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**NOTICE OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE  
SHAREHOLDERS OF THE COMPANY**

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Notice is hereby given that the **Twenty-Third Annual General Meeting** of the shareholders of the Company will be held on **Thursday, October 14, 2021 at 05:00 PM IST** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company (including audited consolidated financial statements) for the year ended March 31, 2021, Report of the Board of Directors and the Auditors' Report thereon.
2. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby re-appoints M/s. S R Batliboi & Associates LLP (FRN: 101049W / E300004), Chartered Accountants, Chennai, as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM of the Company to be held in 2026 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**By order of the Board**

**For Spark Capital Advisors (India) Private Limited**

Place: Chennai

Date: October 11, 2021

Sd/-

**Y Rama Rao**  
**Managing Director**  
**(DIN – 00754305)**

**NOTES:**

1. The statement pursuant to Section 102 of the Companies Act, 2013, with the details of the proposed resolution is given in the annexure hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM. In terms of MCA Circulars, in view of the current extra-ordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country, requiring social distancing,
  - a. This Notice for the Annual General Meeting (AGM) is being sent to the shareholders by email to their ID registered with the Company
  - b. Shareholders are not allowed to attend the AGM in person
  - c. The Company hereby offers facility of video link to the shareholders to facilitate them to participate at the AGM, the process of which is as under:
    - Please go to <https://zoom.us/join> from your web browser and provide the below Meeting ID and Password. Alternatively, you may download Zoom App on your smart mobile handset / iPad / personal computer and join the meeting.
    - Meeting Link :  
<https://us02web.zoom.us/j/82633506988?pwd=a24rL2VudWZyY3greVQ2YXNPd0xZdz09>
    - Meeting ID: 826 3350 6988
    - Passcode: 699218
3. Members can send in their queries / seek clarifications by mail to the following mail id: [secretarial@sparkcapital.in](mailto:secretarial@sparkcapital.in)
4. In order to facilitate voting by poll during the meeting, where the need arises, the shareholders may cast their votes by sending their assent / dissent by email to the following email ID: [epoll.spark@gmail.com](mailto:epoll.spark@gmail.com)
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting by email to [secretarial@sparkcapital.in](mailto:secretarial@sparkcapital.in)
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020 - 21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 3<sup>rd</sup> AGM. Members seeking to inspect such documents can send an email to [secretarial@sparkcapital.in](mailto:secretarial@sparkcapital.in).
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**By order of the Board**

**For Spark Capital Advisors (India) Private Limited**

Place: Chennai

Date: October 11, 2021

**Sd/-**

**Y Rama Rao  
Managing Director  
(DIN – 00754305)**

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

(other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="U67190TN1998PTC039818"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AADCS0211P"/>							
(ii) (a) Name of the company	<input type="text" value="SPARK CAPITAL ADVISORS (INF"/>							
(b) Registered office address	<input type="text" value="Reflections No 2, Leith Castle Center Street&lt;br/&gt;Santhome High Road, Santhome&lt;br/&gt;Chennai&lt;br/&gt;Tamil Nadu&lt;br/&gt;600028"/>							
(c) *e-mail ID of the company	<input type="text" value="secretarial@sparkcapital.in"/>							
(d) *Telephone number with STD code	<input type="text" value="04443440000"/>							
(e) Website	<input type="text" value="www.sparkcapital.in"/>							
(iii) Date of Incorporation	<input type="text" value="02/02/1998"/>							
(iv)	<table border="1"> <thead> <tr> <th>Type of the Company</th> <th>Category of the Company</th> <th>Sub-category of the Company</th> </tr> </thead> <tbody> <tr> <td>Private Company</td> <td>Company limited by shares</td> <td>Indian Non-Government company</td> </tr> </tbody> </table>		Type of the Company	Category of the Company	Sub-category of the Company	Private Company	Company limited by shares	Indian Non-Government company
Type of the Company	Category of the Company	Sub-category of the Company						
Private Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input type="radio"/> Yes	<input checked="" type="radio"/> No						

