SPA
THE FINANCIAL ADVISORS
www.spacapital.com

SPA Capital Services Ltd
CIN: L65910DL1984PLC018749

25, C - Block Community Center
Janakpuri , New Delhi - 110058
Tel. : 011 – 45675500
Email : info@spacapital.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that 01/2025 Extra-Ordinary General Meeting ("**EGM**") of the Members of **SPA Capital Services Limited** will be held on Friday, 5th Day of December, 2025 at 11:00 A.M. at the registered office of the Company situated at 25 C- Block Community Centre Janakpuri, New Delhi-110058 to transact the following business:

SPECIAL BUSINESS:

1. Reclassification of person forming part of the Promoter from 'Promoter' to 'Public'

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

"RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the No Objection received from BSE Limited vide letter No. LIST/COMP/HG/485/2025-26 dated October 09, 2025 respectively, and subject to necessary approvals from such statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded for reclassification of the following person(s) forming part of Promoters (hereinafter referred to as the ("Outgoing Promoters") from "Promoters" to "Public":

Name of Shareholder	Type	No. of shares held	%age of paid up capital
Mr. Kamal Kishore Somani	Promoter	0	0%
Kamal Kishore Somani HUF	Promoter	0	0%

RESOLVED FURTHER THAT pursuant to provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, the above named Outgoing Promoter(s) have confirmed that they shall not:

- hold more than 10% of the fully paid up equity share capital and voting rights of the Company;
- exercise control over the affairs of the Company, directly or indirectly;
- have any special rights through formal or informal arrangements including through any shareholder agreements, if any, granting special rights to him shall be terminated;
- be represented on the Board of Directors (including not having a nominee director) of the Company;
- act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from "Promoter" to "Public";

RESOLVED FURTHER THAT as required under the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, the above-mentioned Outgoing Promoter(s) has further confirmed that he is neither a 'wilful defaulter' as per the Reserve Bank of India Guidelines nor a fugitive economic offender;

RESOLVED FURTHER THAT Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient in this regard as per the applicable laws and make all necessary filings and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution."

By the order of the Board of
SPA Capital Services Limited

Sandeep Parwal
(Chairman cum Managing Director)
DIN: 00025803

Date: 10/11/2025
Place: New Delhi

Registered Office:
25 C- Block Community Centre
Janakpuri, New Delhi-110058
Email ID: listing@spacapital.com
Website: www.spacapital.com

NOTES:

1. A Member entitled to attend and vote at the 1/2025 Extra Ordinary General Meeting (the "Meeting") is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.

   A BLANK PROXY FORM IS ENCLOSED.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 proxy and such person shall not act as a proxy for any other member. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Extra Ordinary General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

   The Instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

   Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member.

2. Members/Proxies/Authorised Persons attending the Extra Ordinary General Meeting (EGM) of the Company are requested to hand over the Attendance Slip duly filled in for admission to the EGM hall.

3. 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.

4. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Extra Ordinary General Meeting.

7. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Extra Ordinary General Meeting.

8. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.

9. Corporate/institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send certified true copy of the Board Resolution/Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote on their behalf at the Meeting.

10. All documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 A.M to 1:00 P.M. on all working days up to the date of Extra Ordinary General Meeting.

11. Pursuant to the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) no amount is unclaimed towards dividend to any shareholder.

12. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be to prevent frauds.

13. Pursuant to Regulation 46(2) (j) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Company has created an E-mail ID: listing@spacapital.com for quick redressal of Members/investors grievances.

14. The Register of Members and Share Transfer Books of the Company shall remain closed from November 28, 2025 to December 05, 2025 (both days inclusive).

15. Members/Proxies should bring their copy of the Notice for reference at the meeting and also the duly filled in and signed attendance slip for attending the meeting.

16. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members may contact the Company or RTA for assistance in this regard.

17. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.

18. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

19. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the space provided in the Attendance Slip and hand it over at the registration counter.

20. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.

21. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person to whom the shares held by him shall vest in the event of his death.

22. Non-Resident Indian Members are requested to inform RTA, immediately of:

    a) Change in their residential status on return to India for permanent settlement or

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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 details to the Company / Share Transfer Agent (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi - 110020 at sm@masserv.com, Ph +91-11- 26387281/82/83.

23. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice of the 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. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s MAS Services Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

24. The Notice of EGM along with Explanatory Statement and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copies of the Notice of EGM along with Explanatory Statement and Attendance Slip are being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).

VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their rights to vote on resolutions proposed in this notice by electronic means ("remote e-voting") and the business may be transacted through e-voting services, the said resolutions will not be decided on a show of hands at the EGM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for members for voting electronically are as under: - In case of members receiving e-mail:

The voting period begins on Tuesday, 02, December, 2025 at 9.00 A.M. and ends on Thursday, 04, December, 2025 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 28 November, 2025 may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter.

i) The shareholders should log on to the e-voting website https://www.evoting.nsdl.com/ Click on "Shareholders / Members" tab to cast your votes.

ii) Now Enter your User ID
   a) For CDSL: 16 digits beneficiary,
   b) For NSDL: 8 Character DPID followed by 8 Digits Client,
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

iii) Next enter the Image Verification as displayed and Click on Login.

iv) If you are holding shares in demat form and had logged on to https://www.evoting.nsdl.com/ and voted on an earlier voting of any company, then your existing password is to be used.

v) If you are a first time user follow the steps given below:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in the company records in order to login. If both the details are not recorded with the depository or company please of Birth enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (i).

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through NDSL platform . It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

ix) Click on the EVSN for on which you choose to vote.

x) On the voting page, you will see “RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xv) If demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. Please follow the instructions as prompted by the mobile app while voting on your mobile.
NSDL mobile app is available on

App Store   Google Play

xvii) Note for Non- Individual Shareholders and Custodians :

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evoting.nsdl.com/ and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.com
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be emailed to helpdesk evoting@nsdl.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk evoting@nsdl.com.

In case of members receiving the physical copy:
Please follow all steps serial no. (i) to serial no. (xvii) above to cast vote.

xix) The shareholders can opt for only one mode of voting, i.e. either ballot voting by- attending EGM or remote e-voting. If any shareholders opt for remote e-voting, he/she will not be eligible to vote physically in EGM. However members who are attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

xx) The official responsible to address the grievances connected with voting by electronic means - Ms. Vaishnavi Sharma, Company Secretary & Compliance Officer, Ph. No. 011-4567 5500, email; listing@spacapital.com

xxi) Company shall publish the result of remote e-voting & the resolutions passed at its general meeting on its Website.

25. The Board of Directors has appointed M/s. Mohan Upreti and co., Company Secretary in Practice (FCS 4179), COP NO: 26571, as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.

26. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman and in his absence to the Company Secretary of the Company.

27. The result of voting shall be declared by the Chairman/Company Secretary of the meeting on or after the Extra Ordinary General Meeting of the Company (within two working days of conclusion of EGM). The results declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.spacapital.com/and on the website of the NSDL immediately after the result is declared by the Chairman/Company Secretary.

28. The result will also be communicated to stock exchange where the shares of the Company are listed.

29. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and as per Rule 18 of the Companies (Management and Administration) Rules, 2014 allowed Companies to send any notice/document to its members through e-mail. In order to support the same members hereby requested to register, update and provide their respective operational e-mail id to RTA i.e. MAS Services Limited or/and their respective Depository Participant (DP's).

30. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 8, 2018 and others respective allied Acts, rules and regulations as amended thereof, members holding shares in physical form are hereby requested to urgently convert them in Dematerialization form by requesting the RTA i.e. MAS Services Limited or/and their respective Depository Participant (DP's).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Resolution No(s). 1 mentioned in the accompanying Notice.

Item No. 1
Reclassification of person forming part of the Promoter from 'Promoter' to 'Public'

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015'), has provided a regulatory mechanism for reclassification of 'Promoters' to 'Public'.

The Board of Directors had received an application dated February 06, 2025 from Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)") forming part of Promoters holding 0 (Zero) equity shares each in the Company to re-classify themself as Public.

The Board of Directors vide resolution passed at the meeting dated February 12, 2025 took note of above application and granted their consent to proceed with the process of reclassification of status of Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)") from "Promoter(s)" to "Public" subject to necessary approvals from the stock exchanges where the shares of the Company are listed and further subject to approval of shareholders of the Company and other appropriate statutory authorities, as may be necessary. A certified true copy of the resolution passed by the Board of Directors at their meeting held on February 12, 2025 is enclosed as ***Annexure I***.

