## Form No. MGT 9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2016]

#### I. Registration and other details:

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

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

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

Name and description of main products / services	NIC Code of the product / service	% to total turnover of the Company
Dealing in securities on own account	6499	51.13%
Activities auxiliary to financial services	6619	48.87%

<sup>\*</sup> As per National Industrial Classification – Ministry of Statistics and Programme Implementation

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

Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
N.A.	N.A.	N.A.	N.A.	N.A.

## IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Category of Shareholders		Shares held e year (As				Shares held year (As on S			% Chang
	Dema t	Physical	Total	% of Total Shares	Dem at	Physical	Tota l	% of Total Shares	e during the Year
A. Promoter & Promoter Group (1) Indian									
a)Individual/HUF	8,47,7 00	0	8,47,7 00	27.57	8,47, 700	0	8,47, 700	27.57	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	12,42, 500	0	12,42, 500	40.42	12,4 2,50 0	0	12,4 2,50 0	40.42	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f)Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)	20,90	0	20,90	67.99	20,9	0	20,9	67.99	0
(1):-	,200		,200		0,20		0,20		
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b)Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e)Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter & Promoter Group (A) = (A)(1)+(A)(2)	20,90	0	20,90	67.99	20,9 0,20 0	0	20,9 0,20 0	67.99	0
B. Public Shareholding 1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0

O I	0	0	0	0	0	0	0	0	0
f) Insurance	0	0	0	0	0	0	0	0	0
Companies	0	0	0	0	0	0	0	0	
g) FIIs	0	0	0	0	0	0	0	0	0
h)Foreign	0	0	0	0	0	0	0	0	0
Venture Capital									
Funds	0	0		0	-			0	
i)Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total	0	0	0	0	0	0	0	0	0
(B)(1):-	0	0		0				0	
2.Non-	0	0	0	0	0	0	0	0	0
Institutions									
a) Bodies Corp.	0==0		0==0		0==		0==	0.0=	
i) Indian	87,50	0	87,50	2.85	87,5	0	87,5	2.85	0
	0		0		00		00		
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	4.00.		=		40-				
i) Individual	1,08,4	5,52,080	6,60,5	21.49	1,36,	5,24,230	6,60,	21.49	0
shareholders	50		30		300		530		
holding nominal									
share capital upto									
Rs. 1 lakh		. =							
ii) Individual	57,67	1,78,320	2,35,9	7.67	1,79,	56,050	2,35,	7.67	0
shareholders	5		95		945		995		
holding nominal									
share capital in									
excess of Rs 1									
lakh									
C. Any Other	0	0			0			0	
Office Bearers	0	0	0	0	0	0	0	0	0
Qualified Foreign	0	0	0	0	0	0	0	0	0
Investor									
Non Resident	0	0	0	0	0	0	0	0	0
Indians (Repat)	0	0		0	-			0	
Non Resident	0	0	0	0	0	0	0	0	0
Indians (Non									
Repat)	0	0	0	0	0	0	0	0	
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Member	0	0	0	0	0	0	0	0	0
Directors/Relativ	0	0	0	0	0	0	0	0	0
es		•		•					
Trusts	0	0	0	0	0	0	0	0	0
Foreign Company	0	0	0	0	0	0	0	0	0
Foreign Portfolio	0	0	0	0	0	0	0	0	0
Investor									
(Corporate)		~				_			
Overseas Bodies	0	0	0	0	0	0	0	0	0
Corporate		•	•		•	_			
Sub-total	0	0	0	0	0	0	0	0	0
(B)(2):-									

Total Public	2,53,	7,30,40	9,84,	32.01	4,03,	5,80,280	9,84,	32.01	0
Shareholding	625	0	025		745		025		
Public Group									
(B)=(B)(1)+(B)(2									
)									
C. Shares held by	0	0	0	0	0	0	0	0	0
Custodian for									
GDRs & ADRs									
<b>Grand Total</b>	23,43	7,30,40	30,74	100	24,9	5,80,280	30,7	100	0
(A+B+C)	,825	0	,225		3,94		4,22		
					5		5		

<sup>\* 100%</sup> Shareholding is in physical form.

