

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the members of SPA Capital Services Limited will be held on Tuesday, the 18th day of September, 2018 at 23-24, C - Block Community Centre, Janak Puri New Delhi - 110 058 at 12:00 Noon 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, 2018, 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 Mr. Mahaveer Prasad Mundhra, (DIN No. 00642941) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF MS. HONEY PARWAL (DIN: 00025835) AS DIRECTOR OF THE COMPANY:**

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 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Articles of Association of the Company, Ms. Honey Parwal (DIN: 00025835), who was appointed as an Additional Director of the Company with effect from September 25, 2017 by the Board of Directors on the recommendations of the Nomination and Remuneration Committee pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of the Annual General Meeting in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to her appointment as a Director of the Company who shall be liable to retire by rotation."

4. **APPOINTMENT OF MR. AMIT KUMAR JAKHOTIA (DIN: 07947687) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Amit Kumar Jakhotia (DIN: 07947687), who was appointed as an Additional Director categorized as an Independent Director of the Company with effect from September 25, 2017 by the Board of Directors on the recommendations of the Nomination and Remuneration Committee pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the Annual General Meeting in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to his appointment as an Independent Director of the Company for a term of five consecutive years from September 25, 2017 to September 24, 2022 and the term shall not be subject to retirement by rotation."

5. APPOINTMENT OF MR. RAMESH MENON (DIN: 02182698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ramesh Menon (DIN: 02182698), who was appointed as an Additional Director categorized as an Independent Director of the Company with effect from January 20, 2018 by the Board of Directors on the recommendations of the Nomination and Remuneration Committee pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the Annual General Meeting in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to his appointment as an Independent Director of the Company for a term of five consecutive years from January 20, 2018 to January 19, 2023 and the term shall not be subject to retirement by rotation."

6. RE-APPOINTMENT OF MR. SANDEEP PARWAL AS THE MANAGING DIRECTOR OF THE COMPANY


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 196, 197 and 203 read with the Schedule V to the Companies Act, 2013 (the Act), the provisions of the Articles of Association of the Company and other applicable provisions of the Act and Rules made there under, (including any statutory modification(s) or re-enactments thereof for the time being in force), the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sandeep Parwal as the

Managing Director of the Company, whose office shall not be liable for retirement by rotation, for period to be effective from October 01, 2018 for a period of 3 years i.e. till September 30, 2021 at a remuneration of Rs. 3,00,000 per month and on such terms as set out in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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



Rajesh Ramnani
Company Secretary
Company Secretary

Date: August 14, 2018
Place: New Delhi

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. The member / proxy should bring duly filled and signed attendance slip. 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 Register of Directors & KMP and their shareholding maintained under Section 170 of the Companies Act, 2013 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.
6. 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 18, 2018 between 11:00 A.M. and 1:00 P.M..
7. Members are requested to write their folio number in the attendance slip for attending meeting.
8. Details of Directors seeking re-appointment in Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2) are given elsewhere in the Notice.
9. The Route Map of the venue of the Annual General Meeting forms part of this Notice.

"NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING"

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

Company Secretary
Rajesh Ramnani
Company Secretary

Date: August 14, 2018
Place: New Delhi

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

RESOLUTION No. 03:

APPOINTMENT OF MS. HONEY PARWAL (DIN: 00025835) AS DIRECTOR OF THE COMPANY:

Ms. Honey Parwal (DIN: 00025835) was appointed as an Additional Director by the Board of Directors at the Meeting of the Board of Directors held on September 25, 2017 based upon the recommendations of the Nomination and Remuneration Committee of the Company. In terms of sub-section (1) of Section 161 of the Companies Act, 2013, she holds office as an Additional Director, upto the date of this Annual General Meeting of the Company.

The Company has received a notice from a member in writing proposing her candidature for the office of Directors of the Company. The Nomination and Remuneration Committee of the Board ("NRC") and the Board has considered her candidature and recommended her appointment as a Non-Executive Non- Independent Director of the Company, who shall be liable to retirement by rotation.

Accordingly, the resolution set out at Item No. 3 of the Notice for the appointment of Ms. Honey Parwal (DIN: 00025835) as Director (Non- Executive Non-Independent Director), liable to retire by rotation is placed before the members for approval by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives (except Ms. Honey Parwal and Mr. Sandeep Parwal her husband) are, in any way, concerned or interested, financially or otherwise in this resolution.

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

RESOLUTION No. 04:

APPOINTMENT OF MR. AMIT KUMAR JAKHOTIA (DIN: 07947687) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Amit Kumar Jakhotia (DIN: 07947687) was appointed as an Additional Director categorized as an Independent Director by the Board of Directors at the Meeting of the Board of Directors held on September 25, 2017 based upon the recommendations of the Nomination and Remuneration Committee of the Company. In terms of sub-section (1) of Section 161 of the Companies Act, 2013, he holds office as an Additional Director, upto the date of this Annual General Meeting of the Company.

The Company has received a notice from a member in writing proposing his candidature for the office of Independent Directors of the Company. The Nomination and Remuneration Committee of the Board ("NRC") and the Board has considered his candidature and recommended his appointment as a Non-Executive Independent Director of the Company, for a term of five consecutive years from September 25, 2017 to September 24, 2022 and the term shall not be subject to retirement by rotation.

Accordingly, the resolution set out at Item No. 4 of the Notice for the appointment of Mr. Amit Kumar Jakhotia (DIN: 07947687) as Director (Non- Executive Independent Director), not liable to retire by rotation is placed before the members for approval by way of an Ordinary Resolution.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 for his appointment as an Independent Director.

None of the Directors/Key Managerial Personnel of the Company or their relatives (except Mr. Amit Kumar Jakhotia) are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution as set out at item No. 4 for approval of the members.

RESOLUTION No. 05:

APPOINTMENT OF MR. RAMESH MENON (DIN: 02182698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Ramesh Menon (DIN: 02182698) was appointed as an Additional Director categorized as an Independent Director by the Board of Directors at the Meeting of the Board of Directors held on January 20, 2018 based upon the recommendations of the Nomination and Remuneration Committee of the Company. In terms of sub-section (1) of Section 161 of the Companies Act, 2013, he holds office as an Additional Director, upto the date of this Annual General Meeting of the Company.

The Company has received a notice from a member in writing proposing his candidature for the office of Independent Directors of the Company. The Nomination and Remuneration Committee of the Board ("NRC") and the Board has considered his candidature and recommended his appointment as a Non-Executive Independent Director of the Company, for a term of five consecutive years from January 20, 2018 to January 19, 2023 and the term shall not be subject to retirement by rotation.

Accordingly, the resolution set out at Item No. 5 of the Notice for the appointment of Mr. Ramesh Menon (DIN: 02182698) as Director (Non- Executive Independent Director), not liable to retire by rotation is placed before the members for approval by way of an Ordinary Resolution.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 for his appointment as an Independent Director.

None of the Directors/Key Managerial Personnel of the Company or their relatives (except Mr. Ramesh Menon) are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution as set out at item No. 5 for approval of the members.

RESOLUTION No. 06:

RE-APPOINTMENT OF MR. SANDEEP PARWAL AS THE MANAGING DIRECTOR OF THE COMPANY

I. General Information :

Nature of Industry

The Company is carrying on its business as Distributor for financial products and investment, taxation and wealth management advisory services.

Financial performance based on given indicators

During the Financial Year 2017-18, the operations of the Company cloaked revenue of Rs. 86,63,21,444 and the operations during the year resulted in Net Profit (before tax) of Rs. 2,08,55,118. Relevant financial details along with highlights and indicators of past and current performance of the Company forms part of the Audited Financial statements of the Company for Financial Year 2017-18.

Foreign investments or collaborations, if any.:

The company does not have any Foreign investment or collaboration .

II. Information about the appointee:

Background details

Mr. Sandeep Parwal, a commerce graduate and Fellow member of the Institute of Chartered Accountant is having an experience of more than 31 years in corporate finance, debt market, money market, financial re-structuring, investment advisory, stock broking and other related areas of financial services. He is also one of the Promoters of the Company.

Past remuneration

Mr. Sandeep Parwal is presently a member of the Board as the Managing Director of the Company who is holding office from October 01, 2015 to September 30, 2018 at a remuneration of Rs. 30,00,000 per annum.

Job profile and his suitability:

Mr. Sandeep Parwal is suitable for the post of Managing Director of the Company as per the profile being handled by him.

Remuneration proposed:

The Board has proposed to extend his term for another period of 3 years w.e.f. October 01, 2018 till September 30, 2021 on the following terms and conditions:

i) Remuneration

Basic Salary: Rs. 3,00,000/- per month (including all perquisites and allowances and PF contribution by the Managing Director) except provision of car for use on Company's business and telephone at residence which will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Appointee.

ii) Other benefits and Allowances

Any other benefits, facilities and allowances as may be available and allowed to the appointees, as per the Rules of the Company including Provident Fund, superannuation fund gratuity and leave encashment.

The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per the Income Tax Rules wherever applicable, otherwise as actual.

iii) Overall Remuneration

Subject to an overall limit of 10% of the net profit payable to the Managing Director and Whole-Time Director as calculated in accordance with the Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may be for the time being in force.

iv) Maximum Remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of office of the Appointee, the Company may pay him remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Part II of Section II of the Schedule V to the Companies Act, 2013 as may be for the time being in force. In this regard it may be noted that the Company has not committed any default in repayment of its debts or interest thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person.

v) Sitting Fees

The Appointee shall not so long he acts as the Managing Director of the Company be paid any sitting fees for attending any meeting of the Board or any Committee thereof.

vi) Other Terms

The Board / Committee of Directors of the Company shall have the power to vary any or all the allowances and / or perquisites payable to the Managing Director in any financial year, within the limits as specified herein this agreement.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Presently Mr. Sandeep Parwal is drawing a salary of Rs. 2,50,000 per month. Considering the salary structures of the personnel of his level in other similar companies in the same Industry, his re-appointment is proposed at a salary of Rs. 3,00,000 per month.