Accordingly, in response to the Company's application to the Stock Exchanges on February 18, 2025, the Company received No Objection from the BSE Limited (BSE) vide letter bearing Ref. No. LIST/COMP/HG/485/2025-26 for reclassification of Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)") from "Promoter(s)" to "Public". Copy of No-objection as received from BSE is enclosed as ***Annexure II*** respectively.

Details of Outgoing Promoter Group Shareholder are as follows:

Name of Shareholder	Type	No. of shares held	%age of paid up capital
Mr. Kamal Kishore Somani	Promoter	0	0%
Kamal Kishore Somani HUF	Promoter	0	0%

Vide application of Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)"), they have confirmed that they:

a) Do not hold more than 10% of the fully paid-up equity share capital and voting rights of the Company;
b) Do not exercise control over the affairs of the listed entity directly or indirectly
c) Do not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to him shall be terminated;
d) Do not represent on the Board of Directors (including as a nominee director) of the Company;
e) Do not act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned under Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from "Promoter(s)" to "Public".

Further, the Outgoing Promoter(s) have confirmed in their individual capacity that they are neither 'willful defaulter(s)' as per the Reserve Bank of India Guidelines nor a fugitive economic offender(s).

Further, board confirms that post this reclassification:

a) The Company will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (LODR) Regulations, 2015;

b) Trading in the Company's shares has not been suspended by stock exchanges and

c) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

By the order of the Board of
SPA Capital Services Limited

SPA Capital Services Ltd. New Delhi

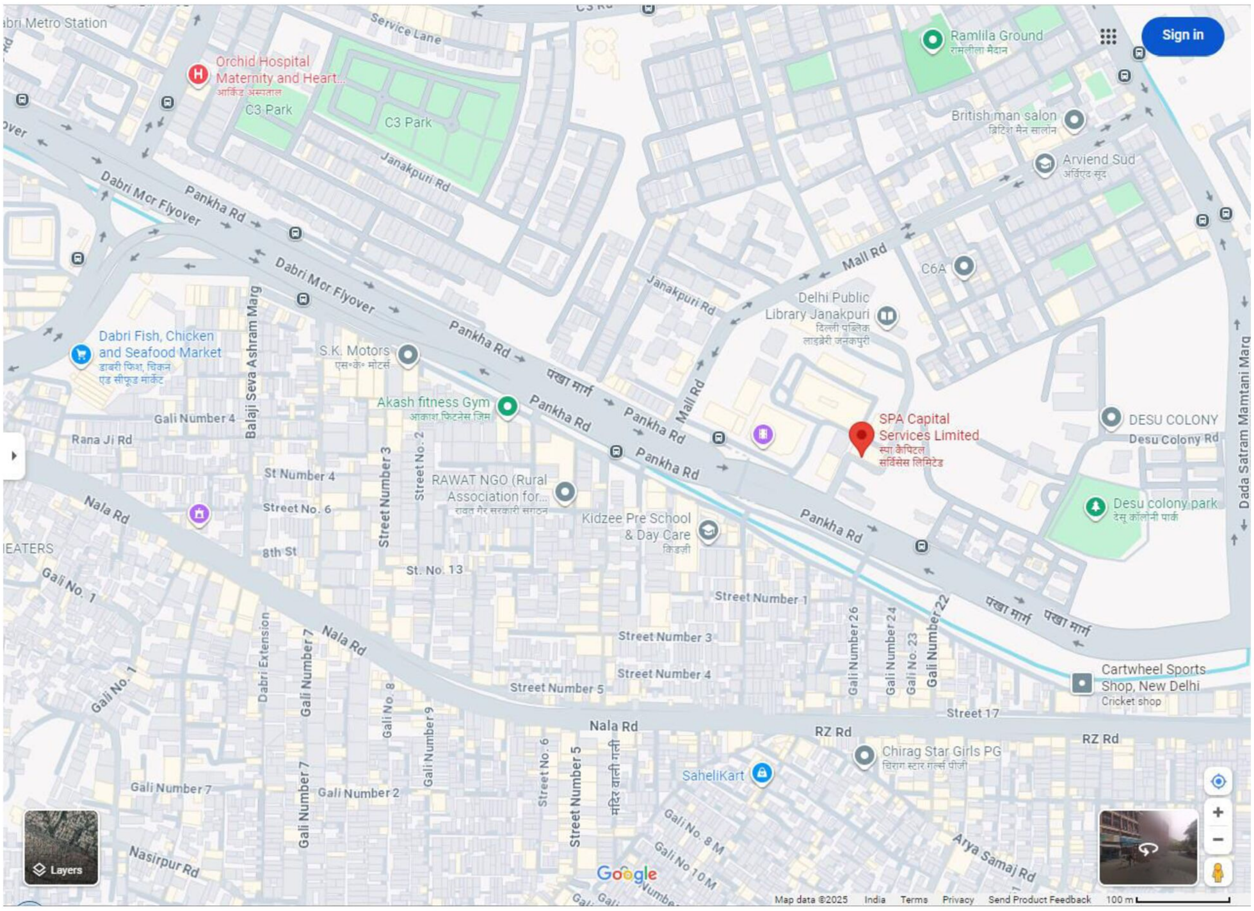
Sandeep Parwal
(Chairman cum Managing Director)
DIN: 00025803

