

December 05, 2025

BSE Limited

Corporate Relationship Department
1st Floor, New Trading, Rotunda Building,
PJ Towers, Dalal Street, Fort, Mumbai – 400001

Scrip Code – 542376

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') to BSE Limited regarding approval of the shareholders for Reclassification of "Promoters" to "Public" under Regulation 31A of the SEBI Listing Regulations

In terms of Regulation 30 read with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the shareholders of the Company at the 01/2025 Extra Ordinary General Meeting held on Friday, December 05, 2025, have approved reclassification of Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF from "Promoters" to "Public" with requisite majority.

Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF is now reclassified to "Public" Category with immediate effect and will not be reported as part of the Promoters in the shareholding pattern that will be filed with BSE Limited under Regulation 31 of the SEBI Listing Regulations, going forward.

Certified true copy of the resolution passed by the shareholders of the Company at the 01/2025 Extra Ordinary General Meeting held on December 05, 2025 and NOC letter received from BSE along with voting results respectively are enclosed herewith for reference.

This is for your information and records.

Thanking you.

Yours faithfully,

For SPA Capital Services Limited

Vaishnavi Sharma

(Company Secretary and Compliance Officer)

Membership No.: A76089

Place: New Delhi

Encl: As Above

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 01/2025 EXTRA ORDINARY GENERAL MEETING OF SPA CAPITAL SERVICES LIMITED HELD ON FRIDAY, 5TH DAY OF DECEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 25 C- BLOCK COMMUNITY CENTRE JANAKPURI, NEW DELHI- 110058, COMMENCED AT 11.00 AM AND CONCLUDED AT 12.30 PM

Resolution No. 1
Reclassification of person forming part of the Promoter from 'Promoter' to 'Public'

"RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the No Objection received from BSE Limited vide letter No. LIST/COMP/HG/485/2025-26 dated October 09, 2025 respectively, and subject to necessary approvals from such statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded for reclassification of the following person(s) forming part of Promoters (hereinafter referred to as the ("Outgoing Promoters")) from "Promoters" to "Public":

Name of Shareholder	Type	No. of shares held	%age of paid up capital
Mr. Kamal Kishore Somani	Promoter	0	0%
Kamal Kishore Somani HUF	Promoter	0	0%

RESOLVED FURTHER THAT pursuant to provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, the above named Outgoing Promoter(s) have confirmed that they shall not:

- hold more than 10% of the fully paid up equity share capital and voting rights of the Company;
- exercise control over the affairs of the Company, directly or indirectly;
- have any special rights through formal or informal arrangements including through any shareholder agreements, if any, granting special rights to him shall be terminated;
- be represented on the Board of Directors (including not having a nominee director) of the Company;
- act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from "Promoter" to "Public";

RESOLVED FURTHER THAT as required under the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, the above-mentioned Outgoing Promoter(s) has further confirmed that he is neither a 'wilful defaulter' as per the Reserve Bank of India Guidelines nor a fugitive economic offender;

RESOLVED FURTHER THAT Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient in this regard as per the applicable laws and make all necessary filings and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution."

**Certified to be true
For SPA Capital Services Limited**


Vaishnavi Sharma
 Company Secretary & Compliance Officer
 Membership No.: A76089

Date: 05/12/2025
 Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Resolution No(s). I mentioned in the accompanying Notice.

Item No. 1

Reclassification of person forming part of the Promoter from 'Promoter' to 'Public'

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015'), has provided a regulatory mechanism for reclassification of 'Promoters' to 'Public'.

The Board of Directors had received an application dated February 06, 2025 from Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)") forming part of Promoters holding 0 (Zero) equity shares each in the Company to re-classify themselves as Public.

The Board of Directors vide resolution passed at the meeting dated February 12, 2025 took note of above application and granted their consent to proceed with the process of reclassification of status of Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)") from "Promoter(s)" to "Public" subject to necessary approvals from the stock exchanges where the shares of the Company are listed and further subject to approval of shareholders of the Company and other appropriate statutory authorities, as may be necessary. A certified true copy of the resolution passed by the Board of Directors at their meeting held on February 12, 2025 is enclosed as *Annexure I*.

Accordingly, in response to the Company's application to the Stock Exchanges on February 18, 2025, the Company received No Objection from the BSE Limited (BSE) vide letter bearing Ref. No. LIST/COMP/HG/485/2025-26 for reclassification of Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)") from "Promoter(s)" to "Public". Copy of No-objection as received from BSE is enclosed as *Annexure II* respectively.

