

# FORM NO. MGT-7

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

U65910DL1984PLC018749

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAGCS5765B

(ii) (a) Name of the company

SPA CAPITAL SERVICES LIMITED

(b) Registered office address

25 C- BLOCK, COMMUNITY CENTRE, JANAKPURI  
NEW DELHI  
Delhi  
110058  
India

(c) \*e-mail ID of the company

rajesh.ramnani@spagroupindia.com

(d) \*Telephone number with STD code

01145675500

(e) Website

<http://www.spacapital.com/CA>

(iii) Date of Incorporation

20/07/1984

(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  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

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	30.66
2	K	Financial and insurance Service	K7	Financial Advisory, brokerage and Consultancy Services	69.34

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

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

**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

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,000,000	3,074,225	3,074,225	3,074,225
Total amount of equity shares (in Rupees)	50,000,000	30,742,250	30,742,250	30,742,250

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	5,000,000	3,074,225	3,074,225	3,074,225
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000	30,742,250	30,742,250	30,742,250

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	878,350	8,783,500	8,783,500	
Increase during the year	2,195,875	21,958,750	21,958,750	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	2,195,875	21,958,750	21,958,750	
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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	3,074,225	30,742,250	30,742,250	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	0	0	0	

(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		22/09/2017	
Date of registration of transfer (Date Month Year)			
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			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input 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			315,328,592
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			<b>315,328,592</b>

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
<b>Total</b>					

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

(i) Turnover

865,213,948

(ii) Net worth of the Company

168,653,887

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	847,700	27.57	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,242,500	40.42	0	
10.	Others	0	0	0	
	<b>Total</b>	<b>2,090,200</b>	<b>67.99</b>	<b>0</b>	<b>0</b>

Total number of shareholders (promoters)

11

(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	896,525	29.16	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	87,500	2.85	0	
10.	Others	0	0	0	
	<b>Total</b>	984,025	32.01	0	0

Total number of shareholders (other than promoters)

270

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

281

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

Details	At the beginning of the year		At the end of the year	
Promoters	11		11	
Members (other than promoters)	263		270	
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

<b>A. Promoter</b>	1	1	1	2	8.21	11.39
<b>B. Non-Promoter</b>	1	2	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	2	0	4	0	0
<b>C. Nominee Directors representing</b>	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	2	3	2	6	8.21	11.39

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

9

(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	Managing Director	252,525	
HONEY PARWAL	00025835	Additional director	175,000	
KAMAL KISHORE SOM	00254658	Director	175,175	
KAMAL BINANI	00340348	Director	0	
VIKAS DHINGRA	00342380	Director	0	
AMIT KUMAR JAKHOT	07947687	Director	0	
MAHAVEER PRASAD I	00642941	Whole-time director	0	
SANJAY KUMAR JAIN	ACOPJ7144G	CFO	8,925	
RAMESH MENON	02182698	Director	0	

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

3

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)
HONEY PARWAL	00025835	Additional director	25/09/2017	Appointment
AMIT KUMAR JAKHOT	07947687	Additional director	25/09/2017	Appointment
RAMESH MENON	02182698	Additional director	20/01/2018	Appointment

#### 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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	22/09/2017	274	6	10.34

##### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2017	5	3	60
2	10/08/2017	5	3	60
3	24/08/2017	5	5	100
4	25/09/2017	5	2	40
5	20/01/2018	7	4	57.14
6	13/02/2018	8	4	50

##### C. COMMITTEE MEETINGS

Number of meetings held

7

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

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	Audit Committ	10/08/2017	3	2	66.67
2	Audit Committ	24/08/2017	3	3	100
3	Audit Committ	25/09/2017	3	2	66.67
4	Audit Committ	13/02/2018	3	2	66.67
5	NOMINATION	25/09/2017	3	2	66.67
6	NOMINATION	20/01/2018	3	2	66.67
7	SHARE TRAN	29/04/2017	2	2	100

**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	
1	SANDEEP PA	6	6	100	6	6	100	Yes
2	HONEY PARV	2	1	50	1	1	100	No
3	KAMAL KISHK	6	3	50	0	0	0	No
4	KAMAL BINAN	6	1	16.67	5	1	20	No
5	VIKAS DHING	6	2	33.33	7	6	85.71	No
6	AMIT KUMAR	2	1	50	1	1	100	Yes
7	MAHAVEER F	6	6	100	0	0	0	Yes
8	RAMESH MEI	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sandeep Parwal	Managing Director	3,000,000			21,600	3,021,600
2	Mahavir Prasad Mu	Whole Time Director	1,500,000			97,960	1,597,960
	Total		4,500,000			119,560	4,619,560

