



**SPA CAPITAL SERVICES
LIMITED**

38th Annual Report

2021-2022

BOARD OF DIRECTORS	Mr. Sandeep Parwal - Chairman Cum Managing Director (Promoter) Mrs. Honey Parwal - Non Executive Director (Promoter) Ms. Sugeeta Upadhyay - Independent Director Mr. Mahaveer Prasad Mundhra - Independent Director
STATUTORY AUDITORS	M/s. SNMG & Co., Chartered Accountants, Delhi
CHIEF FINANCIAL OFFICER (CFO)	Mr. Sanjay Goel
COMPANY SECRETARY & COMPLIANCE OFFICER	Mr. Manish Kumar
BANKERS	Axis Bank Limited Lakshmi Vilas Bank Limited RBL Bank Limited State Bank of India Syndicate Bank IndusInd Bank Limited
REGISTERED OFFICE	25, C – Block, Community Centre, Janakpuri New Delhi - 110 058. Email: listing@spacapital.com Contact: 011-45675500/45586600
REGISTRAR AND SHARE TRANSFER AGENT (RTA)	MAS Services Limited T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 Tel.: +91-11-26387281-83 Fax: +91-11-26387384 E-mail: info@masserv.com Website: www.masserv.com Contact Person: Mr. Narender Rastogi
LISTING SCRIPT CODE	BSE limited 542376
WEBSITE	http://www.spacapital.com/CapitalServices/



www.spacapital.com

SPA Capital Services Ltd.

CIN: L65910DL1984PLC018749

25, C-Block Community Centre

Janak Puri, New Delhi-110 058

Tel. : 011-45675500, 45586600

Fax : 011-45675508

Email : info@spacapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT 38th (THIRTY-EIGHTH) ANNUAL GENERAL MEETING "AGM" OF THE MEMBERS OF SPA CAPITAL SERVICES LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 11:00AM (IST) AT 25, C - BLOCK, COMMUNITY CENTRE, JANAKPURI NEW DELHI - 110 058 TO TRANSACT THE FOLLOWING BUSINESS:

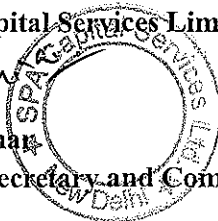
ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (both on standalone and consolidated basis) of the Company comprising of Balance Sheet, the statement of Profit and Loss Account and Cash Flow Statement for the Financial Year ended March 31, 2022 along with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mrs. Honey Parwal, (DIN No. 00025835), who retires by rotation in accordance with Section 152 (6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139(8), 142 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Dhana & Associates (Formerly known as M/s Khandelia and Sharma), Chartered Accountants (Firm Registration No. 510525C), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s SNMG & Co. Chartered Accountants, (FRN:004921N) and to hold office as statutory auditor of the Company till the conclusion of next Annual General Meeting at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

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


Manish Kumar
(Company Secretary and Compliance Officer)



Date: - 05.09.2022

Place: - New Delhi

Notes:

1. A Member entitled to attend and vote at the 38th Annual General Meeting (the "Meeting") is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.

A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

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

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

2. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.

3. Member's /Proxies/ Authorised Persons attending the Annual General Meeting (AGM) of the Company are requested to hand over the Attendance Slip duly filled in for admission to the AGM hall.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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

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

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

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

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

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

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

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

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

14. Statement giving details of the Director seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").

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

16. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2022 to September 30, 2022 (both days inclusive).

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

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

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

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

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

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

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

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

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

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

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Share Transfer Agent (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi – 110 020 at sm@masserv.com, ph.+91-11-2638 7281/82/83.

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

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

VOTING THROUGH ELECTRONIC MEANS

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

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

The voting period begins on **Tuesday, September 27, 2022 at 9.00 a.m. and ends on Thursday, September 29, 2022 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, September 24, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i) The shareholders should log on to the e-voting website <https://www.evotingindia.co.in> Click on "Shareholders / Members" tab to cast your votes.
- ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iii) Next enter the Image Verification as displayed and Click on Login.
- iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- v) If you are a first time user follow the steps given below:

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

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

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

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

ix) Click on the EVSN for <SPA Capital Services Limited> on which you choose to vote.

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

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

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

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

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

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

xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xvii) Note for Non- Individual Shareholders and Custodians:

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

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

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

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

In case of members receiving the physical copy:

Please follow all steps sl. no. (i) to sl. no. (xvii) above to cast vote.

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

xx) The official responsible to address the grievances connected with voting by electronic means - Mr. Manish Kumar, Company Secretary & Compliance Officer and Mr. Sanjay Goel, Chief Financial Officer, Ph. No. 011-4567 5500, email; listing@spacapital.com

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

28. The Board of Directors has appointed M/s. Manish Bhasin & Associates, Chartered Accountants, Delhi, holding Membership No.: 518197, ICAI FRN: 023784N as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.

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

30. The result of voting shall be declared by the Chairman/Company Secretary of the meeting on or after the Annual General Meeting of the Company (within two working days of conclusion of AGM). The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <https://www.spacapital.com/> and on the website of the CDSL immediately after the result is declared by the Chairman/Company Secretary.

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

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

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

34. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, **Mrs. Honey Parwal, (DIN No. 00025835)**, Director, retires by rotation at the ensuing Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. Details of Director, who is proposed to be re-appointed

at the ensuing Annual General Meeting, as required under Regulation 36 of SEBI (Listing Obligation Disclosure Requirement) Regulations 2015 and Secretarial Standard 2, are as under:

Name of Director	Mrs. Honey Parwal
Date of Birth	18/06/1970
Age	52 Year
DIN	00025835
Date of first Appointment in board	25/09/2017
Expertise in Specific Functional Area	She is having rich experience of over two decades, in the field of Human resource, Administration and Management) http://www.spacapital.com/CapitalServices/Board Of Directors.aspx
Qualifications	B. Sc (Hons)
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	To be appointed as Non – Executive Director being eligible to retire by rotation
Last Drawn Remuneration	Nil
Directorship in Other Companies as on date	<ul style="list-style-type: none"> • Bhoopati Trading Private Limited • Bluemoon Financial Services Private Limited • ParthInfracon Private Limited • Simplex Construction Private Limited • Vijay Shree Builders Private Limited • Wintech Marketing Private Limited • SPA Capital Advisors Limited
No. of Board Meeting attended during the year 2021-2022	7 (Seven)
Membership/Chairmanship of the Committees across the Companies	Details specified in BoardReport
Relationship with other Directors	Wife of Mr. Sandeep Parwal, Chairman Cum Managing Director of the Company.
Shareholding in the Company(Including shareholding as beneficial owner)	1,75,000 Equity Shares
Brief Resume	Mrs. Honey Parwal is Bachelor of Science, Hons (B. Sc (Hons) and She is having rich experience of over two decades, in the field of Human resource, Administration and Management)

For other details such as number of meetings of the board attended during the year and remuneration drawn in respect of above director, please refer to the Directors report which is a part of this Annual Report.

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

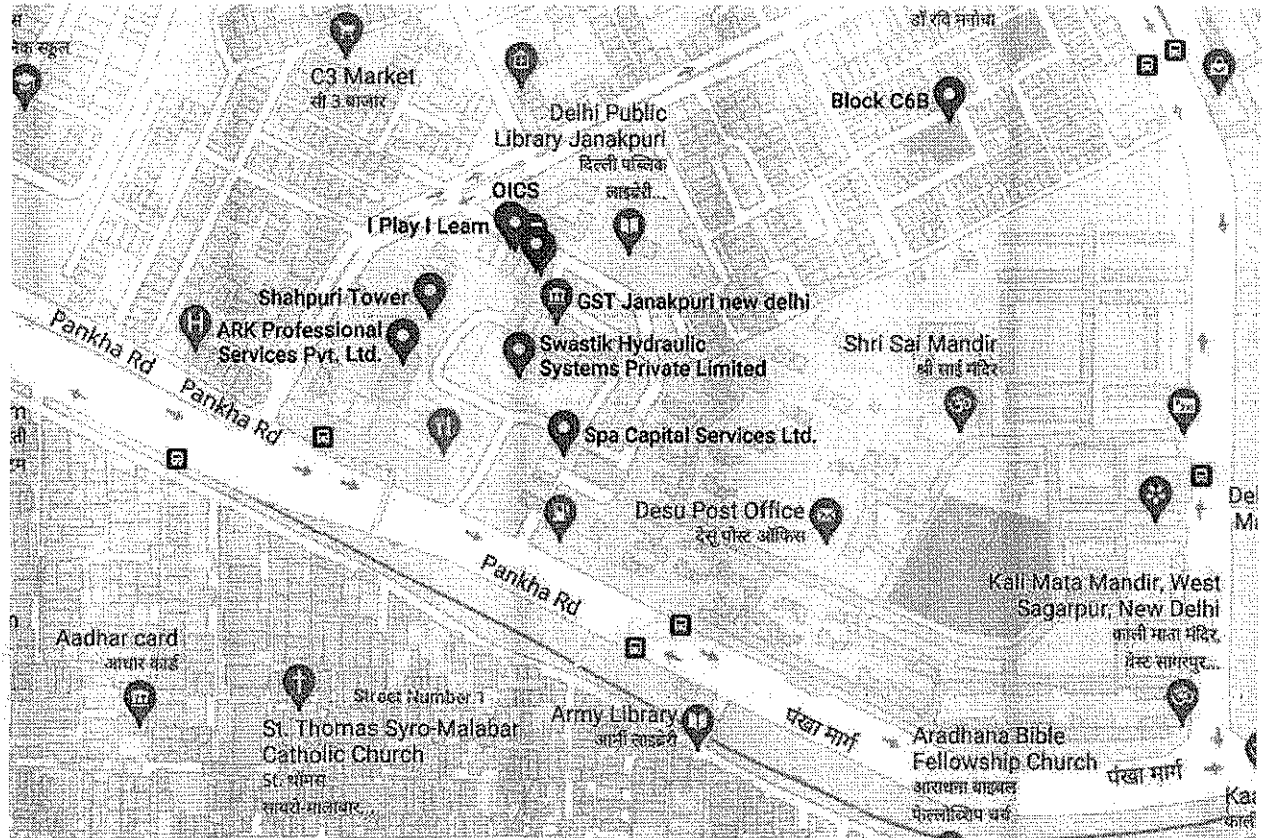
Manish Kumar
(Company Secretary and Compliance Officer)

Date: - 05.09.2022

Place: - New Delhi

Route map to the venue of the 38th AGM

Venue of AGM: 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI – 110058



ATTENDANCESLIP

SPA CAPITAL SERVICES LIMITED

Regd. Office: 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI –

110058, Phone: 011-4567 5500

E-mail: listing@spacapital.com, Website: <http://www.spacapital.com/CapitalServices/>

CIN-L65910DL1984PLC018749

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

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

I hereby record my presence at the **38th ANNUAL GENERAL MEETING** of SPA CAPITAL SERVICES LIMITED held on Friday, September 30, 2022 at 25,C–BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI –110058

Signature of Shareholder / Proxy

Notes:

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

*Applicable for investors holding shares in electronic form.

Proxy Form Form

MGT-11

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

SPA CAPITAL SERVICES LIMITED

Regd. Office: 25, C – BLOCK, COMMUNITY CENTRE, JANAKPURI, NEW DELHI –110058,
Phone: 011-45675500

E-mail: listing@spacapital.com, Website: http://www.spacapital.com/CapitalServices/

CIN-L65910DL1984PLC018749

38th ANNUAL GENERAL MEETING of members of SPA CAPITAL SERVICES LIMITED on Friday, September 30, 2022 at 25,C–BLOCK, COMMUNITY CENTRE, JANAKPURI NEW DELHI–110058, at **11.00A.M.**

Name of the member(s): Registered Address:		E-mail Id: DP Id-Client Id*/Folio No	
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I/We, being the member(s) of _____ shares of SPA CAPITAL SERVICES Limited hereby appoint:

1) Name: _____ Address: E-mail id: _____ Signature: _____ or failing him

2) Name: _____ Address: E-mail id: _____ Signature: _____ or failing him

3) Name: _____ Address: E-mail id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 25, C – Block, Community Centre, Janakpuri, New Delhi – 110058 and any adjournment thereof in respect of such resolutions as are indicated below:

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

S.No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements (both on standalone and consolidated basis) along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2022.		
2.	To appoint a director in place of Mrs. Honey Parwal (DIN:00025835), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, Offers herself for re-appointment.		
3.	To appoint M/s Dhana & Associates as Statutory Auditor of the Company to hold office until the next Annual General Meeting and fix their remuneration.		

*Applicable for investors holding shares in electronic form.

Signed this.....day of..... 2022

Signature of Shareholder

Affix Revenue Stamp of Rs.1/-
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Signature of first proxy holder
holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

1. This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional. Please put a 'X' in the appropriate column against these solutions indicate in the Box. If you leave the 'For or 'Against' column blank.

Against any or all these solutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SPA CAPITAL SERVICES LIMITED
Regd. Off. :25, C-Block, Community Centre, Janakpuri,
New Delhi –110058

Email Id: listing@spacapital.com Ph: 011- 4567 5500

BALLOT FORM

1. Name(s) of Shareholder(s)/ Joint :
Holder (s), if any (In Block Letters)
2. Registered Address of the Sole/First :
named Shareholders / Beneficial Owners
3. Registered Folio No./D PID-Client :
ID*
(*Applicable to members holding shares
in Dematerialized form)
4. No. of shares held :
5. I/We hereby exercise my/our vote in respect of the following Resolution(s) set out in the Notice of the 38th AGM of the Company held on September 30, 2022 at 25,C – Block, Community Centre, Janakpuri, New Delhi – 110058, at 11.00 A.M.-by conveying my/our assent or dissent to the said Resolution(s) by placing tick (√)mark at the appropriate box below:-

S. No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements (both on standalone and consolidated basis) along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2022.		

2.	To appoint a director in place of Mrs. Honey Parwal (DIN:00025835), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for Re-appointment.		
3.	To appoint M/s Dhana & Associates as Statutory Auditor of the Company to hold office until the next Annual General Meeting and fix their remuneration.		

(Shareholder)

Event Calendar pertaining to 38th Annual General Meeting of the Company

Sr. No.	Activities	Date
1	Book Closure	September 24, 2022 to September 30, 2022 (Both Days inclusive)
2.	Record Date	Saturday, September 24, 2022
3.	E-voting 1nd Cut Off (BO Data Date)	Saturday, August 27, 2022
4.	E-voting 2nd Cut Off (Eligibility for E-voting)	Saturday, September 24, 2022
5.	AGM	Friday, September 30, 2022 (11:00 AM)
6.	Bonus	NA
7.	Dividend Dividend per shares Dividend Rate	NA
8.	E-voting Start Date & Time	Tuesday, September 27, 2022 at 9.00 A.M.
9.	E-voting End Date & Time	Thursday, September 29, 2022 at 5.00 P.M.
10.	E-voting Result Date	Friday, September 30, 2022

DIRECTORS' REPORT

To the Members of SPA Capital Services Limited,

The Directors are pleased to present herewith the Board Report of SPA Capital Services Limited ('the Company') along with the Audited Financial Statements for the Financial Year ('FY') ended March 31, 2022.

FINANCIAL RESULTS

The summary of the Company's financial performance, both on a consolidated and standalone basis, for the Financial Year ("FY") 2021-22 as compared to the previous FY 2020-21 is given below:

(Rs. in Hundred, except per share data)

Particulars	STANDALONE		CONSOLIDATED	
	Year Ended 31.03.2022	Year ended 31.03.2021	Year Ended 31.03.2022	Year ended 31.03.2021
Revenue	1,642,717	3,110,847	1,642,717	3,110,847
Profit before Interest, Depreciation & Taxation	100,080	11,383	100,080	11,383
Interest & Finance Costs	45,267	50,953	45,267	50,953
Depreciation & Amortization	20,374	31,424	20,374	31,424
Profit from Operations before Exceptional Items and Tax	34,438	(70,994)	34,438	(70,994)
Exceptional Items	Nil	Nil	Nil	Nil
Profit before Taxation	34,438	(70,994)	34,438	(70,994)
Less : Provision for Taxation				
Current Tax	10,745	0	10,745	0
Deferred Tax	522	(9,871)	522	(9,871)
Profit After Taxation	23,052	(49,378)	23,052	(49,378)

Total other Comprehensive Income	0	(37,128)	0	(37,128)
Total Comprehensive Income for the period	23,052	(86,506)	22,958	(91,177)
Paid up equity share capital (Face value of Rs 10 each)	307,423	307,423	307,423	307,423
Other Equity as per Balance Sheet	1,277,916	1,254,863	1,272,734	1,249,776
Earnings Per Share	0.75	(2.81)	0.75	(2.97)

STATE OF COMPANY AFFAIRS

The Company revenues primarily consist of revenue from sale of securities, brokerage income from distribution of Mutual Fund, other financial products, income from interest and dividend etc.

The Main object of the Company is to carry on Business activities of leasing and hire-purchase, to finance the industrial enterprises by way of lending and advancing money etc., to manage investment pools, mutual funds, issue of shares, stocks, securities, etc. The Company is registered with the Reserve Bank of India (“RBI”) as a Non-Banking Financial Company – Non Deposit, vide registration no. B-14.00790. The Company is also registered as a Mutual Fund Distributor/Advisor and holding AMFI (The Association of Mutual Funds in India) Certification.

During the year 2020-2021, the Company had voluntarily surrendered the Certificate of Registration “CoR” – NBFC-ND (Regn. Number B-14.00790), which was granted by Reserve Bank of India and accordingly the Company had issued a letter to Reserve Bank of India (RBI) pertaining to voluntarily surrender of CoR- NBFC- ND (Reg No. B-14.00790), and receipt of said letter has been duly acknowledged by RBI- New Delhi on 5 March 2021. However, the Company is yet to obtain the approval/confirmation pertaining to surrender of CoR - NBFC- ND from RBI.

The Company has not accepted any deposits from the public during its tenure of registration as NBFC- Non Deposit.

The Financial Year 2021-22 was a recovering year from the disruptions caused by the Covid-19 pandemic. The Company however continued to perform consistently well in these challenging times and deliver better results.

During the year, the Company reported total revenue of Rs. 1,642,717 and EBIDTA of Rs. 100,080 on standalone basis and total revenue of Rs. 1,642,717 and EBIDTA of Rs. 100,080 on consolidated basis. **(Rs. in Hundred)**

OPERATIONS REVIEW

In order to strengthen its market share, the Company has taken steps to improve the business, operation and growth strategy. Besides, efficiency improvement and cost optimization have been followed vigorously across all the functions of the organization, across the Country during the year.

It is one of the fastest growing financial service oriented company in India and enjoys strong brand equity from customers across segments/services.

During the year under review, the Company continued to focus on enhancing the capability of the organization and towards the achievement of this goal, the Company has been taking a number of initiatives.

DIVIDEND

Keeping in view the requirements of the Company for future, your Directors do not recommend any dividend for the financial year 2021-22 under the review.