Date: 10/11/2025
Place: New Delhi

Registered Office:
25 C- Block Community Centre
Janakpuri, New Delhi-110058
Email ID: listing@spacapital.com
Website: www.spacapital.com

ROUTE MAP FOR 1/2025 EXTRA ORDINARY GENERAL MEETING

Venue: 25 C- Block Community Centre Janakpuri, New Delhi-110058



ATTENDANCE SLIP

SPA CAPITAL SERVICES LIMITED
Regd. Office: 25, C – Block, Community Centre, Janakpuri, New Delhi –110058,
Phone: 011-4567 5500
E-mail: listing@spacapital.com, Website: http://www.spacapital.com/CapitalServices/
CIN-L65910DL1984PLC018749

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING.

DP ID–Client ID*/ Folio No.:	
Name of Member:	
Name of Proxy holder:	
No. of Share(s) held:	

I hereby record my presence at the **1/2025 Extra Ordinary General Meeting** of SPA Capital Services Limited held on Friday, 5th Day of December, 2025 at 11:00 A.M. at the registered office of the Company situated at 25 C- Block Community Centre Janakpuri, New Delhi-110058

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Signature of Shareholder / Proxy

Notes:

1. Members / Proxy-holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
2. Members are requested to bring their copy of Notice of EGM for reference at the Meeting.

*Applicable for investors holding shares in electronic form.

Proxy Form

Form MGT-11

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

SPA CAPITAL SERVICES LIMITED
Regd. Office: 25, C – Block, Community Centre, Janakpuri, New Delhi –110058,
Phone: 011-45675500
E-mail: listing@spacapital.com, Website: http://www.spacapital.com/CapitalServices/
CIN-L65910DL1984PLC018749

1/2025 Extra Ordinary General Meeting of members of SPA Capital Services Limited on Friday 5th December, 2025 at 25, C–Block, Community Centre, Janakpuri New Delhi– 110058, **at 11.00 A.M.**

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

I/We, being the member(s) of__________shares of SPA Capital Services Limited hereby appoint:

1) Name:______________________________
Address: ____
E-mail id:_______________________________
Signature:_________________________________or failing him/her

2) Name:______________________________
Address: ____
E-mail id:_______________________________________
Signature:_____________________________________ or failing him/her

3) Name:_________________________________
Address: ____
E-mail id:_____________________________________
Signature:______________________________or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2025 Extra Ordinary General Meeting of the Company, to be held on Friday 5th December, 2025 at 25, C – Block, Community Centre, Janakpuri, New Delhi – 110058 at 11:00 AM and any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolutions	Type of Resolution	For	Against
SPECIAL BUSINESS:				
1.	Reclassification of person forming part of the Promoter from 'Promoter' to 'Public'	Ordinary Resolution		

*Applicable for investors holding shares in electronic form.