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjay Kumar Jain	CFO	1,647,500			99,147	1,746,647
2	Rajesh Ramnanni	Company Secretary	2,225,891			126,780	2,352,671
	Total		3,873,391			225,927	4,099,318

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

#### 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

MOHAN UPRETI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

20887

**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. .. 04 dated 29/08/2014

(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

SANDEEP  
PARWAL

DIN of the director

00025803

To be digitally signed by

RAJESH  
RAMNANI

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

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

Attach
Attach
Attach
Attach

**List of attachments**

MGT-8_SPA Capital.pdf
List of Shareholders.pdf
Transfer - Details.pdf

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 SERVICES LIMITED - LIST OF SHAREHOLDERS AS ON MARCH 31, 2018

FIRST NAME	MIDDLE NAME	LAST NAME	FOLIO NO.	DPID CLID	SHARES	TYPE
SUKHWINDER	LAL	GUPTA	0000001	NA	3	EQUITY SHARES
BRIJ		GOYAL	0000002	NA	3	EQUITY SHARES
RAKESH	KUMAR	SANGAR	0000003	NA	3	EQUITY SHARES
BABU		LAL	0000004	NA	3	EQUITY SHARES
PAWAN	KUMAR	KHATTAR	0000005	NA	3	EQUITY SHARES
LALIT		KUMAR	0000006	NA	3	EQUITY SHARES
GIULSHAN	KUMAR	ARORA	0000007	NA	3	EQUITY SHARES
VINAD		SHARMA	0001001	NA	3500	EQUITY SHARES
INDER	CHAND	PRAJAPAT	0001002	NA	6300	EQUITY SHARES
SANTOSH		KABRA	0001003	NA	14000	EQUITY SHARES
SHAM		LAL	0001004	NA	7000	EQUITY SHARES
HANS	RAJ	PRAJAPAT	0001005	NA	6650	EQUITY SHARES
KUMAR		A	0001006	NA	6555	EQUITY SHARES
B. K.	KABRA	(HUF)	0001007	NA	7000	EQUITY SHARES
RAJU			0001010	NA	3850	EQUITY SHARES
PRAVEEN		KUMAR	0001011	NA	6650	EQUITY SHARES
MUKESH		VERMA	0001012	NA	6300	EQUITY SHARES
ANSHU		BAGRI	0001013	NA	5950	EQUITY SHARES
ANIL	KUMAR	GORELA	0001014	NA	6300	EQUITY SHARES
SURINDER		SINGH	0001016	NA	6300	EQUITY SHARES
PARMESHWAR	LAL	PRAJAPAT	0001017	NA	7000	EQUITY SHARES