TRANSFER TO RESERVE

During the Financial Year under review, the board of Directors does not recommend transfer of any amount to General Reserves of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

No material changes and commitments have occurred from the date of close of the financial year till the date of this Report, which might affect the financial position of the Company.

SHARE CAPITAL

The Authorised Share Capital of the Company as on 31st March, 2022 was Rs. 50,000,000. The paid - up share capital of the Company as on 31st March, 2022 was Rs. 30,742,250 divided into 30,74,225 shares of Rs. 10/- each.

During the year, the Company has not made any alteration in share capital of the Company.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

In the FY 2021-22, no amount has been transferred to the Investor Education and Protection Fund in pursuance of Section 125 of the Companies Act, 2013.

EMPLOYEE STOCK OPTION SCHEME

During the FY 2021-22, the Company has not issued any Employee Stock Options. Hence, no ESOP scheme is in existence as on 31.03.2022.

Therefore, the information is not required to be disclosed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2022.

BONUS ISSUE

During the FY 2021-22, the Company has not allotted/transferred or issued any bonus shares.

CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

There was no change in the nature of business of the Company during the FY 2021-22. However, the Company is planning to broaden its operations by adopting competitive business strategy for strengthening existence and to reach amongst the larger consumer base to enhance its turnover and operating revenue.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place, an adequate system of internal controls commensurate with its size, requirements and the nature of operations. These systems are designed keeping in view the nature of activities carried out at each location and various business operations.

Your Company's in-house internal audit department carries out internal audits at all, offices, across all locations of the country. Their objective is to assess the existence, adequacy and operation of financial and operating controls set up by the Company and to ensure compliance with the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) (to the extent as applicable) and corporate policies.

A summary of all significant findings by the audit department/auditor along with the follow-up actions undertaken thereafter is placed before the Audit Committee for review. The Audit Committee reviews the comprehensiveness and effectiveness of the report and provides valuable suggestions and keeps the Board of Directors informed about its major observations, from time to time.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate financial controls commensurate with its size, scale and complexity of its operations. The Company has in place policies and procedures required to properly and efficiently conduct its business, safeguard its assets, detect frauds and errors, maintain accuracy and completeness of accounting records and prepare financial records in a timely and reliable manner.

SEGMENT REPORTING

The Board wishes to inform you that Segment Reporting is not applicable to the Company.

CASH FLOW ANALYSIS

The Cash Flow Statement for the year, under reference in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 is annexed with the Annual Accounts of the Company.

SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company had no subsidiary and joint venture Company during the financial year 2021-22. Further, Company holds 40.2% of the issued and paid -up share capital of SPA Investment Adviser Private Limited (Previously known as IFAN Finserv Private Limited). Therefore, SPA Investment Adviser Private Limited (Previously known as IFAN Finserv Private Limited) is an Associate Company of your company within the meaning of Section 2(6) of the Companies Act, 2013 (“Act”).

Pursuant to the provisions of section 129(3) of the Act read with rule 5 of Companies (Accounts) Rules, 2014), a statement containing salient features of Financials of the Associate Company in **Form AOC-1** is annexed in the Annual Report.

The Company has adopted a Policy for determining the criteria of material subsidiaries which is available on Company’s website at <https://www.spacapital.com/>

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Section 129(3) of the Act and Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), as applicable, the Consolidated Financial Statements form part of this Annual Report and will also be laid before the ensuing Annual General Meeting of the Company.

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statement, the Company will make available the said financial statements and related information of the Associate Company upon written request by any member of the Company.

These financial statements are kept open for inspection by any member at the Registered Office of the Company and the Associate Company and are also be available at website of the Company <https://www.spacapital.com/>. The consolidated profit and loss account for the period ended 31st March, 2022, includes the profit and loss account for the Associate for the financial year ended 31st March, 2022. The Board of Directors of the Company has given consent for not attaching the Balance Sheets of the Associate concerned.

DEPOSITS

In the FY 2021-22, Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

The particulars of loans/advances, etc., required to be disclosed in the Annual Accounts of the Company pursuant to Para A of Schedule V of the Listing Regulations are furnished in the Notes to Accounts annexed to Standalone Financial Statements which forms part of this Annual Report.

SECRETARIAL STANDARDS OF ICSI

The Ministry of Corporate Affairs has mandated SS-1 and SS-2 with respect to Board meetings and General meetings respectively. The Company is in compliance with the same.

AUDITORS AND AUDITORS' REPORT

Statutory Audit

The Company's Auditors, M/s. SNMG & Co., Chartered Accountants (Registration No. 004921N), Chartered Accountants, Delhi, were appointed as the Statutory Auditors of the Company from the conclusion of 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company.

After closure of Financial Year, Statutory Auditors, M/s. SNMG & Co., Chartered Accountants resigned as Statutory Auditors of the Company w.e.f. 12th August, 2022. The Board of directors in its Board Meeting held on 13th August, 2022 filled the casual vacancy arisen upon the resignation of the statutory auditor and recommended for the appointment of M/s Dhana & Associates (Formerly known as Khandelia & Sharma), holding M. No / FRN: 510525C as the Statutory Auditors of the Company to hold office until the conclusion of next AGM of the Company.

The Company has received a Certificate from the Statutory Auditor, M/s Dhana & Associates (Formerly known as Khandelia & Sharma) under Section- 141 of the Companies Act 2013 to the effect that they are eligible to act as Statutory Auditors of the Company.

The Auditor's have put certain qualifications in their report to which the management has put forward the following below mentioned replies;

Qualification and response to Auditor's Report

The company has taken various loans, which were outstanding as on 31st March, 2022. The management has not provided the interest on some of the loans, which constitute a departure from the Accrual basis of accounting. The company's records indicate that an amount of Rs. 72,97,299/- for the year ended on March 31, 2022 has not been provided as interest expenses on these loans, which would have been decrease the profit by Rs. 72,97,299/- for the year ended on March 31, 2022 and also increase the loan liability by same amount.

Management Response: Interest of Rs. 72, 97, 299/- has not been provided in the books as the there is some dispute going on with the concerned parties and management is in view that no provision of interest is required in the books of accounts.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Charu Gupta, Company Secretary in Practice, having office at 116 Kallapura, Nehru Nagar –II Ghaziabad, Uttar Pradesh- 200102 and having membership number F9263 and COP – 10446, as its Secretarial auditor of the Company to undertake the Secretarial Audit for FY 2021-22. The secretarial audit report certified by the secretarial auditors, in the specified form MR-3 is annexed herewith and forms part of this report and enclosed as **Annexure I**. The Secretarial audit report does not contain any qualifications, reservations or adverse remarks.

FRAUDS REPORTED BY AUDITOR UNDER SECTION 143 (12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no such frauds reported by auditor, which are committed against the Company by officers or employees of the Company.

CONSERVATION ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE OUTGO

The Company is committed towards conservation of energy and climate action. During the year under review, further efforts were made to ensure optimum utilization of electricity. The Company is implementing the updated software's and other technology in the operations. The Company is not indulged into export of goods. No activities relating to exports have been undertaken by the Company during the financial year 2021-2022.

Particulars	2021-22	2020-21
Foreign Exchange Outgo		
Travelling	NIL	NIL
Consultancy	Nil	Nil
Others	Nil	Nil
Imports		
Raw Materials	Nil	Nil
Finished Goods	Nil	Nil
Capital Goods	Nil	Nil
Others		
Foreign Exchange Earnings		

Earnings in foreign exchange	Nil	Nil

ANNUAL RETURN

In terms of provisions of Section 92, 134(3) (a) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Copy of the annual return in form MGT-7 is uploaded on the website of the company i.e. <https://www.spacapital.com/CapitalServices/>.

CORPORATE SOCIAL RESPONSIBILITY

Corporate social responsibility forms an integral part of your Company's business activities. Your Company is a responsible corporate citizen, supporting activities which benefit the society as a whole. The Provision of the Section 135 of the Companies Act, 2013 read with Companies (Corporate social Responsibility Policy) Rules, 2014 is not applicable to the Company.

Hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations, with an optimum combination of Executive, Non-Executive and Independent Directors. The Board's actions and decisions are aligned with the Company's best interests.

During the year under review, the Board Comprises of following directors as on 31st March 2022:

Mr. Sandeep Parwal	Chairman Cum Managing Director
Mrs. Honey Parwal	Non-Executive Director
Mr. Mahaveer Prasad Mundhra	Independent Director
Mrs. Sugeeta Upadhaya	Independent Director

None of the Directors of the Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Independent Directors have submitted their declaration to the Board confirming that they meet the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent as applicable).

Director(s) liable to retire by rotation

In accordance with provisions of Section 152 of the Companies Act, 2013 read with Rules made thereunder, not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation. Accordingly, Mrs. Honey Parwal, (DIN No. 00025835), Non-

Executive Director is liable to retire by rotation at the 38th Annual General Meeting “AGM” and being eligible, offers herself for re-appointment. A brief resume of Mrs. Honey Parwal proposed to be re-appointed, is provided in the Notice of the Annual General Meeting forming part of this Annual report.

Details of KMP

As on 31st March, 2022, the Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Sandeep Parwal	Chairman Cum Managing Director
Mr. Manish Kumar	Company Secretary & Compliance Officer (w.e.f 25.02.2022)
Mr. Sanjay Goel	Chief Financial Officer (w.e.f 30.04.2021)

Changes in Directors and KMP

- During the year, Mr. Umesh Kumar has resigned as Company Secretary & Compliance officer of the Company w.e.f 10.02.2022 due to his personal reasons.
- Mr. Manish Kumar has been appointed as a Company Secretary & Compliance Officer of the Company w.e.f 25.02.2022.
- Mr. Ramesh Menon, Independent Director has resigned from the Board of Directors of the Company w.e.f. 10.06.2021 due to his personal reasons as independent director of the Company.
- During the year under review, Mr. Mahaveer Prasad Mundhra (DIN: 00642941) was appointed as an independent director of the Company w.e.f 30.09.2021 for a period of five years.

NUMBER OF MEETINGS OF THE BOARD

The Board of Directors held Seven (7) board meetings during the year on 30.04.2021, 30.06.2021, 13.08.2021, 02.09.2021, 06.09.2021, 11.11.2021, 10.02.2022. The intervening time gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Separate meeting of the Independent Directors is held without the attendance of non-independent directors and members of management to review and evaluate the performance of non-independent directors and the Board as whole.

COMMITTEES OF THE BOARD

The Company has constituted/re-constituted various Board level committees in accordance with the requirements of Companies Act 2013. The Board has the following committees as under:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders Relationship Committee

The Committees of the Board usually meet on the day of the Board meeting, or whenever the need arises for transacting business.

As on 31st March, 2022, the Audit Committee comprises of following members:

Mr. Sandeep Parwal	Chairman Cum Managing Director
Mr. Mahaveer Prasad Mundhra	Independent Director
Mrs. Sugeeta Upadhaya	Independent Director

As on 31st March, 2022, the Nomination and Remuneration Committee comprises of following members:

Mrs. Honey Parwal	Non-Executive Director
Mr. Mahaveer Prasad Mundhra	Independent Director
Mrs. Sugeeta Upadhaya	Independent Director

As on 31st March, 2022, Stakeholders Relationship Committee comprises of following members:

Mrs. Honey Parwal	Non-Executive Director
Mr. Mahaveer Prasad Mundhra	Independent Director
Mrs. Sugeeta Upadhaya	Independent Director

BOARD INDUCTION, TRAINING AND FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Prior to the appointment of an Independent Director, the Company sends a formal invitation along with a detailed note on the profile of the Company, the Board structure and other relevant information. At the time of appointment of the Director, a formal letter of appointment which *inter-alia* explains the role, functions, and responsibilities expected of him/her as a Director of the Company is given. The Director is also explained in detail about the various compliances required from him/ her as a Director under the various provisions of the Companies Act 2013, SEBI Listing Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct of the Company and other relevant regulations.

A Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the various business drivers, they are updated through presentations at Board Meetings about the performance and Financials of the Company. They are also provided presentations/booklets about the business and operations of the Company.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors. The details of the Board familiarization programme for the Independent Directors can be accessed at <http://www.spacapital.com/CapitalServices/>

PERFORMANCE EVALUATION

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the Guidance note on Board evaluation issued by SEBI vide its circular dated January 5, 2017, the Company has framed a policy for evaluating the annual performance of its Directors, Chairman, the Board as a whole, and the various Board Committees. The Nomination and Remuneration Committee of the Company has laid down parameters for performance evaluation in the policy, they include:

- Attendance
- Preparedness for the meeting
- Staying updated on developments
- Active participation in meetings

- Constructive contributions/positive attributes
- Engaging with and challenging management team without being confrontational or obstructive
- Protection of stakeholder interests
- Contribution to strategic planning
- Carrying out responsibilities as per the code of conduct

The Board also evaluated the performance of each of the Directors, the Chairman, the Board as whole and all committees of the Board. The Independent Director evaluated the performance of Non Independent Directors at their Separate Board Meeting. The process of evaluation is carried out in accordance with the Board Evaluation Policy of the Company and as per criteria suggested by SEBI.

WHISTLEBLOWER POLICY

The Company has established an effective whistle blower policy (vigil mechanism) and procedures for its Directors and employees. The policy on vigil mechanism may be accessed on the Company's website at: www.spacapital.com.

REMUNERATION POLICY

The remuneration policy of the Company aims to attract, retain and motivate qualified people at the executive and at the board levels. The remuneration policy seeks to employ people who not only fulfill the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The remuneration policy also seeks to provide well-balanced and performance related compensation packages, taking into account shareholder interests, industry standards and relevant regulations.

The remuneration policy ensures that the remuneration to the directors, key managerial personnel and the senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. The remuneration policy is consistent with the 'pay-for-performance' principle. The Company's policy on remuneration and appointment of Board members as mentioned in the Remuneration Policy has been disclosed at the company's website <http://www.spacapital.com/CapitalServices/and> annexed with the Directors' Report which forms part of the Annual Report as **Annexure II**.

RELATED PARTY TRANSACTIONS

All related party transactions entered into by the Company during the financial year were at arm's length. During the year the Audit Committee had granted an omnibus approval for transactions which were repetitive in nature for one financial year and all such omnibus approvals were reviewed by the Audit Committee on a periodic basis. No material contracts or arrangements with related parties were entered into during the year under review. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for the necessary review and approval. Your Company's policy on related party transactions, as approved by the Board, can be accessed at: <http://www.spacapital.com/CapitalServices/>. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable. However, the Related Party Disclosure as per Schedule- V of SEBI (Listing Obligations and Disclosure Requirements) 2015, is annexed as **Annexure III** as part of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

As on March 31, 2022, the Company has an investment of Rs 489,114 and details in accordance with section 186 of the Companies Act 2013 are given in the notes to financial statements. As on March 31, 2022, the Company has granted loan of Rs 3,234,783 (**Rs. in Hundred**)

PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

The information of employees and managerial remuneration, as required under Section 197(2) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and other details are annexed herewith and forms part of this report as **Annexure IV**.

MANAGEMENT DISCUSSION AND ANALYSIS

As per Regulation 34(3) read with schedule V of the SEBI Listing Regulations 2015, as applicable, Management Discussion Analysis, is an integral part of this report and annexed herewith and forms part of this report as **Annexure V**.

CORPORATE GOVERNANCE REPORT

As per the provision of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Compliance with Corporate Governance provisions as specified in the Regulations 17 to 27, clause (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V shall not apply to listed entities having paid-up equity share capital not exceeding Rs. 10 Crores and net worth not exceeding Rs. 25 Crores as on the last date of previous financial year.

The Paid up Equity Share Capital and the Net Worth of the Company is Rs. 3,07,42,250/- and Rs.15,85,33,812 respectively, which are less than Rs. 10,00,00,000/- and Rs. 25,00,00,000/ respectively as per the Audited Financial Statements of the company for the Financial year 2021-2022.

Hence, the Company is exempt from complying the provisions of Regulations 17 to 27, clause (b) to(i) and (t) of Regulation 46(2) and para C, D and E of Schedule V. Therefore, Company has not prepared the Corporate Governance Report.

However, the Company has made serious effort to comply with the provisions of the Corporate Governance in order to maintain a valuable relationship and trust with all the stakeholder. It has always been the Company's Endeavour to follow the corporate governance guidelines and best practices diligently.

The management of Company believes that it will further enhance the level of Corporate Governance in the Company.

RISK MANAGEMENT SYSTEM

The Company has developed and implemented a risk management policy which is periodically reviewed by the management. The enterprise risk management policy of the Company, which has been duly approved by the Board, is reviewed by the Audit Committee and the Board on a periodic basis. The risk management process encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to key business objectives. Besides exploiting the business opportunities, the risk management process seeks to minimize adverse impacts of risk to key business objectives.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a work environment which ensures that every woman employee is treated with dignity, respect and equality. There is zero-tolerance towards sexual harassment and any act of sexual harassment invites serious disciplinary action.

The Company has established a policy against sexual harassment for its employees. The policy allows every employee to freely report any such act and prompt action will be taken thereon. The policy lays down severe punishment for any such act. Further, your Directors state that during the year under review, there were no cases of sexual harassment reported to the Company pursuant to the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

During the FY 2021-22, 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.

DEPOSITORY SYSTEMS

Company's shares are listed on BSE. As on March 31, 2022, 528,020 Equity Shares stand with the NSDL and 1,965,925 Equity Shares stand with the CDSL and 580,280 Equity Shares stands in physical form.

The Company has entered into agreements with both National securities Depository Limited (NSDL) and Central Depository services (India) Limited (CDSL) whereby shareholders holding Shares in physical mode are requested to avail of the dematerialization facility with either of the depositories.

Your Company has appointed M/s MAS Services Limited, a Category-I SEBI registered R&T Agent as its Registrar and Share Transfer Agent.

LISTING OF SHARES

The Company's shares are listed on the below mentioned Stock Exchanges:-

- BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street,

Mumbai – 400001

INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of Employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- a) Issue of the equity shares with differential rights as to dividend, voting or otherwise. Issue of shares (including sweat equity shares) to Directors or employees.
- b) Purchase of or subscription for shares in the Company by the employees of the Company.
- c) There is no subsidiary of the Company.

As there is no subsidiary or holding Company of the Company, so Managing Director/Whole Time Directors of the Company does not receive any remuneration or commission from any of such Companies.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility statement, the Directors confirm that:

- 1) In the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed and no material departures have been made there from. 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 a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit and loss of the Company for the year ended on that date.

- 2) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 3) The annual accounts were prepared on a going concern basis.
- 4) The Directors have laid down effective internal financial controls to consistently monitor the affairs of the company and that such internal financial controls were adequate and operating effectively.
- 5) The Directors have devised a proper system to ensure compliance with the provisions of all applicable laws and the same are adequate and operating effectively.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT /UNCLAIMED SUSPENSE ACCOUNT

No DEMAT suspense account /unclaimed suspense account reported by RTA, NSDL and CDSL to the company.

