



S P CAPITAL
FINANCING LIMITED

33rd

ANNUAL REPORT
2015-2016

**SP CAPITAL****FINANCING LTD.****33rd ANNUAL REPORT****Board of Directors**

Shri S.P.Jain	Managing Director
Shri D. P. Jain	Director
Shri Baldev L. Boolani	Director
Shri Bhupendra T. Shah	Director
Mrs. Meena S Jain	Director

BOARD COMMITTEES:**Audit Committee**

Shri Bupendra T Shah	Chairman
Shri Baldev Boolani	Member
Shri S.P.Jain	Member

Stackholders Grievance Committee

Shri S.P.Jain	Chairman
Mrs.Meena S Jain	Member
Shri Bupendra T Shah	Member

Nomination and Remuneration Committee

Shri Bhupendra T Shah	Chairman
Shri Baldev L Boolani	Member

Secretarial Consultant

Mr. Martinho Ferrao & Associates
Practicing Company Secretary
Mumbai.

33rd ANNUAL GENERAL MEETING:

DATE	: 30th September, 2016
TIME	: 3.00 p.m.
VENUE	: 908, Dalamal Tower, 211, Nariman Point, Mumbai - 400 021.

WEBSITE : www.spcapital.in**Registrar and Transfer Agents****Bigshare Services Pvt Ltd**

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E), Mumbai – 400 072.
Tel.No. : 022 - 40430200
Fax No. : 022 - 28475207
E-Mail : bigshare@bom7.vsnl.net.in

Registered Office

908, Dalamal Towers,
211, Nariman Point, Mumbai – 400 021.
CIN NO. L74140MH1983PLC029494
Tel. 40372424/40372408
Email Id: spcapitalfin@gmail.com

Equity Shares are listed on

Bombay Stock Exchange

Auditors

M/s. SANJAY RAJA JAIN & CO.
Chartered Accountants

Chief Financial Officer

Mr. Sandeep Gopale

Bankers

Central Bank of India

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF S.P. CAPITAL FINANCING LIMITED WILL BE HELD AT 908, DALAMAL TOWERS, 211, NARIMAN POINT, MUMBAI - 400 021 ON FRIDAY, SEPTEMBER 30, 2016 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Balance Sheet and statement of Profit & Loss account together with cash flow statement of the company for the financial year ended March 31, 2016, the report of Directors Report and Auditors thereon: and.
 - b) the Audited Consolidated Balance Sheet and statement of Profit & Loss account together with cash flow statement of the company for the financial year ended March 31, 2016, the report of Directors Report and Auditors thereon,:
2. To appoint a Director in place of **Mrs. Meena Sureshchand Jain (DIN: 00004413)**, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of **Mr. Dhannalal P Jain (DIN: 00076679)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. **Appointment of and fixing of remuneration of Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, **M/s. Sanjay Raja Jain & Co.,** Chartered Accountants, Mumbai (ICAI Registration Number- **120132W**), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”), until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

SPECIAL BUSINESS:

5. **Approval to Related Party Transaction:**

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and / or transaction(s), as may be appropriate, with the following Related Parties as defined under 2(76) of the Act and Clause 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for sell, purchase, transfer or receipt of products, goods, material, services or other arrangements and obligations, if any on such terms and conditions as may be mutually agreed between the Company and any of the Related Party, for the amount in aggregate not exceeding as mentioned against the name of each of the following Related Party during the period mentioned against the name of each Related Party.



Sr No.	Name of Related Party	Nature of Transaction(s)	Amount (Rs. in crores)		
			2015-16	2016-17	From April 03, 2012 till the date of 33 rd Annual General Meeting to be held in Calendar Year 2017
1.	Pride Hotels Ltd.	Inter Corporate Deposits	4.75	5.05	5.05
	Pride Hotels Ltd.	Interest on Inter Corporate Deposits	0.34	0.43	0.43
2.	Pride Builder L.L.P	Inter Corporate Deposits	0.13	0.13	0.13
3.	Mr.S.P.Jain, & Meena Investment Corporation (Karta Sureshchand Premchand HUF & Meena S Jain partner	Mr.S.P.Jain, & Meena Investment Corporation (Karta Sureshchand Premchand HUF & Meena S Jain partner	Rent: 0.060 Security Deposit: 1.00	Rent: 0.060 Security Deposit: 1.00	Rent: 0.060 Security Deposit: 1.00

“**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for ratification/approval of the aforesaid related party transactions already entered into by Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Boards and its Powers) Rule, 2014 and also the proposed future transactions which are material in nature in terms of Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**For and on behalf of the Board
S P CAPITAL FINANCING LTD**

**S.P. Jain
Managing Director
Din: 00004402**

Place: Mumbai

Date : 30/05/2016

Registered Office:

908, Dalamal Towers, 211, Nariman Point,
Mumbai-400 021.



NOTES:

1. The person seeking appointment as Director under **Item No. 2** of the Notice, the details for the same are annexed,
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under **Item Nos. 5** of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),
3. **A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company.** A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
4. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
5. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
6. Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays during business hours upto the date of the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday 23rd September, 2016 to Friday 30th September, 2016** (Both Days Inclusive) for the purpose of the Annual General Meeting.
8. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP IN in all correspondence, so as to enable the Company to address any future communication at their correct address.
9. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
10. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at an early date, so that the requested information can be made available at the time of the meeting.
11. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **Bigshare Services Private Limited**, for assistance in this regard.
12. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be titled to vote.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling



form with Depository Participants. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.

14. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. 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 to the Company/Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website **www.spcapital.in** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: **spcapitalfin@gmail.com**
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then they cannot vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of relevant provisions of SEBI (LODR), Regulations 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **M/s. Martinho Ferrao & Associates**, Scrutinizer, Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001. Tel.: **022-22024366**, Email: mferraocs@gmail.com so as to reach him on or before Thursday, September 29, 2016 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
20. Members can request for a Ballot Form at **S.P.Capital Financing Limited**, at 908, Dalamal Tower, 211, Nariman Point, Mumbai – 400 021 or they may also address their request through E-mail to: **spcapitalfin@gmail.com**, Contact No.: **022-40372424**.



21. The E-voting period for all items of business contained in this Notice shall commence from **Monday 26th September, 2016 at 9.00 a.m.** and will end on **Thursday, 29th September, 2016 at 5.00 p.m.** During this period equity shareholder of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **September 23, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **September 23, 2016**.

22. The Board of directors has appointed **Mr. Martinho Ferrao** of **M/s. Martinho Ferrao & Associates**, Practicing Company Secretaries (Membership No. **FCS 6221**) and failing **Mr. Shivkumar Vaishy**, Practicing Company Secretary (Membership No. **ACS 45528**) or **Ms. Sherlyn Rebello**, Practicing Company Secretary (Membership No. **ACS 41541**) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
23. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than **forty eight hours** of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
25. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.
26. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 mailed 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.

(xx) 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 helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on **Monday 26th September, 2016 at 9.00 a.m.** and will end on **Thursday, 29th September, 2016 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 (record date) of **September 23, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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 helpdesk.evoting@cdslindia.com.

**For and on behalf of the Board
S P CAPITAL FINANCING LTD**

**S.P. Jain
Managing Director
Din: 00004402**

Place: Mumbai

Date : 30/05/2016

Registered Office:

908, Dalamal Towers, 211, Nariman Point, Mumbai-400 021.



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

Item 5

(Ordinary Resolution)

Item No. 5 : Company has entered into 2 Leave and License Agreement dt. 03rd April, 2012 with Mr. S.P.Jain, & Meena Investment Corporation Partner of Sureshchand Premchand HUF & Mrs. Meena S Jain for period of 60 months starting from 01st April, 2012 and ending on 31st March, 2017 (both days inclusive for its Registered Office premises situated at 908, Dalamal Towers, 211, Nariman Point, Mumbai- 400 021 at monthly rent of Rs. 5,000/- i.e. Rs.60,000 payable to each with security deposit of Rs. 1,00,00,000/- i.e. Rs. 30,00,000/- payable to Menna Investment Corporation and Rs. 70,00,000/- payable to Mr. S.P. Jain and in continuing the same premises. All the three Agreements are available at Company's Registered Office.

While considering the suitable commercial premises for Compay's Registered office, Company also considered other similar premises. This 908, Dalamal Towers, 211, Nariman Point, Mumbai- 400 021 premises is located at prime location. Further it comprises of well built up and furnished Ninth floor and Parking in prime location Nariman Point, Mumbai- 400 021. It was found to be one of the best suitable locations for Registered Office of the Company and was offered to the Company at commercial terms and prevailing rentals in the same area.

As M/s. Sureshchand Premchand HUF and M/s. Meena Investment Corporation partner firm are owners of premises and Mr. S.P. Jain Managing Director of the Company is Karta of Sureshchand Premchand HUF and Ms. Meena Jain, Director of the Company and Mr. S.P.Jain karta of Sureshchand Premchand HUF are partner of Meena Investment Corporation, hence they are related party within the meaning of section 2(76) of the Companies Act 2013. Section 188 of the Companies Act 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of a related party transaction. In brief, a combined reading of all these provisions and other applicable provisions suggest that in certain conditions, approval of Audit Committee, Board approval and Shareholders' approval by way of Special Resolution required for related party transactions. Proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. This transaction with Mr. S.P. Jain Managing Director of the Company being karta of Sureshchand Premchand HUF and Ms. Meena Jain, Director of the Company being partner of M/s.Meena Investment Corporation is on prevailing market conditions hence on arm's length basis. These following contracts / arrangements / transactions which have been put up for approval are on prevailing market rates hence on arm's length basis and are in ordinary course of business by the Company with respect to premises on rent from related parties and hence require approval of unrelated shareholders of the Company by a special resolution for the Financial Year 2015-16 & Financial Year 2016-17

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder;

- 1 Name of the related party Mr. S.P. Jain Managing Director of the Company being Karta of Sureshchand Premchand Jain HUF and Ms. Meena Jain, Director of the Company being partner of Meena Investment Corporation herself
- 2 Name of the director or key managerial personnel who is related, if any and nature of relationship: Mr. S.P. Jain Managing Director of the Company, Ms. Meena Jain, Director of the Company , and Mr. D.P. Jain, Director.
- 3 Nature, material terms, monetary value and particulars of the contract or arrangement;