

September 05, 2023

BSE Limited

Corporate Relationship Department
1st Floor, New Trading, Rotunda Building,
PJ Towers, Dalal Street, Fort, Mumbai – 400001
Scrip Code – 542376

Sub: Outcome of the Board Meeting held today i.e. September 05, 2023

Dear Sir/Madam,

Pursuant to the provisions of the Regulation 30 read with Schedule III and other applicable provisions of Securities and Exchange Board of India [Listing Obligations And Disclosure Requirements] Regulations, 2015, as amended (“Listing Regulations”), we hereby inform you that the Board of Directors of the Company at their Meeting held today i.e. September 05, 2023 which commenced at 11:00 AM and concluded at 5:00 PM have, inter-alia, considered and approved the following:

1. Approved the Notice of 39th Annual General Meeting of the Company to be held on Saturday, September 30, 2023 at 11:00 A.M at 25 C- Block Community Centre Janakpuri New Delhi -110058 (Enclosed herewith as Enclosure No: 01).
2. Approved that the Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2023 to September 30, 2023 (both days inclusive).
3. Approved the Event Calendar pertaining to 39th Annual General Meeting of the Company. (Enclosed herewith as Enclosure No: 02)
4. Approved the Re-Appointment of Secretarial Auditor of the Company for Financial Year 2023-24. (Requisite Disclosure Enclosed herewith as Enclosure No: 03)
5. Approved the Re-Appointment of Internal Auditor of the Company for Financial Year 2023-24. (Requisite Disclosure Enclosed herewith as Enclosure No: 04)

Kindly, take the same on record.

Thanking you.

Yours faithfully,

For SPA Capital Services Limited


Manish Kumar
Company Secretary & Compliance Officer
Encls: As Above





www.spacapital.com

SPA Capital Services Ltd.

CIN: L65910DL1984PLC018749

ENCLOSURE: 01

25, C-Block Community Centre

Janak Puri, New Delhi-110 058

Tel. : 011-45675500, 45586600

Fax : 011-45675508

Email : info@spacapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT 39th (THIRTY-NINTH) ANNUAL GENERAL MEETING "AGM" OF THE MEMBERS OF SPA CAPITAL SERVICES LIMITED WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 11:00 A.M. (IST) AT 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI NEW DELHI - 110058 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (both on standalone and consolidated basis) of the Company comprising of Balance Sheet, the statement of Profit and Loss Account and Cash Flow Statement for the Financial Year ended March 31, 2023 along with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mrs. Honey Parwal, (DIN No. 00025835), who retires by rotation in accordance with Section 152 (6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To Appoint/Re-appoint Statutory Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Dhana & Associates (Formerly Khandelia and Sharma), Chartered Accountants (Firm Registration No. 510525C), be and are hereby appointed as Statutory Auditors of the Company to hold the office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors of the Company in consultation with them."

SPECIAL BUSINESS:

4. 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."

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



**Sandeep Parwal
(Chairman cum Managing Director)
DIN: 00025803**

Date: - 05/09/2023

Place: - New Delhi

Notes:

1. A Member entitled to attend and vote at the 39th 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. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

9. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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").

15. 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.

16. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2023 to September 30, 2023 (both days inclusive).

17. 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.

18. 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.

19. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.

20. 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 **Wednesday, 27, September, 2023 at 9.00 A.M. and ends on Friday, 29, September, 2023 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 **Sunday, 24 September, 2023** 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* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p> |
| Dividend Bank Details Or Date of Birth (DOB) | <p>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.</p> <p>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).</p> |

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 tohelpdesk.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. Manish Kumar, Company Secretary & Compliance 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. Mohan Upreti and co., Company Secretary in Practice (FCS 4179), COP NO: 26571, 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 of Director | Mrs. Honey Parwal |
| Date of Birth | 18/06/1970 |
| Age | 53 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/BoardofDirectors.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 • ParthInfracon Private Limited • Simplex Construction Private Limited • Vijay Shree Builders Private Limited • Wintech Marketing Private Limited • SPA Capital Advisors Limited • SPA Capital Services Limited |
| No. of Board Meeting attended during the year 2022-2023 | 6 (Six) |
| Membership/Chairmanship of the Committees across the Companies | Details specified in Board Report |
| Relationship with other Directors | Wife of Mr. Sandeep Parwal, Chairman Cum Managing Director of the Company. |
| Shareholding in the Company(Including shareholding as beneficial owner) | 1,75,000 Equity Shares (5.69 %) Equity Shares |
| 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 Directors report which is a part of the Annual Report.

ANNEXURE TO THE NOTICE

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

Item No. 4 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. 4 of this Notice as Special Resolution.

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


Sandeep Parwal
(Chairman cum Managing Director)
DIN: 00025803

Date: - 05/09/2023

Place: - New Delhi

Route map to the venue of the 39th AGM

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 **39th ANNUAL GENERAL MEETING** of SPA CAPITAL SERVICES LIMITED held on Saturday 30th September, 2023 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: 011-45675500

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

CIN-L65910DL1984PLC018749

39th ANNUAL GENERAL MEETING of members of SPA CAPITAL SERVICES LIMITED on Saturday 30th September, 2023 at 25,C–BLOCK, COMMUNITY CENTRE, JANAKPURI NEW DELHI– 110058, at **11.00 A.M.**

| | | | |
|---|--|--|--|
| Name of the member(s): Registered Address: | | E-mail Id: DP Id-Client Id*/Folio No | |
|---|--|--|--|

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 39th Annual General Meeting of the Company, to be held on Saturday 30th September, 2023 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 Financial Statements (both on standalone and consolidated basis) along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2023. | | |
| 2. | To appoint a director in place of Mrs. Honey Parwal (DIN:00025835), who retires by rotation in terms of Section152(6) of the Companies Act, 2013 and being eligible, Offers herself for re-appointment. | | |
| 3. | To Appoint/Re-appoint Statutory Auditors and fix their remuneration | | |
| 4. | Approval for Related Party Transactions | | |

*Applicable for investors holding shares in electronic form.