DISCLOSURE OF DETAILS OF ANY APPLICATION FILED FOR CORPORATE INSOLVENCY RESOLUTION PROCESS, BY A FINANCIAL OR OPERATIONAL CREDITOR OR BY THE COMPANY ITSELF UNDER THE IBC BEFORE THE NCLT

No such instance has taken place during the period under review.

BUSINESS RESPONSIBILITY REPORT (BRR)

Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, mandate the inclusion of the BRR as part of the Annual Report for top 1,000 listed entities based on market capitalization. In compliance with the Regulation 32(f) of the Listing Regulations, the Business Responsibility Report of the Company for the year ended March 31, 2022 is not applicable to the Company.

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 maintained.

ACKNOWLEDGEMENTS

Your Directors would like to acknowledge and place on record their sincere appreciation of all stakeholders – shareholders, bankers, dealers, vendors and other business partners for the excellent support received from them during the year under review. Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

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

**Sd/-
Sandeep Parwal
(Chairman cum Managing Director)
DIN: 00025803**

**Sd/-
Honey Parwal
(Director)
DIN: [00025835](#)**

**Date: - 05.09.2022
Place: - New Delhi**

CHARU GUPTA
Company Secretary in Practice

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

The Members,

SPA Capital Services Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SPA Capital Services Limited** (“hereinafter called as the **COMPANY**”). Having **CIN: L65910DL1984PLC018749**, The Company is a listed on BSE vide ISIN **SPACAPS | 542376 | INE726X01014**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the financial year from **01st April, 2021 to 31st March, 2022** (“**Audit Period**”), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We bring to the attention of the user that the audit of company records has been performed physically in the most competitive manner. Further to assess the recoverability of certain documents, the management has provided in soft copy and it has been considered as reliable source for recognition.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the following provisions and concluded to the compliances as follows:

- (i) The Companies Act, 2013 (the Act) and the rules made there under along with the provisions of the Companies Act, 1956 to the extent as applicable as amended;



- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under as amended;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under as amended;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
- a. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
 - b. SEBI (Prohibition of Insider Trading) Regulations, 2015 and Rules there under as amended;
 - c. SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended; **(Not Applicable) (As the Company has not issue further capital during the financial year).**
 - d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 02nd September, 2015 as amended
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended **(Not Applicable) (As the Company has not given any options to its employees during the financial year).**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended; - **(Not Applicable) (As the Company has not listed any debt securities during the financial year).**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client as amended;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended; **(Not Applicable) (As the Company has not applied for delisting of its equity shares from any stock exchange during the financial year).**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable) (As the Company has not bought back any of its securities during the financial year).**
 - j. The Employees' Provident Funds And Miscellaneous Provisions Act, 1952 as amended



- k. The Employees State Insurance Act, 1948 as amended
- (v) The Company being registered with the RBI as NBFC-ND, following specific laws applicable to the Company during the period under review:
- a) The Reserve Bank of India Act, 1934 and Guidelines, Directions and Instructions issued by Reserve Bank of India prescribed there under.
 - b) The SEBI (Mutual Fund) Regulations, 1996.
 - c) AMFI Guidelines (The Company being a Mutual Fund Distributor, is registered under Association of Mutual Funds in India (AMFI) and holds a valid Certificate of Registration obtained from AMFI.
 - d) Pension Fund Regulatory and Development Authority Act, 2013 and Pension Fund Regulatory and Development Authority (Point of Presence) Regulations, 2015;

The Company had issued a letter to Reserve Bank of India (RBI) pertaining to voluntarily surrender of Certificate of Registration "CoR" of NBFC- ND (Reg No. B-14.00790), which was issued under Section 45IA of Reserve Bank of India Act, 1934 and receipt of said letter has been duly acknowledged by RBI- New Delhi on 5 March 2021.

Other laws applicable to the Company has been comply by the Company as per records and information provided to me by the management of the company.

I have also examined compliance with the applicable clauses of the following:

- a. The Listing Agreements entered into by the Company with BSE Limited.
- b. Secretarial Standards issued by the Institute of Company Secretaries of India.

During the Audit period under review, the company has complied with provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We have checked the compliance management system of the Company, to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We report that:



1. The board of Directors of the company is constituted with balance of Executive Directors, Non-Executive Directors, Independent directors and Women Director.

Company has not understood the Provision of section 152 of the Companies Act, 2013 related to proportion of Rotational directors accurately which need immediate and strict action.

2. Following changes has been took place during the financial year.

- *Mr. Sanjay Goel, Chief Financial Officer “CFO” of the Company, has been appointed at the position of CFO of the Company with effect from 30th April 2021.*
- *Mr. Umesh Kumar, Company Secretary and Compliance Officer of the Company, was appointed as on 13th August 2021 and has resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 10th February, 2022.*
- *Mr. Manish Kumar has been appointed as Company Secretary and Compliance Officer of the Company, with effect from 25th February 2022.*
- *Mr. Ramesh Menon, Independent Director of the company has resigned from the post of Independent Director of the company with effect from 10th June 2021.*
- *Mr. Mahaveer Prasad Mundhra, has been appointed as, independent director of the Company with effect from 30th September 2021.*

Company has defaulted in filling the casual vacancy created by resignation of Independent Director Mr. Ramesh Menon, i.e. it should be filled with in three months of such vacancy, but due to technical issues, it has been refilled after the due period.

3. Adequate notice is given to all its directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
4. Majority decisions were carried through, while the dissenting member’s views, if any, were captured and recorded as part of the minutes.
5. As per the records, the company has generally filed forms, returns documents and resolution as were required to be filled with ROC and other authorities and all the formalities relating to the same is in compliance with the act.



CHARU GUPTA
Company Secretary in Practice

6. The Company had issued a letter to Reserve Bank of India (RBI) pertaining to voluntarily surrender of Certificate of Registration "CoR" of NBFC- ND (Reg No. B-14.00790), which was issued under Section 45IA of Reserve Bank of India Act, 1934 and receipt of said letter has been duly acknowledged by RBI- New Delhi on 5 March 2021.

We further report that during the audit period, there were no instances of:

- (i) (Public/Rights/Preferential issue of debentures/sweat equity
- (ii) Redemption/Buy back of securities.
- (iii) Merger/Amalgamation/Reconstruction.
- (iv) Foreign technical collaborations.

Date: 03.09.2022

Place: Ghaziabad

UDIN: F009263D000908524



CS CHARU GUPTA

(Practicing Company Secretary)

M. No.: F9263

COP No.: 10446

Note: This Secretarial audit report of even date, for the FY 2021-2022 is to be read along with attached "annexure".

ANNEXURE

The Members

SPA Capital Services Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of the financial statements of the Company.
4. The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 03.09.2022

Place: Ghaziabad

UDIN: F009263D000908524



CS CHARU GUPTA

(Practicing Company Secretary)

M. No.: F9263

COP No.: 10446

REMUNERATION POLICY

FOR THE MEMBERS OF BOARD AND EXECUTIVE MANAGEMENT

The Board has delegated to the Nomination and Remuneration Committee in consultation with the Chairman of the Board, the responsibility for identifying and recommending to the Board, candidates for the Board, after considering the necessary and desirable competencies for new.

Policy for Appointment and Re-Appointment of Director

The Board believes that its membership should comprise Directors with an appropriate mix of skills, experience and personal attributes that will best complement board effectiveness, cohesion and diversity and allow the Directors to individually, and as a Board collectively, to:

- (a) Discharge their responsibilities and duties under the law effectively and efficiently;
- (b) Assess the performance of management in meeting those objectives and goals.

Accordingly, in selecting potential new directors, the Nomination and Remuneration committee will seek to identify the competencies required to enable the Board to fulfill its responsibilities. In doing so, the Committee will have regard to the results of the annual appraisal of the Board's performance.

While recognizing that each director will not necessarily fulfill all criteria, the Nomination and Remuneration Committee have identified the following fundamental factors as relevant to the selection and appointment of new directors:

- (a) Outstanding in capability with extensive and senior commercial experience;
- (b) High level of personal integrity; and
- (c) Time available to meet the commitment required.

Remuneration payable to Managing Director/ Whole Time Director

The Managing Director/ Whole-Time Director are receiving remuneration from the Company as per the approval by the members of the Company in the General Meeting (GM) in accordance to the provision of the Companies Act, 2013 and rules made there under.

The annual increments and performance incentive of the Managing Director/Whole Time Directors are linked to their performance and are decided by the Nomination and Remuneration Committee from time to time

Remuneration payable to Non-Executive Directors

The Non-Executive Directors will be paid with the sitting fee, if any, subject to the approval of Board of Directors/including any sub-committee thereof, upto the limit as specified under Companies Act, 2013 and also in Compliance with the Listing Agreement.

Evaluation

In addition to an annual self-evaluation by the Nomination and Remuneration Committee, the Board must review the effectiveness of the Committee annually.

Amendments

This policy can be modified or repealed at any time by the Board of Directors of the Company.

Related Party Disclosures:

(a) Holding Company / Associate Company

SPA Investment Adviser Private Limited, previously known as IFAN Finserv Private Limited
(Associate Company)

(b) Directors and Key Management Personnel/Relative

1. Mr. Sandeep Parwal Chairman Cum Managing Director
2. Mr. Mahaveer Prasad Mundhra Independent Director (w.e.f. 30th Sept. 2021)
3. Mr. Kanav Parwal (Son of Director)
4. Ms Kanika Parwal (Daughter of Director)
5. Ms. Sugeeta Upadhyay Independent Director
6. Mrs. Honey Parwal Woman Director (Non-Executive Director)
7. Ms. Sukhjit Kaur Company Secretary and Compliance Officer
(upto 13th June 2021)
8. Mr. Umesh Kumar Company Secretary and Compliance Officer
(upto 9th February 2022)
9. Mr. Manish Kumar Company Secretary and Compliance Officer
(w.e.f 25th February 2022)
10. Mr. Sanjay Goel Chief Financial Officer

(c) Companies in which Directors and Key Managerial Personnel (excluding CS and CFO) or their relative have control or significant influence;

1. SPA Constructions Private Limited
2. Defiant Enterprises Private Limited
3. Dhruv Tara Trading Private Limited
4. R.P. Computer Forms Private Limited
5. Vijay Shree Builders Private Limited
6. Bluemoon Financial Services Private Limited
(Previously known as Pinkcity Skyliners Developers Private Limited)
7. Penguin Developers Private Limited
8. Wintech Marketing Private Limited
9. Simplex Construction Private Limited
10. Niveshak MPowered Private Limited
11. Bhoopati Trading Private Limited
12. Jagriti Buildtech Private Limited
13. Parth Infracon Private Limited
14. SPA Com Trade Private Limited
15. SPA Capital Advisors Limited
16. SPA Valuation Advisors Private Limited
(Previously known as ZenSPAa Capital Services Private Limited)
17. Haryana Sultans Promotions Private Limited
18. Sansaar Warehousing & Logistic Parks Private Limited
19. SPA Insurance Broking Services Limited
20. SPA Investment Adviser Private Limited,
(Previously known as IFAN Finserv Private Limited)
21. New Age Knowledge Solutions Limited
22. Fingreen Corp LLP

(d) Transactions with Related Parties**(in Rs.Hundred)**

Sr. No.	Name of Related Party	Nature of Transaction	During the year		Balance Outstanding as on	
			2021-2022	2020-2021	31-Mar-22	31-Mar-21
1.	Sandeep Parwal (MD)	Directors Remuneration	36,000	36,000	4,364	16,672
2.	Mr. Kanav Parwal	Remuneration	24,000	16,000	900	500
3.	Ms. Kanika Parwal	Remuneration	12,000	18,000	-	5,000
4.	Sanjay Goel (CFO)	Salary Paid	7,722	7244	595	606
		Reimbursement of Exp.	44	31	-	-
5.	Ms. Sukhjit Kaur (CS) Resigned on 14 th June 2021	Salary Paid	1,364	1,986	-	379
6.	Mr. Umesh Kumar (CS) Resigned on 10 th Feb 2022	Salary Paid	8,574	-	-	-
7.	Mr. Manish Kumar (CS) Appointed W.e.f. 25 th Feb 2022	Salary Paid	730	-	500	-
8.	Bhoopati Trading Private Limited	Advance Taken & Repaid	-	847	-	-
		Reimbursement of Exp.	1563	-	-	-
		Loan Taken & Repaid	2,33,000	-	2,02,450	-
		Rent Paid#	956	1,274	-	-
9.	R P Computer Forms Private Limited	Reimbursement of Exp.	78	627	-	-
		Rent Paid#	-	2,025	-	-
		Loan taken and repaid	88,500	-	64,500	-
		Security Deposit for Office	20,000	-	-	20,000
10.	Simplex Construction Private Limited	Reimbursement of Exp.	39	-	-	-
		Advance Taken & Repaid	-	22,750	-	-
		Security Deposit for Office	-	-	10,350	10,350
11.	SPA Insurance Broking Services Limited	Reimbursement of Exp.	2,271	62	-	-
12.	SPA Investment Adviser Private Limited, Previously known as IFAN Finserv Pvt. Ltd.	Reimbursement of Exp.	234	-	-	-
		Advance Taken & Repaid	1,503	-	-	-
		Brokerage Paid	-	436	-	-
		Loan Received	-	-	1,27,728	1,27,728

13.	Vijay Shree Builders Private Limited	Rent Paid#	7,774	7,774	5,336	-
		Security Deposit for Office	-	-	37,575	37,575
14.	Wintech Marketing Private Limited	Reimbursement of Exp.	274	-	-	-
		Advance Taken & Repaid	42,559	463	-	-
		Rent Paid#	3,540	3,540	-	829
		Security Deposit for Office	-	-	20,000	20,000
15.	SPA Capital Advisors Limited	Reimbursement of Exp.	821	34	-	-
16.	Penguin Developers Pvt Ltd	Security Deposit for Office	-	-	450	450
		Reimbursement of Exp.	39	378	-	-
		Rent Paid#	1,800	1,800	-	-
17.	Niveshak M Powered Private Limited	Brokerage Paid	65,675	27,664	-	938
		Reimbursement of Exp.	156	1,029	-	-
18.	Parth Infracon Private Limited	Advance Taken & Repaid				
19.	SPA Com Trade Pvt. Ltd.	Investment	-	-	54,000	54,000

#Inclusive of GST

Annexure IV

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

DISCLOSURES WITH RESPECT TO THE REMUNERATION OF DIRECTORS AND EMPLOYEES AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5 (1) COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

S.No	Names of Directors/KMP	Designation	Ratio of remuneration of each director to median remuneration of employees	% increase in remuneration of each Directors/KMP
1.	Mr. Sandeep Parwal	Chairman Cum Managing Director (Promoter)	13.75	NIL
2.	Mrs. Honey Parwal	Non Executive Director & Promoter	-	NA
3.	Ms. Sugeeta Upadhyay	Independent Director	-	NA
4.	Mr. Mahaveer Prasad Mundhra	Independent Director	-	NA
5.	Mr. Sanjay Goel	Chief Financial Officer	2.95	NIL
6.	Mr. Umesh Kumar *	Company Secretary & Compliance Officer	3.27	NIL
7.	Mr. Manish Kumar	Company Secretary & Compliance Officer	0.23	NIL

**Mr. Umesh Kumar *resigned from the position of Company Secretary and Compliance Officer on 10.02.2022.*

2. Percentage increase in the median remuneration of employees in the financial year:
Nil

3. Number of permanent employees on the rolls of Company as on March 31, 2022 : 46

4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in salaries of employees other than managerial personnel in Financial Year 2021-22 was Nil.

Percentage increase in the KMP, other than Directors, managerial remuneration for the year was Nil.

5. Affirmation that the remuneration is as per the remuneration policy of the company:

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high-performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Details of Top Ten Employees in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No	Employee Name	Designation	Remuneration	Qualification & Experience (in years)	Date of Joining	Previous employment	% equity shares held by employee	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1.	Sandeep Parwal	Managing Director	36,00,000	B.com, CA, NISM V-A, 35 Years	1.1.1996	-	8.96%	Husband of Mrs. Honey Parwal
2.	Satish Kumar Brudyaan	Vice President	27,44,064	MCA, 26 Years	1.6.2010	F&F Global Pvt. Ltd.	-	-
3.	Kanav Parwal	-	24,00,000	B.com, B.sc, IB Diploma, 7 Years	1.8.2020	-	-	Son of Mr. Sandeep Parwal
4.	Amit Sharma	Sr. Vice President	15,66,976	Diploma in office management & NISM V-A 22 Years	9.9.2019	LIC Mutual Funds	-	-
5.	Kanika Parwal	-	12,00,000	B.Com (Hons)	1.7.2020	-	-	Daughter of Mr. Sandeep Parwal
6.	Anil Dhoot	Sr. Manager	11,37,684	B.com& Mutual Fund Advisor module, 23 Years	1.5.2006	White Line Airways	-	-
7.	Arun Kumar Singh	Head Wealth & Investment	11,14,499	MBA	11.10.2021	Marwadi Financial Services Ltd.		

8.	S.Elayaraja	Sr. Manager	9,59,702	B.com& NSE Certification in Financial Markets-NCFM 18 Years	22.1.2007	Almondz Global Securities Ltd.	-	-
9.	Ravneet Kaur	Sr. Manager- HR	9,53,131	PGDBM-HR, 14 Years	1.8.2018	Unified Credit Solutions Pvt Ltd	-	-
10.	Umesh Kumar	Company Secretary	8,57,373	B.com, CS	28.6.2021	Umesh Kumar & Associates	-	-

All the above employees are on the permanent roll of the Company.

- B. **Details of Employees employed throughout the Financial year who were in receipt of the remuneration for that year which, in aggregate, was not less than Rs. 1.02 crore: NIL**
- C. **Employees employed for a part of the Financial year and who were in receipt of the remuneration for that Financial year at a rate not less than Rs. 8,50,000 per month : NIL**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The financial year gone by was a mixed bag for the global economy and capital markets. On one hand, we witnessed a robust global recovery despite some headwinds stemming from the successive waves of COVID-19. On the other, continued disruptions in global supply chains and surge in demand pushed inflation higher, prompting policy actions by central banks of major economies, except China, to rein in soaring price levels. The People's Bank of China maintained its accommodative stance due to a renewed surge in COVID-19 infections and a slowdown in growth momentum. The uncertainty in the global growth and monetary policy outlook was aggravated by Russia's military invasion into Ukraine, which immediately led to the imposition of economic sanctions by major economies and sent global energy and commodity prices sharply northward.