KANHIYA	LAL	MARU	0001018	NA	6300	EQUITY SHARES
BABU SHAH D	BHOSLE	(HUF)	0001019	NA	7000	EQUITY SHARES
BHAGIRATH		CHOWDHARY	0001020	NA	6650	EQUITY SHARES
ANIL		MAHESHWARI	0001021	NA	7000	EQUITY SHARES
BALA		GAIKWARD	0001022	NA	7000	EQUITY SHARES
BHANWI	RAM	KHOTTOR	0001023	NA	5250	EQUITY SHARES
HANUMAN	MAL	SUNDA	0001024	NA	6300	EQUITY SHARES
SHIV	KUMAR	TIWARI	0001025	NA	7000	EQUITY SHARES
SANJAY		JAIN	0001026	NA	2000	EQUITY SHARES
ARJUN		GADHAN	0001027	NA	7000	EQUITY SHARES
RAJENDRA	SINGH	RATHOR	0001028	NA	6650	EQUITY SHARES
BABU LAL	KABRA	(HUF)	0001029	NA	7000	EQUITY SHARES
RAKHI		KABRA	0001034	NA	7000	EQUITY SHARES
MAHAL	CHAND	JAJU	0001035	NA	6300	EQUITY SHARES
SATYA	NARAYAN	SHARMA	0001036	NA	6300	EQUITY SHARES
BABA SHAH	D	BHOSLE	0001037	NA	7000	EQUITY SHARES
RAM	SARUP	PRAJAPAT	0001038	NA	6300	EQUITY SHARES
BRIJ		MOHAN	0001039	NA	1700	EQUITY SHARES
VIJAY	SINGH	GORELA	0001040	NA	6300	EQUITY SHARES
SAHIB		KAUR	0001041	NA	7000	EQUITY SHARES
RAVI		BHATIA	0001043	NA	6300	EQUITY SHARES
RAMJI		LAL	0001044	NA	7000	EQUITY SHARES
RAJENDRA	PRASAD	SHARMA	0001045	NA	6300	EQUITY SHARES
KUNJ	BIHARI	KABRA	0001046	NA	7000	EQUITY SHARES
NAND	KISHORE	NIRAMIA	0001047	NA	7000	EQUITY SHARES
JAGDISH		PRASAD	0001048	NA	7000	EQUITY SHARES
CHAMPA	LAL	PRAJAPAT	0001049	NA	6300	EQUITY SHARES
BINAY		MISHRA	0001050	NA	6650	EQUITY SHARES
DIMPLE		JAIN	0001051	NA	2000	EQUITY SHARES
ASHOK	KUMAR	CHANDAK	0001052	NA	7000	EQUITY SHARES
RAJBIR		SINGH	0001054	NA	6650	EQUITY SHARES
SANJAY		KUMAR	0001055	NA	6300	EQUITY SHARES
K.	P.	KABRA	0001056	NA	7000	EQUITY SHARES
RADHA		KABRA	0001057	NA	7000	EQUITY SHARES
BHARAT		SHARMA	0001059	NA	7000	EQUITY SHARES
RAJESH		BAGRI	0001060	NA	7000	EQUITY SHARES
VIJAY		TEHLAN	0003013	NA	12625	EQUITY SHARES
SATISH	KUMAR	MAHESHWARI	0003017	NA	64750	EQUITY SHARES
ANITA	SATISH	MAHESHWARI	0003018	NA	36750	EQUITY SHARES
RAMA	NAND	SHARMA	0003019	NA	41195	EQUITY SHARES
SANJU		SHARMA	0003020	NA	9000	EQUITY SHARES



