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**SPA Capital Services Ltd.**

CIN: U55910DL1934PUC016749

25, C-Block Community Centre

Janak Puri, New Delhi-110 058

Tel. : 011-25517371, 45675500

Fax : 011-25572342

Email : info@spacapital.com

## NOTICE

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the members of SPA Capital Services Limited (on the requisition of Dhruvtara Trading Private Limited) will be held on Friday, the 16<sup>th</sup> day of November, 2018 at 12:30 P. M. at 23-24, C – Block, Second Floor, Community Centre, Janak Puri New Delhi - 110 058 to transact the following business:

### **SPECIAL BUSINESS:**

**1. To pass the following resolution with or without modification(s) as an ordinary resolution:-**

**“RESOLVED THAT** subject to the provisions of Section 115 read with Section 169 and other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Kamal Kishore Somani S/o Sagarmal Somani, R/o 403, 4th Floor, Charle Ville, A Road, Churchgate West Mumbai 400020, Director of the Company be and is hereby removed from the office of Director of the Company with immediate effect.”

**2. To pass the following resolution with or without modification(s) as an ordinary resolution:-**

**“RESOLVED THAT** Mr. Sanjay Joon S/o Sh. Pyare Lal Joon R/o E-73, Ashok Vihar, Phase-I, New Delhi – 110 052 (DIN: 00309438) be and is hereby appointed as Director liable to retire by rotation of the Company in place of Mr. Kamal Kishore Somani .”

**For & on behalf of the Board  
For SPA Capital Services Limited**

**For SPA Capital Services Limited**

  
**Sandeep Parwal  
Managing Director  
DIN No. 00025803**

Date: October 18, 2018

Place: New Delhi

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY (IES), IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
A person cannot act as a proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. The member / proxy should bring duly filled and signed attendance slip. Corporate Member(s) intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
4. The instrument appointing proxy, duly stamped, completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Corporate Shareholders must be supported by appropriate resolution issued on behalf of the nominating companies.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of General Meeting i.e. 16<sup>th</sup> November, 2018 between 11:00 A.M. and 1:00 P.M..
6. Members are requested to write their folio number in the attendance slip for attending meeting.
7. The company has received an In Principal approval from BSE for listing of 3074225 Equity shares of the Company on the Exchange.
8. The Route Map of the venue of the Annual General Meeting forms part of this Notice.

**"NO GIFTS WILL BE DISTRIBUTED IN THE EXTRA ORDINARY GENERAL MEETING"**

**For & on behalf of the Board  
For SPA Capital Services Limited  
For SPA Capital Services Limited**

  
**Sandeep Parwal** Managing Director  
**Managing Director**  
**DIN No. 00025803**

Date: October 18, 2018

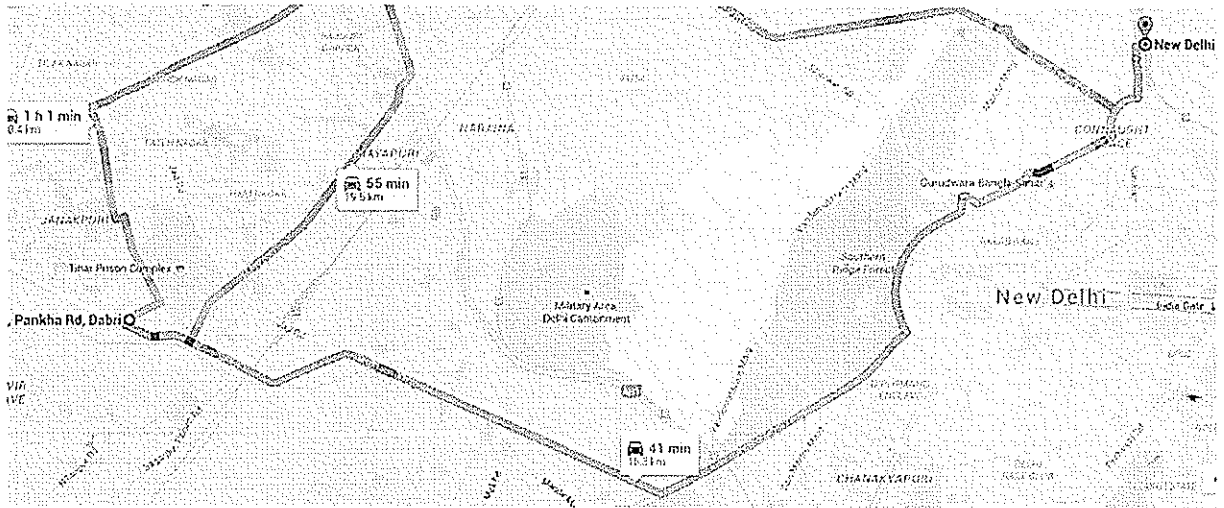
Place: New Delhi

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

The Requisition received from Dhruvtara Trading Private Limited is annexed herewith. Pursuant to the provisions of Section 100 of the Companies Act, 2013 read with Rule 17 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, no Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out therein is required to be annexed. As the Requisitionists have not specified any reason for proposing the resolutions, the Management is not giving its Representation on the same.