III. Other information:

Reasons of loss or inadequate profits:

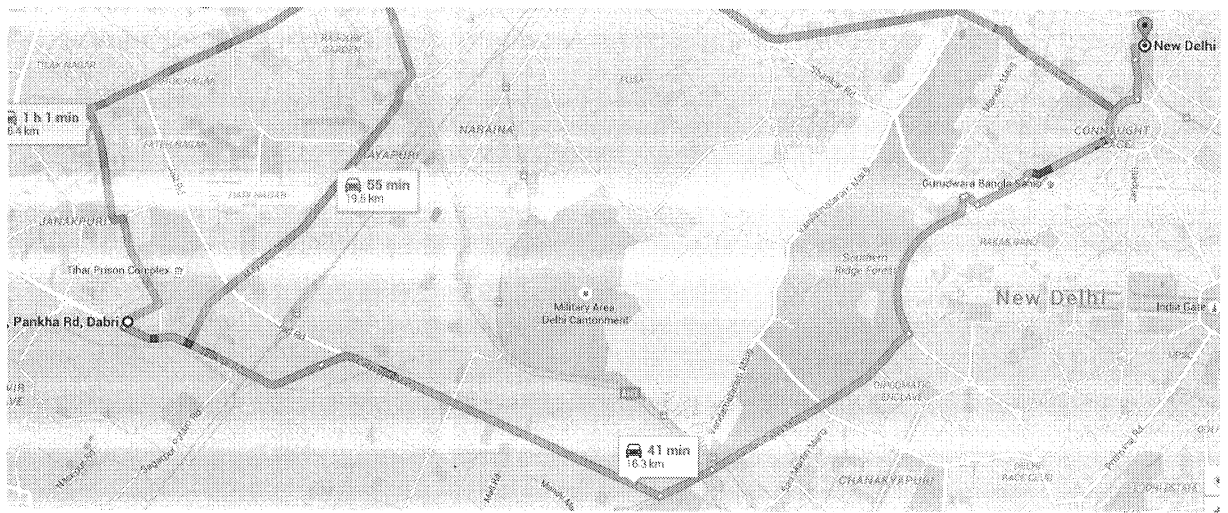
Our revenues primarily consist of revenue from sale of securities, income / brokerage from distribution of financial products, income from interest and dividend and income from advisory services. As a result of various international and domestic factors like sovereign debt crises, domestic political and economic factors and sluggish capital markets resulting in lower investor confidence. The Company is taking necessary steps for cost savings and improvement in the business volumes and the Company is expected to have a steady future growth

Memorandum of Interest

Mr. Sandeep Parwal and his relatives, shall be deemed to be interested in this resolution. None of the Directors, except as above or Key Managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Resolution as set out at item No. 6 for approval of the members.

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

Rajesh Ramnani
Company Secretary

Date: August 14, 2018
Place: New Delhi



SPA CAPITAL SERVICES LIMITED

Sr. No.....

ATTENDANCE SLIP

34th Annual General Meeting on Tuesday, the 18th day of September, 2018 at 12:00 Noon at 23-24, C - Block Community Centre, Janak Puri New Delhi - 110 058

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 34th Annual General Meeting of the Company at 23-24, C - Block, Second floor, Community Centre, Janak puri, New Delhi - 110 058 on Tuesday, the 18th day of September, 2018 at 12:00 Noon

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.

NOTES:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy or through Authorised Representative, copy of Notice and Annual report may please be brought by you/your proxy/Authorised Representative for reference at the meeting.
3. *Applicable for Investor(s) holding share(s) in demat form.
4. Each equity share of the Company carries one vote.
5. **Due to Security Reasons Mobile Phones, Cameras and Bags shall not be allowed inside the AGM Hall.**

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: **U65910DL1984PLC018749**
Name of the Company: **SPA CAPITAL SERVICES LIMITED**
Registered Office: **23-24, 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 34th Annual General Meeting of the Company, to be held on Tuesday, the 18th day of September, 2018 at 12:00 Noon at 23-24, C - Block Community Centre, Janak Puri New Delhi - 110 058 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, 2018, 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 Mr. Mahaveer Prasad Mundhra, (DIN No. 00642941) who retires by rotation and, being eligible, offers himself for re-appointment.		

	SPECIAL BUSINESS		
3.	Appointment of Ms. Honey Parwal (DIN: 00025835) as Director of the Company		
4.	Appointment of Mr. Amit Kumar Jakhotia (DIN: 07947687) as an Independent Director of the Company		
5.	Appointment of Mr. Ramesh Menon (DIN: 02182698) as an Independent Director of the Company		
6.	Re-appointment of Mr. Sandeep Parwal as Managing Director		

Signed this..... day of, 2018.

Affix Revenue Stamp of Re. 1 Signature
--

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.**

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting herewith their 34th Annual Report of SPA Capital Services Limited (the "Company") on the business and operations of the company together with the Audited Financial Statements of the Company for the year ended on 31st March, 2018.

Financial Highlights

Key highlights of financial performance for SPA Capital Services Limited for the financial year 2017-18 are tabulated below:

Particulars	(Rs. in lakhs)	
	March 31, 2018	March 31, 2017
Sales	2652.44	1690.82
Brokerage Income	5025.05	8280.02
Income from Advisory Services / Management Fees	760.86	6.38
Interest and Dividend Income	215.60	7.68
Profit from Trading in Derivatives	-	-
Other Income	9.26	9.60
Total income	8663.21	9994.51
Expenditure before Depreciation, Tax and Exceptional items	8404.23	9765.80
Profit before Depreciation, Tax and Exceptional items	258.98	228.71
Less: Depreciation	50.32	59.33
Less: Exceptional Items	0.11	2.14
Less: Prior Period Items	-	0.23
Profit before Tax	208.55	167.01
Less: Provision for Tax	69.70	55.08
Profit After Tax	138.85	111.93
Earnings per Share (Equity Shares of face value Rs.10/- each)		
- Basic	6.71	13.23
- Diluted	6.71	13.23

Economic Overview

The mutual funds industry is mature today with the overall corpus of funds held by them crossing Rs 20 lakh crore. The AUM is now around 18% of outstanding deposits in the system and the fact that it is growing rapidly is indicative of the discerning saver/investor. The significant part of this growth is that it is well dispersed across both debt and equity.

In FY18 it has been observed that there was conscious migration from bank deposits to mutual funds as deposit rates had come down sharply making them less remunerative. In incremental terms mutual funds were able to garner a proportionately higher share of household savings.

The steady increase in the share of mutual funds in total incremental savings deployed in deposits and mutual funds increased from 11.1% in 2014-15 to 27.5% in 2017-18. The continuous upward trend is indicative of the investors becoming savvier with the markets. Mutual funds have been used by corporates to earn better yields on their investments compared with bank deposits, which was a traditional channel for deployment of surplus funds. The declining interest rate trend of deposits has been a deterrent for savers as debt mutual funds have been offering returns of 100-200 bps higher depending on the risk profile of the portfolio.

The AUM patterns of all mutual funds put together has shown varying trends during the period 2017-1018. Simultaneously there has been an increase in the share of growth/equity schemes with the share moving up from 24.6% to 35.1% during this period.

The investor appetite for equity has increased over time and it will be interesting to see whether this trend will be sustained considering that the Union Budget of 2018-19 has introduced long terms capital gains tax on equity as well as equity funds.

Future outlook

1. Mutual funds have matured to a very large extent to effectively offer competition to bank deposits.
2. The choice between debt and equity will vary depending on the expected returns as well as tax benefits offered. The present tax on long term gains on equity based income would have a bearing on the flow of investments which needs to be monitored closely in FY19.
3. Their investment pattern in corporate bonds and CPs is a very strong signal that they play a very important role in developing the corporate bond market. Around 60% are in investments with tenure of less than a year making them a dominant player in this segment. Also their participation will have a bearing on the yields in the respective tenures.

Business and Operational Highlights

Our revenues primarily consist of revenue from sale of securities, brokerage income from distribution of financial products and income from interest and dividend. The Company is also registered with Reserve Bank of India as Non deposit accepting Non Banking Financial Company (NBFC).

During the year brokerage Income has decreased from Rs. 828,002,185/- in the financial year 2016-17 to Rs. 502,504,938 in the Financial Year 2017-18 due to illegal and fraudulent diversion of Business, funds, clientele, resources of the Company by Mr. Kamal Kishore Somani, (DIN: 00254658) a Director, Promoter and shareholder of the Company alongwith erstwhile employees of the Company stationed at the erstwhile Nariman Point, Mumbai office of the Company to himself, SPA Global Private Limited and Chronicle Mercantile Private Limited. In view of the same the Company has instituted a suit in the Hon'ble High Court of Judicature at Bombay being suit (L) No. 876 Of 2018 for initiating legal proceedings against Mr. Kamal Kishore Somani (DIN: 00254658) a Director, Promoter and shareholder of the Company and SPA Global Private Limited.

It is submitted further that the income from advisory services / management fees increased from Rs. 638,227/- in the financial year 2016-17 to Rs. 76,085,913 in the Financial Year 2017-18.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:-

There are no significant and material orders passed by the regulators or courts or tribunals that may have an impact for the company as a going concern and/or company's operations.

Dividend

In order to conserve the resources of the Company and to plough back profits in the Company and to meet the fund requirements of the Company for the purpose of capitalizing on the opportunities available, your Directors have not recommended any dividend for the year under review.

Transfer to General Reserve

During the year under review the company has transferred a sum of Rs. 15,000,000 to the General Reserves.

During the Year under review , the Company on 25th September, 2017 has capitalized a sum of Rs. 21,958,750 to issue 2,195,875 equity shares of Rs. 10/- each as bonus shares in the ratio of 5:2

The Reserves and Surplus of your company stood at Rupees 137,911,637/- as at March 31, 2018.

Share Capital

The Authorised Share Capital of the Company as at March 31, 2018 is Rs. 50,000,000 divided into 5,000,000 equity shares of Rs. 10/- each. The paid up share capital of the company as at March 31, 2018 is Rs. 30,742,250 divided into 3,074,225 equity shares of Rs. 10/- each.

During the year under review the Authorized share capital of the Company has been increased from Rs. 9,000,000 divided into 900,000 equity shares of Rs. 10/- each to Rs. 50,000,000 divided into 5,000,000 equity shares of Rs. 10/- each.

During the year under review the Paid Up Share Capital of the Company has been increased from Rs. 8,783,500 divided into 878,350 equity shares of Rs. 10/- each to Rs. 30,742,250 divided into 3,074,225 equity shares of Rs. 10/- each as the Company has allotted 2,195,875 equity shares of Rs. 10/- each as bonus shares on 25th September, 2017 in the ratio of 5:2.

Holding / Subsidiary / Associate Companies

Your company does not have any Holding, Subsidiary and Associate Company within the meaning of Section 2(46), Section 2(87) and Section 2(6) of the Companies Act, 2013 ("Act").

Public Deposits

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the financial year 2017-18.

Extract of the annual return

The details forming part of the extract of the Annual Return as stipulated under Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 in form MGT - 9 is available on the website of the Company at <http://www.spacapital.com/CapitalServices/>.

Statutory Auditors

The Shareholders of the Company had at their Annual General Meeting held on September 22, 2017, approved the appointment of M/s O. P, Mishra & Company, Chartered Accountants (ICAI Firm Registration No. 011873N), for a period of five (5) years from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company.

Auditors' Report

The report of the Auditors on the final accounts of the Company is being attached with the Balance Sheet. The notes to the said report are self explanatory and therefore do not require any further clarifications.

There are no qualifications, reservation or adverse remarks made by the Statutory Auditors in their audit report for the Financial Year 2017-18.

During the year under review the Statutory Auditors have not reported any incident of fraud under Section 143(12) of the Companies Act, 2013 to the Audit Committee, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

Secretarial Auditors

The Company has appointed RMG and Associates, Company Secretaries to conduct the Secretarial Audit for the financial year ended March 31, 2018, pursuant to Section 204 of the Companies Act, 2013 and rules made thereunder. The Secretarial Audit Report furnished by RMG and Associates is annexed to this report as "Annexure A".

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board Composition and its Meetings

Currently, the Board comprises of 8 Directors (1 Managing Director, 1 Whole Time Director, 2 Non-Executive Promoter Director and 4 Independent Directors). The composition of the Board represents a healthy blend and optimal mix of professionalism, knowledge and experience which enables the Board to discharge its responsibilities and provide effective leadership for long term vision and to achieve the highest level of governance. The Board critically evaluates the Company's strategic directions, management policies and their effectiveness. The Board regularly reviews inter alia, annual business plans, performance against plans, business opportunities including investments/disinvestments, related party transactions, compliance processes including material legal issues, strategy, risk management practices and approval of financial results. Frequent and detailed interaction provides the strategic roadmap for the Company's future growth.