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K7	Financial Advisory, brokerage and Consultancy Services	65.03
2	K	Financial and insurance Service	K8	Other financial activities	34.97

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SPARK FAMILY OFFICE AND IN <input type="button" value="+"/> +	U93000TN2012PTC086696	Subsidiary	100
2	SPARK ALTERNATIVE ASSET AL <input type="button" value="+"/> +	U67190TN2018PTC123499	Joint Venture	50
3	SPARK FUND ADVISORS LLP		Subsidiary	99.99
4	SPARK INFRACITY (PARTNERSH <input type="button" value="+"/> +		Subsidiary	89.36
5	SPARK FUND MANAGERS PRIV <input type="button" value="+"/> +	U65929TN2018PTC123119	Associate	44.28

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,000,000	2,650,655	2,650,655	2,650,655
Total amount of equity shares (in Rupees)	30,000,000	26,506,550	26,506,550	26,506,550

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	3,000,000	2,650,655	2,650,655	2,650,655
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30,000,000	26,506,550	26,506,550	26,506,550

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,100,000	200,000	200,000	200,000
Total amount of preference shares (in rupees)	31,000,000	2,000,000	2,000,000	2,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Preference Shares				
Number of preference shares	2,000,000	200,000	200,000	200,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	20,000,000	2,000,000	2,000,000	2,000,000
Class of shares				
Convertible Preference Shares				
Number of preference shares	1,100,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	11,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2,025,023	625,632	2650655	26,506,550	26,506,550	
<b>Increase during the year</b>	0	176,459	176459	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	176,459	176459	0	0	
Physical shares were dematerialised during the year						
<b>Decrease during the year</b>	176,459	0	176459	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	176,459	0	176459	0	0	
Physical shares were dematerialised during the year						
<b>At the end of the year</b>	1,848,564	802,091	2650655	26,506,550	26,506,550	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	200,000	0	200000	2,000,000	2,000,000	198,000,000
i. Issues of shares	200,000	0	200000	2,000,000	2,000,000	198,000,000
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<b>At the end of the year</b>	200,000	0	200000	2,000,000	2,000,000	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			



**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 98%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 98%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

1,535,590,495

**(ii) Net worth of the Company**

748,583,538

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,311,615	49.48	0	
	(ii) Non-resident Indian (NRI)	351,851	13.27	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	1,663,466	62.75	0	0

**Total number of shareholders (promoters)**

3

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	973,504	36.73	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,685	0.52	0	
10.	Others	0	0	0	
	<b>Total</b>	987,189	37.25	0	0

**Total number of shareholders (other than promoters)**

30

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

33

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	30	30
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	49.48	13.27
<b>B. Non-Promoter</b>	1	0	1	0	3.96	0
(i) Non-Independent	1	0	1	0	3.96	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>3</b>	<b>1</b>	<b>3</b>	<b>1</b>	<b>53.44</b>	<b>13.27</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

4

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
YECHURI RAMA RAO	00754305	Managing Director	1,166,259	
THYAGESH BABA	00754432	Director	351,851	
SURESH BABU VALLIA	00754506	Whole-time director	105,000	
RAMAMURTHY KAPIL	01737875	Whole-time director	145,356	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
GANESH RAM JAYARA +	AJYPG2917R	CEO	24/03/2021	Cessation
SKANDA JAYARAMAN	AFCPJ1890E	CEO	24/03/2021	Cessation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA-ORDINARY GENERAL MEETING +	12/05/2020	33	4	52.05
EXTRA-ORDINARY GENERAL MEETING +	30/06/2020	33	4	51.04
ANNUAL GENERAL MEETING +	30/12/2020	33	6	67.65
EXTRA-ORDINARY GENERAL MEETING +	24/03/2021	33	3	10.7

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2020	4	3	75
2	19/05/2020	4	3	75
3	26/06/2020	4	2	50
4	28/08/2020	4	3	75
5	05/10/2020	4	3	75
6	17/12/2020	4	4	100
7	26/02/2021	4	3	75
8	24/03/2021	4	2	50

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate  Fellow

Certificate of practice number

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

DIN of the director

#### To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**