SANJAY		JOON	0003021	NA	4	EQUITY SHARES
AJIT		KUMAR	A000001	NA	1225	EQUITY SHARES
AJMER		SINGH	A000002	NA	1400	EQUITY SHARES
AMBRISH		KUMAR	A000003	NA	1400	EQUITY SHARES
ANGOORI		DEVI	A000004	NA	1050	EQUITY SHARES
ANIL		MAHESHWARI	A000005	NA	1400	EQUITY SHARES
ANU		SHARMA	A000006	NA	1750	EQUITY SHARES
ARUN	KUMAR	DEWAN	A000007	NA	1750	EQUITY SHARES
ASHOK	KUMAR	AGARWAL	A000008	NA	1400	EQUITY SHARES
ATAM	RAM	GUPTA	A000009	NA	1400	EQUITY SHARES
B.	L.	GUPTA	B000001	NA	1225	EQUITY SHARES
B.	R.	GUPTA	B000002	NA	350	EQUITY SHARES
B.	S.	RAWAT	B000003	NA	875	EQUITY SHARES
BHAGWAN	DAS	GUPTA	B000004	NA	1225	EQUITY SHARES
BHARAT	BHUSHAN	SURI	B000005	NA	1750	EQUITY SHARES
BIHARI		LAL	B000006	NA	1050	EQUITY SHARES
BISHAMBAR	NATH	AGARWAL	B000007	NA	1225	EQUITY SHARES
BISHAN MOHAN	KUMAR	SHRIVASTAVA	B000008	NA	350	EQUITY SHARES
BRIJ	BHUSHAN	GUPTA	B000009	NA	1400	EQUITY SHARES
C.	P.	BAHRI	C000001	NA	1750	EQUITY SHARES
C.	S.	PANDEY	C000002	NA	1225	EQUITY SHARES
CAPTAIN	AMARJIT	SINGH	C000003	NA	1400	EQUITY SHARES
CHANDER		KALA	C000004	NA	1400	EQUITY SHARES
D.	B.	SINGH	D000001	NA	350	EQUITY SHARES
DAUP	SINGH	BOHRA	D000002	NA	175	EQUITY SHARES
DEVENDRA	CHANDRA	GARG	D000003	NA	1400	EQUITY SHARES
DEEPAK		MIDHA	D000004	NA	1750	EQUITY SHARES
DEWAN	CHAND	KALRA	D000005	NA	1750	EQUITY SHARES
DINESH		GARG	D000006	NA	1400	EQUITY SHARES
DINESH		KHANNA	D000007	NA	500	EQUITY SHARES
DINESH	PRASAD	KASHYAP	D000008	NA	350	EQUITY SHARES
DROPADI		DEVI	D000009	NA	3500	EQUITY SHARES
DWARKA		BATRA	D000010	NA	700	EQUITY SHARES
G.	C.	PANDEY	G000001	NA	1225	EQUITY SHARES
GOVIND	PRASAD	AGARWAL	G000002	NA	1750	EQUITY SHARES
H.	K.	BANSAL	H000001	NA	5250	EQUITY SHARES
HAR	BHAGWAN	SHARMA	H000002	NA	1400	EQUITY SHARES
HARISH	KUMAR	VIRMANI	H000003	NA	1225	EQUITY SHARES
HEM		MAHESHWARI	H000004	NA	1400	EQUITY SHARES
INDIRA			I000001	NA	1400	EQUITY SHARES
INDU		BHARDWAJ	I000002	NA	1400	EQUITY SHARES
J.	C.	JAIN	J000001	NA	1225	EQUITY SHARES
JAGDISH	PRASAD	MADAN	J000002	NA	1225	EQUITY SHARES
JAGDISH	RAJ	MAHAJAN	J000003	NA	1050	EQUITY SHARES
JAGDISH	SINGH	JOLLY	J000004	NA	1750	EQUITY SHARES
JAI		NARAIN	J000005	NA	1400	EQUITY SHARES
JAIN		PRAKESH	J000006	NA	1400	EQUITY SHARES
JITENDRA		KUMAR	J000007	NA	1400	EQUITY SHARES
KAILASH	CHANDRA	GUPTA	K000001	NA	1050	EQUITY SHARES
KAILASH		WATI	K000002	NA	1050	EQUITY SHARES
KAMINI		KAUSHAN	K000003	NA	700	EQUITY SHARES
KAMLESH			K000004	NA	1750	EQUITY SHARES
KANCHAN	LATA	AGARWAL	K000005	NA	1400	EQUITY SHARES
KAPTAN		SINGH	K000006	NA	350	EQUITY SHARES
KAUSHALYA		GOGIA	K000007	NA	1750	EQUITY SHARES
KESHAV	DUTT	BHARDWAJ	K000008	NA	1400	EQUITY SHARES
KHYAL		GIRI	K000009	NA	1400	EQUITY SHARES
KRITI		GORAWARA	K000010	NA	1750	EQUITY SHARES
KRISHAN	GOPAL	GUPTA	K000011	NA	1400	EQUITY SHARES
KRISHAN	GOPAL	JAIN	K000012	NA	1225	EQUITY SHARES
KRISHNA		DEVI	K000013	NA	700	EQUITY SHARES
KRISHNA		GOYAL	K000014	NA	1400	EQUITY SHARES
KRISHAN	KUMARI	MEHTA	K000015	NA	1400	EQUITY SHARES
KUMKUM		MAHESHWARI	K000016	NA	1400	EQUITY SHARES
KUMUD		GUPTA	K000017	NA	1400	EQUITY SHARES
LAL	SAHEB	SINGH	L000001	NA	350	EQUITY SHARES
M.	N.	BHASKAR	M000001	NA	1400	EQUITY SHARES