Table showing the Composition of the Board

S No.	Name of the Director	Category
1	Mr. Sandeep Parwal	Managing Director (Promoter)
2	Mr. Kamal Kishore Somani	Non Executive Director (Promoter)
3	Mr. Mahaveer Prasad Mundhra	Whole time Director
4	Mr. Vikas Dhingra	Independent Director
5	Mr. Kamal Binani	Independent Director
6	Mrs. Honey Parwal	Non Executive Director (Promoter)
7	Mr. Amit Kumar Jakhotia	Independent Director
8	Mr. Ramesh Menon	Independent Director

The Board met 6 (Seven) times during the year 2017-2018 on April 29, 2017, August 10, 2017, August 24, 2017, September 25, 2017, January 20, 2018 and February 13, 2018. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and rules made there under.

The details of number of meetings attended by each Director during the financial year 2017-18 are as follows:

S. No.	Name of Director	Category	Attendance in FY 2017-18
1	Mr. Sandeep Parwal	Managing Director (Promoter)	6/6
2	Mr. Kamal Kishore Somani	Non Executive Director (Promoter)	3/6
3	Mr. Mahaveer Prasad Mundhra	Whole time Director	6/6
4	Mr. Vikas Dhingra	Independent Director	2/6
5	Mr. Kamal Binani	Independent Director	1/6
6	Mrs. Honey Parwal	Non Executive Director (Promoter)	1/2
7	Mr. Amit Kumar Jakhotia	Independent Director	1/2
8	Mr. Ramesh Menon	Independent Director	1/1

None of the directors of the company is disqualified under Section 164(2) of the Companies Act, 2013 and the Rules made thereunder.

Change in Composition of the Board

During the Year under review following changes were made in the composition of the Board of Directors:

1. Ms. Honey Parwal (DIN: 00025835) was appointed as an Additional Director by the Board of Directors at the Meeting of the Board of Directors held on September 25, 2017.

2. Mr. Amit Kumar Jakhotia(DIN: 07947687) was appointed as an Additional Director categorized as an Independent Director by the Board of Directors at the Meeting of the Board of Directors held on September 25, 2017; and
3. Mr. Ramesh Menon (DIN: 02182698) was appointed as an Additional Director categorized as an Independent Director by the Board of Directors at the Meeting of the Board of Directors held on January 20, 2018.

As per the provisions of Section 152 of the Companies Act, 2013, and in terms of the Articles of Association of the Company, Mr. Mahaveer Prasad Mundhra, will retire by rotation and further being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting.

Further, at the meeting held on August 14, 2018, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the shareholders at the ensuing Annual General Meeting, the Board has considered and recommended the reappointment of Mr. Sandeep Parwal as the Managing Director of the Company, from October 1, 2018 to September 30, 2021 at a remuneration of Rs. 300,000 per month.

Independent Directors

The Independent Directors of the Company are individuals of eminence & repute in their respective fields and they actively contribute to the strategic direction, operational excellence & corporate governance of the Company. In accordance with the criteria set for selection of Independent Directors and for determining their independence, the Nomination and Remuneration ('NR') Committee of the Board, inter alia, considers the qualifications, positive attributes, area(s) of expertise and Directorships/ Committee memberships held by these individuals in other companies. The Board considers the NR Committee's recommendation and takes appropriate decisions for appointment of the Independent Directors.

Accordingly the Company has Mr. Vikas Dhingra, Mr. Kamal Binani, Mr. Amit Kumar Jakhotia and Mr. Ramesh Menon as Independent Directors of the Company.

Declaration of Independence

The Company has received declarations from Mr. Vikas Dhingra, Mr. Amit Kumar Jakhotia and Mr. Ramesh Menon, Independent directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Schedule IV and the Rules made thereunder.

Performance Evaluation of Independent Directors by the Board

The performance evaluations of the Independent Directors were carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

The Board of Directors has, from time to time, constituted the following Committees, namely:

- 1) Audit Committee
- 2) Stakeholder Relationship Committee
- 3) Nomination and Remuneration Committee

Audit Committee Composition and its Meetings

At present, the Audit Committee comprises of 4 Directors i.e. Mr. Ramesh Menon as Chairman who is an Independent Director, Mr. Sandeep Parwal, Managing Director, Mr. Amit Kumar Jhakotia, Independent Director and Mr. Kamal Binani, Independent Director. The role, terms of reference and powers of the Audit Committee are in conformity with the requirements of the Companies Act 2013. During the period under review, all the recommendations of the Audit Committee were accepted by the Board of Directors of the Company.

The Audit Committee met 4 (Four) times during the year 2017-2018 on August 10, 2017, August 24, 2017, September 25, 2017 and February 13, 2018. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and rules made there under.

Stakeholder Relationship Committee Composition and its Meetings

The Stakeholder Relationship Committee comprises of Independent Director as Chairman Mr. Vikas Dhingra and Mr. Sandeep Parwal as Executive and Non Independent Director. No meeting of Share Transfer Committee was held during the year 2017-2018.

Nomination and Remuneration Committee Composition and its Meeting

The composition and terms of reference of the **Nomination and Remuneration** Committee satisfy the provisions of Section 178 of the Companies Act, 2013. At present, the **Nomination and Remuneration (NR) Committee** comprises of three (3) Directors i.e. Mr. Vikas Dhingra (Chairman), Independent Director, Ms. Honey Parwal, Non - Executive Director and Mr. Amit Kumar Jhakotia, Independent Director.

Nomination and Remuneration Committee met Two (2) times during the financial year 2017-18 on September 25, 2017 and January 20, 2018.

The Committee was constituted to consider/review the managerial remuneration.

Remuneration Policy

The NR Committee has formulated criteria for determining qualification ,the attributes & independence of a Director & recommended to the Board , a policy relating to remuneration for the Directors, KMP & Senior Management Personnel.

The Nomination and Remuneration Committee while formulating the policy takes into consideration the best remuneration practices in the industry while fixing appropriate remuneration packages and for administering the long-term incentive plans. Further, compensation package of the Directors, Key Managerial Personnel, Senior Management and other employees is designed based on the set of principles enumerated in the said policy.

An extract of the policy covering these requirements is placed at website of the Company at <http://www.spacapital.com/CapitalServices/RemunerationPolicy.pdf>.

Vigil mechanism

In Compliance with the provisions of Section 177(9) of the Companies Act, 2013 read with the rules made there under, the Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for Directors & employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The Policy also provides for adequate safeguard against victimization of Whistle Blower who avails of such mechanism and also provides for the access to the Chairman of the Audit Committee.

Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct, to management (on an anonymous basis, if employees so desire).

Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the said investigation. No individual in the Company has been denied access to the Audit Committee.

Mechanism followed under this policy is appropriately communicated within the Company across all levels.

The Audit Committee periodically reviews the functioning of this mechanism.

Internal Financial Controls

Your company has in place adequate financial controls with reference to financial statements. During the year such controls were reviewed and it did not observe any reportable material weakness in the design or operation of financial controls.

Internal Control Systems and Their Adequacy

An effective internal control mechanism is imperative to good corporate governance. The Company has put in place robust internal control systems and procedures in line with the scale of operations and business to ensure timely and accurate recording of financial transactions and adherence to applicable accounting standards; optimum utilisation and safety of assets; compliance with applicable laws & regulations; and an effective management information system & reviews of other systems. The Company also has in place well-defined organisational structures to facilitate clearly established roles and responsibilities for effective discharge of duties in a smooth manner.

Particulars of loans, guarantees or investments

Details of Loans given and Investments made under the provisions of Section 186 of the Companies Act, 2013 are given under the respective heads of Financial Statements. The Company has not given any Corporate Guarantee (s) in respect of any loans as at March 31, 2018.

Conservation of Energy and Technology absorption

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis. In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under section 134(3)(m) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company and hence have not been provided.

Foreign exchange earnings and outgo

There has been no foreign exchange earnings or outgo during the year under Report.

Related Party Transactions

All Related Party Transactions that were entered into during the financial year 2017-18 were on "Arm's length" basis and were in the ordinary course of business intended to further the Company's interest.

Disclosure on material related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or Associates, among others that may have potential conflict with the Company's interest at large

During the period under review, the Company had not entered into any material transaction with any of its related party. None of the transactions with any of related parties were in conflict with the Company's interest.

Risk management policy

Risk Management is the continuous process of systematically identifying, quantifying, prioritizing and responding to all risks and opportunities that can affect the achievement of the Company's strategic and annual objectives. Accordingly the risk Management Policy of the company elaborates the various methods in identification, assessment, monitoring and mitigation of various risks that the company may face in its business. The company's objective is to achieve a balance between acceptable levels of risk and reward in effectively managing its operational, financial, business and other risks.

Material changes and commitments affecting the financial position of the Company

There have been no material changes and commitments, affecting the financial position of the Company which occurred during between the end of the financial year to which the financial statements relate and the date of this report.

Maintenance of Cost Records

As per the provisions of the Section 148(1) of the Companies Act, 2013 the Company is not required to maintain cost Records. Accordingly such accounts and records are not made and not maintained,

Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

1. in the preparation of the annual accounts for financial year ended 31st March, 2018, the applicable accounting standards have been followed and there is no material departures from the same;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the annual accounts for the financial year ended 31st March, 2018 on a going concern basis.
5. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Particulars of Employees

There was no person employed by the Company whose particulars are required to be disclosed under section 197(12) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2018.

Human Resources

Employees are our vital and most valuable assets. We have created a favourable work environment that encourage innovation and meritocracy. It is important for us that organization culture and organization strategy are well aligned. Over a period we have developed a strong culture of transparency through constant employee communication and have developed strong performance management practices wherein best class rewards and recognition systems are deployed. We have also set up a scalable recruitment and human resources management process which enables us to attract and retain high caliber employees.

Prevention of Sexual Harassment Policy

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2017-2018, no complaints were received by the Company related to sexual harassment

Other disclosures as per Companies Act, 2013 and the Rules made thereunder are provided hereunder: -

(a) Issue of Equity Shares with Differential Rights: -

During the period under review, the Company has not issued any Equity Shares with Differential Rights.

(b) Issue of Employee Stock Options: -

During the period under review, the Company has not issued any Employee Stock Options.

(c) Issue of Sweat Equity Shares: -

During the period under review, the Company has not issued any sweat equity shares as specified in Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014).

Acknowledgment


We take this opportunity to express our gratitude to the Shareholders & Investors of the Company for their unflinching trust and support. We would also like to thank the, Regulatory Authorities, and Banks for their cooperation and assistance. We would like to place on record their sincere appreciation and acknowledgment towards the efforts and contribution made by the personnel at all levels and their continued support and faith in the Organization. We would like to reiterate our commitment to continue to build our organization into a truly world class enterprise in all respects.




Sandeep Parwal
Managing Director
DIN No. 00025803

Place: New Delhi
Date: 14th August, 2018

For & on behalf of the Board
SPA Capital Services Limited


Mahavir Prasad Mundhra
Director
DIN No. 00642941



O.P. Mishra & Co.
Chartered Accountants

Office: 614 (Basement), Sector -23, Gurugram -122017, Ph.: 0124-4110122

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S SPA CAPITAL SERVICES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/s SPA Capital Services Limited ("the company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Director's is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India including the Accounting Standard specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014.

