

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U99999DL1999PLC102626

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCS4162M

(ii) (a) Name of the company

SPA CAPITAL ADVISORS LIMITED

(b) Registered office address

25 C-BLOCK COMMUNITY CENTRE JANAK PURI
NEW DELHI
Delhi
110058
India

(c) *e-mail ID of the company

legal@spacapital.com

(d) *Telephone number with STD code

01145675500

(e) Website

(iii) Date of Incorporation

01/12/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 09/03/2019

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K2	Activities by Trusts, funds and other financial holding companies	98.36
2	K	Financial and insurance Service	K7	Financial Advisory, brokerage and Consultancy Services	1.64

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares	6,100,000	3,605,350	3,605,350	3,605,350
Total amount of equity shares (in Rupees)	61,000,000	36,053,500	36,053,500	36,053,500

Number of classes

1

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity shares	6,100,000	3,605,350	3,605,350	3,605,350
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	61,000,000	36,053,500	36,053,500	36,053,500

(b) Preference share capital

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	400,000	119,500	119,500	119,500
Total amount of preference shares (in rupees)	4,000,000	1,195,000	1,195,000	1,195,000

Number of classes

1

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of preference shares	400,000	119,500	119,500	119,500
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	4,000,000	1,195,000	1,195,000	1,195,000

(c) Unclassified share capital

Particulars	Authorized Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares	Total nominal amount	Total paid-up amount	Total nominal amount
Equity shares				
At the beginning of the year	3,605,350	36,053,500	36,053,500	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0

v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	3,605,350	36,053,500	36,053,500	
Preference shares				
At the beginning of the year	119,500	1,195,000	1,195,000	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	119,500	1,195,000	1,195,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			549,961,867
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			549,961,867

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

22,852,391,655

(ii) Net worth of the Company

307,784,065

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,404,250	66.69	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,201,100	33.31	119,500	100
10.	Others	0	0	0	0
	Total	3,605,350	100	119,500	100

Total number of shareholders (promoters)

12

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

Total number of shareholders (Promoters+Public/
Other than promoters)

12

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

	At the beginning of the year	At the end of the year
Promoters	12	12
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	1	3	1	3	0	34.1
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	3	0	34.1

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

4

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sandeep Parwal	00025803	Director	776,250	
Kamal Kishore Somani	00254658	Director	453,000	
Ankit Somani	00265042	Whole-time director	0	
Rameshwar Dass Parwal	00293293	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ashish Kumar	BIPPK2228G	Company Secretary	28/02/2018	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

0

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

B. BOARD MEETINGS

*Number of meetings held

1

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2017	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	09/03/2019
								(Y/N/NA)
1	Sandeep Parw	1	1	100	0	0	0	Yes
2	Kamal Kishore	1	1	100	0	0	0	No
3	Ankit Somani	1	1	100	0	0	0	No
4	Rameshwar D	1	1	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANKIT SOMANI	WHOLETEIME D	2,400,000	0	0	21,600	2,421,600
	Total		2,400,000	0	0	21,600	2,421,600

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashish Kumar	Company Secre	1,350,657	0	0	14,400	1,365,057
	Total		1,350,657	0	0	14,400	1,365,057

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

As per MGT-8 and MR-3

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Kapil Saluja

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7633

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 06 dated 02/04/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sandee
p Parwal

DIN of the director

00025803

To be digitally signed by

KAPIL
SALUJA

☐ Company Secretary

☒ Company secretary in practice

Membership number

6993

Certificate of practice number

7633

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

LOS -2018.pdf
SPA CAPITAL MGT-8 - 2018.pdf
Particulars of Change in directors during th
Secretrial Audit Report_SPA Capital.pdf
MRU_SPA Capital Advisors Ltd - ROC.pdf

Remove attachment**Modify****Check Form****Prescrutiny****Submit**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