MADAN	LAL	MEHTA	M000002	NA	1400	EQUITY SHARES
MADHU		MIDHA	M000003	NA	1750	EQUITY SHARES
MAHANAND		SHARMA	M000004	NA	1400	EQUITY SHARES
MANGAT		RAM	M000005	NA	1400	EQUITY SHARES
MANISH		SHARMA	M000006	NA	1750	EQUITY SHARES
MANOHAR	LAL	GUPTA	M000007	NA	1400	EQUITY SHARES
MANOHAR	LAL	BATRA	M000008	NA	1050	EQUITY SHARES
MATBAR		SINGH	M000009	NA	1400	EQUITY SHARES
MAHESH		KUMAR	M000010	NA	1750	EQUITY SHARES
MUNNI		DEVI	M000012	NA	1225	EQUITY SHARES
MURARI		MAHESHWARI	M000013	NA	1400	EQUITY SHARES
NANDA	DEVI	PANDEY	N000001	NA	1225	EQUITY SHARES
NARENDRA		KUMAR	N000002	NA	350	EQUITY SHARES
NARENDRA	KUMAR	AGARWAL	N000003	NA	1400	EQUITY SHARES
NARESH		SAXENA	N000004	NA	1225	EQUITY SHARES
NARENDER		CHOUDHARY	N000005	NA	1050	EQUITY SHARES
NARENDER		KUMAR	N000006	NA	1400	EQUITY SHARES
NEERAJ		GUPTA	N000007	NA	1400	EQUITY SHARES
O.	P.	SAXENA	O000001	NA	1225	EQUITY SHARES
P.	K.	RASTOGI	P000001	NA	1400	EQUITY SHARES
PARDEEP		GUPTA	P000002	NA	1050	EQUITY SHARES
PAWAN	KUMAR	RASTOGI	P000003	NA	1050	EQUITY SHARES
POONAM		GOEL	P000004	NA	1400	EQUITY SHARES
POONAM		GUPTA	P000005	NA	875	EQUITY SHARES
PRABHAS		GUPTA	P000006	NA	350	EQUITY SHARES
PARDEEP		KUMAR	P000007	NA	175	EQUITY SHARES
PRAKESH		CHAND	P000008	NA	1400	EQUITY SHARES
PRAMOD		GUPTA	P000009	NA	350	EQUITY SHARES
PRAMOD	KANT	GOEL	P000010	NA	3500	EQUITY SHARES
PRATIBHA		GUPTA	P000011	NA	1225	EQUITY SHARES
PRAVEEN	KUMAR	GOYAL	P000012	NA	1750	EQUITY SHARES
PREM	LILA	KALRA	P000013	NA	1750	EQUITY SHARES
PUSHPA		AGARWAL	P000014	NA	1400	EQUITY SHARES
PUSPENDRA	KUMAR	GOYAL	P000015	NA	1750	EQUITY SHARES
R.	K.	ANAND	R000001	NA	1400	EQUITY SHARES
RADHIKA		DEVI	R000002	NA	350	EQUITY SHARES
RAJ		AHLUWALIA	R000003	NA	1400	EQUITY SHARES
RAJ		KUMAR	R000004	NA	1400	EQUITY SHARES
RAJ	KUMAR	AGARWAL	R000005	NA	1050	EQUITY SHARES
RAJESH		GOSAIN	R000006	NA	1750	EQUITY SHARES
RAJESH		SHARMA	R000007	NA	1400	EQUITY SHARES
REJNESH		KUMARI	R000008	NA	1400	EQUITY SHARES
RAJNI		GUPTA	R000009	NA	300	EQUITY SHARES
RAKESH	KUMAR	AGARWAL	R000010	NA	1750	EQUITY SHARES
RAKESH	KUMAR	BHARDWAJ	R000011	NA	1400	EQUITY SHARES
RAKESH	KUMAR	BHATIA	R000012	NA	1400	EQUITY SHARES
RAKESH	KUMAR	CHAWLA	R000013	NA	875	EQUITY SHARES
RAKESH	KUMAR	SAINI	R000014	NA	175	EQUITY SHARES
RAM	KISHORE	ARYA	R000015	NA	1050	EQUITY SHARES
RAM		SINGH	R000016	NA	1400	EQUITY SHARES
RAMA	SHANKAR	PATHAK	R000017	NA	350	EQUITY SHARES
RAMESH		CHAND	R000018	NA	1400	EQUITY SHARES
RAMESH	CHAND	BHARDWAJ	R000019	NA	1400	EQUITY SHARES
RAMESH	KUMAR	JINDAL	R000020	NA	1400	EQUITY SHARES
RAM	PRAKESH	SHARMA	R000021	NA	1400	EQUITY SHARES
RANJNA		AGGARWAL	R000022	NA	1750	EQUITY SHARES
RANJEET	SINGH	RAWAT	R000023	NA	1225	EQUITY SHARES
RASHMI		DIKSHIT	R000024	NA	1400	EQUITY SHARES
RATAN LAL KASHI	NATH	AGARWAL	R000025	NA	1400	EQUITY SHARES
ROOP		SINGH	R000026	NA	1400	EQUITY SHARES
SANDHYA		RASTOGI	S000001	NA	1400	EQUITY SHARES
SANJEEV		SHARMA	S000002	NA	1750	EQUITY SHARES
SANT	KUMAR	KAUSHAL	S000003	NA	1400	EQUITY SHARES
SANTOSH	KUMAR	GUPTA	S000004	NA	175	EQUITY SHARES
SANTOSH		KUMARI	S000005	NA	1400	EQUITY SHARES
SARLA		AGGARWAL	S000006	NA	1400	EQUITY SHARES
SARLA		GARG	S000007	NA	1400	EQUITY SHARES

