

**Form No. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2016]

**I. Registration and other details:**

|  |  |
|--|--|
| i) CIN:  | L65910DL1984PLC018749  |
| ii) Registration Date  | July 20, 1984  |
| iii) Name of the Company   | SPA Capital Services Limited   |
| iv) Category / Sub-Category of the Company                                     | Public Company Limited by shares   |
| v) Address of the Registered office and contact details                        | 25, C - Block, Community Centre<br>Janak Puri, New Delhi - 110 058<br>Tel No.: +91 11 4567 5500<br>Fax No.: +91 11 2553 2644   |
| vi) Whether listed company   | Yes  |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | <b>MAS Services Ltd.</b><br>T-34, IInd Floor,<br>Okhla Industrial Area<br>Phase-II, New Delhi 110020<br>Ph:- +91-11-2638 7281 82, 83<br>Fax: - +91-11-2638 7384<br>Email: - <a href="mailto:info@masserv.com">info@masserv.com</a><br><b>Website:</b><br><a href="http://www.masserv.com/index.asp">http://www.masserv.com/index.asp</a> |

**II. Principal business activities of the company**

All the business activities contributing 10% or more of the total turnover of the company are given below:

| Name and description of main products / services | NIC Code of the product / service | % to total turnover of the Company |
|--|-----------------------------------|------------------------------------|
| Dealing in securities on own account             | 6499                              | 0%                                 |
| Activities auxiliary to financial services       | 6619                              | 100%                               |

\* As per National Industrial Classification - Ministry of Statistics and Programme Implementation

**III. Particulars of holding, subsidiary and associate companies**

| Name and Address of the company   | CIN/GLN               | Holding/ Subsidiary/ Associate | % of shares held | Applicable section                  |
|---|-----------------------|--------------------------------|------------------|-------------------------------------|
| SPA INVESTMENT ADVISER PRIVATE LIMITED (Previously known as IFAN FINSERV PRIVATE LIMITED) | U72900MH2005PTC154875 | Associate                      | 40.2%            | Section 2(6) of Companies Act, 2013 |





|  |                  |                 |                  |            |                  |                 |                  |            |          |
|--|------------------|-----------------|------------------|------------|------------------|-----------------|------------------|------------|----------|
| Total Public Shareholding Public Group (B)=(B)(1)+(B)(2) | 4,03,745         | 5,80,280        | 9,84,025         | 32.01      | 4,03,745         | 5,80,280        | 9,84,025         | 32.01      | 0        |
| C. Shares held by Custodian for GDRs & ADRs              | 0                | 0               | 0                | 0          | 0                | 0               | 0                | 0          | 0        |
| <b>Grand Total (A+B+C)</b>                               | <b>23,43,825</b> | <b>7,30,400</b> | <b>30,74,225</b> | <b>100</b> | <b>24,93,945</b> | <b>5,80,280</b> | <b>30,74,225</b> | <b>100</b> | <b>0</b> |

ii) Shareholding of Promoters:-

| Shareholder's Name                   | Share holding at the beginning of the year (As on 01-04-2019) |                                  |  | Share holding at the end of the year (As on 31-03-2020) |                                  |  | % change in share holding during the year |
|--------------------------------------|---|----------------------------------|--|---|----------------------------------|--|---|
|                                      | No. of Shares   | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares   | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |   |
| <b>Promoters</b>                     |   |                                  |  |   |                                  |  |   |
| Sandeep Parwal                       | 2,52,525  | 8.21                             | NA   | 2,52,525  | 8.21                             | NA   | 0.00                                      |
| Kamal Kishore Somani                 | 2,10,175  | 6.84                             | NA   | 2,10,175  | 6.84                             | NA   | 0.00                                      |
| <b>Promoter Group</b>                |   |                                  |  |   |                                  |  |   |
| Dhrubtara Trading Private Limited    | 5,86,250  | 19.07                            | NA   | 5,86,250  | 19.07                            | NA   | 0.00                                      |
| Defiant Enterprises Private Limited  | 5,68,750  | 18.50                            | NA   | 5,68,750  | 18.50                            | NA   | 0.00                                      |
| Honey Parwal                         | 1,75,000  | 5.69                             | NA   | 1,75,000  | 5.69                             | NA   | 0.00                                      |
| Sandeep Parwal HUF                   | 1,22,500  | 3.98                             | NA   | 1,22,500  | 3.98                             | NA   | 0.00                                      |
| Vijay Shree Builders Private Limited | 87,500  | 2.85                             | NA   | 87,500  | 2.85                             | NA   | 0.00                                      |
| Kamal Kishore Somani HUF             | 35,000  | 1.14                             | NA   | 35,000  | 1.14                             | NA   | 0.00                                      |
| Rameshwar Dass Parwal                | 26,250  | 0.85                             | NA   | 26,250  | 0.85                             | NA   | 0.00                                      |
| Laxmi Devi                           | 26,250  | 0.85                             | NA   | 26,250  | 0.85                             | NA   | 0.00                                      |

|              |                  |              |           |                  |              |           |             |
|--------------|------------------|--------------|-----------|------------------|--------------|-----------|-------------|
| Parwal       |                  |              |           |                  |              |           |             |
| <b>Total</b> | <b>20,90,200</b> | <b>67.99</b> | <b>NA</b> | <b>20,90,200</b> | <b>67.99</b> | <b>NA</b> | <b>0.00</b> |