SPA CAPITAL ADVISORS LIMITED
V. DETAILS OF SHARES/DEBENTURES HELD AT MARCH 31, 2018

1.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	1	ADDRESS	:	C-1/8, JANAK PURI				
SHARE/DEBENTURE HOLDER'S NAME	:	SANDEEP PARWAL	TOWN	:	NEW DELHI				
FATHER'S/HUSBAND'S NAME	:	SH. RAMESHWAR DASS PARWAL	DISTRICT	:	DELHI				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	DELHI				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	*776250	PIN CODE	:	110 058				
AMOUNT PER SHARE (IN RS.)	:	10/-							
2.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	2	ADDRESS	:	L - 1/8, SUNDEER NAGAR				
SHARE/DEBENTURE HOLDER'S NAME	:	KAMAL KISHORE SOMANI	TOWN	:	MALAD (WEST)				
FATHER'S/HUSBAND'S NAME	:	SH. SAGAR MAL SOMANI	DISTRICT	:	MUMBAI				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	MAHARASHTRA				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	453000	PIN CODE	:	400 064				
AMOUNT PER SHARE (IN RS.)	:	10/-							
3.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	8	ADDRESS	:	C-1/8, JANAK PURI				
SHARE/DEBENTURE HOLDER'S NAME	:	HONEY PARWAL	TOWN	:	NEW DELHI				
FATHER'S/HUSBAND'S NAME	:	SH. SANDEEP PARWAL	DISTRICT	:	DELHI				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	DELHI				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	*281250	PIN CODE	:	110 058				
AMOUNT PER SHARE (IN RS.)	:	10/-							
4.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	11	ADDRESS	:	D-32, MOHAN GARDEN EXT.				
SHARE/DEBENTURE HOLDER'S NAME	:	R.P.COMPUTER FORMS PRIVATE LIMITED	TOWN	:	UTTAM NAGAR				
FATHER'S/HUSBAND'S NAME	:		DISTRICT	:	DELHI				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	DELHI				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	*281250	PIN CODE	:	110 059				
AMOUNT PER SHARE (IN RS.)	:	10/-							
5.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	12	ADDRESS	:	602, EMBASSY CENTRE,				
SHARE/DEBENTURE HOLDER'S NAME	:	SPA GLOBAL PRIVATE LIMITED	TOWN	:	NARIMAN POINT				
FATHER'S/HUSBAND'S NAME	:		DISTRICT	:	MUMBAI				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	MAHARASHTRA				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	458700	PIN CODE	:	400 063				
AMOUNT PER SHARE (IN RS.)	:	10/-							
6.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	14	ADDRESS	:	FLAT NO.144, A-WING, 14th FLOOR,				
SHARE/DEBENTURE HOLDER'S NAME	:	I-CON INDUSTRIES LIMITED	TOWN	:	KALPTARU HABITAT CHS, DR. S.S. RAO ROAD,				
FATHER'S/HUSBAND'S NAME	:		DISTRICT	:	PAREL				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	MUMBAI				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	334900	PIN CODE	:	MAHARASHTRA				
AMOUNT PER SHARE (IN RS.)	:	10/-			400 001				
7.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	29	ADDRESS	:	C- 1/8 JANAK PURI				
SHARE/DEBENTURE HOLDER'S NAME	:	RAMESHWAR DASS PARWAL, KARTA	TOWN	:	NEW DELHI				
FATHER'S/HUSBAND'S NAME	:	RAMESHWAR DASS PARWAL HUF	DISTRICT	:	DELHI				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	DELHI				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	*281250	PIN CODE	:	110 058				
AMOUNT PER SHARE (IN RS.)	:	10/-							
8.									
LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	:	27	ADDRESS	:	C- 1/8 JANAK PURI				
SHARE/DEBENTURE HOLDER'S NAME	:	SANDEEP PARWAL KARTA	TOWN	:	NEW DELHI				
FATHER'S/HUSBAND'S NAME	:	SANDEEP PARWAL HUF	DISTRICT	:	DELHI				
TYPE OF SHARE/DEBENTURE	:	1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	:	DELHI				
NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	:	*250000	PIN CODE	:	110 058				
AMOUNT PER SHARE (IN RS.)	:	10/-							

For SPA Capital Adv.