Signed this.....day of 2023

Signature of Shareholder

| |
|---------------------------------------|
| Affix Revenue Stamp ofRs.1/- |
|---------------------------------------|

Signature of first proxy holder
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 there solutions indicate din the Box. If you leave the 'For or 'Against' column blank.

Against any or all there solutions, 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.

SPA CAPITAL SERVICES LIMITED
Regd. Off. :25, C-Block, Community Centre, Janakpuri, New Delhi
-110058

Email Id: listing@spacapital.com Ph: 011- 4567 5500

BALLOT FORM

1. Name(s) of Shareholder(s)/ Joint Holder (s), if any (In Block Letters) :
2. Registered Address of the Sole/First Shareholders / named Beneficial Owners :
3. Registered Folio No./D PID-Client ID* :
(*Applicable to members holding shares in Dematerialized form)
4. No. of shares held :
5. I/We hereby exercise my/our vote in respect of the following Resolution(s) set out in the Notice of the 39th AGM of the Company held on Saturday 30th September, 2023 at 25, C – Block, Community Centre, Janakpuri, New Delhi – 110058, at 11.00 A.M.- by conveying my/our assent or dissent to the said Resolution(s) by placing tick (v)mark at the appropriate box below:-

| S. No. | Resolutions | For | Against |
|--------|--|-----|---------|
| 1. | Adoption of Audited Financial Statements (both on standalone and consolidated basis) along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2023. | | |

| | | | |
|----|--|--|--|
| 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 herself for re-appointment. | | |
| 3. | To Appoint/Re-appoint Statutory Auditors and fix their remuneration | | |
| 4. | Approval for Related Party Transactions | | |

(Shareholder)

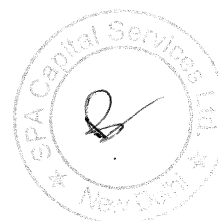
Event Calendar pertaining to 39th Annual General Meeting of the Company

| S. No | ACTIVITIES | DATE |
|--------------|---|---|
| 1. | Book Closure | 24 th September, 2023 to 30 th September, 2023 (both days inclusive) |
| 2. | Record Date | 24 th September, 2023 |
| 3. | E-voting 1 st Cut Off (BO Data Date) | 2 nd September, 2023 |
| 4. | E-voting 2 nd Cut Off (Eligibility for E-voting) | 24 th September, 2023 |
| 5. | AGM | Saturday, 30 th September, 2023 (11:00 A.M.) |
| 6. | Bonus | NA |
| 7. | Dividend Dividend per shares Dividend Rate | NA |
| 8. | E-voting Start Date & Time | Wednesday, 27 th September, 2023 at 9.00 A.M. |
| 9. | E-voting End Date & Time | Friday, 29 th September, 2023 at 5.00 P.M. |
| 10. | E-voting Result Date | Within 2 working days of conclusion of AGM |



Details pursuant to Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular CIR/CFD/ CMD/4/2015 dated September 09, 2015 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

| PARTICULARS | DETAILS |
|--|--|
| Name of the Company | SPA Capital Services Limited |
| Name of Secretarial Auditor | Ms. Charu Gupta |
| Reason for Change viz., appointment, resignation, removal, death or otherwise | Re-appointment as Secretarial Auditors of SPA Capital Services Limited |
| Effective Date of Appointment/Reappointment | September 05,2023 |
| Brief profile | Ms. Charu Gupta, Company Secretary in Practice, registered with the Institute of Company Secretaries of India [ICSI Fellow Membership No: F9263 and COP No. :10446] having its office at 116, Kallapura, Nehru Nagar IInd , Ghaziabad- 200102 (U.P.) |
| Disclosure of relationships between directors (in case of appointment of a director) | Not Applicable |



ENCLOSURE: 04

Details pursuant to Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular CIR/CFD/ CMD/4/2015 dated September 09, 2015 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

| PARTICULARS | DETAILS |
|--|---|
| Name of the Company | SPA Capital Services Limited |
| Name of Internal Auditor | M/s Kedia Goel & Co. , Chartered Accountants |
| Reason for Change viz., appointment, resignation, removal, death or otherwise | Re-Appointment as Internal Auditors of SPA Capital Services Limited |
| Effective Date of Appointment/Re-Appointment | September 05,2023 |
| Brief profile | M/s Kedia Goel & Co., Chartered Accountants in Practice, a Partnership Firm, registered with the Institute of Chartered Accountants of India (Firm Registration Number : 022577N) having its office at 506, Tower- A1, Spaze I-Tech Park, Sohna Road, Gurugram-122018 represented through its partner CA Jatin Tehri [ICAI Membership Number: 506946] |
| Disclosure of relationships between directors (in case of appointment of a director) | Not Applicable |