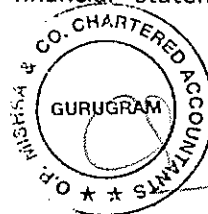
This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

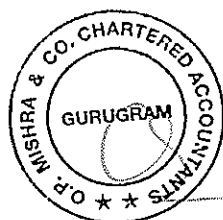
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit and its cash flows for the year ended on that date.

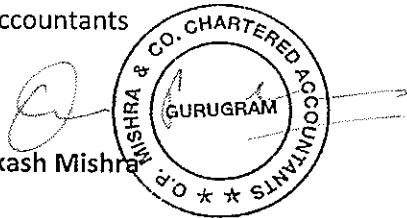
REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Companies Act, 2013 we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash flow statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and



- g. With respect to the other matters to be included in the Auditor's Report in accordance to rule 11 of the companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the investor education and protection fund by the company.

For O P Mishra & Company
Chartered Accountants



CA. Om Prakash Mishra
Partner
Membership No. : 90839
ICAI FRN: 011873N
Place: New Delhi
Date: 13/06/2018

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SPA Capital Services Limited of even date)

(i) In respect of fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) In our opinion and according to the information and explanations given to us, the title deeds of immovable properties are held in the name of the company.

(ii) In respect of Inventories of the Company:

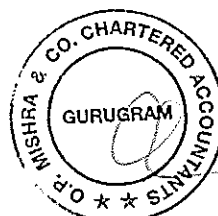
- a) The Company holds securities in physical form as well as in dematerialized form. The securities held in physical form have been physically verified by the management during the year. Securities in the form of dematerialized held as stock in trade by the custodian is verified with the confirmation statement received from them on a regular basis. In our opinion, the frequency of such verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of securities held as stock in trade and no discrepancies were noticed on comparing the statement from custodian with book records.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register to be maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to 76 of the Act and the Rules framed there under. Therefore, the provision of the clause 3(v) of the Order is not applicable to the Company.

(vi) The Company is not required to maintain cost records as prescribed by the Central Government of India under sub-section (1) of section 148 of the Act.



(vii) According to the information and explanations given to us, in respect of statutory dues:

- a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax and Value Added Tax, Wealth Tax, Service Tax, duty of Customs, duty of Excise, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax and Value Added Tax, Wealth Tax, Service Tax, Goods and Service Tax, duty of Customs, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

(viii) Based upon the audit procedures and according to the information and explanations provided to us, the company has not defaulted in repayment of loans or borrowings to financial institutions, banks governments or dues to debenture holders.

(ix) The Company has not raised any money by way of initial public offer or further public offer during the financial year. Company has obtained term loan from the banks and the same were applied for the purposes for which those were raised.

(x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the company or any fraud on the Company, by any person including its officers or employees, has been noticed or reported during the course of our audit.

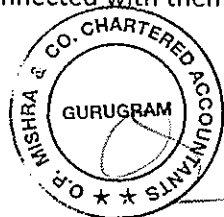
(xi) Based on our audit procedures and as per information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the provisions of section 197 read with Schedule V to the Companies Act.

(xii) In our opinion and according to the explanations given to us, the Company is not a nidhi company.

(xiii) In our opinion and according to the explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Act and have been disclosed in the financial statements as required by the applicable accounting standards.


(xiv) In our opinion and according to the explanations given to us, the Company has not raised any capital by way of preferential allotment / private placement or fully / partly convertible debentures during the year under review and therefore the Clause 3(xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Therefore the Clause 3(xv) of the Order is not applicable to the Company.



(xvi) In our opinion and according to the explanations given to us, company is registered as Non Banking Financial Company under section 45-IA of the Reserve Bank of India Act, 1934.

For O P Mishra & Company
Chartered Accountants


CA. Om Prakash Mishra

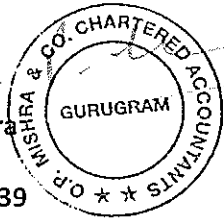
Partner

Membership No. : 90839

ICAI FRN: 011873N

Place: New Delhi

Date: 13/06/2018



Annexure B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SPA Capital Services Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section (3) of Section 143 of the Companies Act, 2013 (the "Act")

Report on the Internal Financial Controls

We have audited the internal financial controls over financial reporting SPA Capital Services Limited (the "Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

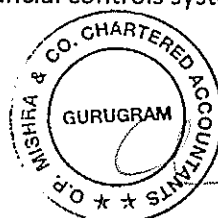
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For O P Mishra & Company

Chartered Accountants


CA. Om Prakash Mishra

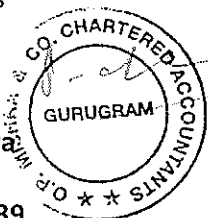
Partner

Membership No. : 90839

ICAI FRN: 011873N

Place: New Delhi

Date: 13/06/2018



SPA Capital Services Limited

Balance Sheet as at March 31, 2018

Particulars	Notes	As at March 31, 2018 (Amount in Rs.)	As at March 31, 2017 (Amount in Rs.)
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	3,07,42,250	87,83,500
Reserves and Surplus	4	13,79,11,637	14,63,91,636
Non-Current Liabilities			
Long-Term Borrowings	5	2,38,70,882	2,60,16,115
Deferred Tax Liability (Net)		-	-
Other Long-Term Liabilities		-	-
Long-Term Provisions	6	1,10,53,389	84,32,385
Current Liabilities			
Short-Term Borrowings	7	28,68,16,662	9,04,32,785
Trade Payables	8	3,21,76,953	1,24,38,423
Other Current Liabilities	9	1,60,27,803	1,49,13,167
Short-Term Provisions	10	82,17,729	67,12,540
Total =>		54,68,17,305	31,41,20,550
II. ASSETS			
Non-Current Assets			
Fixed Assets			
- Tangible Assets	11	1,68,49,207	2,00,34,375
- Intangible Assets		-	-
- Capital Work-in-Progress		-	-
- Intangible Assets under Development		-	-
Non-Current Investments	12	5,46,00,000	5,46,00,000
Deferred Tax Asset		49,08,819	40,28,634
Long-Term Loans and Advances	13	94,21,455	94,21,455
Other Non-Current Assets		-	-
Current assets			
Current Investments		-	-
Inventories	14	25,02,61,130	8,85,975
Trade Receivables	15	5,29,97,425	6,01,92,259
Cash and Cash Equivalents	16	50,07,023	87,08,359
Short-Term Loans and Advances	17	15,10,79,278	13,94,96,595
Other Current Assets	18	16,92,968	1,67,52,898
Total =>		54,68,17,305	31,41,20,550

Overview, Significant Accounting Policies &
Notes to the Accounts

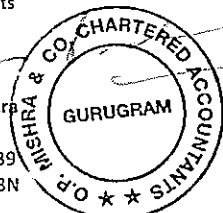
1, 2 & 26

Accompanying notes form an integral part of the Financial Statements

As per our audit report of even date Annexed

For O P Mishra & Company
Chartered Accountants

CA Om Prakash Mishra
Partner
Membership No.90839
ICAI FRN No. : 011873N
New Delhi
Date : 13/06/2018



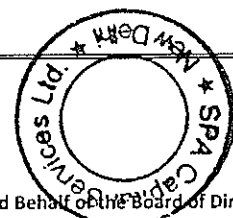
For and Behalf of the Board of Directors

Sandeep Parwal
Managing Director
DIN No. 00025803

Rajesh Ramnani
Company Secretary

Mahavir Prasad Mundhra
Whole Time Director
DIN No. 00642941

Sanjay Kumar Jain
Chief Financial Officer



SPA Capital Services Limited

Statement of Profit and Loss for the financial year ended March 31, 2018

Particulars	Notes	For the Year Ended March 31, 2018 (Amount in Rs.)	For the Year Ended March 31, 2017 (Amount in Rs.)
INCOME			
Revenue from Operations	19	86,52,13,948	99,82,89,120
Other income	20	11,07,496	11,62,385
Total Revenue		86,63,21,444	99,94,51,505
EXPENDITURE			
Purchases of Stock		51,63,07,568	16,88,14,224
Change in Stock During the Year	21	(24,93,75,155)	59,391
Employee Benefit Expense	22	8,53,94,412	8,03,14,223
Financial Costs	23	1,84,27,766	98,35,345
Depreciation and Amortization Expense	11	50,32,054	59,32,727
Other Expenses	24	46,96,68,670	71,75,57,391
Total expenses		84,54,55,315	98,25,13,301
Profit before Exceptional and Extraordinary Items and Tax		2,08,66,129	1,69,38,204
Exceptional Items	25	11,011	2,13,949
Prior Period Items		-	22,817
Profit before Extraordinary Items and Tax		2,08,55,118	1,67,01,438
Extraordinary Items		-	-
Profit before Tax		2,08,55,118	1,67,01,438
Tax Expense			
- Current Tax		78,50,000	65,00,000
- Deferred Tax		(8,80,185)	(9,91,717)
Profit/(Loss) for the period from Continuing Operations		1,38,85,303	1,11,93,155
Profit/(Loss) for the period from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
Profit/(Loss) from Discontinuing Operations after Tax		-	-
Add : Excess Provision for Earlier Years		-	4,30,869
Less : Income Tax paid for Earlier Years		4,06,552	-
Profit/(Loss) for the period		1,34,78,751	1,16,24,024
Earning per Equity Share			
- Basic		6.71	13.23
- Diluted		6.71	13.23

Overview, Significant Accounting Policies &
Notes to the Accounts

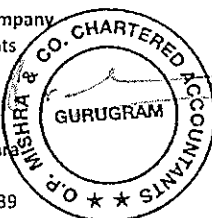
1, 2 & 26

Accompanying notes form an integral part of the Financial Statements

As per our audit report of even date Annexed

For O P Mishra & Company
Chartered Accountants

CA Om Prakash Mishra
Partner
Membership No.90839
ICAI FRN No. : 011873N
New Delhi
Date : 13/06/2018



For and Behalf of the Board of Directors

Sandeep Parwal
Sandeep Parwal
Managing Director
DIN No. 00025803
Rajesh Ramnani
Rajesh Ramnani
Company Secretary

Mahavir Prasad Munshi
Mahavir Prasad Munshi
Whole Time Director
DIN No. 00642941
Sanjay Kumar Jain
Sanjay Kumar Jain
Chief Financial Officer

