

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of the members of SPA Capital Services Limited will be held on Wednesday, April 24, 2019, at 23-24, 1st Floor, C - Block Community Centre, JanakPuri New Delhi - 110 058 at 11:30 A.M. to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and the recommendations of the Audit Committee and the Board of Directors of the Company, M/s SNMG & Co., Chartered Accountants (Regn. No. 004921N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s O. P. Mishra & Company, Chartered Accountants (ICAI Firm Registration No. 011873N) and to hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors of the Company in consultation with them."

2. ALTERATION OF OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

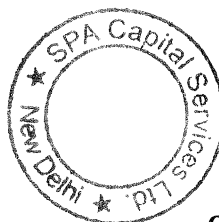
"RESOLVED THAT pursuant to the recommendation of the Board of Directors and pursuant to the provisions of Section 4, 13 and Schedule - I to the Companies Act, 2013 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to necessary approvals, if any, as may be required in this regard from appropriate authority(ies) and subject to such term(s), amendment(s), modification(s) and condition(s) as may be imposed by them, the consent of the members of the Company be and is hereby accorded, to:

- Rename the existing Clause III(A) of the Memorandum of Association of the Company as **"(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"**
 - Add following Sub - Clauses after Sub - Clause 7 in the Clause III(A) of the Memorandum of Association of the Company:
8. To carry on in India or abroad the business of securities broking including share and stock broking, derivative broking and to pool, mobilize and manage the funds of any financial institution, corporate, individual and other entities by investing and dealing in stocks, shares, debentures, derivative funds, mutual funds, bonds, units, options, company deposits, money market instruments, treasury bills, government securities,

American Depository Receipts, Global Depository Receipts and generally in securities of all kinds by way of internet, e-broking, telephone, personal contact or through other media, deal in e-commerce and to carry on all kinds of intermediary activities in the capital market, carry on mutual fund activities in India or abroad, acting as a sponsor to a mutual fund, onshore fund, off shore fund, promoting, incorporating or causing the incorporation of and/ or acquiring and investing shares in an asset management company and/or trustee company to a mutual fund and to engage in such other activities relating to the mutual fund business, to sponsor, promote and engage in venture capital activities as permitted under the applicable laws and to act as an agents, market makers, merchant bankers (but not to carry on all or any part of banking business as contemplated by Reserve Bank of India Act, 1934 / Banking Regulation Act, 1949), portfolio managers, fund managers, asset managers, managers or agents to the issue, Registrar to issue, Registrar and share transfer agents, underwriters to the issue, Debenture Trustee, financial advisors, venture capital, trusteeship services, wealth advisory services and to act as distributor of mutual funds, bonds, debentures of corporate bodies, RBI Bonds, government of India Bonds, post office schemes and such other financial and investment products and to acquire and hold one or more memberships/dealership/Broking license in stock exchange(s), security exchange(s), OTC exchange(s), commodity exchange(s) and any other recognized stock exchange(s) with trading privileges, Association of bankers, Association of mutual funds, merchant bankers, insurance companies, fund managers, brokers, securities dealers or commodity dealers, clearing houses in India or any part of the world which will or is likely in any way to facilitate the conduct of the company's business.

9. To carry on the business of providing services of Depository, depository participant, custodian of securities, credit rating agency or any other intermediary associated with the securities market for Foreign Institutional Investors, financial institutions, corporate, individuals and other entities; and to conduct de-materialization and re-materialization of shares; set up depository participant centres at various regions in India and to perform all related, incidental, ancillary and allied services.
- Rename Clause III(B) of the Memorandum of Association of the Company as **“(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE”**
 - Deleting the Clause III(C) “Other Objects” and re-numbering the Sub - Clause 1 to 41 of the Clause III (C) as Sub - Clause 33 to 73, thereby merging them in Clause III (B) of the Memorandum of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."