**ROUTE MAP OF THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING**

**Venue: 23-24, C – Block, Second Floor, Community Centre, Janak Puri New Delhi - 110 058**



**SPA CAPITAL SERVICES LIMITED**

Sr. No.....

**ATTENDANCE SLIP**

Extra Ordinary General Meeting Friday, the 16<sup>th</sup> day of November, 2018 at 12:30 P.M. at 23-24, C – Block, Second floor, Community Centre, Janak Puri, New Delhi – 110 058

NAME (IN BLOCK LETTERS)	
ADDRESS	
REGISTERED FOLIO NO.	
SHAREHOLDER / PROXY/ AUTHORISED REPRESENTATIVE	
MOBILE NO. E-MAIL ID	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at 23-24, C – Block, Second floor, Community Centre, Janak puri, New Delhi – 110 058 on Friday, the 16<sup>th</sup> day of November, 2018 at 12.30 P.M.

\_\_\_\_\_  
Signature of Shareholder / Proxy / Authorised Representative

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*

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**Form No. MGT - 11**

**Proxy form**

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

CIN: **U65910DL1984PLC018749**  
Name of the Company: **SPA CAPITAL SERVICES LIMITED**  
Registered Office: **25, C - Block, Second floor, Community Centre, Janak Puri, New Delhi - 110 058**

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

I/We, being the member(s) of the above named company, hereby appoint

1. Name: .....Address: .....  
E-mail Id: .....Signature: ....., or failing him
2. Name: .....Address: .....  
E-mail Id: .....Signature: ....., or failing him
3. Name: .....Address: .....  
E-mail Id: .....Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra General Meeting of the Company, to be held on Friday, the 16<sup>th</sup> day of November, 2018 at 12:30 P.M at 23-

24, C – Block, Second floor, Community Centre, Janak Puri, New Delhi – 110 058 and at any adjournment thereof in respect of such resolutions/items of Agenda as are indicated below:

Resolution No.	Description	For	Against
<b>Ordinary Resolution</b>			
1.	To remove Mr. Kamal Kishore Somani S/o Sagarmal Somani, R/o 403, 4th Floor, Charle Ville, A Road, Churchgate West Mumbai 400020, Director of the Company from the office of Director of the Company with immediate effect.		
2.	To appoint Mr. Sanjay Joon S/o Sh. Pyare Lal Joon R/o E-73, Ashok Vihar, Phase-I, New Delhi – 110 052 (DIN: 00309438) as Director liable to retire by rotation of the Company in place of Mr. Kamal Kishore Somani.		

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

Affix Revenue  
Stamp of Re. 1

Signature

Signature of Shareholder

Signature of Proxy holder(s)

**Notes:**

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. **The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
3. **A proxy need not be a member of the Company.**
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting

rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



# DHRUBTARA TRADING PRIVATE LIMITED

25, C- Block, Community Centre, Janak Puri, New Delhi - 110 058

CIN: U74899DL1993PTC054662; Email ID: dhrubtara1993@gmail.com

*Received*

For SPA Capital Services Limited

*Bojish Ranwani* 10:30 AM  
Company Secretary

Date: October 16, 2018

The Board of Directors,

**SPA Capital Services Limited,**

25, C- Block, Community Centre,

Janakpuri, New Delhi-110058

**SUB: REQUISITION PURSUANT TO SECTIONS 100 READ WITH SECTIONS 115 AND 169 OF THE COMPANIES ACT, 2013 FOR CALLING AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY**