Signed this……….day of…………………2025

Signature of Shareholder………………………

Affix Revenue Stamp ofRs.1/-

……………………………… ………………………………… ………………………………

Signature of first proxy holder | Signature of second proxy holder | Signature of third proxy holder

NOTES:

1. This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a 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 of shareholder.
4. **This is only optional. Please put a `X' in the appropriate column against their solutions indicate din the Box. If you leave the 'For or 'Against' column blank.
   Against any or all there solutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SPA CAPITAL SERVICES LIMITED
Regd. Off. : 25, C–Block, Community Centre, Janakpuri, New Delhi –110058
Email Id: listing@spacapital.com Ph: 011- 4567 5500
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BALLOT FORM

1. Name(s) of Shareholder(s)/ Joint Holder (s), if any (In Block Letters):
2. Registered Address of the Sole/First named Shareholders /Beneficial Owners:
3. Registered Folio No./D PID–Client ID* :
   (*Applicable to members holding shares in Dematerialized form)

4. No. of shares held :

5. I/We hereby exercise my/our vote in respect of the following Resolution(s) set out in the Notice of the 1/2025 EGM of the Company held on Extra Ordinary General Meeting on Friday 5th December, 2025 at 25,C – Block, Community Centre, Janakpuri, New Delhi – 110058, at 11.00 A.M.- by conveying my/our assent or dissent to the said Resolution(s) by placing tick (√) mark at the appropriate box below:-

S.No.	Resolutions	Type of Resolution	For	Against
SPECIAL BUSINESS:				
1.	Reclassification of person forming part of the Promoter from 'Promoter' to 'Public'	Ordinary Resolution		

____

Shareholder

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SPA Capital Services Ltd.
CIN: L65910DL1984PLC018749

25, C-Block Community Centre
Janak Puri, New Delhi-110 058
Tel. : 011-45675500
Email : info@spacapital.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SPA CAPITAL SERVICES LIMITED HELD ON WEDNESDAY, THE 12TH DAY OF FEBRUARY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 25, C-BLOCK, COMMUNITY CENTER, JANAK PURI, NEW DELHI – 110058 AT 12:00 PM.

To consider and approve the request received from the persons belonging to Promoter/Promoter Group for reclassifying them from the 'Promoter Group' category to the 'Public' category under Regulation 31A of SEBI (LODR) Regulations, 2015

"**RESOLVED THAT** pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the Board of Directors of the Company be and is hereby accorded to re-classify the following person(s) from "Promoter"/ "Promoter Group" category to "Public" category:

Sr. No.	Name of the Promoter/ Promoter Group	No. of Equity Shares held	Percentage of shareholding
1	Kamal Kishore Somani	NIL	NIL
2	Kamal Kishore Somani HUF	NIL	NIL

"**RESOLVED FURTHER THAT** the above mentioned person are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also, they have not entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

i. Do not hold more than ten percent of the total voting rights in the Company;
ii. Do not exercise control over the affairs of the Company directly or indirectly;
iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
v. Have not act as a key managerial person in the Company;
vi. Is not a 'willful defaulter' as per the Reserve Bank of India Guidelines
vii. Is not a fugitive economic offender.

SPA Capital Services Ltd. New Delhi

SPA
THE FINANCIAL ADVISORS
www.spacapital.com

SPA Capital Services Ltd.
CIN: L65910DL1984PLC018749

25, C-Block Community Centre
Janak Puri, New Delhi-110 058
Tel. : 011-45675500
Email : info@spacapital.com

RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 post re-classification from "Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT on approval of Stock Exchange and upon application for reclassification of aforesaid persons, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group category to Public Category, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard"

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for seeking the approval of the Stock exchange and any / other regulatory authorities, if any for the reclassification of the status of "outgoing promoters" as "Public" category.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary"

Certified True Copy
For **SPA Capital Services Limited**

Manish Kumar
Company Secretary and Compliance Officer

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EXTRACT OF MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF SPA CAPITAL SERVICES LIMITED HELD ON WEDNESDAY ON 12TH FEBRUARY, 2025 AT 12.00 NOON AT THE REGISTERED OFFICE OF THE COMPANY

To consider and approve the request received from the persons belonging to Promoter/Promoter Group for reclassifying them from the 'Promoter Group' category to the 'Public' category under Regulation 31A of SEBI (LODR) Regulations, 2015

The chairman informed the Board that the Company had received the request letters from Promoter / Promoter group on 6th February, 2025 (herein referred to as "Outgoing Promoters") to reclassify their status from "Promoter group Category" to "Public Category" as per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended time to time. The Company has intimated the request received for reclassification to the stock Exchange about the same.