In India, growth accelerated as restrictions eased and demand normalised, which was further aided by improvement in exports and supportive monetary and fiscal policies. Since the pandemic outbreak, the central government has carried out a series of reforms, such as the Aatmanirbhar Bharat package and sector-specific measures, to counter the negative impact of COVID-19 and create an overall conducive environment for growth. As the world diversifies its supply chain away from China, those measures are likely to play a key role in positioning India as one of the preferred destination. Despite the second wave overwhelming India's health infrastructure and posing a threat to the nascent economic recovery in the first quarter of FY22, the Indian economy staged a solid rebound as private consumption and investments marginally surpassed the pre-pandemic levels. Total tax collections exceeded the revised estimates by 8%, led by higher direct tax collection. Real GDP rose by 8.9% in FY22 (National Statistical Office estimates). Rising inflation, however, remains a concern, prompting the RBI to undertake an off-cycle rate hike of 40 bps recently. Bond yields surged across the curve. The RBI does not foresee the inflation pressure to subside soon, increasing the possibility of accelerated hikes into FY23. The economic growth outlook remains robust, on the back of prospects of normal monsoon, pick up in discretionary spend, robust exports, improved balance sheets of corporate and banking sector and signs of revival in private capex. However, risks to growth remain on the downside, which include geopolitical conflicts sustaining for longer, tighter financial conditions, elevated commodity prices and continued global supply-chain disruptions. The constant improvement in India's services exports has built some buffer on the current account front against rising import bill due to higher crude prices.

1. Opportunities and Threats**(a) Opportunities**

India's mutual fund (MF) industry is currently experiencing a state of flux; while ample opportunities are knocking at the door, it's equally concerned with the numerous challenges. However, as Albert Einstein states, 'in the middle of difficulty lies opportunity', the dictum is equally applicable to India's mutual fund industry

❖ Low mutual fund penetration

The mutual fund industry registering a growth by over 20 per cent, it has only 2 crore investors. The numbers indicate the huge opportunity lying ahead. Industry leaders should focus on the B30 category cities (Tier 2 and 3), where nearly 90 per cent of India's population resides and accounts for nearly 16 per cent. It's time that smaller cities are brought under the wings of the industry.

❖ **Rising middle class incomes**

Middle class population in India has increased manifold. While 2005, one in 15 households were considered upper middle class, by 2018 it moved to one in five households. Today, India has 6.1 crore upper middle class households with disposable income. However, only 2 crore choose to invest in mutual funds. How to tap in the remaining four crore? Probably, a new kind of marketing strategy can be the answer.

❖ **Move to market-linked products**

The chart below shows that there is movement from physical (gold, real estate) to financial assets. There is also a shift from traditional products to market-linked ones. Today, people realise that with rising expenses and declining interest rates, some level of market risk is a must, and this is best taken via products like mutual funds.

❖ **Millennials and retirees, two ends of the age spectrum**

Millennials form a third of our population. According to a Deloitte report they contribute 70 per cent of total household income and account for 46 per cent of the workforce. There is no doubt that this segment provides a significant growth opportunity.

However, with the proportion of senior citizens increasing, India will have INR 3.5 crore such individuals by 2030. With increasing life expectancy, lack of social security, rising medical expenses, senior citizens need solutions that not only beat inflation, but also support their golden years. The opportunity lies in offering accumulation solutions to millennials and decumulation solutions to seniors, both of which mutual funds are well suited to do.

❖ **Fixed income products**

Mutual funds have played a key role in developing India's debt market and have emerged as a key source of funding. However, despite the variety of fixed income products, investors have shown preference for equity funds vis-à-vis debt funds.

(b) Threats

❖ **Shifting from awareness to education**

The industry spends two basis points or about Rs.500 crore per annum on investors' education. 50 per cent of which was via AMFI's pretty successful Mutual Funds Sahi Hai campaign. However, need of the hour is to transform mutual funds from a push to a pull product. For example, adding financial investment (mutual funds) in high-school or college curriculum. Such efforts will help in instilling the habit of early savings.

❖ **Need for more distributors**

There is a need for far more distributors and advisors to spread the message of investing in mutual funds far and wide. Indians are usually risk averse and lacks sound financial literacy, thus refrain from investing in market-linked products owing to a lack of understanding.

To address this, we need an army of well-trained financial advisors who can help educate investors about modern investment tools such as mutual funds

❖ **Mutual Funds will have a tough job to maintain the growth in SIP accounts**

Many new investors that have participated in the markets through mutual fund SIPs over the last few years haven't seen any extended bearish phase of the market. If the markets fail to generate attractive returns even in 2021, some investors might consider discontinuing their SIPs. That's the real challenge mutual fund houses may have to deal with this year.

❖ **Simplified operational processes**

While the mutual fund industry has made significant strides in standardising processes, but few challenges still remain: such as a simplified KYC to make on boarding hassle-free; making Aadhar inter-changeable with PAN; and allowing investments on the basis of 'Bank KYC'.

2. Segment-wise or product-wise performance of the Company

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.

3. Outlook

Mutual Fund industry stages a rebound After a challenging FY21 in terms of flows into equity-oriented mutual funds, overall industry AUM rose 20% to ` 37.6 Lakh Crore in FY22. The industry added a staggering 3.16 Crore investor folios up from a net addition of 81 Lakh in the previous year. The MF industry also crossed an important milestone of 10 Crore folios to reach 12.95 Crore at present. During March 2022, the industry saw flows of ` 12,328 Crore via the systematic investment plan across 5.28 Crore outstanding SIP accounts. This reflects the maturity of Indian households in investing systematically and for long periods. The progress made over the past 12 months has further strengthened my belief in the MF industry, which enjoys strong tailwinds from the increasing importance of financial savings among Indian households, growing awareness, strong distribution platforms, ease of reach and transactions through digitisation. We believe that digitisation is helping the industry democratise investments into mutual funds and achieve inclusive growth. Rise in internet and smartphone penetration, low data charges along with rollout of UPI are deepening the industry penetration.

Markets have recently turned volatile due to geopolitical events and rising inflation and interest rates. However, investors should not get swayed by this volatility as fundamentals of Indian economy are robust. I would urge investors to remain patient to reap the benefits over medium to long run. Outsized growth potential reiterating what we wrote in the previous annual report, the MF industry in India remains significantly under-penetrated compared to global averages, despite the sharp growth in last few years. MF AUM-to-GDP ratio stands at only 16%, compared to the global average of 74%. Equity AUM-to-market cap was at 6% as against the global average of 33%.

While equity AUM has increased at a faster pace thanks to continued flows and rising markets, we also see tremendous potential for growth in fixed income funds as well. Penetration of fixed income mutual funds as a percentage of Bank deposits has been stagnant at around 9% for last few years. Also, India has more than 50 Crore Permanent Account Number (PAN) holders and more than 9 Crore demat accounts, of which around 5 Crore have been opened since March 2020. The Indian MF industry has reached only 3.4 Crore unique investors, which points to disproportionate headroom for growth. It is interesting to note the data points and anecdotal evidence around job creation across industries particularly in the IT sector, which bodes well for growth in consumption as well as savings. If we look at India's annual financial household

savings, there's no visible limit to the potential investable capital. I believe that mutual funds can tap this opportunity and be the vehicle of choice for funnelling household savings into investments.

4. Risks and Concerns

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.

5. 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 utilization 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 organizational structures to facilitate clearly established roles and responsibilities for effective discharge of duties in a smooth manner.

6. Discussion on financial performance with respect to operational performance

Our revenues primarily consist of revenue from sale of securities, brokerage income from distribution of Mutual Fund and other financial products, income from interest and dividend. The Company had issued a letter to Reserve Bank of India (RBI) pertaining to voluntarily surrender of Certificate of Registration "CoR" of NBFC- ND (Reg No. B-14.00790).

During the year, the brokerage Income has decreased from Rs. 248,050,899/- in the Financial Year 2020-21 to Rs. 15,37,548 in the financial year 2021-22.

It is submitted further that company has recorded Profit before tax of Rs. 34,43,800 in the financial year 2021-22 as compared to losses of Rs. 7,099,385/- in the financial year 2020-21.

7. Material developments in Human Resources / Industrial Relations front, including number of people employed

Employees are our vital and most valuable assets. We have created a favorable work environment that encourages 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.

8. Cautionary Statement

The statements describing the Company's outlook, estimates or predictions may be forward-looking statements based on certain assumptions of future events. Actual results may differ materially from those expressed or implied, since the Company's operations are influenced by external or internal factors. Your Company closely monitors all major developments likely to affect the operations and will respond to meet the potential threats and to gain from any possible opportunities.

By the Order of the Board of Directors

For SPA Capital Services Limited

Sd/-

Sandeep Parwal

(Chairman cum Managing Director)

DIN: 00025803

Sd/-

Honey Parwal

(Director)

DIN No. [00025835](#)

Date: - 05.09.2022

Place: - New Delhi

TO THE MEMBERS OF SPA CAPITAL SERVICES LIMITED
Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone Ind AS financial statements of **SPA CAPITAL SERVICES LIMITED** (“the Company”), which comprise the Balance sheet as at March 31 2022, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the ‘Basis for Qualified Opinion’ section of our report, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended (“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, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

The company has taken various loans, which were outstanding as on 31st March, 2022. The management has not provided the interest on some of the loans, which constitute a departure from the Accrual basis of accounting. The company’s records indicate that an amount of Rs. 72,97,299/- for the year ended on March 31, 2022 has not been provided as interest expenses on these loans, which would have been decrease the profit by Rs. 72,97,299/- for the year ended on March 31, 2022 and also increase the loan liability by same amount.

Information other than Financial Statements and Auditors Report Thereon

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and our auditors’ report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial

statements that give a true and fair view of the financial position, financial and the Cash Flow Statement of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, 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 purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS 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 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- (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”**.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with 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 which would impact its financial position
 - ii. The Company has no long-term contracts as at 31st March, 2022 and therefore there are no material foreseeable losses.
 - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2022

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-
CA Deep Chand Garg
Partner
Membership No.076117
Place : New Delhi
Date : 30th May, 2022
UDIN : 22076117AJYANA8499

Annexure A to the Independent Auditor's report on the standalone financial statements of SPA CAPITAL SERVICES LIMITED for the year ended 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Property, Plant and Equipment and Intangible Assets:

(i)(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) The Company have Intangible assets as at the end of the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all Property, Plant and Equipment have not been physically verified by the management during the period but there is a regular programme of verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification;

(c) According to the information and explanations given to us, as the company owns no immovable properties, therefore reporting under clause 3(i)(c) is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year;

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.;

Inventories:

(ii) (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 and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

(b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

Loans, Advances, Guarantees and Securities:

(iii) The Company has made investments in, companies, firms, Limited Liability Partnerships, and has not granted unsecured loans to other parties, during the year, in respect of which:-

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to a party other than subsidiaries as below:

Opening Balance as on	Aggregate amount paid/received during the year	Balance outstanding as at balance sheet date
01.04.2021		
33,28,06,970	1,13,28,654	32,34,78,315

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company;

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has not been stipulated so we are unable to comment on the same;

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, as the conditions for the repayment of principal and payment of interest has not been stipulated so we are unable to comment on the same;

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, as the conditions for the repayment of principal and payment of interest has not been stipulated so we are unable to comment on the same;

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, as the conditions for the repayment of principal and payment of interest in case of loans given has not been stipulated so we are unable to comment on the same.

Compliance in relation to loan to Related Parties:

(iv) According to the information and explanations given to us the Company has not complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as interest on loans given has not been charged by the company.

Acceptance of Deposits:

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

Cost Accounting Records:

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it. Accordingly, clause 3(vi) of the Order is not applicable.;

Statutory Dues:

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.;

(b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.

Disclosure of Transactions not recorded in Books:

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.;

Loans Taken:

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company have not defaulted in the repayments of such loans or borrowings obtained from financial institutions.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.;

(c) According to the information and explanations given to us by the management, the Company has obtained term loans from financial institutions and the company has utilized the money obtained from term loans for which they were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.;

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.;

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.;

IPO and Private Placement/Preferential Allotment:

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.;

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.;

Fraud Reporting:

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit;

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us and to the best of our knowledge and belief, we have not come across any whistle blower complaints during the year.

Nidhi Company:

(xii) (a) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.;

Related Party Transactions:

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards;

Reporting on Internal Audit System:

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the company does not have an internal audit system and internal audit reports have not been made available to us.

(b) As no internal audit reports have been made available to us, therefore, reporting under clause 3(xiv)(b) of the Order is not being made.

Non-Cash Transactions with Directors:

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.;

Registration with RBI:

(xvi) (a) In our opinion and according to the explanations given to us, company was registered as Non Banking Financial Company under section 45-IA of the Reserve Bank of India Act, 1934, however the Company had issued a letter to Reserve Bank of India (RBI) pertaining to voluntarily surrender of Certificate of Registration "CoR" of NBFC- ND (Reg No. B-14.00790), which was issued under Section 45IA of Reserve Bank of India Act, 1934 and receipt of said letter has been duly acknowledged by RBI- New Delhi on 5 March 2021. However, the Company is yet to obtain the approval/confirmation pertaining to surrender of Certificate of Registration "CoR" of NBFC- ND from RBI.

(b) In our opinion and according to the explanations given to us, company was registered as Non Banking Financial Company under section 45-IA of the Reserve Bank of India Act, 1934, however the Company had issued a letter to Reserve Bank of India (RBI) pertaining to voluntarily surrender of Certificate of Registration "CoR" of NBFC- ND (Reg No. B-14.00790), which was issued under Section 45IA of Reserve Bank of India Act, 1934 and receipt of said letter has been duly acknowledged by RBI- New Delhi on 5 March 2021. However, the Company is yet to obtain the approval/confirmation pertaining to surrender of Certificate of Registration "CoR" of NBFC- ND from RBI.;

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable;

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable;

Cash Losses:

(xvii) According to information and explanations given to us and on the basis of our examination of the books of account, the company has incurred cash losses to the tune of Nil In the current financial year and Rs. 8,083/- in the immediately preceding financial year..

Resignation of Statutory Auditors:

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable;

Reporting on Liquidity:

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;

Corporate Social Responsibility:

(xx) In our opinion and according to the information and explanations given to us, as the provisions of Section 135 of the Companies Act, 2013 are not applicable to the company, accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Reports of Consolidated Financial Statements:

(xxi) According to the information and explanations given to us, in respect of the following companies incorporated in India and included in the consolidated financial statements, following needs to be looked upon:

Name of the entities	CIN	Associate/ Subsidiary/Holding	Clause Number of the CARO Report of the company which is qualified or adverse
SPA Investment Adviser Private Limited	U72900MH2005PTC154875	Associate	Refer Clause vii(b) of the Companies (Auditor's Report) Order, 2020 ("the Order")

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-
CA Deep Chand Garg
Partner
Membership No.076117
Place : New Delhi
Date : 30th May, 2022
UDIN : 22076117AJYANA8499

**Annexure "B" to the Independent Auditor's Report of even date on the Financial Statements of
M/s SPA CAPITAL SERVICES LIMITED .**

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of M/s SPA CAPITAL SERVICES LIMITED on the financial statements for the year ended 31st March, 2022.

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

We have audited the internal financial controls over financial reporting of **SPA CAPITAL SERVICES LIMITED** (“the Company”) as of March 31, 2022 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. 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 Companies Act, 2013.

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 Companies Act, 2013, 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 Institute of Chartered Accountants of India. 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 judgement, including the assessment of the risks of material misstatement of the 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 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 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, 2022, 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.

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-
CA Deep Chand Garg
Partner
Membership No.076117
Place : New Delhi
UDIN: 22076117AJYANA8499

SPA Capital Services Limited

25 C Block, Community Center, Janakpuri, New Delhi-110058

CIN No : L65910DL1984PLC018749

Standalone Balance Sheet for the Year ended 31st March 2022

<i>(in Rs. Hundred)</i>			
Particulars	Note No.	As at 31st March 2022	As at 31st March 2021
Assets			
Financial Assets			
(a) Cash and Cash Equivalents	3	22,415	27,249
(b) Trade Receivables	4	151,452	190,909
(c) Loans	5	3,234,783	3,328,070
(d) Investments	6	489,114	489,114
(e) Other Financial assets	7	148,225	147,448
Non-financial Assets			
(a) Inventories	8	250	250
(b) Current tax assets (Net)	9	36,668	65,175
(c) Deferred tax Assets (Net)	10	30,330	30,853
(d) Property, Plant and Equipment	11	60,459	79,200
(e) Other Intangible assets	11	8,302	3,602
(f) Other Non Financial Asset	12	-	-
Total Assets		4,182,000	4,361,870
Liabilities and Equity			
Liabilities			
Financial Liabilities			
(a) Trade Payables	13		
(i) total outstanding dues of micro enterprises and small enterprises			
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		57,649	348,321
(b) Borrowings	14	2,367,590	2,308,013
(c) Other financial liabilities	15	23,206	36,516
Non-Financial Liabilities			
(a) Provisions	16	101,051	99,225
(b) Other non-financial liabilities	17	47,166	7,508
Total Liabilities		2,596,662	2,799,584
Equity			
(a) Equity Share Capital	18	307,423	307,423
(b) Other Equity	19	1,277,916	1,254,863
Total Equity		1,585,338	1,562,286
Total Liabilities and Equity		4,182,000	4,361,870

Significant accounting policies and notes to the Financial Statements

As per our report of even date attached

For SNMG & Company

Chartered Accountants

ICAI FRN No. : 04921N

Sd/-
CA Deep Chand Garg
Partner

For and Behalf of the Board of Directors

Sd/-
Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-
Honey Parwal
Director
DIN No. 00025835

Membership No.076117

Place : NEW DELHI

Date : 30/05/2022

Sd/-

Manish Kumar
Company Secretary

Sd/-

Sanjay Goel
Chief Financial Officer

SPA Capital Services Limited

25 C Block, Community Center, Janakpuri, New Delhi-110058

CIN No : L65910DL1984PLC018749

Standalone Statement of Profit and Loss for the Year Ended March 2022

<i>(in Rs. Hundred)</i>			
Particulars	Note No.	31st March 2022	31st March 2021
Revenue from Operations			
Interest Income	20		
Sale of Services	20	1,537,548	2,480,509
Sale of Shares & Securities	20	100,037	607,834
Total Revenue from operations		1,637,585	3,088,343
Other Income	21	5,132	22,504
Total Income		1,642,717	3,110,847
Expenses			
Finance Costs	22	45,267	50,953
Brokerage Expense		1,034,864	2,152,194
Purchase of Stock-In-Trade		100,000	607,500
Changes in Inventories of Stock-in-Trade	23	-	-
Employee Benefit Expense	24	279,046	240,123
Depreciation and Amortisation Expense	25	20,374	31,424
Other Expenses	26	128,728	99,647
Total Expenses		1,608,279	3,181,841
Profit before Tax		34,438	(70,994)
Tax Expenses			
i) Current Tax	10	10,745	-
ii) Deferred Tax	10	522	(9,871)
iii) Income Tax for earlier Years		119	(11,745)
Total Tax Expenses		11,386	(21,616)
Profit after Tax		23,052	(49,378)
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Equity instruments through other comprehensive income		-	(37,128)
(ii) Income tax relating to Items that will be reclassified to Profit / (Loss)		-	-
Other Comprehensive Income net of tax		-	(37,128)
Total Comprehensive Income for the Year		23,052	(86,506)
Earnings per equity share of Face Value of `1/- each			
Basic earnings per share (in `)		0.75	(2.81)
Diluted earnings per share (in `)		0.75	(2.81)