[Signature]
Director

9.	LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	: 30	ADDRESS	: L - 1/8, SUNDEER NAGAR
	SHARE/DEBENTURE HOLDER'S NAME	: KAMAL KISHORE SOMANI, KARTA	TOWN	: MALAD (WEST)
	FATHER'S/HUSBAND'S NAME	: KAMAL KISHORE SOMANI HUF	DISTRICT	: MUMBAI
	TYPE OF SHARE/DEBENTURE	: 1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	: MAHARASHTRA
			PIN CODE	: 400 064
	NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	: 112500		
	AMOUNT PER SHARE (IN RS.)	: 10/-		
10.	LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	: 34	ADDRESS	: 25,C- BLOCK,COMMUNITY CENTRE
	SHARE/DEBENTURE HOLDER'S NAME	: PENGUIN DEVELOPERS PVT LTD	TOWN	: JANAK PURI
	FATHER'S/HUSBAND'S NAME	:	DISTRICT	: NEW DELHI
	TYPE OF SHARE/DEBENTURE	: 1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	: DELHI
			PIN CODE	: 110 058
	NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	: *126250		
	AMOUNT PER SHARE (IN RS.)	: 10/-		
11.	LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	: 35	ADDRESS	: C-1/8, JANAK PURI
	SHARE/DEBENTURE HOLDER'S NAME	: KANAV PARWAL	TOWN	: NEW DELHI
	FATHER'S/HUSBAND'S NAME	: SH. SANDEEP PARWAL	DISTRICT	: DELHI
	TYPE OF SHARE/DEBENTURE	: 1 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	: DELHI
			PIN CODE	: 110 058
	NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	: *250000		
	AMOUNT PER SHARE (IN RS.)	: 10/-		
12.	LEDGER FOLIO OF SHARE/DEBENTURE HOLDER	: P004	ADDRESS	: 602, EMBASSY CENTRE,
	SHARE/DEBENTURE HOLDER'S NAME	: SPA GLOBAL PRIVATE LIMITED	TOWN	: HARIMAN POINT
	FATHER'S/HUSBAND'S NAME	:	DISTRICT	: MUMBAI
	TYPE OF SHARE/DEBENTURE	: 2 (1.EQUITY, 2. PREFERENCE SHARES 3. DEBENTURES, 4. STOCK)	STATE	: MAHARASHTRA
			PIN CODE	: 400 021
	NO.OF SHARES/DEBENTURES HELD/STOCK, IF ANY	: 119500		
	AMOUNT PER SHARE (IN RS.)	: 10/-		

Notes:

* Following Members were allotted 13,47,750/- Equity Shares on right basis, in their meeting held on 09.02.2017:

Sandeep Parwal	4,65,750
Honey Parwal	1,68,750
Kanav Parwal	1,50,000
R. P. Computer Forms Private Limited	1,68,750
Sandeep Parwal (HUF)	1,50,000
Rameshwar Dass Parwal (HUF)	1,68,750
Penguin Developers Private Limited	75,750
Total	13,47,750

the implementation of above allotment has been stayed by honourable National Company Law Tribunal vide its Interim order dated 21.04.2017 till the final order is passed

For SPA Capital Advisors Limited

For SPA Capital Advisors Ltd.

Sandeep Parwal
Director
DIN: 00025803

Sandeep Parwal
Director

Date: 24/05/2019

To,

Registrar of Companies
NCT of Delhi & Haryana
A) 4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi - 110019

Re: Management Representation Letter

Dear Sir,

This representation letter is provided in connection with pre-certification of e-Form MGT-7 for Financial Year 2017-18 under The Companies Act, 2013 (the 'Act') and rules made there under. We state that it is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

We the undersigned acknowledge our responsibility for the points mentioned hereunder and confirm, to the best of our knowledge and belief, the following representations:-

COMPANY LAW

1. The company has not held its Annual General Meeting(AGM) for the calendar year 2018 within the time limits prescribed under Section 96 of the Companies Act, 2013 as the financial statements of the company were not finalised and approved for the Financial year 2017-18, due to deadlock in the management of the company.

However the company held its Annual General meeting for calendar Year 2018 on 09th March, 2019.

2. The Financial Statements and Board Report of the Company for the year ended on 31.03.2018 has been approved by the board of director in their board meeting held on 17.01.2019 and 13.02.2019 respectively in the august presence of Hon'ble Justice Badar Durrez Ahmed, Chairman cum administrator of the Company appointed by Hon'ble NCLT vide its order dated 12.10.2018.
3. The Financial Statements and the report of Board of Director for Financial Year 2017-18 was laid before the members of the Company for their approval at the 19th Annual General Meeting of the Company held on 09th March 2019.
4. **Authorised Capital and Paid Up Capital:**
The Company has increased:
 - (i) the authorised share capital of the Company from Rs. 3 Crores to 6.50 Crores by an ordinary resolution passed on 09.01.2017 in an alleged Extraordinary General Meeting of the company and;
 - (ii) the paid share capital of company by way of issue of 13,47,750 Equity Shares on the right issue basis pursuant to allotment dated 09.02.2017.

However, Hon'ble National Company Law Tribunal has vide its interim order dated 21st April, 2017 in the matter of Kamal Kishore Somani & Ors. Versus M/s. SPA Capital Advisors Limited & Ors has stayed has stayed the Increase of authorised capital made on 09.01.2017 and allotment made on 09.02.2017.

