

April 24, 2019

**The BSE Ltd.**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Phones: 022 - 2272 1233  
Fax: 91-22-22721919

**Security Code No.: 542376**

**SUB: OUTCOME OF THE EXTRA ORDINARY GENERAL MEETING (EGM) OF THE COMPANY HELD ON APRIL 24, 2019 AND VOTING RESULTS**

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Dear Sirs,

In continuation to the Intimation dated March 26, 2019, regarding convening of the Extra Ordinary General Meeting (EGM) of the Company, we wish to submit that the Extra Ordinary General Meeting (EGM) of the Company was held on Wednesday, April 24, 2019 at 11:30 A.M. at 23-24, 1st Floor, C - Block Community Centre, JanakPuri New Delhi - 110 058.

All the Resolutions proposed to be passed in the EGM as contained in the Notice dated March 22, 2019 were passed with the requisite majority.

In this regard, please find enclosed the following-

1. Summary of proceedings as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as **Annexure- A**.
2. Voting Results as required under Regulation 44 of SEBI LODR as **Annexure- B**.
3. Consolidated Scrutinizer's report dated April 24, 2019 on remote e-voting and voting through polling paper at EGM as **Annexure- C**.

Kindly acknowledge the receipt of the same for our records.

Thanking You.

For **SPA Capital Services Limited**

  
**Sandeep Parwal**  
Chairman Cum Managing Director  
DIN: 00025803



**PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING (EGM) OF THE COMPANY**

**PRESENT:**

**Directors:**

1. Mr. Sandeep Parwal, Chairman Cum Managing Director
2. Mr. Ramesh Menon, Independent Director, Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee

**In Attendance:**

1. Mr. Sanjay Kumar Jain, Chief Financial Officer
2. Ms. Kajal Gupta, Company Secretary & Compliance Officer
3. Mr. Mohan Chandra Upreti, M. C. Upreti & Co., Scrutinizer

**Invitee:**

1. Mr. Sanjay Joon, President.

**Members:**

1. In Person - 10, representing 17,64,175 Equity Shares
2. By Proxy - Nil.

The Meeting started at 11:30 A.M.

Mr. Sandeep Parwal, Hon'ble Chairman Cum Managing Director of the Company, chaired the Meeting.

The Hon'ble Chairman extended a warm welcome to the Directors, Officers, Members and others present in the meeting. He then introduced the Directors and officers sitting on the dais.

The Hon'ble Chairman informed that Ms. Honey Parwal, Mr. Amit Kumar Jakhotia, Mr. Mahaveer Prasad Mundhra, Mr. Vikas Dhingra, Mr. Kamal Kishore Somani, and Mr. Kamal Binani could not attend the meeting due to their pre-occupation.

The Proxy Register and other documents were made available for inspection by the members.

The Chairman confirmed the presence of requisite quorum in terms of Section 103 of the Companies Act, 2013. Thereafter, he called the meeting to order.



**Proceedings of the meeting are given hereunder:**

1. Ms. Kajal Gupta, Company Secretary & Compliance Officer of the Company informed that the Notice convening the Extra Ordinary General Meeting (EGM) was sent to all the members and others entitled thereto through E-mail and through Permitted mode on March 29, 2019.
2. She then informed the Members that pursuant to the provisions of the Companies Act, 2013, and the Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility to the Members of the Company in respect of the Resolutions mentioned in the Notice of the meeting and the same commenced at 09.00 a.m. on April 21, 2019 and ended at 05.00 p.m. on April 23, 2019.

She further informed that the Company had engaged the services of National Securities Depository Limited (NSDL) as the authorised agency to provide remote e-voting facility and had appointed Mr. Mohan Chandra Upreti of M/s M. C. Upreti & Co., Company Secretary in Practice, New Delhi as the Scrutinizer for the purpose of scrutinizing the remote e-voting and ballot process in a fair and transparent manner.

She further informed that the facility for voting through ballot paper is also available at the Meeting for Members who had not casted their vote through remote e-voting.

3. The Chairman delivered his speech. Thereafter, members asked questions which were satisfactorily answered by the Chairman Cum Managing Director, President and Chief Financial Officer of the Company.
4. The Chairman briefed to the members the objectives and implications of the following resolutions as proposed in the Notice and welcomed the shareholders to seek clarification, if any, on the agenda and the resolution proposed:

**A. Special Business**

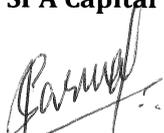
1. Appointment of Statutory Auditors to fill the casual vacancy.
2. Alteration of Objects Clause of the Memorandum of Association of the Company

The Company Secretary & Compliance Officer informed that the Scrutinizer, will consider the votes casted through remote e-voting and ballot paper conducted at the meeting and will then prepare consolidated report of voting on the resolutions and submit his report to the Chairman.