Details of Outgoing Promoter Group Shareholder are as follows:

Name of Shareholder	Type	No. of shares held	%age of paid up capital
Mr. Kamal Kishore Somani	Promoter	0	0%
Kamal Kishore Somani HUF	Promoter	0	0%

Vide application of Mr. Kamal Kishore Somani and Kamal Kishore Somani HUF, ("Outgoing Promoter(s)"), they have confirmed that they:

- Do not hold more than 10% of the fully paid-up equity share capital and voting rights of the Company;
- Do not exercise control over the affairs of the listed entity directly or indirectly
- Do not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to him shall be terminated;
- Do not represent on the Board of Directors (including as a nominee director) of the Company;
- Do not act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned under Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from "Promoter(s)" to "Public".

Further, the Outgoing Promoter(s) have confirmed in their individual capacity that they are neither 'willful defaulter(s)' as per the Reserve Bank of India Guidelines nor a fugitive economic offender(s).

Further, board confirms that post this reclassification:

- a) The Company will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (LODR) Regulations, 2015;
- b) Trading in the Company's shares has not been suspended by stock exchanges and
- c) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**By the order of the Board of
SPA Capital Services Limited**



Sandeep Parwal
(Chairman cum Managing Director)
DIN: 00025803

Date: 10/11/2025
Place: New Delhi

Registered Office:
25 C- Block Community Centre
Janakpuri, New Delhi-110058
Email ID: listing@spacapital.com
Website: www.spacapital.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SPA CAPITAL SERVICES LIMITED HELD ON WEDNESDAY, THE 12TH DAY OF FEBRUARY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 25, C-BLOCK, COMMUNITY CENTER, JANAK PURI, NEW DELHI - 110058 AT 12:00 PM.

To consider and approve the request received from the persons belonging to Promoter/Promoter Group for reclassifying them from the 'Promoter Group' category to the 'Public' category under Regulation 31A of SEBI (LODR) Regulations, 2015

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the Board of Directors of the Company be and is hereby accorded to re-classify the following person(s) from "Promoter"/ "Promoter Group" category to "Public" category:

Sr. No.	Name of the Promoter/ Promoter Group	No. of Equity Shares held	Percentage shareholding of
1	Kamal Kishore Somani	NIL	NIL
2	Kamal Kishore Somani HUF	NIL	NIL

"RESOLVED FURTHER THAT the above mentioned person are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also, they have not entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

- Do not hold more than ten percent of the total voting rights in the Company;
- Do not exercise control over the affairs of the Company directly or indirectly;
- Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- Have not act as a key managerial person in the Company;
- Is not a 'willful defaulter' as per the Reserve Bank of India Guidelines
- Is not a fugitive economic offender.



RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 post re-classification from "Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT on approval of Stock Exchange and upon application for reclassification of aforesaid persons, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group category to Public Category, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard"

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for seeking the approval of the Stock exchange and any / other regulatory authorities, if any for the reclassification of the status of "outgoing promoters" as "Public" category.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary"

Certified True Copy

For **SPA Capital Services Limited**



Manish Kumar
Company Secretary and Compliance Officer

EXTRACT OF MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF SPA CAPITAL SERVICES LIMITED HELD ON WEDNESDAY ON 12TH FEBRUARY, 2025 AT 12.00 NOON AT THE REGISTERED OFFICE OF THE COMPANY

To consider and approve the request received from the persons belonging to Promoter/Promoter Group for reclassifying them from the 'Promoter Group' category to the 'Public' category under Regulation 31A of SEBI (LODR) Regulations, 2015

The chairman informed the Board that the Company had received the request letters from Promoter / Promoter group on 6th February, 2025 (herein referred to as "Outgoing Promoters") to reclassify their status from "Promoter group Category" to "Public Category" as per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended time to time. The Company has intimated the request received for reclassification to the stock Exchange about the same.

The Board discussed and considered the fact that the aforementioned outgoing promoters/promoter group is not in control and management over the affairs of the Company; neither have they had any say in management decisions.

Further, the Board was also briefed that the members of the outgoing Promoter group have specifically mentioned in their respective requests that they satisfy all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation 3 of Regulation 31A of SEBI (LODR) Regulations, 2015 and also confirmed that at all times from the date of such re-classification, they will continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Clause (b) of sub-regulation 3 of Regulation 31A and shall also comply with conditions mentioned at Sub-clause (iv) and (v) of clause (b) of Sub regulation (3) of Regulation 31A of the SEBI (LODR) Regulations, 2015 for a period of not less than three years from the date of such reclassification, failing which they shall automatically be reclassified under Promoter Group category.

