

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of SPA Capital Services Limited will be held on Monday, the 30th day of September, 2019 at 25, C – Block, Community Centre, Janakpuri New Delhi - 110 058 at 11:30 AM to transact the following business:

ORDINARY BUSINESS:

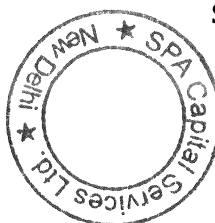
1. To receive, consider and adopt the Audited Financial Statement comprising of Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date, together with the report of the Auditors and Directors thereon.
2. To appoint a Director in place of Ms. Honey Parwal, (DIN No. 00025835) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To re-appoint M/s. SNMG & Co, Chartered Accountants (ICAI Registration No. 004921N) as the statutory Auditors of the Company to hold office from the Conclusion of the 35th Annual General Meeting upto the conclusion of 40th Annual General Meeting.

The following Resolution may be passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 and other applicable provisions, if any read with Companies (Audit and Auditors) Rules 2014, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit committee and the Board of Directors of the Company, M/s SNMG & Co., Chartered Accountants (ICAI Regn. No. 004921N), be and is hereby re-appointed as the Statutory Auditor of the Company, to hold office from the Conclusion of this meeting till the conclusion of the 40th Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors of the Company, in addition to the GST and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.”

Date: September 02, 2019
Place: New Delhi

By the Order of the Board of
SPA Capital Services Limited



Kajal Gupta
Company Secretary & Compliance
Officer

Registered Office Address: 25, C – Block, Community
Centre, Janak Puri, New Delhi – 110 058
CIN: L65910DL1984PLC018749
Website: <http://www.spacapital.com/CapitalServices/>
E-mail: listing@spacapital.com
Tel: 011 – 4567 5500

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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.**
A person cannot 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. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
6. In terms of the provisions of Section 152 of the Act, Ms. Honey Parwal, Director, retire by rotation at the Meeting. The Board of Directors of the Company commend her re-appointment. Ms. Honey Parwal and Mr. Sandeep Parwal are interested in the Ordinary Business set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
7. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.
8. The Company has not declared any dividend in the past Seven (7) financial years, accordingly the disclosure requirements as set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, in relation to the transfer of unpaid or unclaimed dividend to the Investor Education and Protection Fund, are not applicable on the Company.
9. 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.
10. The Register of Directors & KMP and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are

interested under Section 189 of the Companies Act, 2013 would be kept open for inspection and would be made accessible to any person attending the same.

11. 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.
12. 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.
13. 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 Annual General Meeting i.e. September 30, 2019 between 11:00 A.M. and 1:00 P.M.
14. Members are requested to write their folio number in the attendance slip for attending meeting.
15. 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.
16. The Notice of Annual 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 Annual 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 Annual 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/>.
17. 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.
18. 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.
19. 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.
20. 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.
21. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to

have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

22. The Route Map of the venue of the Annual 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 Annual 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 September 25, 2019 at 09:00 A.M. and will end at 05:00 p.m. on September 29, 2019. The remote e-voting module shall be disabled by NSDL at 05:00 P.M. on the 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 csmanish.asa@gmail.com with a copy marked to evoting@nsdl.co.in.

- II. In case of Members receiving Physical copy of Notice of Annual 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 i.e. September 23, 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. September 23, 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 AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- 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. September 23, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- H. Mr. Anand Parkash Sharma, M/s. Anand Sharma & Associates, Company Secretary in Practice (COP No - 20141), having its office at 114, Pocket-5, Sector-2, Rohini, Delhi-110085 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, 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 ANNUAL GENERAL MEETING”

Date: September 02, 2019

Place: New Delhi

By the Order of the Board of
SPA Capital Services Limited



A handwritten signature in black ink, appearing to read "Kajal Gupta".

Kajal Gupta
Company Secretary & Compliance
Officer

Registered Office Address: 25, C – Block, Community
Centre, Janak Puri, New Delhi – 110 058

CIN: L65910DL1984PLC018749

Website: <http://www.spacapital.com/CapitalServices/>

E-mail: listing@spacapital.com

Tel: 011 – 4567 5500

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

ITEM No. 03:

RE-APPOINTMENT OF STATUTORY AUDITORS:

The Shareholders of the Company had at their Extra Ordinary General Meeting held on April 24, 2019, approved the appointment of M/s SNMG & Co., Chartered Accountants (ICAI Regn. No. 004921N), 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 the Extra Ordinary General meeting until the conclusion of the ensuing Annual General Meeting of the Company.

Since the tenure of M/s. SNMG & Co., Chartered Accountants (Regn. No. 004921N) will get conclude at the forthcoming Annual General Meeting, the Board of Directors of the Company has at their meeting held on September 02, 2019 recommended to re-appoint the M/s SNMG & Co., Chartered Accountants (ICAI Regn. No. 004921N) as the Statutory Auditors of the Company as recommended by the Audit Committee.

M/s SNMG & Co., Chartered Accountants (Regn. No. 004921N) have given their consent to be re-appointed as the Statutory Auditors of the Company along with a confirmation that, their re-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, which shall not be less than fixed earlier at Rs. 2,50,000/- per annum.
2.	Terms of Appointment	The new auditors would hold office for a period of five financial years from April 01, 2019 till March 31, 2024 i.e. from the conclusion of 35 th Annual General Meeting till the conclusion of the 40 th Annual General Meeting.
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;	Not Applicable
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.