SPA Capital Services Limited

Cash Flow Statement for the year Ended 31st March, 2018

Particulars	As at March 31, 2018 (Amount in Rs.)	As at March 31, 2017 (Amount in Rs.)
A. Cash flow from Operating Activities		
Net Profit before Tax and Extraordinary Items	2,08,55,118	1,67,01,438
Adjustment for		
- Loss on sale of Fixed Assets	11,011	2,13,949
- Depreciation	50,32,054	59,32,727
- Interest Paid	1,84,27,766	98,35,345
	2,34,70,831	1,59,82,021
Operating profit before Working Capital Changes	4,43,25,949	3,26,83,459
Adjustment for		
- Inventories	(24,93,75,155)	59,391
- Trade Receivables	71,94,834	(1,79,12,891)
- Loans and Advances	34,77,249	3,66,08,932
- Trade Payables	2,26,70,693	(8,59,08,658)
	(21,60,32,379)	(6,71,53,226)
Cash Generated from Operations	(17,17,06,430)	(3,44,69,766)
Tax Paid for Earlier Year	4,06,552	(4,30,869)
Income Tax	65,00,000	60,00,000
Provision for Gratuity	18,42,811	19,09,762
Contingent Provision against standard assets	9,33,382	2,06,468
Cash Flow from Operating Activities	(17,58,36,789)	(3,79,22,667)
B. Cash flow from Investing Activities		
- Purchase of Fixed Assets	(24,86,148)	(18,36,486)
- Purchase of Investments	-	-
- Sale of Fixed Assets	6,28,250	9,87,938
- Long term Loans and Advances	-	59,95,310
Cash Flow from Investing Activities	(18,57,898)	51,46,762
C. Cash flow from Financial Activities		
- Secured Loan	20,60,37,240	2,34,84,085
- Bank Overdraft	(1,36,16,123)	1,40,25,258
- Interest Paid	(1,84,27,766)	(98,35,345)
Cash Flow from Financing Activities	17,39,93,351	2,76,73,998
Net increase/(decrease) in Cash and Cash Equivalents	(37,01,336)	(51,01,907)
Opening Balance of Cash and Cash Equivalents		
- Cash and Cash Equivalents	87,08,359	1,38,10,267
Closing Balance of Cash and Cash Equivalents	50,07,023	87,08,359

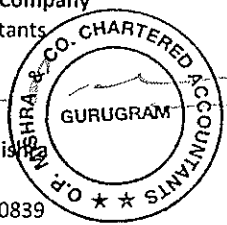
Note : Cash and Cash equivalents consists of cash and Balance with banks.

Accompanying notes form an integral part of the Financial Statements

As per our audit report of even date Annexed

For O P Mishra & Company
Chartered Accountants

CA Om Prakash Mishra
Partner
Membership No.90839
ICAI FRN No. : 011873N
New Delhi
Date : 13/06/2018



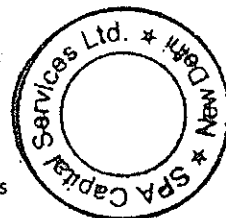
For and Behalf of the Board of Directors

Sandeep Parwal
Managing Director
DIN No. 00025803

Rajesh Ramnani
Company Secretary

Mahavir Prasad Mundhra
Whole Time Director
DIN No. 00642941

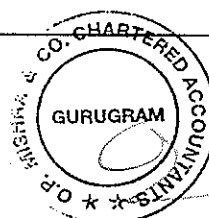
Sanjay Kumar Jain
Chief Financial Officer



(as required in terms of Paragraph 18 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016)

Particulars			(RS. In lakhs)
<u>Liabilities side:</u>			
(1) Loans and Advances availed by the NBFCs inclusive of Interest accrued thereon but not paid:		Amount Outstanding	Amount Overdue
(a) Debentures : Secured : Unsecured (other than that falling within the meaning of public deposits)	- - -	- - -	- - -
(b) Deferred Credits	-	-	-
(c) Term Loans	-	-	-
(d) Inter-Corporate Loans and Borrowings	-	-	-
(e) Commercial Paper	-	-	-
(f) Public Deposits*	-	-	-
(g) Other Loans (Loan on hypothecation of vehicles, Loan against property owned by group company and Bank Overdraft)	3,153.29	-	-
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :			
(a) In the form of Unsecured Debentures			
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security			
(c) Other Public Deposits			
<u>Assets side:</u>			
		Amount outstanding	
(3) Break up of loans and Advances including bills receivables [other than those included in (4) below]:			
(a) Secured		-	
(b) Unsecured		1,338.73	
(4) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities			
(i) Lease assets including lease rentals under sundry debtors: (a) Financial lease (b) Operating lease		- -	- -
(ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets		- -	- -
(iii) Other loans counting towards AFC activities (a) Loans where assets have been repossessed (b) Loans other than (a) above		- -	- -
(5) Break up of Investments:			
<u>Current Investments:</u>			
1. Quoted:			
(i) Shares: (a) Equity (b) Preference		- -	- -
(ii) Debentures and Bonds		-	-
(iii) Units of mutual funds		-	-

(iv) Government Securities	-
(v) Others (please specify)	-
2. <u>Unquoted:</u>	
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
<u>Long Term investments</u>	
1. <u>Quoted:</u>	
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
2. <u>Unquoted:</u>	
(i) Shares: (a) Equity	131.00
(b) Preference	415.00
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
(6) Borrower group-wise classification of assets financed as in (2) and (3) above:	
Category	Amount net of provisions
	Secured Unsecured Total
1. Related Parties	
(a) Subsidiaries	- - -
(b) Companies in the same group	- - -
(C) Other related parties	- - -
2. Other than related parties	- 1,338.73 1,338.73
Total	- 1,338.73 1,338.73
(7) Investor group-wise classification all investments (current and long term) in shares and securities (both quoted and unquoted):	
Category	Market Value/Break up or fair value/NAV Book Value (Net of Provisions)
1. Related Parties	
(a) Subsidiaries	- -
(b) Companies in the same group	415.00 415.00
(C) Other related parties	- -
2. Other than related parties	131.00 131.00
Total	546.00 546.00
(8) Other information	
Particulars	Amount (Rs.)
(i) Gross Non-Performing Assets	
(a) Related parties	-
(b) other than related parties	-
(ii) Net Non-Perfroming Assets	
(a) Related parties	-
(b) other than related parties	-
(iii) Assets acquired in satisfaction of debt	-



SPA Capital Services Limited

Note 1: Company Overview

SPA Capital Services Limited ("the Company") is a public limited company incorporated on July 20, 1984 under the provisions of the Companies Act, 1956. The Company is engaged in providing Wealth Management and Financial Advisory services to institutions, corporate and individuals. The Company is also registered with Reserve Bank of India as a Non-Deposit Accepting Non Banking Financial Institution.

Note 2: Significant Accounting Policies

I. **Basis of preparation of Financial Statements:**

The financial statements are prepared on an accrual basis of accounting and in accordance with the generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provision of the companies' act 2013.

II. **Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of asset and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Adjustments as a result of differences between actual and estimates are prospectively made.

III. **Stock in Trade:**

Securities acquired with the intention to trade are considered as stock in trade under current assets. Stock in Trade is valued in accordance with Accounting Standard-2 at cost (inclusive of brokerage and other costs) or market / fair value, whichever is lower.

IV. **Cash flow statement:**

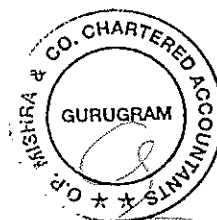
Cash flows are reported in accordance with Accounting Standard-3 using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

V. **Significant Events occurring after the Balance Sheet date:**

Contingencies and significant events are accounted in accordance with Accounting Standard-4.

VI. **Prior period and Extraordinary Items:**

Prior period & extraordinary transactions are accounted in accordance with Accounting Standard-5.



VII. Depreciation and Amortization:

In conformity with Accounting Standard - 6, depreciation is provided on straight line over the useful life prescribed in Schedule II to the Companies Act, 2013.

- a) Depreciation on Fixed assets added/disposed during the year is provided on a pro-rata basis with reference to the date of addition/disposal.
- b) On incremental / decremented cost arising on account of translation of foreign currency liabilities for acquisition of fixed assets, depreciation has been provided as aforesaid over the residual life of the respective assets.

VIII. Revenue Recognition:

In accordance with Accounting Standard-9:

- a) Revenue from Sale of shares, bonds, debenture, mutual fund and other securities are recorded upon transfer of title by the company or value date.
- b) Profit on sale of investments is recorded upon transfer of title by the Company. It is determined as the difference between the sales price and then carrying amount of the investment.
- c) Brokerage on distribution of Mutual Fund units is considered on Accrual Basis.
- d) Revenue from all Non-Performing Assets are accounted for, on receipt basis as per prudential norms promulgated by Reserve Bank of India.
- e) Interest is recognized using the time-proportion method, based on rates implicit in the transaction.
- f) Dividend income is recognized where the Company's right to receive dividend is established or received by the company.

IX. Fixed Assets:

Tangible Assets

In accordance with Accounting Standard-10, Fixed assets are carried at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses related to acquisition, installation and commissioning.

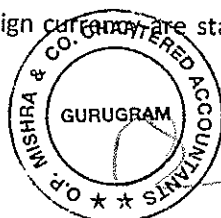
- a) Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance
- b) Expenses incurred on assets are carried forward as capital work in progress at cost till the same are ready for use

Intangible Assets

- c) Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

X. Foreign Currency Transactions:

- a) Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the Profit and Loss Account. Premium in respect of forward contracts is accounted over the period of the contract.
- b) Non-Monetary items denominated in foreign currency are stated at the rate prevailing on the date of the transaction.



- c) In respect of derivative transactions, gains/losses are recognized in the Profit and Loss Account on settlement. On a reporting date, open derivative contracts are revalued at fair values and resulting losses, if any, is recognized in the Profit and Loss Account.

XI. Investments:

- a) Investments are classified into long term investments and current investments based on intent of management at the time of making the investment. Investments, intended to be held for more than one year, are classified as long-term investments.
- b) Long-term investments are stated at cost. Provision for diminution is being made if necessary to recognize a decline, other than temporary in the value thereof.
- c) Current Investments are stated at the lower of cost and market / fair value.

XII. Retirement Benefits:

In compliance with Accounting Standard 15 - "Employee Benefits"

- a) **Provident fund:** Employees receive benefits from a provident fund. The employee and employer each make monthly contributions as per the applicable law. Company contribution to provident fund is charged to statement of profit & loss account
- b) **Leave Encashment:** The employees of the Company are entitled for the leave encashment on yearly basis. Leave encashment liability is provided on the basis of number of day's unutilized leave at each balance sheet date which is subsequently paid in the next year.
- c) **Gratuity:** In accordance with applicable Indian laws, the company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the company. Provision for gratuity have been made on the basis of projected Unit Credit Actuarial Method as per the respective laws.

XIII. Borrowing Costs:

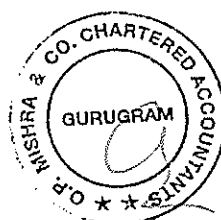
Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

XIV. Operating leases:

Operating lease payments recognised as an expense in the statement of profit and loss account on a straight line basis over the period of the lease or as and when payments are made over the lease term.

XV. Earnings per Share:

Basic earning per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the company by weighted average number of shares outstanding during the year. Diluted earning per share is calculated by dividing net profit attributable to equity share holder after adjustment of diluted earnings by weighted average number of shares outstanding during the year.



XVI. **Taxes on Income:**

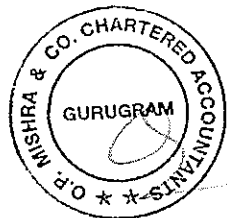
- a) **Income Tax:** Taxes on Income for the current period are determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of the assessment.
- b) **Deferred Tax:** Deferred tax on timing differences between book profit and tax profit for the year is accounted on the basis of the rates and laws that have been enacted as on the date of the Balance Sheet. Deferred tax assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be utilized in the future.