See accompanying notes to the financial statements

As per our report of even date attached

For and on behalf of the Board

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-

CA Deep Chand Garg
Partner

Membership No.076117

Place : NEW DELHI

Date : 30/05/2022

Sd/-

Sandeep Parwal
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Sanjay Goel
Chief Financial Officer

SPA Capital Services Limited

25 C Block, Community Center, Janakpuri, New Delhi-110058

CIN No : L65910DL1984PLC018749

Standalone Cash Flow Statement for the year ending 31 March 2022

(in Rs. Hundred)

Particulars	Note No.	STANDALONE	
		31st March 2022	31st March 2021
A Cash flow from operating activities			
Profit for the year before tax	-	34,438	(70,994)
Adjustments for :	-	-	-
Depreciation and amortization expense	-	20,374	31,424
Loss on Sale of Asset	-	(3)	7,681
Investment Impaired	-	-	(37,128)
Interest Income	-	-	-
Finance Cost	-	45,267	50,953
Operating profit before working capital changes	-	-	-
Adjustments for working capital	-	-	-
(Increase) / Decrease in Inventories	-	-	-
(Increase) / Decrease in Trade receivable	-	39,457	84,240
(Increase) / Decrease in Loans	-	93,287	992,088
(Increase) / Decrease in Other financial assets	-	(777)	100,649
(Increase) / Decrease in Current tax Assets	-	28,506	129,137
Increase / (Decrease) in Trade payables	-	(290,672)	(817,210)
Increase / (Decrease) in Provisions	-	1,826	-
Increase / (Decrease) in other non-financial liabilities	-	39,657	1,987
Net cash flow from operating activities	-	11,361	472,827
Direct tax paid	-	10,864	(21,616)
Net cash generated from Operating activities (A)	-	497	494,443
B Cash flow from investing activities	-	-	-
Acquire of property, plant and equipment	-	(3,335)	(4,447)
Sale of property, plant and equipment	-	461	5,000
Purchase/Sale of investments (Goodwill from purchase of subsidiaries)	-	-	-
Interest received	-	-	-
Net cash generated from / (used in) investing activities (B)	-	(2,874)	553
C Cash flow from financing activities	-	-	-
Finance Cost	-	(45,267)	(50,953)
Borrowings (net)	-	46,266	(445,707)
Net cash (used in)/generated from Financing activities (C)	-	999	(496,660)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	-	(1,378)	(1,664)
Opening balance of cash and cash equivalents	-	27,249	28,914
Closing balance of cash and cash equivalents	-	25,872	27,249
Balance as per Balance Sheet	-	22,415	27,249

See accompanying notes to the financial statements

As per our report of even date attached

For SNMG & Company

Chartered Accountants

ICAI FRN No. : 04921N

Sd/-

CA Deep Chand Garg

Partner

Membership No.076117

Place : NEW DELHI

Date : 30/05/2022

For and on behalf of the Board

Sd/-

Sandeep Parwal

Chairman cum Managing Director

DIN No. 00025803

Sd/-

Manish Kumar

Company Secretary

Sd/-

Honey Parwal

Director

DIN No. 00025835

Sd/-

Sanjay Goel

Chief Financial Officer

SPA Capital Services Limited

Statement Of Changes In Equity
25 C Block, Community Center, Janakpuri, New Delhi-110058
CIN No : L65910DL1984PLC018749
For The Year Ended 31st March 2022

A. Equity Share Capital

2020-21

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
307,423	-	307,423	-	307,423

2021-22

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
307,423	-	307,423	-	307,423

B. Other Equity

2020-21

Description	Attributable to owners of SPA Capital Services Limited						Total Other Equity
	Reserves and Surplus				Other Comprehensive Income		
	Securities Premium Reserve	Retained Earnings	General Reserve	Reserve Fund(NBFC)	Remeasurement of defined Benefit Obligation	Equity instruments at fair value through other comprehensive income	
Balance as at 1 April 2020	25,000	169,423	1,181,525	59,293	-	(93,872)	1,341,369
Profit for the year	-	(49,378)	-	-	-	-	(49,378)
Other Comprehensive Income	-	-	-	-	-	(37,128)	(37,128)
Transactions with owners in their capacity as owners	-	-	-	-	-	-	-
Transfer in/out General Reserve	-	-	-	-	-	-	-
Transfer in/out Retained Earnings	-	-	-	-	-	-	-
Transfer In/Out Reserve Fund(NBFC)	-	-	-	-	-	-	-
Balance as at 31 March 2021	25,000	120,045	1,181,525	59,293	-	(131,000)	1,254,863

2021-22

Description	Attributable to owners of SPA Capital Services Limited						Total Other Equity
	Reserves and Surplus				Other Comprehensive Income		
	Securities Premium Reserve	Retained Earnings	General Reserve	Reserve Fund(NBFC)	Remeasurement of defined Benefit Obligation	Equity instruments at fair value through other comprehensive income	
Balance as at 1 April 2021	25,000	120,045	1,181,525	59,293	-	(131,000)	1,254,863
Profit for the year	-	23,053	-	-	-	-	23,053
Any other changes	-	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-	-	-	-
Transfer in/out General Reserve	-	-	-	-	-	-	-
Transfer in/out Retained Earnings	-	(4,611)	-	-	-	-	(4,611)
Transfer In/Out Reserve Fund(NBFC)	-	-	-	4,611	-	-	4,611
Balance as at 31 March 2022	25,000	138,487	1,181,525	63,904	-	(131,000)	1,277,916

See accompanying notes to the financial statements.

For and on behalf of the Board

As per our report of even date attached

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-

CA Deep Chand Garg
Partner

Membership No.076117

Place : NEW DELHI

Date : 30/05/2022

Sd/-
Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-
Honey Parwal
Director
DIN No. 00025835

Sd/-
Manish Kumar
Company Secretary

Sd/-
Sanjay Goel
Chief Financial Officer

**Schedule to the Balance Sheet
of SPA Capital Services Limited
For Financial Year 2021-22**

(as required in terms of Paragraph 18 of Non-Banking Financial Company - Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016

(Rs. In lakhs)

Particulars			
Liabilities side:			
(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	355.16	-
	(d) Inter-Corporate Loans and Borrowings	1,826.41	-
	(e) Commercial Paper	-	-
	(f) Public Deposits*	-	-
	(g) Other Loans (Loan on hypothecation of vehicles, Loan against property owned by group company and Bank Overdraft)	58.29	-
(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		
Assets side:			
		Amount outstanding	
(3)	Break up of loans and Advances including bills receivables [other than those included in (4) below]:		
	(a) Secured		-
	(b) Unsecured		3,386.24
(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:			
Current Investments:			
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			-
(b) Preference			-
(ii) Debentures and Bonds			-
(iii) Units of mutual funds			-
(iv) Government Securities			-
(v) Others (please specify)			-
Long Term investments			
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			74.11
(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	-	127.73	127.73
(C) Other related parties	-	-	-
2. Other than related parties			
	-	3,258.51	3,258.51
Total	-	3,386.24	3,386.24
(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	489.11	489.11	
(C) Other related parties	-	-	
2. Other than related parties			
	-	-	
Total	489.11	489.11	
(8) Other information			
Particulars	Amount (Rs.)		
(i) Gross Non-Performing Assets			
(a) Related parties	-		
(b) other than related parties	-		
(ii) Net Non-Performing Assets			
(a) Related parties	-		
(b) other than related parties	-		
(iii) Assets acquired in satisfaction of debt	-		

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

1 Company overview and Significant Accounting Policies

1.1 Corporate Information

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.

2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with Indian Accounting Standards (IndAS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The IndAS are prescribed under Section 133 of the Companies Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities are classified as Current and Non-Current as per company's normal operating cycle of 12 months which is based on the nature of business of the Company. Current Assets do not include elements which are not expected to be realised within one year and Current Liabilities do not include items which are due after one year, the period of one year being reckoned from the reporting date.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Rounding off

All amounts in the financial statement and accompanying notes are presented in Lacs and have been rounded-off to two decimal place unless stated otherwise.

2.2 Use of Estimates and Judgement

The preparation of financial statements requires management to exercise judgement and make estimates and assumptions that affects the reported amounts of revenue, expenses, assets and liabilities. These estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. These estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the results are known/materialise.

The areas involving significant estimates and judgement include determination of useful life of Property, Plant and Equipment (Refer note 1.4), measurement of defined benefit obligations, and recognition of deferred tax assets/liabilities (Refer note 5).

2.3 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of Property, Plant and Equipment recognised as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All Upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

S. No.	Particulars	Estimated Useful Life
1	Leasehold land	Over lease term
2	Building other than factory	60 years
3	Computers	
	- Computers and other peripherals	3 years
	- Servers and networking	6 years
4	Furniture & Fixtures	10 years
5	Vehicles	8 years
6	Other equipment	5 - 15 years

The useful lives have been determined based on technical evaluation done by the expert's which are in line those specified by Schedule II to the Companies Act 2013. The residual values are not more than 5% of the original cost of the asset. The depreciation methods, assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under Other Non-Current Assets and the cost of assets not put to use before such date is disclosed under 'Capital work-in-progress'.

New

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

2.4 **Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

2.5 **Investments :**

Investments are classified as Current or Non-Current based upon management intent at the time of acquisition. Investments that are intended to be held for not more than one year from the date of acquisition are classified as Current Investments. All other investments are classified as Non-Current Investments.

2.6 **Inventories**

The shares and securities acquired with the intention of trading are considered as Stock in trade and disclosed as Current Assets. The stock in trade of securities is valued at lower of aggregate cost or aggregate market price / aggregate net asset value in case of unquoted, as per the provisions of ICDS. The cost is determined on First In First Out (FIFO) basis.

2.7 **Financial Instruments, Financial Assets, Financial Liabilities and Equity Instruments**

Recognition

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and Cash Equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

Amortised cost

Where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

Fair Value Through Other Comprehensive Income (FVTOCI)

Where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in Other Comprehensive Income.

Fair Value Through Profit or Loss (FVTPL)

Where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Measurement

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

Derecognition of Financial Assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset; or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Where the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Income Recognition

Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Financial Liabilities

i) Trade Payables and Other Financial Liabilities

Trade Payables and Other Financial Liabilities are initially recognised at the value of the respective contractual obligations. Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and presented as current liabilities unless payment is not due within 12 months after the reporting period.

ii) Borrowings

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Equity Instruments

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax, from the proceeds.

2.8 Revenue Recognition

(a) Sale of Shares & Securities

Revenue from sales is recognized at the completion of each settlement of the capital market segment of the Stock Exchange.

In respect of non-delivery based transactions in capital market segment, the profit/loss is accounted for at the end of each settlement.

Revenue from derivative market segment:-

- in respect of settled contracts the difference between the transaction price and settlement price is recognized in the Statement of Profit and Loss; and

- in respect of open interests as on the balance sheet date, the derivatives are valued at fair value, and the difference between the fair value and the transaction price, is recognized in the Statement of Profit and Loss.

Income from Dividend is recognized when the right to receive payment is established.

(b) Other Income

Gain on Sale of Investment is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.

The revenue from Interest & Other Income is recognized on accrual basis as part of Other Income in the Statement of Profit and Loss.

2.9 Employee Benefits

a. Short-term Obligations

Liabilities for wages, salaries and bonus, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b. Post-Employment Obligations

The Company operates the following post-employment schemes:

- defined benefit plans for gratuity, and
- defined contribution plans for provident fund.

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Defined Benefit Plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2.10 Impairment of Non-Financial Assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit to which the asset belongs.

2.11 Borrowing Costs

Borrowings are measured at amortized cost. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

2.12 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

(i) Current tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax :

Deferred income tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax ("MAT") credit forming part of deferred tax assets is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

2.13 Ind AS 12 Appendix C. Income Tax

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

2.14 Earnings Per Share

a. Basic Earnings Per Share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

b. Diluted Earnings Per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.15 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.16 Events occurring after the Balance Sheet date

There have been no material events other than disclosed in the financial statements after reporting date which would require disclosure or adjustments to the financial statements as of and for the year ended 31 March 2022.

As per our report of even date attached

For and on behalf of the Board

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-
Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-
Honey Parwal
Director
DIN No. 00025835

Sd/-
CA Deep Chand Garg
Partner
Membership No.076117

Sd/-
Manish Kumar
Company Secretary

Sd/-
Sanjay Goel
Chief Financial Officer

Place : NEW DELHI
Date : 30/05/2022

Notes to the Financial Statements

3 Cash and Cash Equivalents

Particulars	As at 31st March 2022	As at 31st March 2021
Balances with Banks-Current Account	11,592	14,686
Cash on Hand	10,823	12,564
Total Cash and Cash Equivalents	22,415	27,249

4 Trade Receivables

Particulars	As at 31st March 2022	As at 31st March 2021
Debts outstanding for a period exceeding 6 months		
(a) Trade Receivables		
Undisputed Trade receivables -considered good	11,712	11,977
Undisputed Trade receivables — which have significant increase in credit risk		
Undisputed Trade Receivables — credit impaired		
Disputed trade receivables considered good		
Disputed Trade Receivables — which have significant increase in credit risk		
Disputed Trade Receivables — credit impaired		
Others		
(b) Trade Receivables		
Undisputed Trade receivables -considered good	139,740	178,932
Undisputed Trade receivables -considered doubtful		
Disputed trade receivables considered good		
Disputed trade receivables considered doubtful		
Total Trade Receivables	151,452	190,909

Note: Impairment allowance recognised on Trade Receivables is Rs. Nil (Previous year Rs. Nil).

5 Loans

Particulars	As at 31st March 2022	As at 31st March 2021
Loans at Amortised Cost		
To Body Corporates		
Unsecured, Considered Goods	3,181,050	3,279,336
Unsecured, Considered Doubtful	53,733	48,733
To Others		
Unsecured, Considered Goods	-	-
Total Gross	3,234,783	3,328,070
Less: Impairment loss allowance		
Total Loans (Net)	3,234,783	3,328,070

6 Investments

Particulars	As at 31st March 2022	As at 31st March 2021
6.1 Investments Measured At Cost		
In India		
In equity shares of Associates (Unquoted, fully paid-up)		
IFAN Finserv Private Limited (4,41,32,608 Shares) (Goodwill of Rs. 831,857/- has been included in the Investments)	74,114	74,114
6.2 Investments Measured At Fair Value Through Other Comprehensive Income (FVTOCI)		
In India		
In equity shares of other companies (Unquoted, fully paid-up)		
Impetus Analytic E solutions Pvt Ltd (13,10,000 Shares)	0	0

Notes to the Financial Statements

6.3 Investments Measured At Amortised Cost

In India

Investment in Preference Shares of other companies

SPA ComTrade Private Limited 135,000 (Previous year 135,000) Shares of Rs. 10 each fully paid-up	54,000	54,000
SPA Securities Limited 361,000 (Previous year 361,000) Shares of Rs. 10 each fully paid-up	361,000	361,000
Total of Investments in Preference Shares	415,000	415,000
Total Investments	489,114	489,114

7 Other Financial Assets

Particulars	As at 31st March 2022	As at 31st March 2021
Advance Recoverable in Cash or Kind	7,250	574
Prepaid	1,680	264
Balance with Revenue Authorities	40,531	28,186
Security Deposit	98,764	118,424
Total Other Financial Assets	148,225	147,448

8 Inventories

Particulars	As at 31st March 2022	As at 31st March 2021
Stock of Shares & Securities	250	250
Total Inventories	250	250

9 Current Tax Assets (Net)

Particulars	As at 31st March 2022	As at 31st March 2021
Income Tax Refund Due	6,490	7,327
Excess Provision for Earlier Year	-	119
Tax Deducted at Source	30,179	57,728
Total Current Tax Assets (Net)	36,668	65,175

10 Movement in Deferred tax Asset/ liabilities(Net)

Particulars	As at 31st March 2022	As at 31st March 2021
At the beginning of the year	30,853	20,982
Credit/ (Charge) to Statement of Profit and Loss (refer note 29)	(522)	9,871
Credit/ (Charge) to Other Comprehensive income		
Movement in MAT Credit		
At the end of the year		
- to Other Comprehensive Income		
At 31st March 2022	30,330	30,853

12 Other Non Financial Asset

Particulars	As at 31st March 2022	As at 31st March 2021
Deferred Lease Rental	-	-
Total	-	-

SPA Capital Services Limited
25 C Block, Community Center, Janakpuri, New Delhi-110058
CIN No : L65910DL1984PLC018749

Notes to the Financial Statements as at and for the Year ended 31st March 2022

11(i). Property Plant and Equipment

(in Rs Hundred)

Particulars	Gross Block				Depreciation				Net Block	
	As at 01 April 2021	Addition during the year	Deletions during the year	As on 31 March 2022	As at 01 April 2021	For the year	Dep. Written off against sold assets	As on March 2022	31 As on 31 March 2022	As on 31 March 2021
Tangible Assets										
Computers	115,488	2,772	-	118,260	107,315	2,841	-	110,157	8,103	8,172
Motor Vehicles	163,484	-	-	163,484	126,457	10,003	-	136,460	27,025	37,028
Furniture and Fixtures	86,072	-	-	86,072	72,677	1,583	-	74,260	11,812	13,395
Plant and Machinery	102,051	719	616	102,155	83,846	4,948	158	88,636	13,519	18,205
Total Tangible Assets	467,095	3,492	616	469,971	390,296	19,375	158	409,512	60,459	76,800
Intangible Assets										
Computer Software	77,559	-	-	77,559	71,557	999	-	72,557	5,002	6,002
Total Intangible Assets	77,559	-	-	77,559	71,557	999	-	72,557	5,002	6,002
Work in Progress (Software)	-	3,300	-	3,300	-	-	-	-	3,300	-
Total Assets	544,654	3,492	616	547,530	461,853	20,374	158	482,069	65,461	82,802
Previous Year Details	570,994	4,447	30,786	544,654	448,534	31,424	18,106	461,853	82,802	-

Notes :-

Revaluation of Property Plant & Equipment

The company has not revalued its property, plant and equipments during the year

SPA Capital Services Limited
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CIN No : L65910DL1984PLC018749

Notes to the Financial Statements

13 Trade Payables

Particulars	As at 31st March 2022	As at 31st March 2021
Trade Payables		
(a) Due to MSME	-	-
(b) Due to Others	57,649	348,321
(c) Disputed dues to MSME	-	-
(d) Disputed dues to Others	-	-
* For Ageing refer Note 3.1		
Total Trade Payables	57,649	348,321

Note : Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2022, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