The management has prepared and finalised the Financial statement of the company for Financial year 2017-18 considering the Authorised capital as Rs. 6,50,00,000/- and paid-up capital as Rs. 3,72,48,500/-, which was duly approved by the Board of Directors of the Company and Audited by M/s Khandelia and Sharma, Chartered Accountants (ICAI FRN No. : 510525C), the Statutory Auditors of the company, by making adequate disclosures with respect to the stay on the increase in the Authorised Share Capital and Paid up Share Capital of the Company by the Hon'ble NCLT vide its order dated 21st April 2017 in the Financial Statements, Auditors Report and notes thereon.

Further the Directors Report alongwith all the annexures was accordingly finalised and approved considering the figures as disclosed in the Balance Sheet as

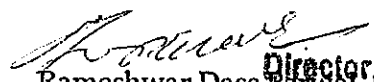
approved by the Board of Directors of the Company, to maintain consistency in the presentation of records of the Company.

The Company shall do all the necessary compliances as the Company may receive from the Hon'ble NCLT in this regard.

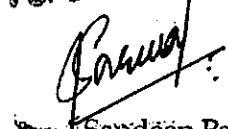
Date: 24.05.2019
Place: New Delhi

for SPA Capital Advisors Limited

For SPA Capital Advisors Ltd.


Rameshwar Dass Parwal
Director
DIN: 00293293

For SPA Capital Advisors Ltd.


Sandeep Parwal
Director
DIN: 00025803

(II) PARTICULARS OF CHANGE IN DIRECTOR(S) AND KEY MANAGERIAL PERSONNEL DURING THE YEAR

DIN/DPIN/PAN	Full Name	Remarks
00092492	Mr. Pawan Bholusaria	<p>Appointed as Additional Director (Independent) in the Board Meeting held on 23.05.2017</p> <p>As the Annual general Meeting of the Company could not be held on or before 30 September 2017, Accordingly Mr. Pawan Bholusaria is proposed to be regularized as a Director in the Annual General Meeting to be held for the calendar year 2017.</p> <p>However, Mr. Pawan Bholusaria has shown his inability to act as Independent Director vide his resignation letter dated 26-05-2018 which was received and accepted on 31-05-2018.</p>
05245348	Mr. Namburi Kumaraswamy	<p>Appointed as Additional Director (Independent) in the Board Meeting held on 23.05.2017.</p> <p>As the Annual general Meeting of the Company could not be held on or before 30 September 2017, Accordingly Mr. Namburi Kumaraswamy is proposed to be regularized as a Director in the Annual General Meeting to be held for the calendar year 2017.</p>

For SPA Capital Advisors Limited



Sandeep Parwal

Director

DIN: 00025803

**Address: C-1/8, Janak Puri,
New Delhi - 110 058**

RMG & ASSOCIATES

Company Secretaries

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
SPA Capital Advisors Limited
CIN: U99999DL1999PLC102626
25 C-Block, Community Centre
Janak Puri, New Delhi-110058

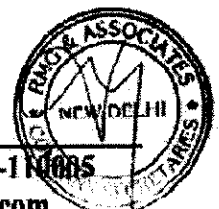
We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SPA Capital Advisors Limited** (hereinafter referred as 'the Company'), having its Registered Office at **25 C-Block, Community Centre, Janak Puri, New Delhi-110058**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2018**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Further, we have been informed that Company is having a pending litigation under Section 241 and 244 of the Act and matter is before the Hon'ble National Company Law Tribunal, Principal Bench for adjudication. The Hon'ble National Company Law Tribunal, vide order number 51(ND)/2017 dated 21st April, 2017 has put a stay on the Forms MGT-14, SH-7, DIR-12 & PAS-3 filed with Registrar of Companies and the resolutions passed by the Company in the meetings held on 08-01-2017, 09-01-2017, 04-02-2017, 09-02-2017.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the rules made thereunder;



- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder are not applicable during the period under review, since, the shares of the Company are not held in the dematerialized form;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations are not applicable during the period under review as there were no transactions relating to Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings;
- V. The Company being an unlisted Company was not required to comply with any of the regulations and / or guidelines as prescribed by the Securities and Exchange Board of India in this regard;
- VI. As informed by the Management, the company being registered with the SEBI as a Merchant Banker and a Portfolio Manager, following specific laws applicable to the company during the period under review :
- a) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
 - b) Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993.

In wake of the deficiency letter(s) issued by the SEBI & on the basis of various documents, records and files as produced and shown to us and the information and explanations as provided to us, the Company is advised to ensure the stricter compliance of applicable specific laws.