XVII. **Impairment of Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

XVIII. **Provisions, Contingent Liabilities and Contingent Assets:**

- a) Provision is recognised in the accounts when there is a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.
- b) Contingent liabilities are not recognised but are disclosed to the notes to the financial statements.
- c) Contingent assets are neither recognised nor disclosed in the financial statements.



SPA Capital Services Limited

Notes to the Financial Statements as at and for the financial year ended March 31, 2018

Particulars	As at March 31, 2018 (Amount in Rs.)	As at March 31, 2017 (Amount in Rs.)
-------------	--	--

3 SHARE CAPITAL

Authorised Share Capital :

50,00,000 (Previous year 9,00,000) Equity Shares of Rs. 10/- each

5,00,00,000

90,00,000

5,00,00,000

90,00,000

Issued, Subscribed and Paid Up Share Capital :

30,74,225 (Previous year 8,78,350) Equity Shares having face value of Rs.10/- each fully paid up

3,07,42,250

87,83,500

Note :-

The Company has allotted 21,95,875 Number of Equity Shares as bonus shares on 25/09/2017 in the ratio of 5:2 during the year

3,07,42,250

87,83,500

Shareholders holding more than 5% of Equity Shares along with the number of Equity Shares held is as given below :

Name of the Shareholders	As at March 31, 2018		As at March 31, 2017	
	%	Qty.	%	Qty.
Dhrubtara Trading Private Limited	19.07%	5,86,250	19.07%	1,67,500
Defiant Enterprises Private Limited	18.50%	5,68,750	18.50%	1,62,500
Sandeep Parwal	8.21%	2,52,525	8.21%	72,156
Kamal Kishore Somani	5.70%	1,75,125	5.70%	50,050
Honey Parwal	5.69%	1,75,000	5.69%	50,000

The Reconciliation of Number of Shares Outstanding

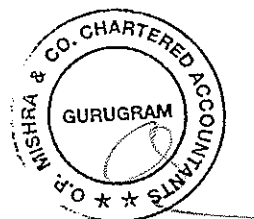
Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of Shares	Amount	Number of Shares	Amount
Outstanding as at the beginning of the year	8,78,350	87,83,500	8,78,350	87,83,500
Bonus Shares Issued during the year	21,95,875	2,19,58,750	-	-
Outstanding as at the end of the year	30,74,225	3,07,42,250	8,78,350	87,83,500

Rights, Preferences, Restrictions & Repayments regarding Share Capital

Particulars	Equity Shares
Voting Rights	1 share = 1 vote
Dividend Rights	Not fixed
Repayment of capital	Entitled to proportionate distribution of the assets of the Company in the event of liquidation

4 Reserves and Surplus

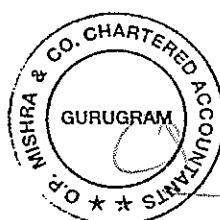
Securities Premium Reserve		25,00,000		25,00,000
General Reserve				
- As per Last Financial Statements	11,51,11,247		11,51,11,247	
- Add : Amount Transferred from P&L A/c	1,50,00,000		-	
- Less : Amount utilised for Issue of bonus shares	2,19,58,750	10,81,52,497	-	11,51,11,247
Reserve Fund (NBFC)				
- As per Last Financial Statements	23,24,805		-	
- Add : Amount Transferred from P&L A/c	26,95,750	50,20,555	23,24,805	23,24,805
Surplus in the Statement of Profit and Loss Account				
- As per Last Financial Statements	2,64,55,584		1,71,56,365	
- Add : During the period	1,34,78,751		1,16,24,024	
- Net Surplus in the Statement of Profit and Loss Account	3,99,34,335		2,87,80,389	
- Less: Amount Transferred to Reserve Fund (NBFC)	26,95,750		23,24,805	
- Less: Amount Transferred to General Reserve	1,50,00,000	2,22,38,585	-	2,64,55,584
		13,79,11,637		14,63,91,636



SPA Capital Services Limited

Notes to the Financial Statements as at and for the financial year ended March 31, 2018

Particulars	As at March 31, 2018 (Amount in Rs.)	As at March 31, 2017 (Amount in Rs.)
5 Long-Term Borrowings		
Secured Loans		
Term Loan from Bank	2,44,05,804	2,58,50,910
(Secured by way of mortgage of property owned by Simplex Construction Private Limited, Bhoopati Trading Private Limited and Pinkcity Skyliner Developers Private Limited) repayable in monthly equated installments		
Less: Current maturities of Long-Term Debt	17,83,982	27,81,503
	2,26,21,822	2,30,69,407
Vehicle Loan from Bank	20,55,745	41,54,963
(Secured by hypothecation of vehicles financed) repayable by monthly equated installments		
Less: Current maturities of Long-Term Debt	10,94,263	19,49,731
	9,61,482	22,05,232
Vehicle Loan from Other Financial Institutions/NBFC's	7,41,478	11,59,914
(Secured by hypothecation of vehicles financed) repayable by monthly equated installments		
Less: Current maturities of Long-Term Debt	4,53,900	4,18,438
	2,87,578	7,41,476
	2,38,70,882	2,60,16,115
6 Long-Term Provisions		
Provision for Employee Benefits		
- Provision for Gratuity	1,02,81,267	84,38,456
Less: Current Liability	3,67,729	2,12,540
	99,13,538	82,25,916
Contingent Provision against standard assets*	11,39,851	2,06,469
	1,10,53,389	84,32,385
*In accordance with the Master Direction DNBR.PD.007/03.10.119/2016-17 issued by The Reserve Bank of India (RBI) vide its directions to all NBFC's to make a general provision of 0.25% on the Standard assets, the Company has made a provision of Rs.11,39,851/- (Previous Year Rs.2,06,469/-)		
7 Short Term Borrowings		
Bank Overdraft	7,68,16,662	9,04,32,785
(Secured by way of mortgage of property owned by Simplex Construction Private Limited, Bhoopati Trading Private Limited and Pinkcity Skyliner Developers Private Limited)		
Loan from Other Financial Institutions / NBFC's	21,00,00,000	-
(Secured by pledge on securities)		
	28,68,16,662	9,04,32,785
8 Trade Payables		
- Due to Micro Small and Medium Enterprises	-	-
- Due to Others	3,21,76,953	1,24,38,423
	3,21,76,953	1,24,38,423
9 Other Current Liabilities		
Current maturities of Long-Term Debt	33,32,145	51,49,672
Interest accrued but not due on Borrowings	13,08,904	1,86,012
Other Payables	1,13,86,754	95,77,483
(Includes Provision for Expenses and Statutory Payments)		
	1,60,27,803	1,49,13,167
10 Short-Term Provisions		
Provision for Employee Benefits		
- Provision for Gratuity (refer note 26 IX(c))	3,67,729	2,12,540
Others		
- Provision for Income Tax	78,50,000	65,00,000
	82,17,729	67,12,540



SPA Capital Services Limited

Notes to the Financial Statements as at and for the financial year ended March 31, 2018

11. Fixed Assets

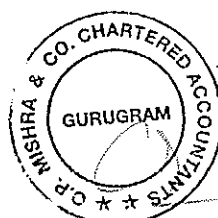
Particulars	Gross Block			Depreciation			Net Block			
	As on 01-04-2017	Addition during the year	Deletions	As on 31-03-2018	As on 01-04-2017	for the year	Dep. Written off against sold assets	Total	As on 31-03-2018	As on 31-03-2017
Tangible Assets										
Computers	1,61,14,689	19,44,674	3,74,816	1,76,84,547	1,32,32,537	10,60,959	3,56,075	1,39,37,421	37,47,126	28,82,152
Motor Vehicles	2,82,39,576	-	17,46,175	2,64,93,401	1,39,10,577	28,84,670	11,31,405	1,56,63,842	1,08,29,559	1,43,28,999
Furniture and Fixtures	75,93,895	1,22,900	-	77,16,795	60,76,957	6,60,107	-	67,37,064	9,79,731	15,16,938
Plant and Machinery	78,79,798	4,18,574	1,15,000	81,83,372	65,73,512	4,26,318	1,09,250	68,90,580	12,92,791	13,06,286
Total	5,98,27,958	24,86,148	22,35,991	6,00,78,115	3,97,93,583	50,32,054	15,96,730	4,32,28,907	1,68,49,207	2,00,34,375
Previous Year Details	6,27,69,760	18,36,486	47,78,288	5,98,27,958	3,74,37,257	59,32,727	35,76,401	3,97,93,583	2,00,34,375	2,53,32,503



SPA Capital Services Limited

Notes to the Financial Statements as at and for the financial year ended March 31, 2018

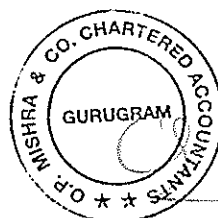
Particulars	As at March 31, 2018 (Amount in Rs.)	As at March 31, 2017 (Amount in Rs.)
12 Non-Current Investments		
Non-Trade, Unquoted investments		
<u>In Equity Shares</u>		
Impetus Analytic e-solutions Private Limited	1,31,00,000	1,31,00,000
13,10,000 (Previous year 13,10,000) Shares of Rs.10/- each fully paid-up		
<u>In 8% non cumulative Preference Shares</u>		
SPA ComTrade Private Limited	54,00,000	54,00,000
135,000 (Previous year 135,000) Shares of Rs. 10 each fully paid-up		
<u>In 3% non cumulative, redeemable Preference Shares</u>		
SPA Securities Limited	3,61,00,000	3,61,00,000
361,000 (Previous year 361,000) Shares of Rs. 10 each fully paid-up		
	<u>5,46,00,000</u>	<u>5,46,00,000</u>
Aggregate value of Unquoted Investments	5,46,00,000	5,46,00,000
13 Long-Term Loans and Advances		
(Unsecured, Considered Good unless Otherwise Stated)		
Security Deposits		
- Related Parties ((Refer Note No.26 XII)	87,92,500	87,92,500
- Others	6,28,955	6,28,955
	<u>94,21,455</u>	<u>94,21,455</u>
14 Inventories		
Stock-in-Trade		
(As taken, Value and Certified by the Management)		
at Cost or Market value, whichever is Lower		
Bonds	25,02,58,836	25,000
Mutual Funds	-	8,00,742
Equity Shares	2,294	2,294
PAN Coupons	-	57,939
	<u>25,02,61,130</u>	<u>8,85,975</u>
15 Trade Receivables		
Outstanding for a period of More than Six Months		
(Unsecured, Considered Good)		
- Others	-	14,41,060
(Unsecured, Considered Doubtful)		
- Others	9,36,721	-
Outstanding for a period of Less than Six Months		
(Unsecured, Considered Good)		
- Others	5,20,60,704	5,87,51,199
	<u>5,29,97,425</u>	<u>6,01,92,259</u>
16 Cash and Cash Equivalents		
Cash in Hand (as certified by the management)	13,29,923	8,78,016
<u>Balance With Scheduled Banks :</u>		
- In Current Accounts	36,77,100	78,30,343
	<u>50,07,023</u>	<u>87,08,359</u>
17 Short-Term Loans and Advances		
Advance Tax, TDS	1,23,29,310	85,59,030
Advances recoverable in Cash or in kind or for value to be received and/or adjusted		
- Unsecured, Considered Good	13,77,243	5,41,32,440
- Unsecured, Considered Doubtful	35,00,000	58,00,000
Other Short term Loans and Advances		
(Unsecured, Considered Good)		
- Others	13,23,45,714	6,75,00,000
- Staff Advance	15,27,011	35,05,125
	<u>15,10,79,278</u>	<u>13,94,96,595</u>
18 Other Current Assets		
Prepaid Expenses	7,80,978	7,43,660
Balances with Revenue Authorities	9,11,990	1,60,09,238
	<u>16,92,968</u>	<u>1,67,52,898</u>