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

**Sandeep Parwal
ChairmanCum Managing Director
DIN: 00025803**

Date: March 22, 2019
Place: New Delhi

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set outs details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY (IES), IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. A blank proxy form is being sent herewith. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed, to the meeting hall and handover it at the entrance of the meeting hall. Corporate Member(s) intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
4. The instrument appointing proxy, duly stamped, completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Corporate Shareholders must be supported by appropriate resolution issued on behalf of the nominating companies.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
6. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such representatives to attend and vote on their behalf at the meeting.
8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of Extra Ordinary General Meeting i.e. April 24, 2019 between 11:00 A.M. and 1:00 P.M.
9. Pursuant to provisions of Section 101 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice of General Meeting and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants. Members who have not registered their e-mail address with the Company can now register the same by sending a communication to the Company or to the RTA, M/s MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi – 110 020. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
10. The Notice of Extra Ordinary General Meeting, and Attendance Slip are being sent in electronic mode to members whose e-mail address are registered with the Company or the Depository

Participants, unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of Extra Ordinary General Meeting, and Attendance Slip are being sent to those members who have not registered their e-mail address with the Company or the Depository Participants. Further the Notice of Extra Ordinary General Meeting and Attendance Slip are also being sent to all the Directors and the Auditors of the Company. The said Notice of the Meeting is also posted on the website of the Company at <http://www.spacapital.com/CapitalServices/>.

11. Members are requested to note that MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi – 110 020, is the Registrar and Transfer Agent (RTA) to look after the work related to shares held in physical and dematerialized form.
12. Members are requested to immediately notify to the Company or the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialized form. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website at <http://www.spacapital.com/CapitalServices/> under the section investors.
14. With effect from April 01, 2019, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly the Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
15. The Route Map of the venue of the Extra Ordinary General Meeting forms part of this Notice.

INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional. A member can opt for a single mode of voting i.e through remote e – voting or voting at the Extra Ordinary General Meeting. In case members cast their vote both via physical ballot paper and e-voting, then voting through e-voting shall prevail and voting done by ballot paper shall be treated as invalid.

The e-voting period shall commence on April 21, 2019 (09:00 A.M.) and will end at 5.00 p.m. on April 23, 2019. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on end date of the voting period.

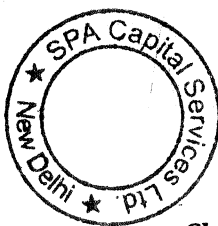
The stepwise procedure and instructions for e-voting is given hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - (a) Open e-mail and open PDF file viz."SPAe-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - (b) Type the URL: <https://www.evoting.nsdl.com/>.
 - (c) Click on Shareholder-Login.
 - (d) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (g) Select "EVEN" of "SPA Capital Services Limited".
 - (h) Now you are ready for remote e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csmcupreti@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of Extra Ordinary General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
 - a. Initial password is provided in the box mentioned in the Attendance Slip.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of April 17, 2019.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th April, , 2019 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masserv.com RTA MAS Services Limited. However, if you are already registered with NSDL for remote e-

voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.

- F. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. April 17, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the EGM through ballot paper.
- H. M/s. M. C. Upreti & Co., Company Secretary in Practice (COP No - 20887) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <http://www.spacapital.com/CapitalServices/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Ltd., where the shares of the Company are listed.
- L. In case of any grievances related to the E-voting the following officials can be contacted:
Name: Ms. Pallavi Mahatre
Designation: Manager
Address: National Securities Depository Limited
Trade World - A Wing, Kamala Mills Compound
Lower Parel, Mumbai - 400013
E-mail Id: evoting@nsdl.co.in
Phone No.: 1800-222-990

"NO GIFTS WILL BE DISTRIBUTED AT THE EXTRA ORDINARY GENERAL MEETING"



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

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

Date: March 22, 2019
Place: New Delhi

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
("THE ACT")**

RESOLUTION No. 01:

APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

M/s. O. P, Mishra & Company, Chartered Accountants (ICAI Firm Registration No. 011873N) Statutory Auditors of the Company have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act").