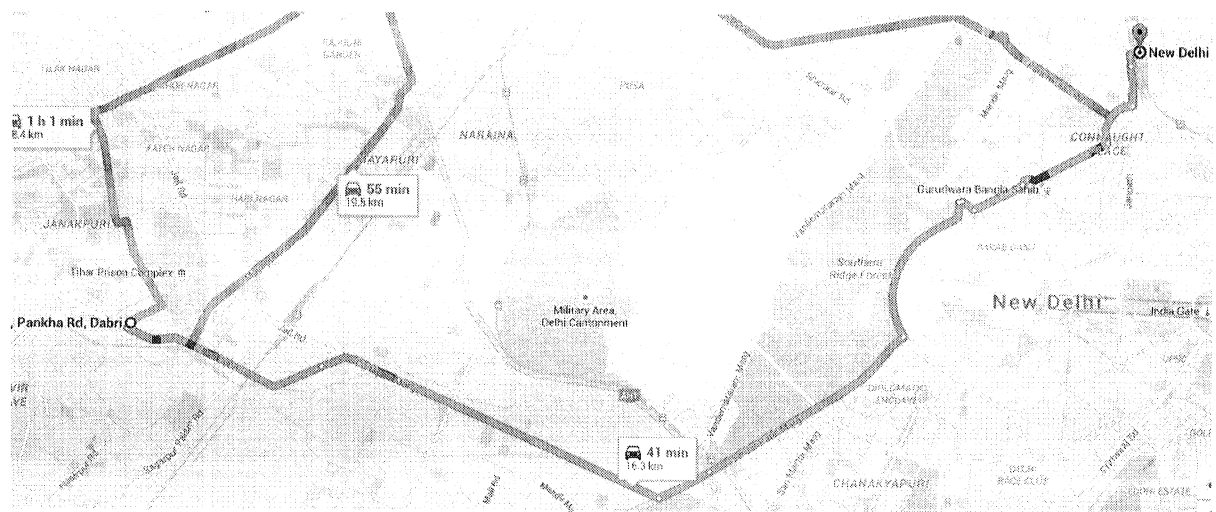
Accordingly, the resolution set out at Item No. 3 of the Notice for the re-appointment of M/s SNMG & Co., Chartered Accountants (Regn. No. 004921N) is placed before the members for approval by way of an Ordinary Resolution.

The Board recommends the Resolution as set out at item No. 3 for approval of the members.

**Details of the Directors retiring by rotation/seeking appointment/re-appointment at the
35th Annual General Meeting**

{In pursuance of Secretarial Standard on General Meetings (SS-2) & Regulation 36 (3) of SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015}

Name of Director	Ms. Honey Parwal (DIN: 00025835)
i) Date of Birth/Age	18/06/1970 (49 years)
ii) Qualifications	B. Sc (Hons)
iii) Experience (including expertise in specific functional area) / Brief Resume	21 Years (Ms. Honey Parwal is having rich experience of over two decades, in the field of Human resource, Administration and Management) http://www.spacapital.com/CapitalServices/BoardOfDirectors.aspx
iv) Terms and Conditions of Re-appointment	Non – Executive Women Director
v) Details of Remuneration sought to be paid	Nil
vi) Last Remuneration drawn	Nil
vii) Date of first appointment on the Board	25/09/2017
viii) No. of shares held in the Company	1,75,000
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Wife of Mr. Sandeep Parwal, Chairman Cum Managing Director of the Company
x) No. of Board Meetings attended/held during Financial Year 2018-19	3/6
xi) Directorships held in other companies	<ul style="list-style-type: none"> • Bhoopati Trading Private Limited • Bluemoon Financial Services Private Limited • Parth Infracon Private Limited • Simplex Construction Private Limited • Vijay Shree Builders Private Limited • Wintech Marketing Private Limited • Spa Capital Advisors Limited
xii) Chairman/Member of the Committee of the Board of Directors as on March 31, 2019 - Committee position held in other companies	
a. Audit Committee	-
b. Stakeholders' Relationship Committee	-
c. Other Committees	-



SPA CAPITAL SERVICES LIMITED

Sr. No.....

ATTENDANCE SLIP

35th Annual General Meeting of SPA Capital Services Limited held on Monday, the 30th day of September, 2019 at 25, C – Block, Community Centre, Janakpuri New Delhi - 110 058 at 11:30 AM

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 35th Annual General Meeting of the Company held on Monday, the 30th day of September, 2019 at 25, C – Block, Community Centre, Janakpuri New Delhi - 110 058 at 11:30 AM.

Signature of Shareholder / Proxy / Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

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, Second floor, Community Centre, Janak Puri, 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 35th Annual General Meeting of the Company, to be held Monday, the 30th day of September, 2019 at 25, C – Block, Community Centre, Janakpuri New Delhi - 110 058 at 11:30 AM and at any adjournment thereof in respect of such resolutions/items of Agenda as are indicated below:

S. No.	Resolution	For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statement comprising of Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date, together with the report of the Auditors and Directors thereon.		
2.	To appoint a Director in place of Ms. Honey Parwal, (DIN No. 00025835) who retires by rotation and, being eligible, offers herself for re-appointment.		
3.	To re-appoint M/s. SNMG & Co, Chartered Accountants (ICAI Registration No. 004921N) as the statutory Auditors of the		

	Company to hold office from the Conclusion of the 35 th Annual General Meeting upto the conclusion of 40 th Annual General Meeting.		
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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.**