

**Annexure - 1 to Directors' Report
Form No. MGT 9**

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2016]

I. Registration and other details:

i) CIN:	U65910DL1984PLC018749
ii) Registration Date	July 20, 1984
iii) Name of the Company	SPA Capital Services Limited
iv) Category / Sub-Category of the Company	Public Company Limited by shares
v) Address of the Registered office and contact details	25, C - Block, Community Centre Janak Puri, New Delhi - 110 058 Tel No.: +91 11 4567 5500 Fax No.: +91 11 2553 2644
vi) Whether listed company	No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

II. Principal business activities of the company

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

Name and description of main products / services	NIC Code of the product / service	% to total turnover of the Company
Dealing in securities on own account	6499	30.66
Activities auxiliary to financial services	6619	69.34

* As per National Industrial Classification - Ministry of Statistics and Programme Implementation

III. Particulars of holding, subsidiary and associate companies

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

Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	0	2,81,150	2,81,150	32.01	2,53,625	730400	9,84,025	32.01	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	8,78,350	8,78,350	100.00	0	30,74,225	30,74,225	100.00	0

* 100% Shareholding is in physical form.

ii) Shareholding of Promoters:-

Shareholder's Name	Share holding at the beginning of the year (As on 01-04-2017)			Share holding at the end of the year (As on 31-03-2018)			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Promoters							
Sandeep Parwal	72,150	8.21	NA	2,52,525	8.21	NA	0.00
Kamal Kishore Somani	50,050	5.70	NA	1,75,175	5.70	NA	0.00
Promoter Group							
Dhrubtara Trading Private Limited	1,67,500	19.07	NA	5,86,250	19.07	NA	0.00
Defiant Enterprises Private Limited	1,62,500	18.50	NA	5,68,750	18.50	NA	0.00
Honey Parwal	50,000	5.69	NA	1,75,000	5.69	NA	0.00
Sandeep Parwal HUF	35,000	3.98	NA	1,22,500	3.98	NA	0.00
Vijay Shree Builders Private Limited	25,000	2.85	NA	87,500	2.85	NA	0.00
Ankit Somani	10,000	1.14	NA	35,000	1.14	NA	0.00
Kamal Kishore Somani HUF	10,000	1.14	NA	35,000	1.14	NA	0.00
Rameshwar	7,500	0.85	NA	26,250	0.85	NA	0.00

Dass Parwal							
Laxmi Devi Parwal	7,500	0.85	NA	26,250	0.85	NA	0.00
Total	597,200	67.99	NA	20,90,200	67.99	NA	0.00

iii) Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year (01.04.2017)	5,97,200	67.99	5,97,200	67.99
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Bonus allotment on 25/09/2017	14,93,000 Equity shares			
At the end of the year (31.03.2018)	5,97,200	67.99	20,90,200	67.99

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

S. No.	Name of shareholders	Shareholding at the beginning of the year		Change in Shareholding (No. of shares)		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
1.	Zealous Financial Services Private Limited	25,000	2.85%	62,500	-	87,500	2.85%
2.	Sanju Sharma	0	0%	31,500	-	31,500	1.02%
3.	Satish Kumar Maheshwari	0	0%	64,750	-	64,750	2.11%
4.	Anita Satish Maheshwari	0	0%	36,750	-	36,750	1.20%
5.	Sunil Maheshwari	10,050	1.14	25,125	-	35,175	1.14
6.	Rama Nand Sharma	0	0%	41,195	-	41,195	1.34%
7.	Vijay Kumar Tehlan	5,050	0.57	12,625	-	17,675	0.57
8.	Santosh Kabra	4,000	0.46	10,000	-	14,000	0.46

9.	Sanjay Kumar Jain	2,550	0.29	6,375	-	8,925	0.29
10.	Sanjay Joon	2,500	0.28	6,250	-	8,750	0.28

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of Directors and KMP	Shareholding at the beginning of the year (01.04.2017)		Changes in Shareholding (No. of Shares)		Shareholding at the end of the year (31.03.2018)	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	Sandeep Parwal	72,150	8.21	1,80,375	Nil	2,52,525	8.21
2	Kamal Kishore Somani	50,050	5.70	1,25,125	Nil	175,175	5.70
3	Honey Parwal	50,000	5.69	1,25,000	Nil	1,75,000	5.69
4	Sanjay Kumar Jain	2,550	0.29	6,375	Nil	8,925	0.29

V. Indebtedness

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

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of year (April 01, 2017)				
(i) Principal amount	121,598,572	-	-	121,598,572
(ii) Interest due but not paid	186,012	-	-	186,012
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	121,784,584	-	-	121,784,584
Changes during the year				
Addition	425,153,847	10,000,000	-	435,153,847
Reduction	232,918,744	10,000,000	-	242,918,744
Net Change	192,235,104	-	-	192,235,104
Indebtedness at the end of the financial year (March 31, 2018)				
(i) Principal amount	314,019,688	-	-	314,019,688
(ii) Interest due but not paid	1,308,904	-	-	1,308,904
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	315,328,592	-	-	315,328,592

VI. Remuneration of directors and Key Managerial Personnel

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

Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount (Rs.)
Name of MD/WTD/Manager	Mr. Sandeep Parwal, Managing Director	Mr. Mahavir Prasad Mundhra, Whole time Director	
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	30,00,000	15,00,000	45,00,000
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
Stock Option	0	0	0
Sweat Equity	0	0	0
Commission - as % of profit -others, specify	0	0	0
Others, please specify (Company's contribution to PF + Pension fund)			
Employer contribution of PF	21,600	-	21,600
Reimbursement of expenses	-	97,960	97,960
Total (A)	30,21,600	15,97,960	46,19,560
Ceiling as per the Managerial Remuneration under Section 197 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 (excluding contribution to gratuity fund and provision for leave encashment on retirement) paid / payable to Directors.	Rs. 336 lakhs being higher of the limit as specified under Clause (i) to the second Proviso to Section 197(1) and the limit specified under Schedule V read with Section 197(3) of the Companies Act, 2013.		

B. Remuneration to other directors: Not Applicable

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

Particulars of Remuneration	Key Managerial Personnel		
Name of KMP	Mr. Sanjay Kumar Jain	Mr. Rajesh Ramnani	Total
Gross salary			
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	16,47,500	22,25,891	38,73,391
(b) Value of perquisites u/s 17(2) Income-			

tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961			
Stock Option			
Sweat Equity			
Commission as % of profit			
Others, please specify			
- Employer contribution of PF	21,600	21,600	43,200
- Reimbursement of expenses	77,547	1,05,180	1,82,727
Total	17,46,647	23,52,671	40,99,318

VII. Penalties / Punishment/ Compounding of offences: Nil