Casual vacancy caused by the resignation of the Auditor can be filled by the shareholders at a General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s SNMG & Co., Chartered Accountants (Regn. No. 004921N) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s O. P, Mishra & Company, Chartered Accountants (ICAI Firm Registration No. 011873N).

M/s SNMG & Co., Chartered Accountants (Regn. No. 004921N) have given their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Further the disclosures as required under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 are as follows:

S. No.	Particulars	Details
1.	Proposed fees payable to the Statutory Auditor(s)	The remuneration of the Statutory Auditors shall be as fixed by the Board of Directors of the Company in consultation with them
2.	Terms of Appointment	The new auditors would hold office till the conclusion of the ensuing Annual General Meeting of the Company.
3.	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	M/s O. P, Mishra & Company, Chartered Accountants was appointed as statutory auditor at a remuneration of Rs. 2,50,000/- and the New Auditors would be appointed at a Remuneration not less than the remuneration paid to the earlier Statutory Auditors and there will not be any material change in the auditors remuneration.
4.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	The Audit Committee and the Board of Directors of the Company have recommended for the appointment of M/s SNMG & Co., Chartered Accountants (Regn. No. 004921N), F-378, Sarita Vihar, New Delhi-110076 as the Statutory Auditor of the Company as it is reputed Chartered

		Accountancy firm rendering Comprehensive Professional services and are subjected to peer review as are required as per Regulation 33 of LODR, 2015.
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None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

Accordingly, the resolution set out at Item No. 1 of the Notice for the appointment of M/s SNMG & Co., Chartered Accountants (Regn. No. 004921N) is placed before the members for approval by way of an Ordinary Resolution.

The Board recommends the Resolution as set out at item No. 1 for approval of the members.

RESOLUTION No. 02:

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

With evolving trends in the Indian Economy and the Securities market which is currently growing at a robust rate, it is expected that the pace of growth will get further momentum in the coming years, which will provide the opportunities of growth and business expansion for the various market intermediaries operating in the Securities Market.

Considering the various growth opportunities available in the Securities market, it is proposed to start the business of Stock Broker and Depository Participant, for which the Company is required to alter the objects clause of the Memorandum of Association of the Company, subject to the approval of the members of the Company.

Further upon enactment of the Companies Act, 2013, ("Act") the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association:

1. The Objects to be pursued by the company on its incorporation i.e. Main Objects.
2. Matters which are necessary for furtherance of the Main Objects.

It is proposed to amend the Main objects of the Company to authorize the Company to start the business of Stock Broking and Depository Participant. Accordingly, it is proposed to add Sub - Clause 8 and 9 after Sub - Clause 7 in the Clause III(A) of the Memorandum of Association of the Company.

- Further to align the Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2013 it is proposed to Rename the existing Clause III(A) of the Memorandum of Association of the Company as "III(A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**" and Rename Clause III(B) of the Memorandum of Association of the Company as "III(B) **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE**" and Delete the Clause III(C) "Other Objects" and re-numbering the Sub - Clause 1 to 41 of the Clause III (C) as Sub - Clause 33 to 73, thereby merging them in Clause III (B) of the

Memorandum of Association of the Company.

The Board of Directors at their meeting held on March 22, 2019 has subject to the approval of the members approved the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for alteration in the Objects Clause of the Memorandum of Association of the Company.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding.

The Board thus recommends the Resolution as set out at item No. 2 for approval of the members by way of a Special Resolution.