SAROJ		JAIN	S000008	NA	1050	EQUITY SHARES
SATISH	CHAND	GUPTA	S000009	NA	175	EQUITY SHARES
SATISH		CHANDRA	S000010	NA	1400	EQUITY SHARES
SATISH	CHANDRA	AGARWAL	S000011	NA	1400	EQUITY SHARES
SATISH	KUMAR	AGGARWAL	S000012	NA	1400	EQUITY SHARES
BANDHU		S	S000013	NA	1225	EQUITY SHARES
SATYA		CHAWLA	S000014	NA	1400	EQUITY SHARES
SATYA		MADAN	S000015	NA	1050	EQUITY SHARES
SAVITRI		DEVI	S000016	NA	1225	EQUITY SHARES
SEEMA			S000017	NA	1750	EQUITY SHARES
SHALENDRA	KUMAR	GOEL	S000018	NA	1400	EQUITY SHARES
SHANTI	DEVI	(SUNITA)	S000019	NA	1400	EQUITY SHARES
SHARDA		JINDAL	S000020	NA	1400	EQUITY SHARES
SHASHI		SAXENA	S000021	NA	1225	EQUITY SHARES
SHEELA		MUNDHAR	S000022	NA	1400	EQUITY SHARES
SHEELA		DEVI	S000023	NA	1225	EQUITY SHARES
SHARWAN	KUMAR	AGGARWAL	S000024	NA	1225	EQUITY SHARES
SHRI	BHAGWAN	SHARMA	S000025	NA	1400	EQUITY SHARES
SUBASH		CHANDER	S000026	NA	1400	EQUITY SHARES
SUDHIR		KANT	S000027	NA	1400	EQUITY SHARES
SUDHIR	KUMAR	AGARWAL	S000028	NA	1750	EQUITY SHARES
SUDHIR	KUMAR	MAHESHWARI	S000029	NA	1225	EQUITY SHARES
SUMAN			S000030	NA	1225	EQUITY SHARES
SUMIT		SHARMA	S000031	NA	1400	EQUITY SHARES
SUMITRA		GARG	S000032	NA	1400	EQUITY SHARES
SUNITA		ANAND	S000033	NA	1400	EQUITY SHARES
SUNITA		DEVI	S000034	NA	350	EQUITY SHARES
SUNITA		GUPTA	S000035	NA	1400	EQUITY SHARES
SUNITA		KUMARI	S000036	NA	1750	EQUITY SHARES
SUNITA		SETH	S000037	NA	1050	EQUITY SHARES
SURENDRA	KUMAR	SHARMA	S000038	NA	2800	EQUITY SHARES
SURESH			S000039	NA	1225	EQUITY SHARES
SURESH		KUMAR	S000040	NA	1225	EQUITY SHARES
SURENDER	KUMAR	MODGIL	S000041	NA	1400	EQUITY SHARES
SUSHMA		BATRA	S000042	NA	1400	EQUITY SHARES
UMANG		MIDHA	U000001	NA	1750	EQUITY SHARES
USHA		CHAWLA	U000002	NA	1225	EQUITY SHARES
USHA		GOYAL	U000003	NA	1750	EQUITY SHARES
V.	K.	SHANGARI	V000001	NA	1225	EQUITY SHARES
VARSHA		KALRA	V000002	NA	1750	EQUITY SHARES
VEENA		GUPTA	V000003	NA	700	EQUITY SHARES
VIJAY		KALRA	V000004	NA	1750	EQUITY SHARES
VINAY	KUMAR	KOHLI	V000005	NA	1400	EQUITY SHARES
VIJAY	KUMAR	SHARMA	V000006	NA	1400	EQUITY SHARES
VINAY		SAXENA	V000007	NA	1225	EQUITY SHARES
VINOD	KUMAR	AGARWAL	V000008	NA	1750	EQUITY SHARES
VINOD	KUMAR	SEHGAL	V000009	NA	1050	EQUITY SHARES
VINOD		KUMARI	V000010	NA	1225	EQUITY SHARES
VIPIN		GORAWARA	V000011	NA	1750	EQUITY SHARES
VIRENDRA	KUMAR	GOEL	V000012	NA	1400	EQUITY SHARES
VISHNU	DUTT	UMESH	V000013	NA	1400	EQUITY SHARES
VISHNU	KUMAR	VERMA	V000014	NA	1400	EQUITY SHARES
VISHAMBAR		SINGH	V000015	NA	1400	EQUITY SHARES
YASHPAL			Y000001	NA	1225	EQUITY SHARES
RAJNI		GUPTA	NA	1201910101790431	750	EQUITY SHARES
DIMPLE	SANJAY	JAIN	NA	1203390000092097	5000	EQUITY SHARES
SANJAY		JAIN	NA	1203390000157430	5000	EQUITY SHARES
SANJAY	KUMAR	JAIN	NA	1205860000001122	8925	EQUITY SHARES
SANJAY		JOON	NA	1205860000001969	8750	EQUITY SHARES
HONEY		PARWAL	NA	1205860000002320	175000	EQUITY SHARES
RAMESHWAR	DASS	PARWAL	NA	1205860000002335	26250	EQUITY SHARES
LAXMI	DEVI	PARWAL	NA	1205860000002341	26250	EQUITY SHARES
SANDEEP	PARWAL	HUF	NA	1205860000002827	122500	EQUITY SHARES
SANDEEP		PARWAL	NA	1205860000002831	252525	EQUITY SHARES
ANJU		JAIN	NA	1205860000005224	7000	EQUITY SHARES
VIJAY SHREE BUILDEF	PRIVATE	LIMITED	NA	12058600000023288	87500	EQUITY SHARES
SUNIL		MAHESHWARI	NA	12058600000024623	35175	EQUITY SHARES