SPA Capital Services Limited

Notes to the Financial Statements as at and for the financial year ended March 31, 2018

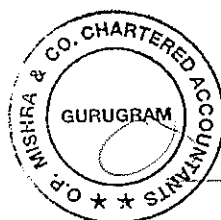
Particulars	As at March 31, 2018 (Amount in Rs.)	As at March 31, 2017 (Amount in Rs.)
19 Revenue from Operations		
Sales of Securities	26,52,44,340	16,90,82,244
Income from Brokerage	50,25,04,938	82,80,02,185
Income from Advisory Services / Management Fees	7,60,85,913	6,38,227
Interest Income	2,13,78,757	5,66,464
	<u>86,52,13,948</u>	<u>99,82,89,120</u>
20 Other Income		
Rental Income	90,000	90,000
Other Income	5,99,519	8,70,496
Interest Income on Income Tax Refund	2,36,630	-
Dividend Income	1,81,347	2,01,889
	<u>11,07,496</u>	<u>11,62,385</u>
21 Increase/(Decrease) in Stock		
Opening Stock of Stock in Trade	8,85,975	9,45,366
Closing Stock of Stock in Trade	25,02,61,130	8,85,975
	<u>(24,93,75,155)</u>	<u>59,391</u>
22 Employees Benefit Expenses		
Salaries, Wages and Other Benefits	7,59,05,354	7,08,50,679
Contribution to Provident Fund and Other Fund	17,45,525	15,75,351
Director Remuneration	45,00,000	36,25,000
Staff Welfare	12,63,414	17,19,427
Gratuity	19,80,119	25,43,766
	<u>8,53,94,412</u>	<u>8,03,14,223</u>
23 Financial Costs		
Interest paid - Loans		
- Loans from Bank	99,23,200	92,15,476
- Loans from Others	84,08,249	1,50,490
Interest paid - Others	23,761	2,32,987
Processing Charges	11,800	2,22,813
Demat Charges	1,289	1,883
Bank Charges	59,467	11,696
	<u>1,84,27,766</u>	<u>98,35,345</u>



SPA Capital Services Limited

Notes to the Financial Statements as at and for the financial year ended March 31, 2018

Particulars	As at March 31, 2018 (Amount in Rs.)	As at March 31, 2017 (Amount in Rs.)
24 Other Expenses		
Travelling and Conveyance	43,07,561	60,97,703
Telephone Expenses	20,90,443	30,72,482
Brokerage/Advisory Fees paid	43,91,71,260	67,90,65,440
Books and Periodicals	1,83,159	4,98,496
Printing and Stationary	10,30,847	13,09,543
Postage and Couriers Expenses	9,91,560	10,97,258
Advertisement Expenses	57,183	10,94,367
Rent, Rates and Taxes	37,46,480	42,77,783
Software Expenses	3,55,008	3,18,803
Service Charges	2,30,808	1,71,202
Service Tax credit Reversal	28,745	84,560
Swachh Bharat Cess	6,42,108	34,39,946
SGST Credit Expenses	52,397	-
IGST Credit Expenses	18,614	-
CGST Credit Expenses	52,397	-
Festival Expenses	2,84,432	14,24,512
Fees and Subscription	6,33,462	8,53,084
Secretarial Audit Fees	30,000	-
Internal Audit Fees	50,000	90,000
Miscellaneous Expenses	1,40,070	1,04,366
Office Expenses	1,55,703	5,16,058
Repair and Maintenance		
-Plant & Machinery	5,37,682	4,20,240
-Others	12,28,455	18,07,807
Donation	97,100	16,32,000
Filling Fees	3,96,600	37,468
Insurance Charges	3,33,449	3,84,730
Business Promotion Expenses	38,64,064	35,20,253
Bad Debts	1,13,466	20,95,254
Electricity Expenses	18,23,016	23,19,874
Legal and Professional Expenses	18,67,138	1,96,461
Direct Listing Fees	25,50,000	-
Contingent provisions against standard assets	9,33,382	2,06,469
Payment to Auditors		
- Statutory Audit Fees	1,87,500	1,87,500
- Tax Audit Fees	62,500	62,500
Tour & Travels		
- Local	14,22,081	11,71,232
	46,96,68,670	71,75,57,391
25 Exceptional Items		
Loss on Sale of Fixed Assets	1,30,987	4,26,547
Less: Profit on sale of Fixed Assets	1,19,976	2,12,598
	11,011	2,13,949



Note 26: Notes to the Accounts

- I. The company is registered as Non-Banking Financial Company with the Reserve Bank of India. The schedule as prescribed under Para 18 of the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 is appended.
- II. Contingent Liability - Nil (Prev. Year - Nil)
- III. Details of Remuneration to Auditors (excluding Service Tax):

(Amount in Rs.)		
Remuneration	2017-2018	2016-2017
Statutory Audit Fees	187,500	187,500
Tax Audit Fees	62,500	62,500
Total	250,000	250,000

- IV. Managerial remuneration (excluding contribution to gratuity fund and provision for leave encashment on retirement) paid/payable to directors:

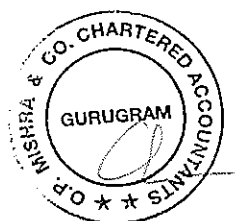
(Amount in Rs.)		
Particulars	2017-2018	2016-2017
Directors Remuneration	4,500,000	3,625,000
Total =>	4,500,000	3,625,000

- a. Computation of Managerial Remuneration under Section 197 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (excluding contribution to gratuity fund and provision for leave encashment on retirement) paid / payable to Directors:

(Amount in Rs.)		
Particulars	2017-2018	2016-2017
Profit Before Taxation and Adjustments	20,855,118	16,701,438
Add : Managerial Remuneration	4,500,000	3,625,000
Add : Loss on sale of Fixed assets	130,987	426,547
Less : Profit on sale of Fixed assets	119,976	212,598
Profit u/s 198 of the Companies Act, 2013	25,366,129	20,540,387
Maximum Permissible Limit @ 10% (Previous Year@5%)	2,536,613	2,054,039

The Company has passed a resolution in the Annual General Meeting held on September 30, 2015 for approval of managerial remuneration of Managing Director in accordance with the provisions of Companies Act 2013 and company has passed a resolution in the Board Meeting held on November 01, 2016 for approval of managerial remuneration of Whole Time Director which was duly approved by the Shareholders at their Annual General Meeting held on September 22, 2017 in accordance with the provisions of Companies Act 2013.

However, during the Financial Year 2017-18, there were inadequate profits, accordingly the Company has complied with the Schedule V of the Companies Act, 2013 and accordingly the payment of Remuneration to Managerial Personnel is within the limits as prescribed under the said schedule of the Companies Act, 2013.



V. Additional information in pursuant to the Companies Act, 2013

CIF Value of Import	: Nil
Earnings in Foreign Currency	: Nil
Value of Imports	: Nil
Value of Indigenous materials consumed	: Nil
Percentage of each material so consumed	: Nil
Dividend remitted in Foreign Currencies	: Nil
Earnings in Foreign Exchange	: Nil
Expenditure in Foreign Currency	: Nil
FOB value of Export	: Nil

VI. Particulars in respect of Opening Stock, Purchase, Sales and Closing Stock

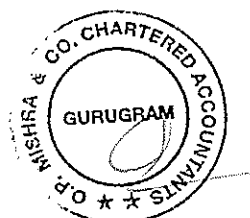
Particulars	Opening Stock		Purchase		Sale		Scrap/W rite-off	Closing Stock	
	Qty. (Nos)	Amount (Rs.)	Qty. (Nos)	Amount (Rs.)	Qty. (Nos)	Amount (Rs.)		Qty. (Nos)	Amount (Rs.)
Shares	5,188	2,294	-	-	-	-	-	5,188	2,294
Prev. Year	28,433	1,22,144	-	-	-	-	23,245	5,188	2,294
Mutual Fund	46,524	8,00,742	7,223	1,50,73,047	53,747	1,63,57,354	-	-	-
Prev. Year	43,294	7,34,053	41,471	14,45,66,589	38,241	14,47,50,698	-	46,524	8,00,742
Bonds / Govt. Securities	5	25,000	500	50,12,34,521	250	24,88,86,986	-	255	25,02,58,836
Prev. Year	5	25,000	2,20,000	2,42,47,636	2,20,000	2,43,25,033	-	5	25,000
Pan Coupon	651	57,939	-	-	-	-	651	-	-
Prev. Year	721	64,169	-	-	70	6,513	-	651	57,939

VII. To the extent of information available the Company has not received any intimation from creditors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any, relating to amounts unpaid as at the year ended March 31, 2018 together with interest paid / payable as required under the Act has not been given.

VIII. Trade payable, receivables and other short term and long term loan and advances are subject to the confirmations and balances have been taken as per the records of the Company. In the opinion of the management, the value of realisation of short term, long term loan and other current assets, loans and advances in the ordinary course of business would be at least equal to the amount at which they are stated in the Balance Sheet.

IX. Disclosure as required by Accounting Standard 15 - Employee Benefits

a) **Provident fund and Employee State Insurance (ESI):** - The eligible employees of the company are entitled to receive benefits under Provident Fund and ESI, a defined contribution plan in which both employees and the company makes monthly contributions at a specified percentage of the covered employees salary, the contributions as specified under the Law are paid to the Provident fund and pension fund of the provident fund authorities and ESI authorities.



(Amount in Rs.)			
Sr. No.	Particulars	2017-2018	2016-2017
i	Employer's Contribution to Provident Fund	15,09,016	14,19,996
ii	Contribution to Employee State Insurance	1,58,033	56,186

- b) **Leave Encashment:** The eligible Leave encashment liability payable to the employees has been paid to the employees and hence no Provision is required for Leave Encashment.
- c) **Provision for Gratuity:** Provision for gratuity is being made on the basis of actuarial valuation payable on March 31, 2018. The following tables summarize the components of the net employee benefit expenses recognized in the statement of profit and loss account, the fund status and amount recognized in the balance sheet for the gratuity and leave encashment for the year ended March 31, 2018.

