the aforesaid remuneration will be paid as the minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount as may be provided in Schedule V as may be amended from time to time or an equivalent statutory re-enactments thereof.

The Company shall pay to or reimburse the Executive Director and he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

Except Mr. Sandeep Parwal (DIN: 00025803 and Ms. Honey Parwal (Director) (DIN: 00025835), no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolutions set out at Item No.5 of the Notice.

The Board recommends the special resolution set forth in Item no. 5 for your approval.

(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.)

Particulars	
Name and Age of Director	Mr. Sandeep Parwal (DIN: 00025803), 55 years
DIN	00025803
Qualification	Chartered Accountant

Expertise in specific functional areas	He has a vast experience in Financial Service Industry
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Terms: - 5 years w.e.f October 1, 2021 to September 30, 2026
Last Drawn Remuneration	Rs. 300,000 per month
Date of first appointment on the Board	15.11.2003
Directorship held in other companies	8 (Eight) SPA Comtrade Private Limited Bhoopati Trading Private Limited Bluemoon Financial Services Private Limited SPA Insurance Broking Services Limited JagritiBuildtech Private Limited Parth Infracon Private Limited Niveshak Mpowered Private Limited SPA Capital Advisors Limited
No. of Board Meeting attended during the year 2020-2021	7 (Seven)
Membership/Chairmanship of the Committees across the Companies	Details Specified in the Corporate Governance Report
Shareholding in the Company (Including shareholding as beneficial owner)	2,75,450(8.96%) Equity Shares as on March 31, 2021 held by Mr. Sandeep Parwal 1,22,500 (3.98%) Equity Shares as on March 31, 2021 held by SANDEEP PARWAL HUF (Details of shareholding as beneficial owner is available on the website of the Company)
Relationship with other	Mr. Sandeep Parwal (DIN: 00025803) is Spouse of

Directors	Mrs. Honey Parwal, Director of the Company
Brief Profile	Mr. Sandeep Parwal (DIN: 00025803) is a Chartered Accountant and has more than 30 year of experience in financial service Industry.

Item No. 6 to the notice

To approve the voluntarily surrender of Certificate of Registration – NBFC-ND granted by RBI

The Company is registered with the Reserve Bank of India (“RBI”) as a Non-Deposit accepting Non-Banking Financial Company vide registration no. B-14.00790. Main object of the Company is to carry on Business activities of leasing and hire-purchase, to finance the industrial enterprises by way of lending and advancing money etc., to manage investment pools, mutual funds, issue of shares, stocks, securities, etc. The Company is also registered as a Mutual Fund Distributor/Advisor and holding AMFI (The Association of Mutual Funds in India) Certification.

Considering the current market scenario and business prospective, the Company voluntarily does not want to carry on the Business of a Non-Banking Financial Company ”NBFC” – Non Deposit.

The Board of Directors of the Company in their meeting held on February 12, 2021 has decided to voluntary surrender the Certificate of Registration – NBFC-ND (Regn. Number B-14.00790) granted by Reserve Bank of India.

The Company has not accepted any deposits from the public during its tenure of registration as NBFC- Non Deposit.

The Board recommends the special resolution set forth in Item no. **6** for your approval.

None of the Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise in the proposed resolutions set out at Item No. 6 of the Notice.

Item No. 7 to the Notice

To Approve the Related Party Transactions of the Company.

To ensure smooth operation of the Company, your Company proposes to enter into transaction(s) with related party/parties as defined in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable. The total value of the proposed related party transaction(s) could reach up to Rs. 50.00 Crore each financial year with each related party.

Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) are available on the website of the Company i.e. <http://www.spacapital.com/CapitalServices>.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise except as aforesaid, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as Special Resolution.

Item No. 8 to Notice

The Board of Director of the Company during their meeting held on February 12, 2021 has decided to voluntarily cease the operation of NBFC – ND and to surrender the CoR NBFC –ND, accordingly the Company had issued a letter to Reserve Bank of India (RBI) pertaining to voluntarily surrender of Certificate of Registration “CoR” of NBFC- ND (Reg No. B-14.00790), which was issued under Section 45IA of Reserve Bank of India Act, 1934 and receipt of said letter has been duly acknowledged by RBI- New Delhi on 5 March 2021.