The Board discussed and considered the fact that the aforementioned outgoing promoters/promoter group is not in control and management over the affairs of the Company; neither have they had any say in management decisions.

Further, the Board was also briefed that the members of the outgoing Promoter group have specifically mentioned in their respective requests that they satisfy all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation 3 of Regulation 31A of SEBI (LODR) Regulations, 2015 and also confirmed that at all times from the date of such re-classification, they will continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Clause (b) of sub-regulation 3 of Regulation 31A and shall also comply with conditions mentioned at Sub-clause (iv) and (v) of clause (b) of Sub regulation (3) of Regulation 31A of the SEBI (LODR) Regulations, 2015 for a period of not less than three years from the date of such reclassification, failing which they shall automatically be reclassified under Promoter Group category.

In view of the rationale provided by the Outgoing Promoters and on the confirmation that they satisfy the requirements of Regulation 31A of the SEBI (LODR) Regulations, 2015, Board was of the view that the requests made by the Outgoing Promoters/ Promoter group for reclassification of their category be accepted and approved, subject to approval of the Stock Exchanges/ other regulatory authorities, if any.

The Board was also informed that as the Outgoing promoter(s) seeking reclassification, together hold NIL shares and has NIL voting rights in the listed entity therefore approval of shareholders pursuant to Regulation 31A(3)(a)(iii) of SEBI(LODR) Regulations, 2015 is not required.

The Board discussed the matter in detail and passed the following resolution unanimously in favor of reclassifying the outgoing promoters:

SPA Capital Services Ltd. New Delhi

"**RESOLVED THAT** pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the Board of Directors of the Company be and is hereby accorded to re-classify the following person(s) from "Promoter"/ "Promoter Group" category to "Public" category:

Sr. No.	Name of the Promoter/ Promoter Group	No. of Equity Shares held	Percentage of shareholding
1	Kamal Kishore Somani	Nil	Nil
2	Kamal Kishore Somani HUF	Nil	Nil

"**RESOLVED FURTHER THAT** the above mentioned person are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also, they have not entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

i. Do not hold more than ten percent of the total voting rights in the Company;
ii. Do not exercise control over the affairs of the Company directly or indirectly;
iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
v. Have not act as a key managerial person in the Company;
vi. Is not a 'willful defaulter' as per the Reserve Bank of India Guidelines
vii. Is not a fugitive economic offender.

RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 post re-classification from "Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT on approval of Stock Exchange and upon application for reclassification of aforesaid persons, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

SPA Capital Services Ltd. New Delhi

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group category to Public Category, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard"

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for seeking the approval of the Stock exchange and any / other regulatory authorities, if any for the reclassification of the status of "outgoing promoters" as "Public" category.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary"

Certified True Copy
***FOR* SPA CAPITAL SERVICES LIMITED**

SPA Capital Services Ltd. New Delhi

Manish Kumar
Company Secretary and Compliance officer

LIST/COMP/HG/485/2025-26

October 09, 2025

The Company Secretary/ Compliance Officer
SPA Capital Services Ltd
25, C Block, Community Centre,
Janakpuri, New Delhi, Delhi, 110058

Subject: No-objection for reclassification of Promoter(s) under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

This is in reference to your application dated February 18th, 2025, requesting no-objection for the reclassification of promoter(s) under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the submission made by the Listed Entity, the Exchange grants no-objection for the reclassification request dated, February 18th, 2025, for the following promoter(s) in accordance with Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr.No.	Name of Promoter(s) / Promoter(s) Group
1.	Mr. Kamal Kishore Somani
2.	Kamal Kishore Somani HUF

You are required to ensure compliance with subsequent relevant disclosures of material events related to this reclassification, in accordance with the applicable provisions of Regulation 31A of SEBI (LODR) Regulations, 2015.

Yours faithfully,

09/10/2025

Shyam Bhagirath
Manager
Listing Compliance

Harsh Gohil
Listing Compliance

Registered Office: BSE Limited, Floor 25, P J Towers, Dalal Street, Mumbai 400001, India. **T:** +91 22 2272 1234/33 | **E:** corp.comm@bseindia.com
www.bseindia.com | Corporate Identity Number : L67120MH2005PLC155188