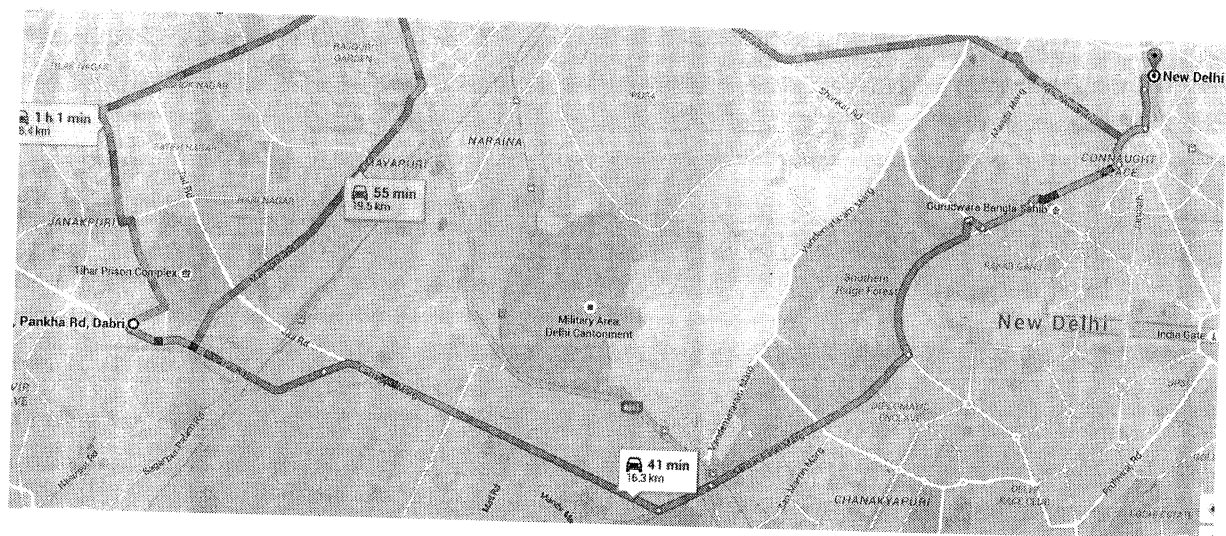
**By the Order of the Board of
SPA Capital Services Limited**

A handwritten signature in black ink, appearing to read "Sandeep Parwal".

**Sandeep Parwal
ChairmanCum Managing Director
DIN: 00025803**

Date: March 22, 2019
Place: New Delhi

MAP FOR EGM VENUE
Venue: 23-24, 1st Floor, C - Block Community Centre, JanakPuri New Delhi - 110 058



SPA CAPITAL SERVICES LIMITED

Sr. No.....

ATTENDANCE SLIP

Extra Ordinary General Meeting of SPA Capital Services Limited held on Wednesday, April 24, 2019, at 23-24, 1st Floor, C - Block Community Centre, JanakPuri New Delhi - 110 058 at 11:30 A.M.

NAME (IN BLOCK LETTERS)	
ADDRESS	
REGISTERED FOLIO NO. / DP ID & CLIENT ID*	
SHAREHOLDER / PROXY/ AUTHORISED REPRESENTATIVE	
MOBILE NO. E-MAIL ID	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Wednesday, April 24, 2019, at 23-24, 1st Floor, C - Block Community Centre, JanakPuri New Delhi - 110 058 at 11:30 A.M.

Signature of Shareholder / Proxy / Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN	NO.OFSHARE(S)
«EVEN»	«USER»	«PASS»	«HOL»

NOTES:

1. You are requested to sign and hand over the Attendance Slip at the entrance.
2. *Applicable for Investor(s) holding share(s) in demat form.
3. Each equity share of the Company carries one vote.

Form No. MGT - 11**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L65910DL1984PLC018749**
Name of the Company: **SPA CAPITAL SERVICES LIMITED**
Registered Office: **25, C - Block, Community Centre, JanakPuri, New Delhi - 110 058**

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

I/We, being the member(s) of the above named company, hereby appoint

1. Name:Address:
E-mail Id:Signature:, or failing him
2. Name:Address:
E-mail Id:Signature:, or failing him
3. Name:Address:
E-mail Id:Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, April 24, 2019, at 23-24, 1st Floor, C - Block Community Centre, JanakPuri New Delhi - 110 058 at 11:30 A.M. and at any adjournment thereof in respect of such resolutions/items of Agenda as are indicated below:

S. No.	Resolution	For	Against
	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		

Signed this..... day of, 2019.

Affix Revenue Stamp of Re. 1 Signature
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Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. **The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
3. **A proxy need not be a member of the Company.**
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

***Applicable for Investors holding shares in demat form.**