In view of the rationale provided by the Outgoing Promoters and on the confirmation that they satisfy the requirements of Regulation 31A of the SEBI (LODR) Regulations, 2015, Board was of the view that the requests made by the Outgoing Promoters/ Promoter group for reclassification of their category be accepted and approved, subject to approval of the Stock Exchanges/ other regulatory authorities, if any.

The Board was also informed that as the Outgoing promoter(s) seeking reclassification, together hold NIL shares and has NIL voting rights in the listed entity therefore approval of shareholders pursuant to Regulation 31A(3)(a)(iii) of SEBI(LODR) Regulations, 2015 is not required.

The Board discussed the matter in detail and passed the following resolution unanimously in favor of reclassifying the outgoing promoters:



"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the Board of Directors of the Company be and is hereby accorded to re-classify the following person(s) from "Promoter"/ "Promoter Group" category to "Public" category:

Sr. No.	Name of the Promoter/ Promoter Group	No. of Equity Shares held	Percentage shareholding of
1	Kamal Kishore Somani	Nil	Nil
2	Kamal Kishore Somani HUF	Nil	Nil

"RESOLVED FURTHER THAT the above mentioned person are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also, they have not entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

- Do not hold more than ten percent of the total voting rights in the Company;
- Do not exercise control over the affairs of the Company directly or indirectly;
- Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- Have not act as a key managerial person in the Company;
- Is not a 'willful defaulter' as per the Reserve Bank of India Guidelines
- Is not a fugitive economic offender.

RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 post re-classification from "Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT on approval of Stock Exchange and upon application for reclassification of aforesaid persons, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group category to Public Category, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard”

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for seeking the approval of the Stock exchange and any / other regulatory authorities, if any for the reclassification of the status of “outgoing promoters” as “Public” category.

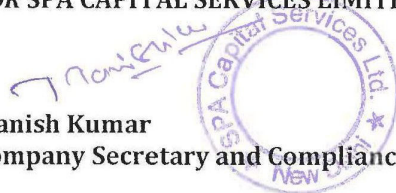
RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary”

Certified True Copy

FOR SPA CAPITAL SERVICES LIMITED

Manish Kumar

Company Secretary and Compliance officer



LIST/COMP/HG/485/2025-26

October 09, 2025

The Company Secretary/ Compliance Officer

SPA Capital Services Ltd

25, C Block, Community Centre,

Janakpuri, New Delhi, Delhi, 110058

Subject: No-objection for reclassification of Promoter(s) under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

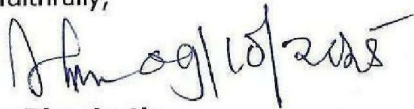
This is in reference to your application dated February 18th, 2025, requesting no-objection for the reclassification of promoter(s) under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the submission made by the Listed Entity, the Exchange grants no-objection for the reclassification request dated, February 18th, 2025, for the following promoter(s) in accordance with Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr.No.	Name of Promoter(s) / Promoter(s) Group
1.	Mr. Kamal Kishore Somani
2.	Kamal Kishore Somani HUF

You are required to ensure compliance with subsequent relevant disclosures of material events related to this reclassification, in accordance with the applicable provisions of Regulation 31A of SEBI (LODR) Regulations, 2015.

Yours faithfully,



Shyam Bhagirath

Manager

Listing Compliance



Harsh Gohil

Listing Compliance

Reclassification of Promoters: SPA Capital Services Ltd

General information about company	
Scrip code	542376
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE726X01014
Name of the company	SPA Capital Services Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	05-12-2025
Start time of the meeting	11:00 AM
End time of the meeting	12:30 PM

Scrutinizer Details	
Name of the Scrutinizer	Mohan Chandra Upreti
Firms Name	M/s Mohan Upreti and Co.
Qualification	CS
Membership Number	4179
Date of Board Meeting in which appointed	10-11-2025
Date of Issuance of Report to the company	05-12-2025

Voting results	
Record date	28-11-2025
Total number of shareholders on record date	445
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	24
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reclassification of person forming part of the Promoter from 'Promoter' to 'Public'				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2086875	2086875	100	2086875	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2086875	2086875	100	2086875	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	280279	138347	49.3605	138347	0	100	0
	Poll		141932	50.6395	141932	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	280279	280279	100	280279	0	100	0
Total		2367154	2367154	100	2367154	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