For the compliances of Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion generally there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws. However, there were some delays in deposit of Provident Fund contribution, with the prescribed authorities during the period under review.

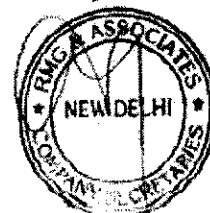
We have also examined compliances with the applicable clauses of Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India, we have not form any opinion, whether the Company has complied with Standards or not, as the same has been challenged by the one of the director and the matter is pending before the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi.



We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

During the period under review, the Company had complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above subject to the following observations :

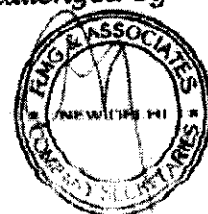
- 1. In pursuance of Section 96 of the Act the Company has not called and convened the Annual General Meeting of its shareholders;**
- 2. The Company has not filed the its financial Statements & Annual Return as per the Section 137 and 92 of the Act;**
- 3. The Company has not constituted the Corporate Social Responsibility (CSR) committee consequently neither any CSR Policy is recommended and formulated nor any amount was spent on the CSR activities by the Company in pursuance of Section 135 of the Act;**
- 4. Only two meetings of Board of Directors i.e. 23-05-2017 and 26-08-2017 were held during the financial year, consequently the intervening gap between the two consecutive meetings has exceeded one hundred and twenty days. Further, in the Board Meeting held on 26-08-2017 no agenda items were taken up as the Board was unable to decide the Chairman of the Meeting.**
- 5. The Company has appointed two Additional Directors duly approved by the Hon'ble NCLT in the Independent category on May 23, 2017, however, such Directors continued, as such in the capacity of Director on the Board of the Company despite of non regularization of their appointment in the Annual General Meeting (since the AGM was not held for the Financial Year 2016-17) and beyond the due date of Annual General Meeting, as stipulated in the provisions of Section 161 of the Act. Further, Form DIR-12 was filed by the Company for vacation of office of Mr. Pawan Bholusaria on 15-12-2018 with effect from 31-05-2018 due to resignation and on 08-05-2019 for Mr. Namburi Kumarswamy with effect from 30-09-2017 due to vacation of office under Section 161 of the Act;**
- 6. The Company has not obtained International security Identification Number (ISIN) for each type of security and consequently has not informed all its security holders about dematerialisation of all its existing securities in accordance with the provisions of Rule 9A to the Companies (Prospectus and Allotment of Securities) Rules, 2014;**



- 7. The Company has not established vigil mechanism for directors and employees to report genuine concerns in pursuance of provisions of Section 177(9) of the Act;**
- 8. The Company appointed a Woman Director and an Independent Director in pursuance of the provisions of the Section 149(1) and 149(4) respectively of the Act, on the Board of the Company during the last Financial Year and filed the relevant forms filed with ROC, thereof. However, the Hon'ble National Company Law Tribunal (NCLT), Principal Bench, New Delhi, vide order dated April 21, 2017 in a Company Petition no. 51(ND) /2017 has set aside such resolutions and Forms filed in this regard.**
- 9. As envisaged in schedule IV to the Act, no separate meeting of Independent Directors was held during the period under review, to review the performance of non-independent directors and the Board as a whole;**
- 10. The Company has not constituted mandatory Committee(s) as required to be constituted under the Act i.e. Audit Committee, CSR Committee & Nomination and Remuneration Committee and Internal Complaint Committee under the Prevention of Sexual Harassment Act, 2013. Consequently compliances related to all the matters which require approval/ consideration of the Audit Committee, CSR Committee & Nomination and Remuneration Committee were not observed;**
- 11. The Company has obtained Credit Facility From Lakshmi Vilas Bank in the Financial Year 2014-2015, which has been modified during the Financial Year 2016-17 and Form CHG - 1 for the same is not yet filed by the Company for particulars of modification of this credit facility, with the Registrar of Companies, NCT of Delhi and Haryana;**

We further report that

- the Board of Directors of the Company is constituted with balance of Rotational Directors, Non Rotational Directors, Independent Directors and Woman Director. Further, the appointment of Independent Director and Women Directors made by the Company during the year is stayed by the Hon'ble NCLT, New Delhi, vide its order number 51(ND) /2017 dated April 21, 2017, accordingly the Directors so appointed on the Board of the Company were restrained to act as Directors.**
- We have not form any opinion, whether adequate notice(s) of the Board Meetings, agenda, detailed notes on agenda, draft minutes and signed minutes including resolution by circulation were sent to the directors in accordance with the applicable rules and provisions or not, as the same has been challenged by**

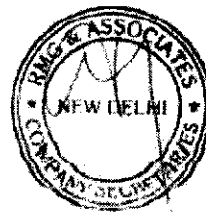


one of the director & shareholder and the matter is pending before the Hon'ble NCLT, Principal Bench, New Delhi. Accordingly, it cannot be construed, whether the minutes of the meetings of the Board and Committees are signed by the Chairman and decisions of the Board and Committee member was recorded therein in due compliance of the various applicable provisions of the Act.