With a view to utilize the funds of the Company from time to time, it is proposed to make investment in Term Rated Papers, Treasury Bills, Call Money market, securities, Term

Deposit, Mutual Funds, other investment and Short Term Rated Papers or for giving loans, guarantees or providing securities to anybody corporate or other person from time to time on such other terms and conditions and in such manner as the Board of Directors of The Company (“Board”) may think fit and subject to necessary approvals, Permissions, consents and sanctions of Concerned Statutory and other authorities as may be necessary under provisions of other applicable laws and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board.

In order to make loan, guarantees and investment(s) in excess of limits specified under section 186 of Companies Act, 2013, the Company requires approval from the shareholders in a general meeting.

The Board therefore recommends the Special Resolution set out at Item No. **8** of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise except as aforesaid, in the resolution set out at Item No.8 of the Notice.

Item No. 9 to Notice

Pursuant to Section 180(1) (c) of the Companies Act, 2013 approval of the shareholders is required for increasing the borrowings as suggested above in said resolution and to authorise the Board to borrow funds from time to time from FIs, Banks, FII or any other source.

The Board considered this matter in its meeting held on **September 6, 2021** and recommends this resolution for your approval.

None of the Directors and KMP of the Company and their relatives are, in any way interested or concerned in the resolution.

Item No. 10 to the Notice

In terms of the Section 185 of the Companies Act, 2013 as amended, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested directly or indirectly subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution.

In view of the above; and in line with the resolution for approval of the shareholders under section 186 of the Act & as an abundant caution, the Board at its meeting held on **September 6, 2021** decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any debentures / bonds/ loan etc. taken by any person in whom any of the Director of the Company is interested, up to an aggregate amount not exceeding Rs. 250 cr. (Rupees Two Hundred and fifty Crores Only) or in other currency for an equivalent amount and the loans are subject to utilized by the borrowing company for its principal business activities.

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

Your Board recommends the said resolution, as special resolution, for your approval.

By the Order of the Board of Directors

For SPA Capital Services Limited

Sd/-

Sandeep Parwal

(Chairman cum Managing Director)