The Chairman then concluded the meeting with a vote of thanks to the Members, Directors, Officers and others present at the meeting.

**For SPA Capital Services Limited**



**Sandeep Parwal**  
**Chairman Cum Managing Director**  
**DIN: 00025803**



## Annexure - B

### Details of voting results of the Extra Ordinary General Meeting including votes cast through E-voting and Polling paper pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of the AGM/EGM	April 24, 2019
Total number of shareholders on record date (cut-off date i.e. April 17, 2019)	292
No. of Shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> <li>• Promoters and Promoter Group <ul style="list-style-type: none"> <li>- In person</li> <li>- In proxy</li> </ul> </li> <li>• Public <ul style="list-style-type: none"> <li>- In person</li> <li>- In proxy</li> </ul> </li> </ul>	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">5</div> <div style="width: 45%;">-</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 45%;">5</div> <div style="width: 45%;">-</div> </div>
No. of Shareholders attended the meeting through Video Conferencing	N.A.

Resolution required:			Ordinary Resolution - Appointment of Statutory Auditors to fill the Casual Vacancy					
Whether promoter/promoter group are interested in the agenda/resolution:			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	2090200	1845025	88.27	1845025	0	100.00	0
	Poll		0	0	0	0	0	



Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1845025	88.27	1845025	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	984025	210975	21.44	210975	0	100.00	0
	Poll		50225	5.10	50225	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		261200	26.54	261200	0	100.00	0
Grand Total		3074225	2106225	68.51	2106225	0	100.00	0

Resolution required:			Special Resolution - Alteration of Objects Clause of the Memorandum of Association of the Company					
Whether promoter/promoter group are interested in the agenda/resolution:			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2090200	1845025	88.27	1845025	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1845025	88.27	1845025	0	100.00	0



<b>Public Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	984025	210975	21.44	210975	0	100.00	0
	<b>Poll</b>		50225	5.10	50225	0	100.00	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		261200	26.54	261200	0	100.00	0
<b>Grand Total</b>		<b>3074225</b>	<b>2106225</b>	<b>68.51</b>	<b>2106225</b>	<b>0</b>	<b>100.00</b>	<b>0</b>



# MC Upreti And Co.

Company Secretaries

A-2/201, Hoover Apartments,  
Main Road, Sant Nagar, Delhi 110084  
011 23623813, 9773765182, 7701831792  
Email: csmcupreti@gmail.com

## Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20  
of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Extra Ordinary General Meeting (EGM) of the Equity Shareholders of  
SPA Capital Services Limited  
Held on April 24, 2019 at 11.30 A.M.  
at 23-24, 1<sup>st</sup> Floor, C - Block Community Centre,  
JanakPuri, New Delhi - 110 058

**Sub: Consolidated Scrutinizer's Report on remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Poll conducted at EGM of SPA Capital Services Limited**

Dear Sir,

The Board of Directors of the Company had, vide resolution passed in its Meeting held on February 14, 2019 appointed me as a Scrutinizer for conducting the remote e-voting process and voting through polling paper in pursuance of the provision of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per agreement with the Stock Exchanges to seek the approval of the Equity Shareholders in respect of the following Resolutions proposed in the Notice of the **Extra Ordinary General Meeting (EGM)** of the members of the Company held on **Wednesday, April 24, 2019, at 23-24, 1<sup>st</sup> Floor, C - Block Community Centre, JanakPuri New Delhi - 110 058 at 11:30 A.M.:**

### Special Business

1. Appointment of Statutory Auditors to fill the Casual Vacancy.
2. Alteration of Objects Clause of the Memorandum of Association of the company.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic


# MC Upreti And Co.

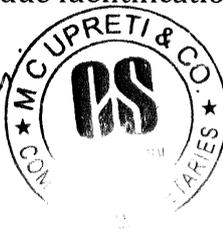
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means and polling paper received on the resolutions contained in the Notice of Extra Ordinary General Meeting. My responsibility as a scrutinizer is to ensure that the voting process through remote e-voting and polling paper are conducted in fair and transparent manner and to make a Scrutinizer's Report of the votes cast "**in favour**" or "**against**" the resolutions stated above based on the report generated from the e-voting system provided by the **National Securities Depository Limited (NSDL)** the authorized agency appointed by the Company for providing remote e-voting facilities and polling paper received by the company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The Company has engaged the services of **National Securities Depository Limited (NSDL)** as the Authorized Agency to provide secured system for remote e-voting to the shareholders of the Company to vote on resolutions through the remote e-voting facility. Shareholders opting for remote e-voting facility, casted their votes on the designated website **www.evoting.nsd.com** of **NSDL**.
2. The Company has completed on March 29, 2019 the dispatch of Notice along with the details of Login ID and password to its members through permitted modes and through E-mail by **NSDL** to members who's E-mail ID was registered with the Company or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **April 17, 2019**. Total shareholders of the Company as on the cut-off date were **292**.
3. The remote e-voting period remained open from **9:00 A.M. on April 21, 2019 up to 5:00 P.M. on April 23, 2019**. All the votes received by casting of votes electronically through **NSDL** portal up to **5:00 P.M. on April 23, 2019**, the last date and time fixed by the Company were considered for my scrutiny.
4. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote E-voting were downloaded from the E-voting website of **NSDL** for the purpose of ensuring that members who have casted their votes through remote E-voting do not vote again at the EGM.
5. Further, the chairman announced the conduct of voting by polling paper for the shareholders who had attended the meeting and have not cast their vote earlier through remote E-voting. Accordingly, One ballot box kept for polling was locked in my presence with due identification marks placed by me.

# MC Upreti And Co.

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6. The locked ballot box was subsequently opened in my presence along with two witnesses (1) Ms. Nidhi Maheshwari, R/o Shanti Niketan, 7/168, Model Town, Gali No. 4, Bahadurgarh, Haryana - 124507 and (2) Ms. Sukhjit Kaur, R/o U-43, Upadhyay Block, Shakarpur, Delhi - 110 092 who are not in the employment of the Company and polling papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in my presence. The Polling papers have been reconciled with the records maintained by the Company / Registrar & Share Transfer Agents of the Company and the authorization / proxies lodged with the Company.

*Sukhjit Kaur*

Name: Sukhjit Kaur

*Nidhi*

Name: Nidhi Maheshwari

7. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting, the votes casted by the members and proxy holders present at the EGM through polling papers, the votes casted through remote e-voting by the members were unblocked on Wednesday, April 24, 2019 at 12:10 p.m. in the presence of 2 (Two) witnesses namely Ms. Nidhi Maheshwari, R/o Shanti Niketan, 7/168, Model Town, Gali No. 4, Bahadurgarh, Haryana - 124507 and (2) Ms. Sukhjit Kaur, R/o U-43, Upadhyay Block, Shakarpur, Delhi - 110 092, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence

*Sukhjit Kaur*

Name: Sukhjit Kaur

*Nidhi*

Name: Nidhi Maheshwari

9. Thereafter, the details containing interalia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of NSDL.
10. Based on report generated from the e-voting website of NSDL and voting through polling paper at EGM, the consolidated report on the result of voting on each resolution are given hereunder:

*Amey*



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## ITEM NO -1- ORDINARY RESOLUTION

### APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	15	20,56,000	100.00
Voting through polling paper (in person or by proxy)	3	50,225	100.00
Total	18	21,06,225	100.00

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Votes 'INVALID':

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0



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## ITEM NO -2- SPECIAL RESOLUTION

### ALTERATION OF OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	15	20,56,000	100.00
Voting through polling paper (in person or by proxy)	3	50,225	100.00
Total	18	21,06,225	100.00

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
Total	0	0

*Maya Mittal*



# MC Upreti And Co.

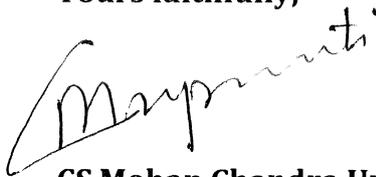
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11. I would like to inform you that all the above Resolution(s) as contained in the Notice dated March 22, 2019 has been passed with the requisite majority i.e. Resolution No. 1 as Ordinary Resolution and Resolution No. 2 as Special Resolution. You may accordingly declare the result of voting through remote E-voting and polling papers at the EGM.
12. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the EGM shall remain in my safe custody until the chairman consider, approves and signs the minutes of the aforesaid Extra Ordinary General meeting and thereafter the same will be handed over to the Chairman Cum Managing Director for safe keeping.

The Company is hereby instructed to put up the results on its website and also on the website of the NSDL and inform to the stock exchange accordingly not later than 48 hours of conclusion of Extra Ordinary General Meeting.

Thanking you  
Yours faithfully,



**CS Mohan Chandra Upreti**  
**FCS- 4179**  
**COP-20887**  
**Scrutinizer**  
**Prop: M C Upreti & Co.,**  
**Company Secretaries**



To be countersigned by the Chairman



**Sandeep Parwal**

**Place: New Delhi**  
**Date: April 24, 2019**