- As per the records, the Company has generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act. *However, Hon'ble National Company Law Tribunal, has stayed the effect of certain forms filed during the year under review.*


We further report that during the audit period the Company had the following event /actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc :

1. The appointment of Independent Director and Women Director and decisions of the Board w.r.t constitution of the committee were challenged by other Directors of the Company at the Hon'ble NCLT.
2. The cessation of two Directors under the provisions of Section 167(1)(b) of the Act is stayed by the Hon'ble NCLT, Principal Bench, New Delhi, vide its order number 51(ND) /2017 dated April 21, 2017.
3. Pursuant to Section 62(1) of the Act, the Company issued and allotted 13,47,750 equity shares, rank pari passu with existing equity shares, at a value of Rs. 75 (Per share face Value Rs. 10 and a premium of Rs. 65) each to an aggregate value of Rs. 10,10,81,250/- (Rupees Ten Crores Ten Lakhs Eighty One Thousands Two Hundred and Fifty Only) on Right issue basis in the Board Meeting held on February 9, 2017. However, such resolution as passed and Forms as filed in this regard have been stayed by the Hon'ble NCLT Hon'ble NCLT, Principal Bench, New Delhi, vide its order number 51(ND) /2017 dated April 21, 2017.
4. Pursuant to the provisions of Section 13, 61 read with Section 64 of the Act the Company has increased its authorized share capital from existing Rs. 3,00,00,000/- (Rupees Three Crore only) divided into 26,00,000 (Twenty Six Lakh) Equity Shares of Rs. 10/- each and 4,00,000 (Four Lakh) Preference Shares of face value Rs. 10/- each to Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lakh only) divided into 61,00,000 (Sixty One Lakh) Equity Shares of Rs. 10/- each and 4,00,000 (Four Lakh) Preference Shares of face value Rs. 10/- each. However, the operations of the resolution passed and Forms filed have been stayed by the Hon'ble NCLT, Principal Bench, New Delhi, vide its order number 51(ND) /2017 dated April 21, 2017.



5. The Hon'ble NCLT, vide order number 51(ND) /2017 dated April 21, 2017 has put a stay on the Forms MGT-14, SH-7, DIR-12 & PAS-3 filed with Registrar of Companies and the resolutions passed by the Company in the meetings held on 08-01-2017, 09-01-2017, 04-02-2017, 09-02-2017.
6. The term of statutory auditors M/s Khandelia and Sharma, was due to expire in the Annual General Meeting to be held for the financial year 2016-17 i.e. on or before September 30, 2017. However, the Annual General Meeting of the Company could not be held within the stipulated time therefore in terms of Section 139(10) of the Companies Act, M/s Khandelia and Sharma has continued as Statutory Auditors of the Company.

Place: New Delhi
Date: February 13, 2019

For RMG & Associates
Company Secretaries

Manish Gupta
CS Manish Gupta 13/2/2019
Partner
FCS: 5123; C.P. No.: 4095

Note: This report is to be read with 'Annexure I' attached herewith and forms an integral part of this report.

Annexure - I

To,
The Members
SPA Capital Advisors Limited

Our Secretarial Audit Report for the financial year ended **March 31, 2018** of even date is to be read along with this letter:

Management's Responsibility

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. This Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
8. This Report is subject to the various orders issued by the Hon'ble NCLT and any other Adjudicating Authority where the matter(s) stated in this Report are sub-judice.



For RMG & Associates
Company Secretaries

Manish Gupta
Manish Gupta

Partner

FCS : 5123; C.P. No.: 4095

Place : New Delhi
Date : February 13, 2019

RMG & ASSOCIATES

Company Secretaries

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **SPA Capital Advisors Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **March 31, 2018**. *On account of pending dispute between Mr. Kamal Kishore Somani (one of the director) & Ors Vs. SPA Capital Advisors Limited & Ors under Section 241 and 244 of the Act before the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, we have not form any opinion, whether adequate notice(s) of the Board Meetings, agenda, detailed notes on agenda, draft minutes and signed minutes including resolution by circulation were sent to the directors in accordance with the applicable rules and provisions or not, as the same has been challenged by Mr. Kamal Kishore Somani, Director of the Company.* Further, we have neither verified the correctness and appropriateness of the financial records and Books and Accounts of the Company nor this Form MGT-8 shall be construed in any way as an assurance as to the future viability of the Company or of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. The Annual Return has been prepared by the Company for the closure of the aforesaid financial year; further we have not formed any opinion on the correctness and adequacy of the annual return.