14 Borrowings

Particulars	Effective interest rate	As at 31st March 2022	As at 31st March 2021
Secured (Repayable on Demand)			
i) Bank Overdrafts		56,704	149,544
ii) Working Capital Loan		355,164	457,640
iii) Car Loan		1,584	7,642
Unsecured (Repayable on Demand)			
i) From Body Corporate		1,826,410	1,565,460
ii) From Related Parties		127,728	127,728
Total Borrowings		2,367,590	2,308,013
Borrowings in India		2,367,590	2,308,013
Borrowings outside India		-	-
Total		2,367,590	2,308,013
Secured Borrowings and Assets Pledged as Security			

15 Other Financial Liabilities

Particulars	As at 31st March 2022	As at 31st March 2021
Salary Payable	23,206	35,482
Staff Advance	-	1,034
Total Other Financial Liabilities	23,206	36,516

16 Provisions

Particulars	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity	44,365	42,296
Contingent Provision against Standard Assets	7,953	8,196
Contingent Provision against Doubtful Debts	48,733	48,733
Total Provisions	101,051	99,225

*In accordance with the Master Direction DNBR.PD.007/03.10.119/2016-17 (updated on February 17, 2020) 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. 7,953/- (Previous Year Rs. 8,196/-)

** A provision of 100% made against Unsecured, Considered Doubtful assets

17 Other Non Financial Liabilities

Particulars	As at 31st March 2022	As at 31st March 2021
Current		
(a) Statutory Liability	44,587	6,994
(b) Expenses Payable	2,578	514
Total Other Financial Liabilities	47,166	7,508

19 Other Equity

Particulars	As at 31st March 2022	As at 31st March 2021
Securities Premium	25,000	25,000
General Reserve	1,181,525	1,181,525
Reserve Fund (NBFC)	63,904	59,293
Retained Earnings	7,487	(10,955)
Total Other Equity	1,277,916	1,254,863

Securities Premium

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance	25,000	25,000
Received/Utilized during the Year	-	-
Closing Balance	25,000	25,000

General Reserve

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance	1,181,525	1,181,525
Add : Transferred from Retained Earnings	-	-
Closing Balance	1,181,525	1,181,525

Reserve Fund (NBFC)

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance	59,293	59,293
Add : Transferred from Retained Earnings	4,611	-
Closing Balance	63,904	59,293

Retained Earnings

Particulars	As at 31st March 2022	As at 31st March 2021
Opening balance	(10,955)	75,550
Net Profit /(Loss) for the period	23,053	(49,378)
Less: Amount Transferred to Reserve Fund (NBFC)	4,611	-
Less: Amount Transferred to General Reserve	-	-
Closing Balance	7,487	26,173
Items of other Comprehensive Income (Net of Tax)		
- Change in Fair Value of FVOCI Equity instrument	-	(37,128)
- Tax Impact on above	-	-
Closing Balance	7,487	(10,955)

Post-Employment Obligations - Gratuity

Particulars	As at	As at
	31st March 2022	31st March 2021
Present Value of Obligation at Beginning of the Year	42,296	71,845
Current Service Cost	3,589	3,751
Past Service Cost	-	-
Interest Expense/(Income)	3,066	5,029
Total Amount Recognized in Profit or Loss	48,951	80,625
Re-measurements		
Acturial (Gain)/loss	1,871	(38,330)
- Experience (gains)/losses		
Total Amount recognized in Other Comprehensive Income	1,871	(38,330)
Benefit Payments	(6,457)	-
Present Value of Obligation at end of the year	44,365	42,296
Provision for the Current Year	44,365	42,296

Significant actuarial assumptions:

The significant actuarial assumptions were as follows

Particulars	As at	As at
	31st March 2022	31st March 2021
Discount Rate	7.25	7.0
Withdrawal Rate	5.5	5.0
Salary Growth Rate	5.0	5.5

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at	
	31st March 2022	
	Increase (%)	Increase (%)
Discount Rate (1% movement)	7	7.00
Withdrawal Rate (1% movement)	-	0.00
Salary Growth Rate (1% movement)	7	7.00

Defined Contribution Plans

The Company has defined contribution plan of provident fund for employees for which contribution at the rate of 12% of basic salary were made as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation.

SPA Capital Services Limited

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Notes to the Financial Statements

18 EQUITY SHARE CAPITAL

(In Rs. Hundred)

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Equity Shares of Rs. 10 each (March 31, 2021: 50,00,000 Equity Shares of Rs. 10 each)	50,000	500,000	50,000	500,000
Issued, Subscribed & Paid Up 30,74,225 Equity shares of Rs.10/- each fully paid up (March 31, 2021: 30,74,225 Equity shares of Rs.10 each)	30,742	307,423	30,742	307,423
Total	30,742	307,423	30,742	307,423

A) Reconciliation of number of Ordinary Shares outstanding:

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
As at beginning of the year	30,742	307,423	30,742	307,423
Issue of Shares	-	-	-	-
Shares bought back during the year	-	-	-	-
As at end of the year	30,742	307,423	30,742	307,423

Terms and rights attached to Equity Shares

The Company has only one class of equity share with voting rights having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The shareholders have equal right in dividend as and when declared by the Company subject to approval of the shareholders in the ensuing Annual General Meeting. Members of the Company holding equity share capital therein have a right to vote on every resolution placed before the Company and right to receive dividend. The voting rights on a poll is in proportion to the share of the paid-up equity capital of the Company held by the shareholders. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

B) Details of Shareholders Holding more than 5% shares in the Company

Name of Shareholders	As at 31st March 2022		As at 31st March 2021	
	Number of shares	Percentage holding	Number of shares	Percentage holding
Dhrubtara Trading Private Limited	5,863	19.07%	5,863	19.07%
Defiant Enterprises Private Limited	5,688	18.50%	5,688	18.50%
Sandeep Parwal	2,525	8.21%	2,525	8.21%
Kamal Kishore Somani	2,102	6.83%	2,102	6.83%
Honey Parwal	1,750	5.69%	1,750	5.69%

As per records of the company, including its register of shareholders/ members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

The Company has not allotted any shares without payment being received in cash and has neither allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

SPA Capital Services Limited

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CIN No : L65910DL1984PLC018749

Notes to the Financial Statements

20 Revenue From Operations

Particulars	As at 31st March 2022	As at 31st March 2021
Sale of Services	1,537,548	2,480,509
Sale of Shares & Securities	100,037	607,834
Total Revenue From Operations	1,637,585	3,088,343

21 Other Income

Particulars	As at 31st March 2022	As at 31st March 2021
Interest on IT Refund	-	6,534
Lease Liability Written Off	-	12,524
Miscellaneous Income	5,132	3,446
Total Other Income	5,132	22,504

22 Finance Cost

Particulars	As at 31st March 2022	As at 31st March 2021
On financial liabilities measured at amortised cost:		
-Interest Expenses	40,353	49,922
-Interest on TDS	311	943
Bank Charges	4,603	88
Total Finance Cost	45,267	50,953

23 Changes in Inventories of Stock-in-Trade of Shares & Securities

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance		
Shares & Securities - Bonds	250	250
Shares & Securities - Equity	0	0
Shares & Securities - Mutual Funds	-	-
Total Opening Balance	250	250
Closing Balance		
Shares & Securities - Bonds	250	250
Shares & Securities - Equity	0	0
Shares & Securities - Mutual Fund	-	-
Total Closing Balance	250	250
Total Changes in Inventories of Stock-in-Trade		

24 Employee Benefit Expense

Particulars	As at 31st March 2022	As at 31st March 2021
Salaries, Wages and Bonus	225,092	222,624
Directors Remuneration	36,000	36,000
Contribution to Provident and Other Funds	6,775	9,169
Contribution to Gratuity Fund	8,526	-
Staff Welfare Expenses	2,652	1,880
Provision for Gratuity Written Off	-	-29,549
Total Employee Benefit Expense	279,046	240,123

SPA Capital Services Limited

25 Depreciation and Amortisation Expense

Particulars	As at 31st March 2022	As at 31st March 2021
Depreciation on Property, Plant and Equipment	19,375	28,295
Amortization of Intangible Assets	999	3,129
Total Depreciation and Amortisation Expense	20,374	31,424

26 Other Expenses

Particulars	As at 31st March 2022	As at 31st March 2021
Operational Expenses		
Power and Fuel	8,018	11,387
License Fee	-	376
Fees & subscription	60	12
Membership Fees	45	1,678
	8,123	13,453
Administrative & Selling Expenses		
Advertising & Publicity Expenses	1,055	928
Computer & Software Expenses	1,784	1,079
Bad Debts written off	9	33
Books and Periodicals	18	382
Business Promotion	80,679	7,267
Filing Fees	202	47
Insurance	63	723
KKC Expenses	-	5,990
Legal & Professional Charges	3,564	753
Miscellaneous Expenses	669	4,506
Postage, Telephone & telex etc.	3,133	5,894
Penalty	448	511
Office Expenses	431	639
Repair and maintenance - Others	25	11
Repair and maintenance - PNM	4,755	4,949
Repair and Maintenance - COMP	457	256
Security Forfeited	-	2,593
Travelling and Conveyance	3,075	3,999
Rent Paid	13,679	17,983
Printing and Stationary	1,065	2,763
Rates and taxes	-	48
Service Charges	-	489
Audit Fees	2,000	2,000
Tax Audit Fees	250	250
Listing Fees	3,000	3,000
Contingent provision against Doubtful Asset	-	13,733
Contingent provision against Standard Asset	-243	-2,535
Festival Expenses	319	225
Loss/(Profit) on sale of Asset	-3	7,681
	120,605	86,194
Total Other Expenses	128,728	99,647

Note: 28

Related Party Disclosures:

(a) Holding Company / Associate Company

SPA Investment Adviser Private Limited, previously known as IFAN Finserv Private Limited **(Associate Company)**

(b) Directors and Key Management Personnel/Relative

- | | | |
|-----|-----------------------------|--|
| 1. | Mr. Sandeep Parwal | Chairman Cum Managing Director |
| 2. | Mr. Mahaveer Prasad Mundhra | Independent Director (w.e.f. 30 th Sept. 2021) |
| 3. | Mr. Kanav Parwal | (Son of Director) |
| 4. | Ms Kanika Parwal | (Daughter of Director) |
| 5. | Ms. Sugeeta Upadhyay | Independent Director |
| 6. | Mrs. Honey Parwal | Woman Director (Non-Executive Director) |
| 7. | Ms. Sukhjit Kaur | Company Secretary and Compliance Officer
(upto 13 th June 2021) |
| 8. | Mr. Umesh Kumar | Company Secretary and Compliance Officer
(upto 9 th February 2022) |
| 9. | Mr. Manish Kumar | Company Secretary and Compliance Officer
(w.e.f 25 th February 2022) |
| 10. | Mr. Sanjay Goel | Chief Financial Officer |

(c) Companies in which Directors and Key Managerial Personnel (excluding CS and CFO) or their relative have control or significant influence;

1. SPA Constructions Private Limited
2. Defiant Enterprises Private Limited
3. Dhruvtara Trading Private Limited
4. R.P. Computer Forms Private Limited
5. Vijay Shree Builders Private Limited
6. Bluemoon Financial Services Private Limited
(Previously known as Pinkcity Skyliners Developers Private Limited)
7. Penguin Developers Private Limited
8. Wintech Marketing Private Limited
9. Simplex Construction Private Limited
10. Niveshak MPowered Private Limited
11. Bhoopati Trading Private Limited
12. Jagriti Buildtech Private Limited
13. Parth Infracon Private Limited
14. SPA Com Trade Private Limited
15. SPA Capital Advisors Limited
16. SPA Valuation Advisors Private Limited
(Previously known as ZenSPAa Capital Services Private Limited)
17. Haryana Sultans Promotions Private Limited
18. Sansaar Warehousing & Logistic Parks Private Limited
19. SPA Insurance Broking Services Limited
20. SPA Investment Adviser Private Limited,
Previously known as IFAN Finserv Private Limited
21. New Age Knowledge Solutions Limited
22. Fingreen Corp LLP

(d) Transactions with Related Parties**(in Rs.Hundred)**

Sr. No.	Name of Related Party	Nature of Transaction	During the year		Balance Outstanding as on	
			2021-2022	2020-2021	31-Mar-22	31-Mar-21
1.	Sandeep Parwal (MD)	Directors Remuneration	36,000	36,000	4,364	16,672
2.	Mr. Kanav Parwal	Remuneration	24,000	16,000	900	500
3.	Ms. Kanika Parwal	Remuneration	12,000	18,000	-	5,000
4.	Sanjay Goel (CFO)	Salary Paid	7,722	7244	595	606
		Reimbursement of Exp.	44	31	-	-
5.	Ms. Sukhjit Kaur (CS) Resigned on 14 th June 2021	Salary Paid	1,364	1,986	-	379
6.	Mr. Umesh Kumar (CS) Resigned on 10 th Feb 2022	Salary Paid	8,574	-	-	-
7.	Mr. Manish Kumar (CS) Appointed W.e.f. 25 th Feb 2022	Salary Paid	730	-	500	-
8.	Bhoopati Trading Private Limited	Advance Taken & Repaid	-	847	-	-
		Reimbursement of Exp.	1563	-	-	-
		Loan Taken & Repaid	2,33,000	-	2,02,450	-
		Rent Paid#	956	1,274	-	-
9.	R P Computer Forms Private Limited	Reimbursement of Exp.	78	627	-	-
		Rent Paid#	-	2,025	-	-
		Loan taken and repaid	88,500	-	64,500	-
		Security Deposit for Office	20,000	-	-	20,000
10.	Simplex Construction Private Limited	Reimbursement of Exp.	39	-	-	-
		Advance Taken & Repaid	-	22,750	-	-
		Security Deposit for Office	-	-	10,350	10,350

11.	SPA Insurance Broking Services Limited	Reimbursement of Exp.	2,271	62	-	-
12.	SPA Investment Adviser Private Limited, Previously known as IFAN Finserv Pvt. Ltd.	Reimbursement of Exp.	234	-	-	-
		Advance Taken & Repaid	1,503	-	-	-
		Brokerage Paid	-	436	-	-
		Loan Received	-	-	1,27,728	1,27,728
13.	Vijay Shree Builders Private Limited	Rent Paid#	7,774	7,774	5,336	-
		Security Deposit for Office	-	-	37,575	37,575
14.	Wintech Marketing Private Limited	Reimbursement of Exp.	274	-	-	-
		Advance Taken & Repaid	42,559	463	-	-
		Rent Paid#	3,540	3,540	-	829
		Security Deposit for Office	-	-	20,000	20,000
15.	SPA Capital Advisors Limited	Reimbursement of Exp.	821	34	-	-
16.	Penguin Developers Pvt Ltd	Security Deposit for Office	-	-	450	450
		Reimbursement of Exp.	39	378	-	-
		Rent Paid#	1,800	1,800	-	-
17.	Niveshak M Powered Private Limited	Brokerage Paid	65,675	27,664	-	938
		Reimbursement of Exp.	156	1,029	-	-
18.	SPA Com Trade Pvt. Ltd.	Investment	-	-	54,000	54,000

#Inclusive of GST

29. Supplementary statutory information

29.1 The company has not revalued its property, plant and equipments during the year.

29.2 There is no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

29.3 The Company has no relationship/transaction with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

- 29.4 There is no scheme of arrangement in term of section 230 to 237 of the companies act 2013
- 29.5 All figures are rounded off to the nearest hundreds.
- 29.6 The accompanying Notes from 1 to 29 are forming integral part of the financial statements

As per our reports of even date attached.

For SNMG & Co.
Chartered Accountants
ICAI FRN No. : 04921N

For and Behalf of the Board of Directors

Sd/-

Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-

Honey Parwal
Director
DIN No. 00025835

Sd/-

CA Deep Chand Garg
Partner
Membership No.076117

Sd/-

Manish Kumar
Company Secretary
& Compliance Officer

Sd/-

Sanjay Goel
Chief Financial Officer

Place: New Delhi
Date: 30th May,2022
UDIN : 22076117AJYANA8499

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL CONSOLIDATED FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF SPA CAPITAL SERVICES LIMITED

We have audited the Consolidated Financial Results for the year ended March 31, 2022 ("the statement") of **SPA CAPITAL SERVICES LIMITED ("the Parent Company")** and its associate company (the parent and its associate together referred to as "the group"), being submitted by the parent company pursuant to the requirements of Regulation 33 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended ("the listing regulations").

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements of the associate company, except for the effect of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated financial results for year ended March 31, 2022:

- a. Include the results of the following entities:

Parent

- i. SPA Capital Services Limited

Associate Company

- i. SPA Investment Adviser Private Limited (Previously known as IFAN Finserv Private Limited)
- b. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.
- c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net loss and other comprehensive income and other financial information except for the effect of the matter described in the Basis for Qualified Opinion section of our report for the year then ended.

Basis for Qualified Opinion

The company has taken various loans, which were outstanding as on 31st March, 2022. The management has not provided the interest on some of the loans, which constitute a departure from the Accrual basis of accounting. The company's records indicate that an amount of Rs. 18,368/- for the quarter and Rs. 72,973/- for the year ended on March 31, 2022 has not been provided as interest expenses on these loans, which would have been decrease the profit by Rs. 18,36,812/- for the quarter and Rs. 72,973/- for the year ended on March 31, 2022 and also increase the loan liability by same amount.

Board of Directors' Responsibilities for the Consolidated Financial Results

These Consolidated financial results for the year ended March 31, 2022 have been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net loss and other comprehensive income and other financial information of the Group including its associates and jointly controlled entities in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates and jointly controlled entities 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our

opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our qualified audit opinion.

Other Matters

The consolidated Financial Results include the audited Financial Results of SPA Investment Advisors Private Limited (Previously known as IFAN Finserv Private Limited) ' Associate Company' and, whose Financial Statements reflect Group's share of total profit for the quarter ended Rs. 6,575/- and for the year ended March 31, 2022 reflect Group's share of total loss for Rs. 235/-, as considered in the consolidated Financial Results, which have been audited by their respective independent auditors. The independent auditors' reports on financial statements of the entities have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results certified by the Board of Directors.