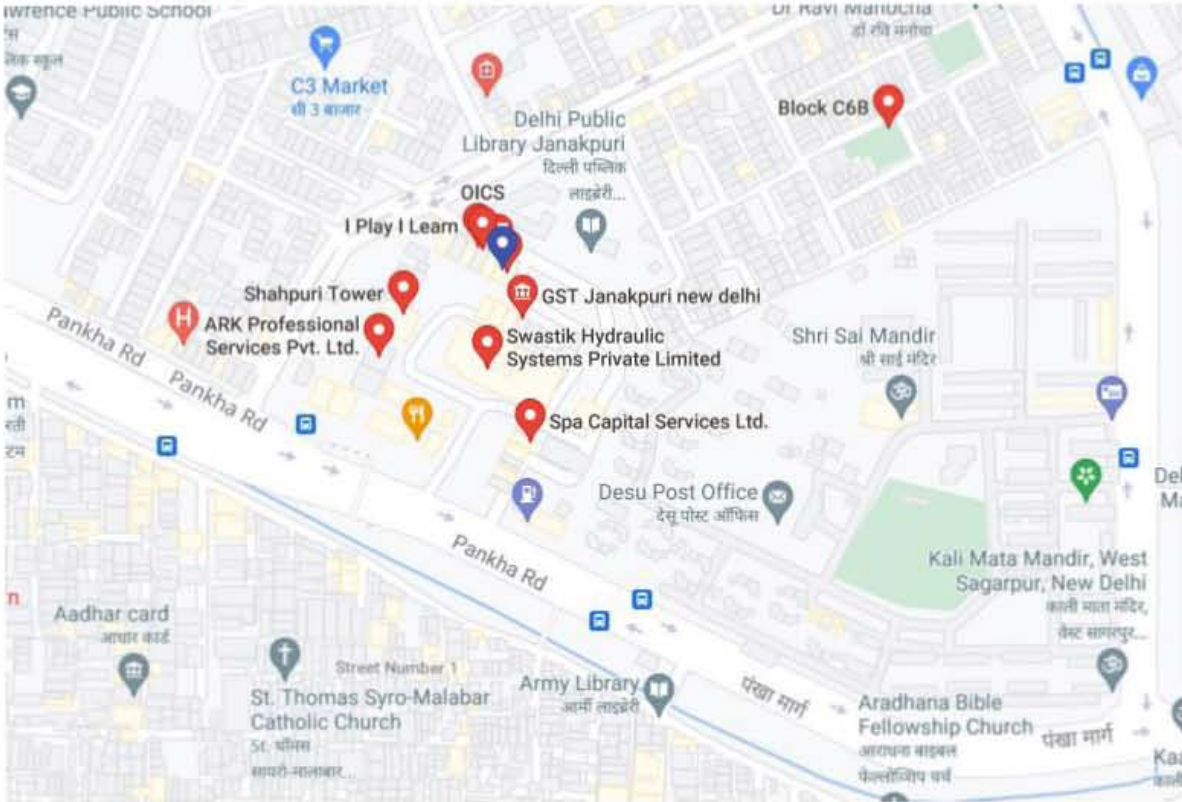
DIN: 00025803

Date: - 06.09.2021

Place: - New Delhi

Route map to the venue of the 37thAGM

Venue of AGM: 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI – 110058



ATTENDANCE SLIP

SPA CAPITAL SERVICES LIMITED

Regd. Office: 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI –
110058, Phone: 011- 4567 5500

E-mail: listing@spacapital.com, Website: <http://www.spacapital.com/CapitalServices/>
CIN - L65910DL1984PLC018749

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING.

DP ID – Client ID* / Folio No.:	
Name of Member:	
Name of Proxy holder:	
No. of Share(s) held:	

I hereby record my presence at the **37th ANNUAL GENERAL MEETING** of SPA CAPITAL SERVICES LIMITED held on Thursday, September 30, 2021 at 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI – 110058

Signature of Shareholder / Proxy

Notes:

1. Members / Proxy-holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
2. Members are requested to bring their copy of Annual Report for reference at the Meeting.

*Applicable for investors holding shares in electronic form.

Proxy Form
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]

SPA CAPITAL SERVICES LIMITED

Regd. Office: 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI –
110058, Phone: 011- 4567 5500

E-mail: listing@spacapital.com, Website: <http://www.spacapital.com/CapitalServices/>
CIN - L65910DL1984PLC018749

37th ANNUAL GENERAL MEETING of members of SPA CAPITAL SERVICES LIMITED on Thursday, September 30, 2021 at 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI – 110058, at **10.00 A.M**

Name of the member(s): Registered Address:		E-mail Id: DP Id - Client Id*/ Folio No	
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I/We, being the member(s) of _____ shares of SPA CAPITAL SERVICES LIMITED, hereby appoint:

1) Name: _____ Address:

E-mail id: _____ Signature: _____

or failing him

2) Name: _____ Address:

E-mail id: _____ Signature: _____

or failing him

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 37th Annual General Meeting of the Company, to be held on Thursday, September 30, 2021 at 25, C – Block, Community Centre, Janakpuri, New Delhi – 110058 and any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolutions	For	Against
1.	Adoption of Audited standalone and consolidated Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2021		
2.	To appoint a director in place of Mrs. Honey Parwal (DIN: 00025835), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.		
3.	To appoint Mr. Mahaveer Prasad Mundhra as Non-Executive, Independent Director of the Company.		
4.	Adoption of Articles of Association “AOA” As Per The Provisions of The Companies Act, 2013.		
5.	To re-appoint Mr. Sandeep Parwal as Managing Director of the Company and also appoint as Chairman of the Company.		
6.	To approve the voluntarily surrender of the Certificate of Registration – NBFC-ND granted by RBI.		
7.	Approval for Related Party Transactions.		
8.	Investment(S), Loans, Guarantees And Security In Excess Of Limits Specified Under Section 186 Of Companies Act, 2013.		

9.	Increasing the Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013.		
10.	Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013.		

* Applicable for investors holding shares in electronic form.

Signed this.....day of 2021

Signature of Shareholder

Affix Revenue Stamp of Rs.1/-
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Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

NOTES:

1. This proxy form 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. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.
4. ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank

against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.