## ii) Shareholding of Promoters:-

Shareholder's Name		ding at the r (As on 01	beginning of -04-2018)		Share holding at the end of the year (As on 31-03-2019)			
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	in share holding during the year	
Promoters								
Sandeep Parwal	2,52,525	8.21	NA	2,52,525	8.21	NA	0.00	
Kamal Kishore Somani	1,75,175	5.70	NA	2,10,175	6.84	NA	1.14	
Promoter								
Group								
Dhrubtara Trading Private Limited	5,86,250	19.07	NA	5,86,250	19.07	NA	0.00	
Defiant Enterprises Private Limited	5,68,750	18.50	NA	5,68,750	18.50	NA	0.00	
Honey Parwal	1,75,000	5.69	NA	1,75,000	5.69	NA	0.00	
Sandeep Parwal HUF	1,22,500	3.98	NA	1,22,500	3.98	NA	0.00	
Vijay Shree Builders Private Limited	87,500	2.85	NA	87,500	2.85	NA	0.00	
Ankit Somani	35,000	1.14	NA	0	0	NA	(1.14)	
Kamal Kishore Somani HUF	35,000	1.14	NA	35,000	1.14	NA	0.00	
Rameshwar	26,250	0.85	NA	26,250	0.85	NA	0.00	

Dass Par	wal							
Laxmi	Devi	26,250	0.85	NA	26,250	0.85	NA	0.00
Parwal								
Total		20,90,200	67.99	NA	20,90,200	67.99	NA	0.00

## iii) Change in Promoters' Shareholding

#### (a) Mr. Sandeep Parwal

Particulars		lding at the g of the year	Sharehol	ulative ding during year
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year (01.04.2018)	2,52,525	8.21		
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		N	IL	
At the end of the year (31.03.2019)			2,52,525	8.21

## (b) Mr. Kamal Kishore Somani

Particulars		lding at the g of the year	Cumulative Shareholding durin the year		
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year (01.04.2018)	1,75,175	5.70			
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):  Transfer of Shares from Mr. Ankit Somani to Mr. Kamal Kishore Somani		35,0	000		
At the end of the year (31.03.2019)			2,10,175	6.84	

#### (c) Dhrubtara Trading Private Limited

(c) Diffubiara Traumg Trivate Limited	•				
Particulars	Sharehol	lding at the	Cumulative		
	beginning	g of the year	Sharehol	ding during	
			the	year	
	No. of	% of total	No. of	% of total	
	shares	shares of	shares	shares of	
		the		the	
		company		company	
At the beginning of the year (01.04.2018)	5,86,250	19.07		-	
Date wise Increase / Decrease in Promoters	NIL				

Share holding during the year specifying the			
reasons for increase / decrease (e.g. allotment /			
transfer / bonus/ sweat equity etc):			
At the end of the year (31.03.2019)		5,86,250	19.07

## (d) Defiant Enterprises Private Limited

Particulars	Shareholding at the beginning of the year			
				year
	No. of shares	% of total shares of	No. of shares	% of total shares of
	Silaics	the	Silaics	the
		company		company
At the beginning of the year (01.04.2018)	5,68,750	18.50		
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):		N	IL	
At the end of the year (31.03.2019)			5,68,750	18.50

## (e) Honey Parwal

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year (01.04.2018)	1,75,000	5.69		
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		N	IL	
At the end of the year (31.03.2019)			1,75,000	5.69

## (f) Sandeep Parwal HUF

Particulars	8		ulative	
	beginning	g of the year		ding during
			the	year
	No. of	% of total	No. of	% of total
	shares	shares of	shares	shares of
		the		the
		company		company
At the beginning of the year (01.04.2018)	1,22,500	3.98		
Date wise Increase / Decrease in Promoters		N	IL	
Share holding during the year specifying the				
reasons for increase / decrease (e.g. allotment /				
transfer / bonus/ sweat equity etc):				
At the end of the year (31.03.2019)			1,22,500	3.98

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

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during	
			th	ie year
	No. of	% of total	No. of	% of total
	shares	shares of	shares	shares of
		the		the
		company		company
At the beginning of the year (01.04.2018)	87,500	2.85		
Date wise Increase / Decrease in Promoters		N	IL	
Share holding during the year specifying the				
reasons for increase / decrease (e.g. allotment /				
transfer / bonus/ sweat equity etc):				
At the end of the year (31.03.2019)			87,500	2.85

## (h) Ankit Somani

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year (01.04.2018)	35,000	1.14		company	
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		(35,	000)		
Shares Transferred to Mr. Kamal Kishore Somani			Т		
At the end of the year (31.03.2019)			0	0	

## (i) Kamal Kishore Somani HUF

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year (01.04.2018)	35,000	1.14		1
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		N	IL	
At the end of the year (31.03.2019)			35,000	1.14

#### (j) Rameshwar Dass Parwal

Particulars	Shareholding at the beginning of the year		Shareho	nulative olding during ne year
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year (01.04.2018)	26,250	0.85		
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		N	IL	
At the end of the year (31.03.2019)			26,250	0.85

#### (k) Laxmi Devi Parwal

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding durin the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year (01.04.2018)	26,250	0.85		
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		N	IL	
At the end of the year (31.03.2019)			26,250	0.85