ANITA		JOON	NA	1205860000025889	7000	EQUITY SHARES
ZEALOUS FINANCIAL	PVT	LTD	NA	1205860000025952	87500	EQUITY SHARES
RUMAN		SINGH	NA	1205860000026367	6300	EQUITY SHARES
KAMAL	KISHORE	SOMANI	NA	1205860000028592	175175	EQUITY SHARES
ANKIT		SOMANI	NA	1205860000029241	35000	EQUITY SHARES
KAMAL KISHORE	SOMANI	HUF	NA	1205860000029256	35000	EQUITY SHARES
VIJAY	KUMAR	TELHAN	NA	1205860000030158	5050	EQUITY SHARES
PYARE	LAL	JOON	NA	1205860000042811	7000	EQUITY SHARES
PAWAN	KUMAR	TANWAR	NA	1205860000043146	6650	EQUITY SHARES
SHWETA		MAHESHWARI	NA	1205860000050073	7000	EQUITY SHARES
CHANDER		KANTA	NA	1205860000054648	6650	EQUITY SHARES
PRAKASH	WATI	GUPTA	NA	1205860000055466	7000	EQUITY SHARES
SANJU		SHARMA	NA	1205860000084571	22500	EQUITY SHARES
DHRUBTARA TRADING	PRIVATE	LIMITED	NA	1205860000084998	586250	EQUITY SHARES
DEFIANT ENTERPRISE	PRIVATE	LIMITED	NA	1205860000085005	568750	EQUITY SHARES
RATTAN	LAL	MAHESHWARI	NA	1205860000085379	7000	EQUITY SHARES
NIRMALA		MAHESHWARI	NA	1205860000085423	7000	EQUITY SHARES
B	R	GUPTA	NA	IN30070810128427	875	EQUITY SHARES
DINESH		KHANNA	NA	IN30154933098178	1250	EQUITY SHARES
BRIJ		MOHAN	NA	IN30154956111095	4250	EQUITY SHARES
				TOTAL	3074225	