Dear Sir,

I, Sunil Maheshwari, S/o Mr. Rattan Lal Maheshwari, resident of House No 407-A, Ward No. 9, Gali No. -1, Vivekanand Nagar Bahadurgarh (Jhajjar) Haryana 124507, Director of Dhrubtara Trading Private Limited having its Registered office at 25, C - Block, Community Centre, Janakpuri, New Delhi-110058, a company incorporated under the Companies Act, 1956, holder of 5,86,250 (Five Lac Eighty Six Thousand Two Hundred Fifty ) Equity Share of the Company, out of the total paid up capital amounting to Rs 3,07,42,250 divided in to 30,74,225 equity shares of Rs 10/- each, representing 19.07% shares of the Company duly authorized by the Board of Directors vide resolution dated 16.10.2018 (copy enclosed) to give notice pursuant to Section 100(2) (a) and other applicable provisions of the Companies Act, 2013 and the rules framed there under, hereby submit this requisition to the Board of Directors for convening an Extra Ordinary General Meeting of the share holders

of SPA Capital Services Limited in the manner prescribed under applicable law, to pass the following resolutions:

**1. To pass the following resolution with or without modification(s) as an ordinary resolution:-**

**“RESOLVED THAT** subject to the provisions of Section 115 read with Section 169 and other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Kamal Kishore Somani S/o Sagarmal Somani, R/o 403, 4th Floor, Charle Ville, A Road, Churchgate West Mumbai 400020, Director of the Company be and is hereby removed from the office of Director of the Company with immediate effect.”

**2. To pass the following resolution with or without modification(s) as an ordinary resolution:-**

**“RESOLVED THAT** Mr. Sanjay Joon S/o Sh. Pyare Lal Joon R/o E-73, Ashok Vihar, Phase-I, New Delhi – 110 052 (DIN: 00309438) be and is hereby appointed as Director liable to retire by rotation of the Company in place of Mr. Kamal Kishore Somani.”

In this regard, please find enclosed Cheque no. 127595 dated 16<sup>th</sup> October, 2018 for Rs. 1,00,000/- (Rupees One Lakh Only) drawn on Axis Bank, Janakpuri, New Delhi – 110 058, being the deposit for proposing aforesaid resolution for the office of Director.

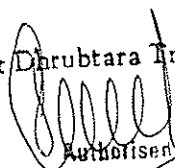
Please take all the necessary action to call the said Extra ordinary General Meeting in accordance with the provisions of Section 100 of the Companies Act 2013.

**Thanking you,**

**Yours faithfully,**

**For Dhruvtara Trading Private Limited**

For Dhruvtara Trading Pvt. Ltd.



Authorised Signatory/Director

**Sunil Maheshwari**

**Shareholder holding 19.07% Equity Share of SPA Capital Services Limited**

# DHRUBTARA TRADING PRIVATE LIMITED

25, C- Block, Community Centre, Janak Puri, New Delhi - 110 058

CIN: U74899DL1993PTC054662; Email ID: dhrubtara1993@gmail.com

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DHRUBTARA TRADING PRIVATE LIMITED ("THE COMPANY") AT THEIR MEETING HELD ON TUESDAY THE 16<sup>TH</sup> DAY OF OCTOBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT 25, C-BLOCK, COMMUNITY CENTRE, JANAKPURI NEW DELHI, WEST DELHI - 110 058**

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## **AUTHORIZATION TO FILE REQUISITION FOR CALLING EXTRA ORDINARY GENERAL MEETING OF SPA CAPITAL SERVICES LIMITED**

**"RESOLVED THAT** the consent of the Board be and is here accorded to authorize Mr. Sunil Maheshwari to give notice pursuant to Sections 100 read with Section 115 and 169 of the Companies Act, 2013 and rules made there under of the Companies Act, 2013 for calling an Extraordinary General Meeting of the members of SPA Capital Services Limited to consider the following resolutions:

### **1. Removal of Mr. Kamal Kishore Somani from the position of Director**

**"RESOLVED THAT** subject to the provisions of Section 115 read with Section 169 and other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Kamal Kishore Somani S/o Mr. Sagarmal Somani, R/o 403, 4th Floor, Charle Ville, A Road, Churchgate West Mumbai 400020, Director of the Company be and is hereby removed from the office of Director of the Company with immediate effect."

### **2. Appointment of Mr. Sanjay Joon as Director liable to retire by rotation of the Company in place of Mr. Kamal Kishore Somani**

**"RESOLVED THAT** Mr. Sanjay Joon S/o Sh. Pyare Lal Joon R/o E-73, Ashok Vihar, Phase-I, New Delhi - 110 052 (DIN: 00309438) be and is hereby appointed as Director liable to retire by rotation of the Company in place of Mr. Kamal Kishore Somani."

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*for* **DHRUBTARA TRADING PRIVATE LIMITED**



**SUNIL MAHESHWARI  
DIRECTOR**

**DIN: 00370323**

**ADDRESS: HOUSE NO. 407A/9, GALI NO. 1,**

**VIVEKANAND NAGAR**

**BAHADURGARH - 124 507**