Method: Projected Unit Credit Method:

Table Showing Changes in Present Value of Obligations:

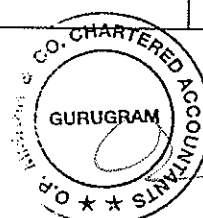
(Amount in Rs.)		
Period	From: 01/4/2017 To: 31/03/2018	From: 01/4/2016 To: 31/03/2017
Present value of the obligation at the beginning of the period	84,38,456	65,28,694
Interest Cost	6,53,980	4,89,652
Current Service Cost	10,03,155	9,09,776
Past Service Cost	16,18,992	-
Benefit paid (if any)	(1,37,208)	(6,34,004)
Actuarial (gain)/loss	(12,96,008)	11,44,338
Present value of the obligation at the end of the period	1,02,81,267	84,38,456

Key Results (The amount to be recognized in the Balance sheet);

Period	As on: 31/03/2018	As on: 31/03/2017
Present value of the obligation at the end of the period	1,02,81,267	84,38,456
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	1,02,81,267	84,38,456
Funded Status	(1,02,81,267)	(84,38,456)
Best estimate for contribution during next period	13,86,652	12,35,634

Expenses recognized in the statement of Profit and Loss

Period	From: 01/4/2017 To: 31/03/2018	From: 01/4/2016 To: 31/03/2017
Interest Cost	6,53,980	4,89,652
Current service cost	10,03,155	9,09,776
Past Service Cost	16,18,992	-
Expected return on plan asset	-	-
Net actuarial (gain)/loss recognized in the period	(12,96,008)	11,44,338
Expenses to be recognized in the statement of profit and loss accounts	19,80,119	25,43,766



Experience adjustment

Period	From: 01/4/2017 To: 31/03/2018	From: 01/4/2016 To: 31/03/2017
Experience adjustment (Gain)/ loss for plan liabilities	4,23,943	6,74,001
Experience adjustment (Gain)/ loss for plan assets	-	-

The assumptions employed for the calculation are tabulated:

Discount rate	7.75 % per annum	7.50 % per annum
Salary growth rate	5.50 % per annum	5.50 % per annum
Mortality	IALM 2006-08 ultimate	IALM 2006-08 ultimate
Expected rate of return	-	-
Withdrawal rate (Per Annum)	5.00 % p.a. (18 to 30 Years)	3.00 % p.a. (18 to 30 Years)
Withdrawal rate (Per Annum)	3.00 % p.a. (31 to 44 Years)	2.00 % p.a. (31 to 44 Years)
Withdrawal rate (Per Annum)	2.00 % p.a. (44 to 58 Years)	1.00 % p.a. (44 to 58 Years)

Benefits Valued:

Normal Retirement Age	58 years	58 years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting period	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (Yr.)	15/26 * Salary * Past Service (Yr.)
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	20,00,000	10,00,000

Current liability:

Period	As on: 31/03/2018	As on: 31/03/2017
Current liability	3,67,729	2,12,540
Non Current liability	99,13,538	82,25,916
Total liability	1,02,81,267	84,38,456

X. Transfer Pricing:

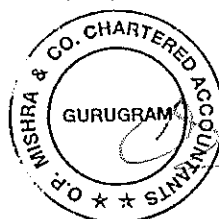
The Company has a system of maintenance of information and documents as required by transfer pricing legislation under section 92-92F of the Income Tax Act, 1961. The management is in the opinion that it will not have any material impact on financial statement, particularly on the amount of tax expense and that provision of taxation, if any

XI. Disclosure as required by Accounting Standard 17 Segment Reporting:

The business activities of the Company is engaged in one segment (i.e. Financial Services) only, hence segment wise reporting is not required to be given.

XII. Disclosure as required by Accounting Standard 18 Related Party Disclosures:**A. List of Related Parties and Relationships****(a) Key Management Personnel**

1. Mr. Sandeep Parwal	Managing Director
2. Mr. Kamal Kishore Somani	Director
3. Mr. Mahavir Prasad Mundhra	Whole Time Director
4. Mr. Sanjay Kumar Jain	Chief Financial Officer
5. Mr. Rajesh Ramnani	Company Secretary



(b) Enterprise over which Key Managerial Personnel and Individuals owing significant control and are able to exercise significant influence;

1. Bhoopati Trading Private Limited
2. Parth Infracon Private Limited
3. R P Computer Forms Private Limited
4. Simplex Construction Private Limited
5. SPA Insurance Broking Services Limited
6. SPA Securities Limited
7. Structmast Realtors (Mumbai) Private Limited
8. Vijay Shree Builders Private Limited
9. Wintech Marketing Private Limited
10. SPA Capital Advisors Limited
11. Niveshak MPowered Private Limited
12. I Play I Learn Private Limited
13. ASH Mercantile LLP
14. Jagriti Buildtech Private Limited
15. Karma Mercantile LLP
16. Rambhita Trading LLP
17. Sahayog Mercantile LLP
18. Sandeep Parwal Advisors Private Limited
19. SPA Comtrade Private Limited
20. SPA Global Private Limited
21. Yamini Mercantile Private Limited
22. ZENSPAA Capital Advisors Private Limited
23. ZENSPAA Capital Services Private Limited
24. NAKS Tutorial Private Limited
25. Sandeep Parwal HUF

B. Transactions with Related Parties

(a) Transactions with Key Management Personnel & their relatives

(Amount in Rs.)

Sr. No.	Name of Related Party	Nature of Transaction	During the year		Balance Outstanding as on	
			2017-2018	2016-2017	31-Mar-18	31-Mar-17
1	Sandeep Parwal	Directors Remuneration	30,00,000	30,00,000	2,23,200	48,200
2	Mahavir Prasad Mundhra	Directors Remuneration	15,00,000	6,25,000	1,15,000	90,000
		Reimbursement of Exp.	97,960	51,279	-	-
3	Sanjay Kumar Jain	Salary Paid	16,47,500	14,72,500	1,55,900	85,900
		Reimbursement of Exp.	77,547	71,498	-	-
4	Ms. Pinki Jha	Salary Paid	-	2,74,946	-	-
		Reimbursement of Exp.	-	20,893	-	-
5	Mr. Rajesh Ramnani	Salary Paid	22,25,891	-	1,69,584	-
		Reimbursement of Exp.	1,05,180	-	-	-

(b) Transaction with Enterprises over which Key Management Personnel and their relatives exercise significant influence

(Amount in Rs.)

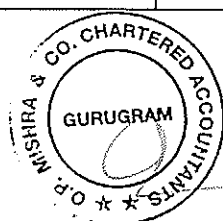
Sr. No.	Name of Related Party	Nature of Transaction	During the year		Balance Outstanding as on	
			2017-2018	2016-2017	31-Mar-18	31-Mar-17
1	Bhoopati Trading Private Limited	Rent Paid#	1,26,630	1,24,110	-	-
2	Parth Infracon Private Limited	Advance Taken & Repaid	-	5,750	-	-
3	R P Computer Forms Private Limited	Rent Paid#	2,70,000	2,70,000	-	-
		Security Deposit for Office	-	-	20,00,000	20,00,000
4	Simplex Construction Private Limited	Rent Paid#	4,64,310	4,55,070	-	-
		Advance Taken & Repaid	-	5,750	-	-
		Security Deposit for Office	-	-	10,35,000	10,35,000
5	SPA Insurance Broking Services Limited	Rent Received#	1,05,525	1,03,450	-	-
		Advance Taken & Repaid	2,64,754	2,14,203	-	-
6	SPA Securities Limited	Demat Expenses#	2,137	2,116	-	2,116
		Advance Taken & Repaid	61,757	1,39,480	-	-
7	Structmast Realtors (Mumbai) Private Limited	Rent Paid#	5,63,570	11,98,784	-	-
		Repair & Maintenance	-	36,623	-	-
8	Vijay Shree Builders Private Limited	Rent Paid#	18,61,461	18,24,417	-	-
		Advance Taken & Repaid	59,292	-	-	-
		Security Deposit for Office	-	-	37,57,500	37,57,500
9	Wintech Marketing Private Limited	Rent Paid#	3,51,750	3,30,000	-	-
		Security Deposit for Office	-	-	20,00,000	20,00,000
10	SPA Capital Advisors Limited	Advance Taken & Repaid	2,11,474	7,59,484	-	-
11	Niveshak MPowered Private Limited	Advance Taken & Repaid	-	19,50,000	-	-
		Brokerage Paid	1,01,86,193	1,39,01,092	29,36,644	-
		Interest	-	1,60,151	-	-

Rent paid/received including Service Tax/GST as per applicable

Brokerage paid including Service Tax/GST as per applicable

XIII. Disclosure as required by Accounting Standard 20 Earning per Share

Particulars	2017-2018	2016-2017
Profit after Tax and Adjustments	1,34,78,751	1,16,24,024
Profit available for distribution to Equity Share Holders	1,34,78,751	1,16,24,024
Weighted average number of Equity Shares Used as Denominator for calculating EPS	20,09,376	8,78,350
Earning per Share (Rs.) (Equity Shares of face value of Rs. 10/- each)		
- Basic	6.71	13.23
- Diluted	6.71	13.23



XIV. Disclosure as required by Accounting Standard 22 Accounting for Taxes on Income (Deferred Tax Assets / Liabilities):

The company has recognized deferred tax arising on account of timing difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods in compliance with the Accounting Standard 22- Accounting for Taxes on Income.

Particulars	March 31, 2018	March 31, 2017
Deferred Tax Assets		
Gratuity	(33,53,897)	(27,90,007)
Total	(33,53,897)	(27,90,007)
Deferred Tax Liabilities		
Depreciation	(15,54,922)	(12,38,627)
Total	(15,54,922)	(12,38,627)
Net Deferred Tax (Asset) / Liabilities	(49,08,819)	(40,28,634)

XV. Disclosure as required by Accounting Standard 28 Impairment of Assets:

As per the Accounting Standard 28 Impairment of Assets, the company has reviewed potential generation of economics benefits from fixed assets. Accordingly, impairment loss amounts to Rs. Nil (Previous year Rs. Nil).

XVI. The company has not made any donation (whether in cash or kind) to any political party during the year.

XVII. Details of Loan Given, Investment made and Guarantee given under Section 186(4) of the Companies Act, 2013

Loans given and Investments made are given under the respective heads. No Corporate Guarantee (s) has been given by the Company in respect of any loans as at March 31, 2018.

XVIII. Income Computation and Disclosure Standards (ICDS) as notified u/s 145(2) of the Income Tax Act, 1961 on 29th September 2016, are applicable to the financial year ended on 31st March 2018 and tax provisions are computed after considering its impact.

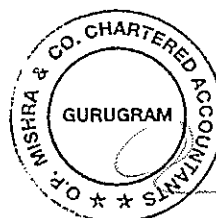
XIX. Disclosure as required by Accounting Standard 19 Operating lease:

Company as lessee, operating lease obligations: The Company has taken office, other facilities and other equipments under cancelable and non-cancelable operating leases, which are renewable on a periodic basis with escalation as per agreement.

Particulars	March 31, 2018	March 31, 2017
Lease payments recognized as an expense in statement of profit and loss account	37,46,480	42,77,783
Total	37,46,480	42,77,783

XX. Current year's figures have been rounded off to the nearest rupee.

XXI. The figures of the previous year have been regrouped / reclassified to compare with the figures of the current year.



XXII. Notes '1' to '26' form an integral part of the Balance Sheet and the Statement of Profit and Loss.

For O P Mishra & Company
Chartered Accountants

For and on behalf of the Board

CA Om Prakash Mishra

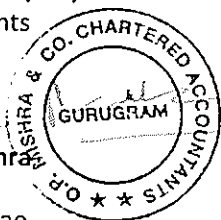
Partner

Membership No.90839

ICAI FRN: 011873N

New Delhi

Date : 13/06/2018



Sandeep Parwal

Managing Director

DIN No. 00025803

Rajesh Ramnani
Company Secretary

Mahavir Prasad Mundhra

Whole Time Director

DIN No. 00642941

Sanjay Kumar Jain
Chief Financial Officer