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

S. No.	Name of shareholders	beginning of the Shareholding end		beginning of the Shareholding end		9		Shareholding			ding at the the year
		No. of shares	% of total shares of the Company	Increas e	Decreas e	No. of shares	% of total shares of the Company				
1.	Zealous Financial Services Private Limited	87,500	2.85%	-	-	87,500	2.85%				
2.	Satish Kumar Maheshwari	64,750	2.11%	-	-	64,750	2.11%				
3.	Rama Nand Sharma	41,195	1.34 %	-	-	41,195	1.34 %				
4.	Anita Satish Maheshwari	36,750	1.20 %	-	-	36,750	1.20 %				
5.	Sunil Maheshwari	35,175	1.14	-	-	35,175	1.14				

6.	Sanju Sharma	31,500	1.02 %	-	-	31,500	1.02 %
7.	Vijay Kumar Tehlan	17,675	0.57	-	ı	17,675	0.57
8.	Santosh Kabra	14,000	0.46	-	-	14,000	0.46
9.	Sanjay Kumar Jain	8,925	0.29	-	-	8,925	0.29
10.	Sanjay Joon	8,750	0.28	-	-	8,750	0.28

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

S. No.	Name of Directors and KMP	beginning of the year   Shareholding		Changes in Shareholding (No. of Shares)		end of	ding at the the year 3.2019)
		No. of shares	% of total shares of the company	Increas e	Decreas e	No. of shares	% of total shares of the
1	Sandeep Parwal	2,52,525	8.21	Nil	Nil	2,52,525	8.21
2	Kamal Kishore Somani*	1,75,175	5.70	35,000	Nil	2,10,175	6.84
3	Honey Parwal	1,75,000	5.69	Nil	Nil	1,75,000	5.69
4	Sanjay Kumar Jain	8,925	0.29	Nil	Nil	8,925	0.29
5	Rajesh Ramnani**	0	0	0	0	0	0
6	Kajal Gupta***	0	0	0	0	0	0

<sup>\*</sup>Resigned from the position of the Director of the Company w.e.f. September 02, 2019.

#### V. Indebtedness

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

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness			
Indebtedness at the beginning of	year (April 01, 2018	B)					
(i) Principal amount	314,019,688	-	-	314,019,688			
(ii) Interest due but not paid	-	-	-	-			
(iii) Interest accrued but not due	1,308,904	-	-	1,308,904			
Total (i+ii+iii)	315,328,592	-	-	315,328,592			
Changes during the year							
Addition	-	198,712,777	-	198,712,777			
Reduction	(173,462,476)	-	-	(173,462,476)			
Net Change	(173,462,476)	198,712,777	-	25,250,301			
Indebtedness at the end of the financial year (March 31, 2019)							

<sup>\*\*</sup>Resigned from the position of Company Secretary and Compliance Officer of the Company with effect from March 31, 2019.

<sup>\*\*\*</sup>Appointed as Company Secretary and Compliance Officer of the Company with effect from April 01, 2019.

(i) Principal amount	140,557,212	198,712,777	-	339,269,989
(ii) Interest due but not paid	-	1	-	-
(iii) Interest accrued but not due	-	4,087,257	-	4,087,257
Total (i+ii+iii)	140,557,212	202,800,034		343,357,246

#### VI. Remuneration of directors and Key Managerial Personnel

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

Particulars of Remuneration	Name of MD / WTD / Manager		Total
Name of MD/WTD/Manager	Mr. Sandeep Parwal, Chairman Cum Managing Director	Mr. Mahaveer Prasad Mundhra, Whole time Director	Amount (Rs.)
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	33,00,000	15,00,000	48,00,000
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
Stock Option	0	0	0
Sweat Equity	0	0	0
Commission - as % of profit -others, specify	0	0	0
Others, please specify	0	0	0
Total (A)	33,00,000	15,00,000	48,00,000
Ceiling as per the Managerial Remuneration under Section 197 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 (excluding contribution to gratuity fund and provision for leave encashment on retirement) paid / payable to Directors.	specified under Clause (i) to the second Proviso to Section 197(1) and the limit specified under Schedule V read with Section 197(3) of the Companies Act, 2013.		

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

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

Particulars of Remuneration	Key Managerial Personnel			
Name of KMP	Mr. Sanjay Kumar Jain	Mr. Rajesh Ramnani	Total	
Gross salary (a) Salary as per provisions contained in	19,35,500	25,79,337	45,14,837	

Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-			
tax Act, 1961			
(c) Profits in lieu of salary under section 17(3)			
Income tax Act, 1961			
Stock Option	0	0	0
Sweat Equity	0	0	0
Commission as % of profit	0	0	0
Others, please specify	0	0	0
Total	19,35,500	25,79,337	45,14,837

VII. Penalties / Punishment/ Compounding of offences: Nil