B. As per the information furnished to us, the status of compliance(s) of the provisions of the Act & Rules made there under, during the aforesaid financial year, is provided hereunder:

1. As per the official website of Ministry of Corporate Affairs, the status of the Company is Active and continues to be a Public Limited Company, Non-government Company and Limited by shares.
2. The Company has regularly maintained registers/records but the necessary entries made in the registers are not adequate.
3. The Company has filed the forms and returns as stated in Annexure 'A' to this certificate, with the Registrar of Companies, Delhi & Haryana on the dates as specified in the aforesaid Annexure. However the Company has not filed any form or return with Central Government, Regional Director, Tribunal, Court or other authorities during the financial year.



Further, Hon'ble National Company Law Tribunal, Principal Bench, New Delhi has stayed the implementation of the resolution passed in the meetings held on 08-01-2017, 09-01-2017, 04-02-2017, 09-02-2017 and directed the ROC not to give effect of Form MGT-14, SH-7, DIR-12 & PAS-3 filed with Registrar of Companies during the year under review vide its order number 51(ND)/2017 dated 21st April, 2017.

4. As mentioned above, since the matter is *sub-judicie*, it cannot be said whether adequate notice(s) of the Board Meetings, agenda, detailed notes on agenda, draft minutes and signed minutes including resolution by circulation were sent to the directors in accordance with the applicable rules and provisions or not, as the same has been challenged by one of the director and the matter is pending before the Hon'ble NCLT, Principal Bench, New Delhi. Accordingly, it cannot be construed, whether the minutes of the meetings of the Board and Committees are signed by the Chairman and decisions of the Board and Committee member was recorded therein in due compliance of the various applicable provisions of the Act.

Further, only two meetings of Board of Directors i.e. 23-05-2017 and 26-08-2017 were held during the Financial Year, consequently the intervening gap between the two consecutive meetings has exceeded one hundred and twenty days. In the Board Meeting held on 26-08-2017, no agenda items were taken up as the Board was unable to appoint the Chairman of the Meeting and no attendance sheet was signed. **The Company has not called and convened the Annual General Meeting of its shareholders within the timelines stipulated in the Section 96 of the Act.**

Further, due to the management deadlock, the Company has not constituted Audit Committee and Nomination and Remuneration Committee. Hence, there were no committee meetings held during the reporting period.

However as per the directions of Hon'ble NCLT, Audit Committee and Nomination and Remuneration Committee were constituted in the meeting held on 03-12-2018.

5. The Company has not closed its Register of Members / Security Holders during the financial year.
6. As reported in the Financial Statements, the Company has not advanced any loan to its directors and / or persons or firms or companies referred in Section 185 of the Act.
7. As per the information furnished in Auditor's Report and information and explanation given by the Management of the Company, all contracts /



arrangements / transactions entered or modified by the Company, during the financial year under review, with related parties, were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Act.

8. The Company has not issued or transferred or transmitted or brought back any securities and there was no instance of redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares/ securities and issue of certificates during the financial year. *The Company has made an allotment of 13,47,750 Equity Shares on Right Basis on 09.02.2017, however, the implementation of the resolution for allotment of 13,47,750 equity shares was stayed by Hon'ble National Company Law Tribunal vide interim order dated 21.04.2017 till the final order is passed.*
9. As per the information furnished, there were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares.
10. The Company has declared 8% dividend on Preference Shares in the Annual General Meeting held for the financial year 2016-17 on 09-03-2019. *However, we have not formed any opinion on the timeline adherence by the company in accordance with Section 123 and Section 124 of the Act.*

Further, as informed to us, there is no unclaimed dividend declared by the Company. Therefore the Company is not required to transfer any amount to the Investor Education and Protection Fund in accordance with Section 125 of the Act during the period under Review.