For SNMG & Co.
Chartered Accountants
ICAI FRN No. 004921N

Sd/-
CA Deep Chand Garg
Partner
(M. No.076117)

Place: New Delhi
Date: May 30, 2022
UDIN : 22076117AJYANA8499

SPA Capital Services Limited

25 C Block, Community Center, Janakpuri, New Delhi-110058

CIN No : L65910DL1984PLC018749

Consolidated Balance Sheet for the Year ended 31st March 2022

<i>(in Rs. Hundred)</i>			
Particulars	Note No.	As at 31st March 2022	As at 31st March 2021
Assets			
Financial Assets			
(a) Cash and Cash Equivalents	3	22,415	27,249
(b) Trade Receivables	4	151,452	190,909
(c) Loans	5	3,234,783	3,328,070
(d) Investments	6	483,933	484,027
(e) Other Financial assets	7	148,225	147,448
Non-financial Assets			
(a) Inventories	8	250	250
(b) Current tax assets (Net)	9	36,668	65,175
(c) Deferred tax Assets (Net)	10	30,330	30,853
(d) Property, Plant and Equipment	11	60,459	79,200
(e) Other Intangible assets	11	8,302	3,602
(f) Other Non Financial Asset	12	-	-
Total Assets		4,176,818	4,356,783
Liabilities and Equity			
Liabilities			
Financial Liabilities			
(a) Trade Payables	13		
(i) total outstanding dues of micro enterprises and small enterprises			
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		57,649	348,321
(b) Borrowings	14	2,367,590	2,308,013
(c) Other financial liabilities	15	23,206	36,516
Non-Financial Liabilities			
(a) Provisions	16	101,051	99,225
(b) Other non-financial liabilities	17	47,166	7,508
Total Liabilities		2,596,662	2,799,584
Equity			
(a) Equity Share Capital	18	307,423	3,074
(b) Other Equity	19	1,272,734	1,249,776
Total Equity		1,580,157	1,252,850
Total Liabilities and Equity		4,176,818	4,052,434

Significant accounting policies and notes to the Financial Statements

As per our report of even date attached

For and Behalf of the Board of Directors

For SNMG & Company

Chartered Accountants

ICAI FRN No. : 04921N

Sd/-

CA Deep Chand Garg
Partner

Sd/-

Sandeep Parwal

Chairman cum Managing Director
DIN No. 00025803

Sd/-

Honey Parwal

Director
DIN No. 00025835

Membership No.076117

Place : NEW DELHI

Date : 30/05/2022

Sd/-

Manish Kumar
Company Secretary

Sd/-

Sanjay Goel
Chief Financial Officer

SPA Capital Services Limited

25 C Block, Community Center, Janakpuri, New Delhi-110058

CIN No : L65910DL1984PLC018749

Consolidated Statement of Profit and Loss for the Year Ended March 2022

<i>(in Rs. Hundred)</i>			
Particulars	Note No.	31st March 2022	31st March 2021
Revenue from Operations			
Interest Income	20		
Sale of Services	20	1,537,548	2,480,509
Sale of Shares & Securities	20	100,037	607,834
Total Revenue from operations		1,637,585	3,088,343
Other Income	21	5,132	22,504
Total Income		1,642,717	3,110,847
Expenses			
Finance Costs	22	45,267	50,953
Brokerage Expense		1,034,864	2,152,194
Purchase of Stock-In-Trade		100,000	607,500
Changes in Inventories of Stock-in-Trade	23	-	-
Employee Benefit Expense	24	279,046	240,123
Depreciation and Amortisation Expense	25	20,374	31,424
Other Expenses	26	128,728	99,647
Total Expenses		1,608,279	3,181,841
Profit before Tax		34,438	(70,994)
Tax Expenses			
i) Current Tax	10	10,745	-
ii) Deferred Tax	10	522	(9,871)
iii) Income Tax for earlier Years		119	(11,745)
Total Tax Expenses		11,386	(21,616)
Profit after Tax		23,052	(49,378)
Profit/Loss Share in Associate		(95)	(4,671)
Profit for the year		22,958	(54,049)
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Equity instruments through other comprehensive income		-	(37,128)
(ii) Income tax relating to Items that will be reclassified to Profit / (Loss)		-	-
Other Comprehensive Income net of tax		-	(37,128)
Total Comprehensive Income for the Year		22,958	(91,177)
Earnings per equity share of Face Value of `1/- each			
Basic earnings per share (in `)		0.75	(2.97)
Diluted earnings per share (in `)		0.75	(2.97)

See accompanying notes to the financial statements

As per our report of even date attached

For and on behalf of the Board

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-
CA Deep Chand Garg

Sd/-
Sandeep Parwal
 Chairman cum Managing Director
 DIN No. 00025803

Sd/-
Honey Parwal
 Director
 DIN No. 00025835

Membership No.076117

Place : NEW DELHI

Date : 30/05/2022

Sd/-
Manish Kumar
Company Secretary

Sd/-
Sanjay Goel
Chief Financial Officer

SPA Capital Services Limited

25 C Block, Community Center, Janakpuri, New Delhi-110058

CIN No : L65910DL1984PLC018749

Consolidated Cash Flow Statement for the year ending 31 March 2022

Particulars	Consolidated	
	31st March 2022	31st March 2021
A Cash flow from operating activities		
Profit for the year before tax	34,344	(70,994)
Adjustments for :	-	-
Depreciation and amortization expense	20,374	31,424
Loss on Sale of Asset	(3)	7,681
Investment Impaired	-	(37,128)
Interest Income	-	-
Finance Cost	45,267	50,953
Operating profit before working capital changes	-	-
Adjustments for working capital	-	-
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Trade receivable	39,457	84,240
(Increase) / Decrease in Loans	93,287	992,088
(Increase) / Decrease in Other financial assets	(682)	100,649
(Increase) / Decrease in Current tax Assets	28,506	129,137
Increase / (Decrease) in Trade payables	(290,672)	(817,210)
Increase / (Decrease) in Provisions	1,826	-
Increase / (Decrease) in other non-financial liabilities	39,657	1,987
Net cash flow from operating activities	11,361	472,827
Direct tax paid	10,864	(21,616)
Net cash generated from Operating activities (A)	497	494,443
B Cash flow from investing activities	-	-
Acquire of property, plant and equipment	(6,792)	(4,447)
Sale of property, plant and equipment	461	5,000
Purchase/Sale of investments (Goodwill from purchase of subsidiaries)	-	-
Interest received	-	-
Net cash generated from / (used in) investing activities (B)	(6,331)	553
C Cash flow from financing activities	-	-
Finance Cost	(45,267)	(50,953)
Borrowings (net)	46,266	(445,707)
Net cash (used in)/generated from Financing activities (C)	999	(496,660)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(4,834)	(1,664)
Opening balance of cash and cash equivalents	27,249	28,914
Closing balance of cash and cash equivalents	22,415	27,249
Balance as per Balance Sheet	22,415	27,249

See accompanying notes to the financial statements

As per our report of even date attached

For SNMG & Company

Chartered Accountants

ICAI FRN No. : 04921N

Sd/-

CA Deep Chand Garg

Partner

Membership No.076117

Place : NEW DELHI

Date : 30/05/2022

For and on behalf of the Board

Sd/-

Sandeep Parwal

Chairman cum Managing Director

DIN No. 00025803

Sd/-

Manish Kumar

Company Secretary

Sd/-

Honey Parwal

Director

DIN No. 00025835

Sd/-

Sanjay Goel

Chief Financial Officer

SPA Capital Services Limited

Statement Of Changes In Equity
25 C Block, Community Center, Janakpuri, New Delhi-110058
CIN No : L65910DL1984PLC018749
For The Year Ended 31st March 2022

A. Equity Share Capital

2020-21

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
307,423	-	307,423	-	307,423

2021-22

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
307,423	-	307,423	-	307,423

B. Other Equity

2020-21

Description	Attributable to owners of SPA Capital Services Limited						Total Other Equity
	Reserves and Surplus				Other Comprehensive Income		
	Securities Premium Reserve	Retained Earnings	General Reserve	Reserve Fund(NBFC)	Remeasurement of defined Benefit Obligation	Equity instruments at fair value through other comprehensive income	
Balance as at 1 April 2020	25,000	169,007	1,181,525	59,293	-	(93,872)	1,340,953
Profit for the year	-	(54,049)	-	-	-	-	(54,049)
other Comprehensive Income	-	-	-	-	-	(37,128)	(37,128)
Transactions with owners in their capacity as owners	-	-	-	-	-	-	-
Transfer in/out General Reserve	-	-	-	-	-	-	-
Transfer in/out Retained Earnings	-	-	-	-	-	-	-
Transfer In/Out Reserve Fund(NBFC)	-	-	-	-	-	-	-
Balance as at 31 March 2021	25,000	114,958	1,181,525	59,293	-	(131,000)	1,249,776

2021-22

Description	Attributable to owners of SPA Capital Services Limited						Total Other Equity
	Reserves and Surplus				Other Comprehensive Income		
	Securities Premium Reserve	Retained Earnings	General Reserve	Reserve Fund(NBFC)	Remeasurement of defined Benefit Obligation	Equity instruments at fair value through other comprehensive income	
Balance as at 1 April 2021	25,000	114,958	1,181,525	59,293	-	(131,000)	1,249,776
Profit for the year	-	22,958	-	-	-	-	22,958
Any other changes	-	-	-	-	-	-	-
other Comprehensive Income	-	-	-	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-	-	-	-
Transfer in/out General Reserve	-	-	-	-	-	-	-
Transfer in/out Retained Earnings	-	(4,592)	-	-	-	-	(4,592)
Transfer In/Out Reserve Fund(NBFC)	-	-	-	4,592	-	-	4,592
Balance as at 31 March 2022	25,000	133,324	1,181,525	63,885	-	(131,000)	1,272,734

See accompanying notes to the financial statements.

For and on behalf of the Board

As per our report of even date attached

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-

CA Deep Chand Garg
Partner
Membership No.076117

Place : NEW DELHI
Date : 30/05/2022

Sd/-
Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-
Honey Parwal
Director
DIN No. 00025835

Sd/-
Manish Kumar
Company Secretary

Sd/-
Sanjay Goel
Chief Financial Officer

Notes to the Financial Statements

3 Cash and Cash Equivalents

Particulars	As at 31st March 2022	As at 31st March 2021
Balances with Banks-Current Account	11,592	14,686
Cash on Hand	10,823	12,564
Total Cash and Cash Equivalents	22,415	27,249

4 Trade Receivables

Particulars	As at 31st March 2022	As at 31st March 2021
Debts outstanding for a period exceeding 6 months		
(a) Trade Receivables		
Undisputed Trade receivables -considered good	11,712	11,977
Undisputed Trade receivables — which have significant increase in credit risk		
Undisputed Trade Receivables — credit impaired		
Disputed trade receivables considered good		
Disputed Trade Receivables — which have significant increase in credit risk		
Disputed Trade Receivables — credit impaired		
Others		
(b) Trade Receivables		
Undisputed Trade receivables -considered good	139,740	178,932
Undisputed Trade receivables -considered doubtful		
Disputed trade receivables considered good		
Disputed trade receivables considered doubtful		
Total Trade Receivables	151,452	190,909

Note: Impairment allowance recognised on Trade Receivables is Rs. Nil (Previous year Rs. Nil).

5 Loans

Particulars	As at 31st March 2022	As at 31st March 2021
Loans at Amortised Cost		
To Body Corporates		
Unsecured, Considered Goods	3,181,050	3,279,336
Unsecured, Considered Doubtful	53,733	48,733
To Others		
Unsecured, Considered Goods	-	-
Total Gross	3,234,783	3,328,070
Less: Impairment loss allowance		
Total Loans (Net)	3,234,783	3,328,070

6 Investments

Particulars	As at 31st March 2022	As at 31st March 2021
6.1 Investments Measured At Cost		
In India		
In equity shares of Associates (Unquoted, fully paid-up)		
IFAN Finserv Private Limited (4,41,32,608 Shares)	69,027	73,698
(Goodwill of Rs. 831,857/- has been included in the Investments)		
Add: Profit/ (Loss) Share of Associate	(95)	(4,671)
	68,933	69,027

Notes to the Financial Statements

6.2	Investments Measured At Fair Value Through Other Comprehensive Income (FVTOCI) In India In equity shares of other companies (Unquoted, fully paid-up) Impetus Analytic E solutions Pvt Ltd (13,10,000 Shares)	0	0
6.3	Investments Measured At Amortised Cost In India Investment in Preference Shares of other companies SPA ComTrade Private Limited 135,000 (Previous year 135,000) Shares of Rs. 10 each fully paid-up SPA Securities Limited 361,000 (Previous year 361,000) Shares of Rs. 10 each fully paid-up Total of Investments in Preference Shares	54,000 361,000 415,000	54,000 361,000 415,000
	Total Investments	483,933	484,027

7 Other Financial Assets

Particulars	As at 31st March 2022	As at 31st March 2021
Advance Recoverable in Cash or Kind	7,250	574
Prepaid	1,680	264
Balance with Revenue Authorities	40,531	28,186
Security Deposit	98,764	118,424
Total Other Financial Assets	148,225	147,448

8 Inventories

Particulars	As at 31st March 2022	As at 31st March 2021
Stock of Shares & Securities	250	250
Total Inventories	250	250

9 Current Tax Assets (Net)

Particulars	As at 31st March 2022	As at 31st March 2021
Income Tax Refund Due	6,490	7,327
Excess Provision for Earlier Year	-	119
Tax Deducted at Source	30,179	57,728
Total Current Tax Assets (Net)	36,668	65,175

10 Movement in Deferred tax Asset/ liabilities(Net)

Particulars	As at 31st March 2022	As at 31st March 2021
At the beginning of the year	30,853	20,982
Credit/ (Charge) to Statement of Profit and Loss (refer note 29)	(522)	9,871
Credit/ (Charge) to Other Comprehensive income		
Movement in MAT Credit		
At the end of the year		
- to Other Comprehensive Income		
At 31st March 2022	30,330	30,853

12 Other Non Financial Asset

Notes to the Financial Statements

Particulars	As at 31st March 2022	As at 31st March 2021
Deferred Lease Rental	-	-
Total	-	-

SPA Capital Services Limited
25 C Block, Community Center, Janakpuri, New Delhi-110058
CIN No : L65910DL1984PLC018749

Notes to the Financial Statements as at and for the Year ended 31st March 2022

11(i). Property Plant and Equipment

(in Rs Hundred)

Particulars	Gross Block				Depreciation				Net Block	
	As at 01 April 2021	Addition during the year	Deletions during the year	As on 31 March 2022	As at 01 April 2021	For the year	Dep. Written off against sold assets	As on March 2022	31 As on 31 March 2022	As on 31 March 2021
Tangible Assets										
Computers	115,488	2,772	-	118,260	107,315	2,841	-	110,157	8,103	8,172
Motor Vehicles	163,484	-	-	163,484	126,457	10,003	-	136,460	27,025	37,028
Furniture and Fixtures	86,072	-	-	86,072	72,677	1,583	-	74,260	11,812	13,395
Plant and Machinery	102,051	719	616	102,155	83,846	4,948	158	88,636	13,519	18,205
Total Tangible Assets	467,095	3,492	616	469,971	390,296	19,375	158	409,512	60,459	76,800
Intangible Assets										
Computer Software	77,559	-	-	77,559	71,557	999	-	72,557	5,002	6,002
Total Intangible Assets	77,559	-	-	77,559	71,557	999	-	72,557	5,002	6,002
Work in Progress (Software)	-	3,300	-	3,300	-	-	-	-	3,300	-
Total Assets	544,654	3,492	616	547,530	461,853	20,374	158	482,069	65,461	82,802
Previous Year Details	570,994	4,447	30,786	544,654	448,534	31,424	18,106	461,853	82,802	-

Notes :-

Revaluation of Property Plant & Equipment

The company has not revalued its property, plant and equipments during the year

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Notes to the Financial Statements

13 Trade Payables

Particulars	As at 31st March 2022	As at 31st March 2021
Trade Payables		
(a) Due to MSME	-	-
(b) Due to Others	57,649	348,321
(c) Disputed dues to MSME	-	-
(d) Disputed dues to Others	-	-
* For Ageing refer Note 3.1		
Total Trade Payables	57,649	348,321

Note : Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2022, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

14 Borrowings

Particulars	Effective interest rate	As at 31st March 2022	As at 31st March 2021
<u>Secured (Repayable on Demand)</u>			
i) Bank Overdrafts		56,704	149,544
ii) Working Capital Loan		355,164	457,640
iii) Car Loan		1,584	7,642
<u>Unsecured (Repayable on Demand)</u>		-	-
i) From Body Corporate		1,826,410	1,565,460
ii) From Related Parties		127,728	127,728
Total Borrowings		2,367,590	2,308,013
Borrowings in India		2,367,590	2,308,013
Borrowings outside India		-	-
Total		2,367,590	2,308,013

Secured Borrowings and Assets Pledged as Security

15 Other Financial Liabilities

Particulars	As at 31st March 2022	As at 31st March 2021
Salary Payable	23,206	35,482
Staff Advance	-	1,034
Total Other Financial Liabilities	23,206	36,516

16 Provisions

Particulars	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity	44,365	42,296
Contingent Provision against Standard Assets	7,953	8,196
Contingent Provision against Doubtful Debts	48,733	48,733
Total Provisions	101,051	99,225

*In accordance with the Master Direction DNBR.PD.007/03.10.119/2016-17 (updated on February 17, 2020) 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. 7,953/- (Previous Year Rs. 8,196/-)

**** A provision of 100% made against Unsecured, Considered Doubtful assets**

17 Other Non Financial Liabilities

Particulars	As at 31st March 2022	As at 31st March 2021
Current		
(a) Statutory Liability	44,587	6,994
(b) Expenses Payable	2,578	514
Total Other Financial Liabilities	47,166	7,508

19 Other Equity

Particulars	As at 31st March 2022	As at 31st March 2021
Securities Premium	25,000	25,000
General Reserve	1,181,525	1,181,525
Reserve Fund (NBFC)	63,885	59,293
Retained Earnings	2,324	(16,042)
Total Other Equity	1,272,734	1,249,776

Securities Premium

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance	25,000	25,000
Received/Utilized during the Year	-	-
Closing Balance	25,000	25,000

General Reserve

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance	1,181,525	1,181,525
Add : Transferred from Retained Earnings	-	-
Closing Balance	1,181,525	1,181,525

Reserve Fund (NBFC)

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance	59,293	59,293
Add : Transferred from Retained Earnings	4,592	-
Closing Balance	63,885	59,293

Retained Earnings

Particulars	As at 31st March 2022	As at 31st March 2021
Opening balance	(16,042)	75,135
Net Profit /(Loss) for the period	22,958	(54,049)
Less: Amount Transferred to Reserve Fund (NBFC)	4,592	-
Less: Amount Transferred to General Reserve	-	-
Closing Balance	2,324	21,086
Items of other Comprehensive Income (Net of Tax)		

- Change in Fair Value of FVOCI Equity instrument	-	(37,128)
- Tax Impact on above	-	-
Closing Balance	2,324	(16,042)

Post-Employment Obligations - Gratuity

Particulars	As at 31st March 2022	As at 31st March 2021
Present Value of Obligation at Beginning of the Year	42,296	71,845
Current Service Cost	3,589	3,751
Past Service Cost	-	-
Interest Expense/(Income)	3,066	5,029
Total Amount Recognized in Profit or Loss	48,951	80,625
Re-measurements		
Actuarial (Gain)/loss	1,871	(38,330)
- Experience (gains)/losses		
Total Amount recognized in Other Comprehensive Income	1,871	(38,330)
Benefit Payments	(6,457)	-
Present Value of Obligation at end of the year	44,365	42,296
Provision for the Current Year	44,365	42,296

Significant actuarial assumptions:

The significant actuarial assumptions were as follows

Particulars	As at 31st March 2022	As at 31st March 2021
Discount Rate	7.25	7.0
Withdrawal Rate	5.5	5.0
Salary Growth Rate	5.0	5.5

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at 31st March 2022	
	Increase (%)	Increase (%)
Discount Rate (1% movement)	7	7.00
Withdrawal Rate (1% movement)	-	0.00
Salary Growth Rate (1% movement)	7	7.00

Defined Contribution Plans

The Company has defined contribution plan of provident fund for employees for which contribution at the rate of 12% of basic salary were made as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation.