**iii) Change in Promoters' Shareholding**

**(a) Mr. Sandeep Parwal**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 2,52,525                                  | 8.21                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 2,52,525                                | 8.21                             |

**(b) Mr. Kamal Kishore Somani**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 2,10,175                                  | 6.84                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| <b>Transfer of Shares from Mr. Ankit Somani to Mr. Kamal Kishore Somani</b>  |   |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 2,10,175                                | 6.84                             |

**(c) Dhruvtara Trading Private Limited**

| Particulars   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---|---|----------------------------------|---|----------------------------------|
|   | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)   | 5,86,250                                  | 19.07                            |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / | NIL                                       |                                  |   |                                  |

|                                      |  |  |          |       |
|--------------------------------------|--|--|----------|-------|
| transfer / bonus/ sweat equity etc): |  |  |          |       |
| At the end of the year (31.03.2020)  |  |  | 5,86,250 | 19.07 |

**(d) Defiant Enterprises Private Limited**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 5,68,750                                  | 18.50                            |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 5,68,750                                | 18.50                            |

**(e) Honey Parwal**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 1,75,000                                  | 5.69                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 1,75,000                                | 5.69                             |

**(f) Sandeep Parwal HUF**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 1,22,500                                  | 3.98                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 1,22,500                                | 3.98                             |

**(g) Vijay Shree Builders Private Limited**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 87,500                                    | 2.85                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 87,500                                  | 2.85                             |

**(h) Kamal Kishore Somani HUF**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 35,000                                    | 1.14                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 35,000                                  | 1.14                             |

**(i) Rameshwar Dass Parwal**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 26,250                                    | 0.85                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 26,250                                  | 0.85                             |

**(j) Laxmi Devi Parwal**

| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year (01.04.2019)  | 26,250                                    | 0.85                             |   |                                  |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
| At the end of the year (31.03.2020)  |   |                                  | 26,250                                  | 0.85                             |

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| S. No. | Name of shareholders                       | Shareholding at the beginning of the year |                                  | Change in Shareholding (No. of shares) |          | Shareholding at the end of the year |                                  |
|--------|--|---|----------------------------------|--|----------|-------------------------------------|----------------------------------|
|        |  | No. of shares                             | % of total shares of the Company | Increase                               | Decrease | No. of shares                       | % of total shares of the Company |
| 1.     | Zealous Financial Services Private Limited | 87,500                                    | 2.85%                            | -                                      | -        | 87,500                              | 2.85%                            |
| 2.     | Satish Kumar Maheshwari                    | 64,750                                    | 2.11%                            | -                                      | -        | 64,750                              | 2.11%                            |
| 3.     | Rama Nand Sharma                           | 41,195                                    | 1.34 %                           | -                                      | -        | 41,195                              | 1.34 %                           |
| 4.     | Anita Satish Maheshwari                    | 36,750                                    | 1.20 %                           | -                                      | -        | 36,750                              | 1.20 %                           |
| 5.     | Sunil Maheshwari                           | 35,175                                    | 1.14                             | -                                      | -        | 35,175                              | 1.14                             |
| 6.     | Sanju Sharma                               | 31,500                                    | 1.02 %                           | -                                      | -        | 31,500                              | 1.02 %                           |
| 7.     | Vijay Kumar Tehlan                         | 17,675                                    | 0.57                             | -                                      | -        | 17,675                              | 0.57                             |
| 8.     | Santosh Kabra                              | 14,000                                    | 0.46                             | -                                      | -        | 14,000                              | 0.46                             |
| 9.     | Anju Jain                                  | 7,000                                     | 0.22                             | 7,000                                  | 0.22     | 14,000                              | 0.44                             |
| 10.    | Sanjay Joon                                | 8,750                                     | 0.28                             | -                                      | -        | 8,750                               | 0.28                             |