SPA CAPITAL SERVICES LIMITED – DETAILS OF TRANSFER MADE DURING FINANCIAL YEAR 2017-2018								
Date of Registration of Transfer	Folio No. of Transfer or	Name of Transfer or	Transfer No.	Folio No. of Transfer ee	Name of Transfer ee	No. of Shares	Distinctive Nos.	Certificate No.
29/04/2017	P0024	Pawan Kumar Kohli	T-188	3017	Satish Kumar Maheshwari	7600	46501-54100	752
						10900	16501-27400	560
29/04/2017	R0061	Radha Kohli	T-189	3018	Anita Satish Maheshwari	10200	87801-98000	530
						300	54101-54400	753
29/04/2017	T001	Tech'nocrat Consultants Private Limited	T-190	3019	Ramanan d Sharma	11770	0228581 - 0240350	268-279
29/04/2017	K0022	Krishan Kumar Kohli	T-191	3020	Sanju Sharma	500	8-507	8
						4100	80701-84800	529
						500	122021-122520	531
						3800	30101-33900	588
						100	137521-137620	1258

for SPA Capital Services Limited



**Rajesh Ramnani**  
 Company Secretary  
 Membership No. : F5580  
 Address: D-44, Second Floor,  
 Naraina Vihar, New Delhi-110028

# RMG & ASSOCIATES

*Company Secretaries*

**FORM NO. MR - 3**

## **SECRETARIAL AUDIT REPORT**

**FOR THE PERIOD ENDED ON 31<sup>ST</sup> 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]

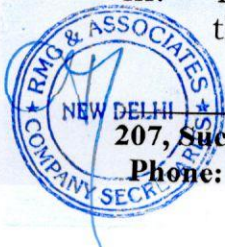
**To**  
**The Members**  
**SPA Capital Services Limited**  
**CIN: U65910DL1984PLC018749**  
**25 C- Block Community Centre,**  
**Janakpuri, New Delhi-110058**

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SPA Capital Services Limited** (hereinafter referred as 'the Company'), having its Registered Office at 25, C- Block Community Centre, Janakpuri, New Delhi-110058. 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 ended covering the Financial Year ended on **31<sup>st</sup> March, 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:

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 **31<sup>st</sup> March, 2018** according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - **Not Applicable**;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005, [www.rmgcs.com](http://www.rmgcs.com)  
Phone: 9212221110, 9868113870, 2875 2857; Telefax: 4504 2509; E-Mail: [info@rmgcs.com](mailto:info@rmgcs.com)

- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the period under review;
- 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;
- VI. As informed by the Management, the Company being registered with the RBI as NBFC, following specific laws applicable to the Company during the period under review :
- a) The Reserve Bank of India Act, 1934 and Guidelines, Directions and Instructions issued by Reserve Bank of India prescribed there under as the Company is registered as a Non-Banking Financial Company (Non-deposit accepting or holding) with Reserve Bank of India.
  - b) The SEBI (Mutual Fund) Regulations, 1996.
  - c) AMFI Guidelines (The Company being a Mutual Fund Distributor, is registered under Association of Mutual Funds in India (AMFI) and holds a valid Certificate of Registration obtained from AMFI.

For the compliances of Labour Laws & other General Laws vis-à-vis The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Maternity Benefits Act, 1961, 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 there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

**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 and it was noted that the Company has complied with the same to the extent possible, *however the stricter applicability of the Secretarial Standards is to be observed by the Company.*

**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 has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

**We further report that**

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.



The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- On the basis of 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, we have not form any opinion, whether adequate notice(s) of the Board Meetings, agenda, detailed notes on agenda and clarifications on the agenda items were sent to all the directors in accordance with the applicable rules and provisions or not for meaningful participation at the meeting.
- Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- 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.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:-

The Members in the Annual General Meeting held on 22<sup>nd</sup> September, 2017 approved:

- (i) the issuance of 21,95,875 bonus shares by the way of capitalization of its reserve and surplus in pursuance of the Section 63 of the Act.
- (ii) the Increase in Authorized Share Capital from Rs. 90,00,000/- (Rupees Ninety Lakhs Only) to Rs. 5,00,00,000/- (Rupees Five Crore Only) in pursuance of the Section 13 of the Act.
- (iii) the increase the borrowing powers/limits from Rs. 100 Crore (Rupees Hundred Crores Only) to of Rs. 200 Crore (Rupees Two Hundred Crores only) in pursuance of the Section 180(1)(c) of the Act.



**For RMG & Associates  
Company Secretaries**

*Manish Gupta*  
**CS Manish Gupta**  
Partner

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

**Place : New Delhi**

**Date : 13/08/2018**



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

**Annexure - I**

**The Members  
SPA Capital Services Limited**

Our Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 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 operate 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

**Place : New Delhi**

**Date : 13/08/2018**

**For RMG & Associates  
Company Secretaries**  
  
**CS Manish Gupta**  
**Partner**  
**FCS : 5123; C.P. No.: 4095**