11. As per the information furnished to us, the audited financial statements are prepared for the period **01-04-2017 to 31-03-2018** and were signed in accordance with the provisions of Section 134 of the Companies Act, 2013 and the Board's Report for the aforesaid period was also made in accordance with the provisions of the Section 134(3), (4) & (5) of the Companies Act, 2013.
12. The Board of Directors of the Company is constituted and Mr. Pawan Bholusaria (DIN : 00092492) and Mr. Namburi Kumaraswamy (DIN : 05245348) were appointed as an Additional, Independent Directors with the approval of Board of Director.

However, the appointment of Mr. Pawan Bholusaria (DIN : 00092492) and Mr. Namburi Kumaraswamy (DIN : 05245348) Additional, Independent Directors could not be regularized as the Annual General Meeting of the Company could not be held for the financial year 2017-2018 in due time as prescribed under Section 96 of the Act.



The Company has complied with the provisions relating to the disclosures by directors but the **provisions relating to the declaration of independence by the Additional Independent Directors has not been complied with**. Further, CS Ashish Kumar, Company Secretary resigned w.e.f February 28, 2018 and form for the same was filed in compliance of the provisions of the Act.

Further, the Hon'ble National Company Law Tribunal via Interim order dated April 21, 2017 restrained Ms. Honey Parwal (DIN: 00025835), Mr. Vikas Dhingra (DIN : 00342380) and Ms. Madhubala Radhakrishnan (DIN : 06534554) from functioning as directors of the Company and Mr. Ankit Somani (DIN : 00265042) and Mr. Kamal Kishore Somani (DIN : 00254658) have continued to be on the Board of the Company.

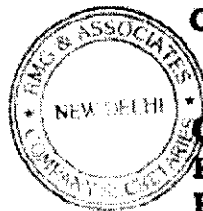
Further, Hon'ble National Company Law Tribunal has appointed Hon'ble Justice Badar Durrez Ahmed as Chairman cum Administrator of the Company, vide its order dated October 12, 2018.

13. The appointment of Statutory Auditors has been made under the provisions of Section 139 of the Act. M/s. O.P Mishra & Company, Chartered Accountants, has been appointed as the statutory auditor of the Company from the conclusion of 19th Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company in place of M/s. Khandelia and Sharma, Chartered Accountants.
14. As per the information given to us, the Company has not obtained any approvals from the Central Government, Tribunal, Regional Director, Registrar of Companies, Court or such other authorities prescribed under the various provisions of the Act except as reported elsewhere in the Form.
15. As per the information furnished in Auditor's Report, the Company has not invited any deposits falling within the purview of relevant Sections of the Act during the financial year.
16. As per the information furnished in Auditor's Report, the borrowings made by the Company, if any, from its directors, members, public financial institutions, banks are within the overall limits stipulated by the Company under Section 180(1)(c) read with Section 180(2) of the Act. Further, the Company has obtained Credit Facility From Lakshmi Vilas Bank in the Financial Year 2014-2015, which has been modified during the Financial Year 2016-17 and the **Form CHG - 1 for registration of particulars of modification of credit facility, is not yet filed by the Company for, with the Registrar of Companies, NCT of Delhi and Haryana.**



17. The Company has made investments in other body corporate, during the financial year within the prescribed limits of the Act. Further, no loans were given and no guarantees or security was provided to other bodies corporate or persons falling under the provisions of section 186 of the Act.
18. The Company has not altered any of the clause(s) of Memorandum of Association and Articles of Association of the Company during the aforesaid financial year.

For RMG & Associates
Company Secretaries



Manish Gupta
CS Manish Gupta
Partner

FCS : 5123; C.P. No.: 4095

Place : New Delhi
Date : 02-05-2019

Annexure A

Forms and Returns as filed by the Company with the Registrar of Companies, Delhi & Haryana, during the financial year ended on **31-03-2018**:

Sl.	Form / Return	Date of Filing	Whether filed within prescribed time	If delay in filing whether requisite additional fees paid or not
1	Form DIR-12	03-06-2017	Yes	N/A
2	Form DIR-12	14-03-2018	Yes	N/A

Note : The Hon'ble National Company Law Tribunal, Principal Bench, New Delhi has stayed the implementation of the resolution passed in the meetings held on 08-01-2017, 09-01-2017, 04-02-2017, 09-02-2017 and directed the ROC not to give effect of Form MGT-14, SH-7, DIR-12 & PAS-3 filed with Registrar of Companies during the year under review vide its order number 51(ND)/2017 dated 21st April, 2017.



For RMG & Associates
Company Secretaries

Manish Gupta
CS Manish Gupta
Partner

02/05/2019

Place : New Delhi
Date : 02-05-2019

FCS : 5123; C.P. No.: 4095