**v) Shareholding of Directors and Key Managerial Personnel:**

| S. No. | Name of Directors and KMP | Shareholding at the beginning of the year (01.04.2019) |                                  | Changes in Shareholding (No. of Shares) |          | Shareholding at the end of the year (31.03.2020) |                          |
|--------|---------------------------|--|----------------------------------|---|----------|--|--------------------------|
|        |                           | No. of shares  | % of total shares of the company | Increase                                | Decrease | No. of shares                                    | % of total shares of the |



|   |                       |          |      |     |     |          | <b>company</b> |
|---|-----------------------|----------|------|-----|-----|----------|----------------|
| 1 | Sandeep Parwal        | 2,52,525 | 8.21 | Nil | Nil | 2,52,525 | 8.21           |
| 2 | Kamal Kishore Somani* | 2,10,175 | 6.84 | Nil | Nil | 2,10,175 | 6.84           |
| 3 | Honey Parwal          | 1,75,000 | 5.69 | Nil | Nil | 1,75,000 | 5.69           |
| 4 | Sanjay Kumar Jain     | 8,925    | 0.29 | Nil | Nil | 8,925    | 0.29           |
| 5 | Kajal Gupta           | 0        | 0    | 0   | 0   | 0        | 0              |

## V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payments:

| Particulars   | Secured Loans excluding Deposits | Unsecured Loans      | Deposit | Total Indebtedness    |
|---|----------------------------------|----------------------|---------|-----------------------|
| <b>Indebtedness at the beginning of year (April 01, 2019)</b>         |                                  |                      |         |                       |
| (i) Principal amount  | 140,557,212                      | 198,712,777          | -       | 339,269,989           |
| (ii) Interest due but not paid  | -                                | -                    | -       | -                     |
| (iii) Interest accrued but not due                                    | -                                | 4,087,257            | -       | 4,087,257             |
| <b>Total (i+ii+iii)</b>   | <b>140,557,212</b>               | <b>202,800,034</b>   |         | <b>343,357,246</b>    |
| <b>Changes during the year</b>  |                                  |                      |         |                       |
| Addition  | 0                                | 0                    | -       | 0                     |
| Reduction   | 7,56,30,290                      | 3,77,54,052          | -       | 11,33,84,342          |
| <b>Net Change</b>   | <b>(7,56,30,290)</b>             | <b>(3,77,54,052)</b> | -       | <b>(11,33,84,342)</b> |
| <b>Indebtedness at the end of the financial year (March 31, 2020)</b> |                                  |                      |         |                       |
| (i) Principal amount  | 6,49,26,922                      | 175,045,982          | -       | 23,99,72,904          |
| (ii) Interest due but not paid  | -                                | -                    | -       | -                     |
| (iii) Interest accrued but not due                                    | -                                | -                    | -       | -                     |
| <b>Total (i+ii+iii)</b>   | <b>6,49,26,922</b>               | <b>17,50,45,982</b>  | -       | <b>23,99,72,904</b>   |

## VI. Remuneration of directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Particulars of Remuneration  | Name of MD / WTD / Manager                               |  | Total Amount (Rs.) |
|--|--|--|--------------------|
| Name of MD/WTD/Manager   | Mr. Sandeep Parwal,<br>Chairman Cum<br>Managing Director | Mr. Mahaveer Prasad Mundhra,<br>Whole time<br>Director |                    |
| Gross salary   |  |  |                    |
| (a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961 | 36,00,000  | 7,50,000   | 43,50,000          |
| (b) Value of perquisites u/s 17(2)   | 0  | 0  | 0                  |

| Particulars of Remuneration  | Name of MD / WTD / Manager  |                 | Total Amount (Rs.) |
|--|---|-----------------|--------------------|
| Income-tax Act, 1961   |   |                 |                    |
| (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961   | 0   | 0               | 0                  |
| Stock Option   | 0   | 0               | 0                  |
| Sweat Equity   | 0   | 0               | 0                  |
| Commission<br>- as % of profit<br>-others, specify   | 0   | 0               | 0                  |
| Others, please specify   | 0   | 0               | 0                  |
| <b>Total (A)</b>   | <b>36,00,000</b>  | <b>7,50,000</b> | <b>43,50,000</b>   |
| Ceiling as per the Managerial Remuneration under Section 197 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 (excluding contribution to gratuity fund and provision for leave encashment on retirement) paid / payable to Directors. | Rs. 168 lakhs being higher of the limit as specified under Clause (i) to the second Proviso to Section 197(1) and the limit specified under Schedule V read with Section 197(3) of the Companies Act, 2013. |                 |                    |

**B. Remuneration to other directors: Not Applicable**

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

| Particulars of Remuneration   | Key Managerial Personnel |                 |                  |
|---|--------------------------|-----------------|------------------|
|   | Mr. Sanjay Kumar Jain    | Ms. Kajal Gupta | Total            |
| Name of KMP   |                          |                 |                  |
| Gross salary  |                          |                 |                  |
| (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 25,75,000                | 5,56,264        | 31,31,264        |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             |                          |                 |                  |
| (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961              |                          |                 |                  |
| Stock Option  | 0                        | 0               | 0                |
| Sweat Equity  | 0                        | 0               | 0                |
| Commission as % of profit   | 0                        | 0               | 0                |
| Others, please specify  | 0                        | 0               | 0                |
| <b>Total</b>  | <b>25,75,000</b>         | <b>5,56,264</b> | <b>31,31,264</b> |

**VII. Penalties / Punishment/ Compounding of offences: Nil**