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Notes to the Financial Statements

18 EQUITY SHARE CAPITAL

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Equity Shares of Rs. 10 each (March 31, 2021: 50,00,000 Equity Shares of Rs. 10 each)	50,000	500,000	50,000	500,000
Issued, Subscribed & Paid Up 30,74,225 Equity shares of Rs.10/- each fully paid up (March 31, 2021: 30,74,225 Equity shares of Rs.10 each)	30,742	307,423	30,742	307,423
Total	30,742	307,423	30,742	307,423

A) Reconciliation of number of Ordinary Shares outstanding:

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
As at beginning of the year	30,742	307,423	30,742	307,423
Issue of Shares	-	-	-	-
Shares bought back during the year	-	-	-	-
As at end of the year	30,742	307,423	30,742	307,423

Terms and rights attached to Equity Shares

The Company has only one class of equity share with voting rights having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The shareholders have equal right in dividend as and when declared by the Company subject to approval of the shareholders in the ensuing Annual General Meeting. Members of the Company holding equity share capital therein have a right to vote on every resolution placed before the Company and right to receive dividend. The voting rights on a poll is in proportion to the share of the paid-up equity capital of the Company held by the shareholders. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

B) Details of Shareholders Holding more than 5% shares in the Company

Name of Shareholders	As at 31st March 2022		As at 31st March 2021	
	Number of shares	Percentage holding	Number of shares	Percentage holding
Dhrubtara Trading Private Limited	586,250	19.07%	586,250	19.07%
Defiant Enterprises Private Limited	568,750	18.50%	568,750	18.50%
Sandeep Parwal	252,525	8.21%	252,525	8.21%
Kamal Kishore Somani	210,175	6.83%	210,175	6.83%
Honey Parwal	175,000	5.69%	175,000	5.69%

As per records of the company, including its register of shareholders/ members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

The Company has not allotted any shares without payment being received in cash and has neither allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

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Notes to the Financial Statements

20 Revenue From Operations

Particulars	As at 31st March 2022	As at 31st March 2021
Sale of Services	1,537,548	2,480,509
Sale of Shares & Securities	100,037	607,834
Total Revenue From Operations	1,637,585	3,088,343

21 Other Income

Particulars	As at 31st March 2022	As at 31st March 2021
Interest on IT Refund	-	6,534
Lease Liability Written Off	-	12,524
Miscellaneous Income	5,132	3,446
Total Other Income	5,132	22,504

22 Finance Cost

Particulars	As at 31st March 2022	As at 31st March 2021
On financial liabilities measured at amortised cost:		
-Interest Expenses	40,353	49,922
-Interest on TDS	311	943
Bank Charges	4,603	88
Total Finance Cost	45,267	50,953

23 Changes in Inventories of Stock-in-Trade of Shares & Securities

Particulars	As at 31st March 2022	As at 31st March 2021
Opening Balance		
Shares & Securities - Bonds	250	250
Shares & Securities - Equity	0	0
Shares & Securities - Mutual Funds	-	-
Total Opening Balance	250	250
Closing Balance		
Shares & Securities - Bonds	250	250
Shares & Securities - Equity	0	0
Shares & Securities - Mutual Fund	-	-
Total Closing Balance	250	250
Total Changes in Inventories of Stock-in-Trade		

24 Employee Benefit Expense

Particulars	As at 31st March 2022	As at 31st March 2021
Salaries, Wages and Bonus	225,092	222,624
Directors Remuneration	36,000	36,000
Contribution to Provident and Other Funds	6,775	9,169
Contribution to Gratuity Fund	8,526	-

SPA Capital Services Limited

Staff Welfare Expenses	2,652	1,880
Provision for Gratuity Written Off	-	-29,549
Total Employee Benefit Expense	279,046	240,123

25 Depreciation and Amortisation Expense

Particulars	As at 31st March 2022	As at 31st March 2021
Depreciation on Property, Plant and Equipment	19,375	28,295
Amortization of Intangible Assets	999	3,129
Total Depreciation and Amortisation Expense	20,374	31,424

26 Other Expenses

Particulars	As at 31st March 2022	As at 31st March 2021
Operational Expenses		
Power and Fuel	8,018	11,387
License Fee	-	376
Fees & subscription	60	12
Membership Fees	45	1,678
	8,123	13,453
Administrative & Selling Expenses		
Advertising & Publicity Expenses	1,055	928
Computer & Software Expenses	1,784	1,079
Bad Debts written off	9	33
Books and Periodicals	18	382
Business Promotion	80,679	7,267
Filing Fees	202	47
Insurance	63	723
KKC Expenses	-	5,990
Legal & Professional Charges	3,564	753
Miscellaneous Expenses	669	4,506
Postage, Telephone & telex etc.	3,133	5,894
Penalty	448	511
Office Expenses	431	639
Repair and maintenance - Others	25	11
Repair and maintenance - PNM	4,755	4,949
Repair and Maintenance - COMP	457	256
Security Forfeited	-	2,593
Travelling and Conveyance	3,075	3,999
Rent Paid	13,679	17,983
Printing and Stationary	1,065	2,763
Rates and taxes	-	48
Service Charges	-	489
Audit Fees	2,000	2,000
Tax Audit Fees	250	250
Listing Fees	3,000	3,000
Contingent provision against Doubtful Asset	-	13,733
Contingent provision against Standard Asset	-243	-2,535
Festival Expenses	319	225
Loss/(Profit) on sale of Asset	-3	7,681
	120,605	86,194

SPA Capital Services Limited

Total Other Expenses	128,728	99,647
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SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

1 Company overview and Significant Accounting Policies

2.1 Corporate Information

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.

2.2 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with Indian Accounting Standards (IndAS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The IndAS are prescribed under Section 133 of the Companies Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities are classified as Current and Non-Current as per company's normal operating cycle of 12 months which is based on the nature of business of the Company. Current Assets do not include elements which are not expected to be realised within one year and Current Liabilities do not include items which are due after one year, the period of one year being reckoned from the reporting date.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Rounding off

All amounts in the financial statement and accompanying notes are presented in Lacs and have been rounded-off to two decimal place unless stated otherwise.

2.3 Use of Estimates and Judgement

The preparation of financial statements requires management to exercise judgement and make estimates and assumptions that affects the reported amounts of revenue, expenses, assets and liabilities. These estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. These estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the results are known/materialise.

The areas involving significant estimates and judgement include determination of useful life of Property, Plant and Equipment (Refer note 1.4), measurement of defined benefit obligations, and recognition of deferred tax assets/liabilities (Refer note 5).

2.4 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of Property, Plant and Equipment recognised as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All Upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

S. No.	Particulars	Estimated Useful Life
1	Leasehold land	Over lease term
2	Building other than factory	60 years
3	Computers	
	- Computers and other peripherals	3 years
	- Servers and networking	6 years
4	Furniture & Fixtures	10 years
5	Vehicles	8 years
6	Other equipment	5 - 15 years

The useful lives have been determined based on technical evaluation done by the expert's which are in line those specified by Schedule II to the Companies Act 2013. The residual values are not more than 5% of the original cost of the asset. The depreciation methods, assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under Other Non-Current Assets and the cost of assets not put to use before such date is disclosed under 'Capital work-in-progress'.

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

2.5 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

2.6 Investments :

Investments are classified as Current or Non-Current based upon management intent at the time of acquisition. Investments that are intended to be held for not more than one year from the date of acquisition are classified as Current Investments. All other investments are classified as Non-Current Investments.

2.7 Inventories

The shares and securities acquired with the intention of trading are considered as Stock in trade and disclosed as Current Assets. The stock in trade of securities is valued at lower of aggregate cost or aggregate market price / aggregate net asset value in case of unquoted, as per the provisions of ICDS. The cost is determined on First In First Out (FIFO) basis.

2.8 Financial Instruments, Financial Assets, Financial Liabilities and Equity Instruments

Recognition

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and Cash Equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

Amortised cost

Where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

Fair Value Through Other Comprehensive Income (FVTOCI)

Where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in Other Comprehensive Income.

Fair Value Through Profit or Loss (FVTPL)

Where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Measurement

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

Derecognition of Financial Assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset; or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Income Recognition

Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Financial Liabilities

i) Trade Payables and Other Financial Liabilities

Trade Payables and Other Financial Liabilities are initially recognised at the value of the respective contractual obligations. Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and presented as current liabilities unless payment is not due within 12 months after the reporting period.

ii) Borrowings

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Equity Instruments

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax, from the proceeds.

2.9 Revenue Recognition

(a) Sale of Shares & Securities

Revenue from sales is recognized at the completion of each settlement of the capital market segment of the Stock Exchange.

In respect of non-delivery based transactions in capital market segment, the profit/loss is accounted for at the end of each settlement.

Revenue from derivative market segment:-

- in respect of settled contracts the difference between the transaction price and settlement price is recognized in the Statement of Profit and Loss; and

- in respect of open interests as on the balance sheet date, the derivatives are valued at fair value, and the difference between the fair value and the transaction price, is recognized in the Statement of Profit and Loss.

Income from Dividend is recognized when the right to receive payment is established.

(b) Other Income

Gain on Sale of Investment is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.

The revenue from Interest & Other Income is recognized on accrual basis as part of Other Income in the Statement of Profit and Loss.

2.10 Employee Benefits

a. Short-term Obligations

Liabilities for wages, salaries and bonus, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b. Post-Employment Obligations

The Company operates the following post-employment schemes:

- defined benefit plans for gratuity, and
- defined contribution plans for provident fund.

Defined Benefit Plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2.11 Impairment of Non-Financial Assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit to which the asset belongs.

2.12 Borrowing Costs

Borrowings are measured at amortized cost. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

2.13 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

(i) Current tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax :

Deferred income tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

SPA Capital Services Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Minimum Alternative Tax ("MAT") credit forming part of deferred tax assets is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

Ind AS 12 Appendix C, Income Tax

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the Consolidated financial statements.

2.14 Earnings Per Share

a. Basic Earnings Per Share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

b. Diluted Earnings Per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.15 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.16 Events occurring after the Balance Sheet date

There have been no material events other than disclosed in the financial statements after reporting date which would require disclosure or adjustments to the financial statements as of and for the year ended 31 March 2020.

As per our report of even date attached

For and on behalf of the Board

For SNMG & Company
Chartered Accountants
ICAI FRN No. : 04921N

Sd/-
Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-
Honey Parwal
Director
DIN No. 00025835

Sd/-
CA Deep Chand Garg
Partner
Membership No.076117

Sd/-
Manish Kumar
Company Secretary

Sd/-
Sanjay Goel
Chief Financial Officer

Place : NEW DELHI

Date : 30/05/2022

Note: 28

Related Party Disclosures:

(a) Holding Company / Associate Company

SPA Investment Adviser Private Limited, previously known as IFAN Finserv Private Limited **(Associate Company)**

(b) Directors and Key Management Personnel/Relative

- | | | |
|-----|-----------------------------|--|
| 1. | Mr. Sandeep Parwal | Chairman Cum Managing Director |
| 2. | Mr. Mahaveer Prasad Mundhra | Independent Director (w.e.f. 30 th Sept. 2021) |
| 3. | Mr. Kanav Parwal | (Son of Director) |
| 4. | Ms Kanika Parwal | (Daughter of Director) |
| 5. | Ms. Sugeeta Upadhyay | Independent Director |
| 6. | Mrs. Honey Parwal | Woman Director (Non-Executive Director) |
| 7. | Ms. Sukhjit Kaur | Company Secretary and Compliance Officer
(upto 13 th June 2021) |
| 8. | Mr. Umesh Kumar | Company Secretary and Compliance Officer
(upto 9 th February 2022) |
| 9. | Mr. Manish Kumar | Company Secretary and Compliance Officer
(w.e.f 25 th February 2022) |
| 10. | Mr. Sanjay Goel | Chief Financial Officer |

(c) Companies in which Directors and Key Managerial Personnel (excluding CS and CFO) or their relative have control or significant influence;

1. SPA Constructions Private Limited
2. Defiant Enterprises Private Limited
3. Dhruvtara Trading Private Limited
4. R.P. Computer Forms Private Limited
5. Vijay Shree Builders Private Limited
6. Bluemoon Financial Services Private Limited
(Previously known as Pinkcity Skyliners Developers Private Limited)
7. Penguin Developers Private Limited
8. Wintech Marketing Private Limited
9. Simplex Construction Private Limited
10. Niveshak MPowered Private Limited
11. Bhoopati Trading Private Limited
12. Jagriti Buildtech Private Limited
13. Parth Infracon Private Limited
14. SPA Com Trade Private Limited
15. SPA Capital Advisors Limited
16. SPA Valuation Advisors Private Limited
(Previously known as ZenSPAa Capital Services Private Limited)
17. Haryana Sultans Promotions Private Limited
18. Sansaar Warehousing & Logistic Parks Private Limited
19. SPA Insurance Broking Services Limited
20. SPA Investment Adviser Private Limited,
Previously known as IFAN Finserv Private Limited
21. New Age Knowledge Solutions Limited
22. Fingreen Corp LLP

(d) Transactions with Related Parties**(in Rs.Hundred)**

Sr. No.	Name of Related Party	Nature of Transaction	During the year		Balance Outstanding as on	
			2021-2022	2020-2021	31-Mar-22	31-Mar-21
1.	Sandeep Parwal (MD)	Directors Remuneration	36,000	36,000	4,364	16,672
2.	Mr. Kanav Parwal	Remuneration	24,000	16,000	900	500
3.	Ms. Kanika Parwal	Remuneration	12,000	18,000	-	5,000
4.	Sanjay Goel (CFO)	Salary Paid	7,722	7244	595	606
		Reimbursement of Exp.	44	31	-	-
5.	Ms. Sukhjit Kaur (CS) Resigned on 14 th June 2021	Salary Paid	1,364	1,986	-	379
6.	Mr. Umesh Kumar (CS) Resigned on 10 th Feb 2022	Salary Paid	8,574	-	-	-
7.	Mr. Manish Kumar (CS) Appointed W.e.f. 25 th Feb 2022	Salary Paid	730	-	500	-
8.	Bhoopati Trading Private Limited	Advance Taken & Repaid	-	847	-	-
		Reimbursement of Exp.	1563	-	-	-
		Loan Taken & Repaid	2,33,000	-	2,02,450	-
		Rent Paid#	956	1,274	-	-
9.	R P Computer Forms Private Limited	Reimbursement of Exp.	78	627	-	-
		Rent Paid#	-	2,025	-	-
		Loan taken and repaid	88,500	-	64,500	-
		Security Deposit for Office	20,000	-	-	20,000
10.	Simplex Construction Private Limited	Reimbursement of Exp.	39	-	-	-
		Advance Taken & Repaid	-	22,750	-	-
		Security Deposit for Office	-	-	10,350	10,350

11.	SPA Insurance Broking Services Limited	Reimbursement of Exp.	2,271	62	-	-
12.	SPA Investment Adviser Private Limited, Previously known as IFAN Finserv Pvt. Ltd.	Reimbursement of Exp.	234	-	-	-
		Advance Taken & Repaid	1,503	-	-	-
		Brokerage Paid	-	436	-	-
		Loan Received	-	-	1,27,728	1,27,728
13.	Vijay Shree Builders Private Limited	Rent Paid#	7,774	7,774	5,336	-
		Security Deposit for Office	-	-	37,575	37,575
14.	Wintech Marketing Private Limited	Reimbursement of Exp.	274	-	-	-
		Advance Taken & Repaid	42,559	463	-	-
		Rent Paid#	3,540	3,540	-	829
		Security Deposit for Office	-	-	20,000	20,000
15.	SPA Capital Advisors Limited	Reimbursement of Exp.	821	34	-	-
16.	Penguin Developers Pvt Ltd	Security Deposit for Office	-	-	450	450
		Reimbursement of Exp.	39	378	-	-
		Rent Paid#	1,800	1,800	-	-
17.	Niveshak M Powered Private Limited	Brokerage Paid	65,675	27,664	-	938
		Reimbursement of Exp.	156	1,029	-	-
18.	SPA Com Trade Pvt. Ltd.	Investment	-	-	54,000	54,000

#Inclusive of GST

29. Supplementary statutory information

29.1 The company has not revalued its property, plant and equipments during the year.

29.2 There is no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

29.3 The Company has no relationship/transaction with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

- 29.4 There is no scheme of arrangement in term of section 230 to 237 of the companies act 2013
- 29.5 All figures are rounded off to the nearest hundreds.
- 29.6 The accompanying Notes from 1 to 29 are forming integral part of the financial statements

As per our reports of even date attached.

For SNMG & Co.
Chartered Accountants
ICAI FRN No. : 04921N

For and Behalf of the Board of Directors

Sd/-

Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-

Honey Parwal
Director
DIN No. 00025835

Sd/-

CA Deep Chand Garg
Partner
Membership No.076117

Sd/-

Manish Kumar
Company Secretary
& Compliance Officer

Sd/-

Sanjay Goel
Chief Financial Officer

Place: New Delhi
Date: 30th May,2022
UDIN : 22076117AJYANA8499

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.....)

Name of the Subsidiary	N.A
The date since when subsidiary was acquired	N.A
Reporting period for the subsidiary concerned, if different from the holding companies reporting period	N.A
Reporting currency & exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A
Share Capital	N.A
Reserves & Surplus	N.A
Total Assets	N.A
Total Liabilities	N.A
Investments	N.A
Turnover	N.A
Profit before taxation	N.A
Provision for taxation	N.A
Profit after taxation	N.A
Proposed dividend	N.A
Percentage of shareholding	N.A

Part B Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	SPA Investment Adviser Private Limited (erstwhile IFAN Finserv Private Limited)
1. Latest audited Balance Sheet Date	31-03-2022
2. Date on which the Associate or Joint Venture was associated or acquired	29-03-2020
3. Shares of Associate or Joint Ventures held by the company on the year end	N.A
No. of Shares	4,41,32,608
Amount of Investment in Associates or Joint Venture	74,11,420
Extent of Holding (in percentage)	40.2%
4. Description of how there is significant influence	The total shareholding is more than 20%
5. Reason why the associate / joint venture is not consolidated	NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet	62,46,513
7. Profit or Loss for the year	
i. Considered in Consolidation	-9,460
ii. Not Considered in Consolidation	

For and Behalf of the Board of Directors

Sd/-

Sandeep Parwal
Chairman cum Managing Director
DIN No. 00025803

Sd/-

Honey Parwal
Director
DIN No. 00025835

Sd/-

Manish Kumar
Company Secretary & Compliance Officer

Sd/-

Sanjay Goel
Chief Financial Officer

Place: New Delhi

Date: 30th May,2022