



S P CAPITAL

FINANCING LIMITED

36th

ANNUAL REPORT
2018-2019



Board of Directors

Shri Siddharth S. Bharill
Shri S.P.Jain
Shri D. P. Jain
Shri Baldev L. Boolani
Mrs. Meena S Jain

Chairman (Independent Director)
Managing Director
Director
Independent Director
Director

BOARD COMMITTEES:

Audit Committee

Shri Siddharth S. Bharill Chairman
Shri Baldev Boolani Member
Shri S.P. Jain Member

Auditors

M/s. AMAR BAFNA & ASSOCIATES
Chartered Accountants

Chief Financial Officer

Mr. Sandeep Gopale

Stakeholders Relationship Committee

Shri Siddharth S. Bharill Chairman
Shri S.P.Jain Member
Mrs. Meena S Jain Member

Bankers

Central Bank of India
HDFC Bank
RBL Bank Ltd

Nomination and Remuneration Committee

Shri Baldev L Boolani Chairman
Shri Siddharth S. Bharill Member
Mrs. Meena Jain Member

36th ANNUAL GENERAL MEETING:

DATE : 30th September, 2019
TIME : 3.00 p.m.
VENUE : 908, Dalamal Tower,
211, Nariman Point, Mumbai-21.

Secretarial Advisor

Mr. Martinho Ferrao & Associates
Practicing Company Secretary
Mumbai.

WEBSITE: www.spcapital.in

Registrar and Transfer Agents

Bigshare Services Pvt Ltd

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai - 400059.
Tel.No. : 022 - 62638200
Fax No. : 022 - 62638299
E-Mail : investor@bigshareonline.com

Office Registered

908, Dalamal Tower,
211, Nariman Point, Mumbai - 400 021.
Tel.: 40372424/40372403
E-Mail: spcapitalfin@gmail.com

Equity Shares are listed on

Bombay Stock Exchange

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 36th ANNUAL GENERAL MEETING OF THE MEMBERS OF S.P. CAPITAL FINANCING LIMITED WILL BE HELD AT 908, DALAMAL TOWER, 211, NARIMAN POINT, MUMBAI - 400 021 ON MONDAY, SEPTEMBER 30, 2019 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the year ended on 31st March, 2019 (including audited consolidated financial statement) and the Reports of the Directors' and the Auditor's thereon.
2. To appoint a Director in place of **Mrs. Meena S Jain (DIN: 00004413)**, who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. Re-appointment of **Mr. Baldev Boolani (DIN: 00856660)**, as Independent Director:
To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Baldev Boolani (DIN: 00856660), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 30th September, 2019 to 29th September, 2024 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

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

sd/-
S.P. Jain
Managing Director
Din: 00004402

Place: Mumbai
Date: 27th May, 2019

Registered Office:
908, Dalamal Towers,
211, Nariman Point,
Mumbai-400 021



NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under **Item No. 3** of the Notice, is annexed hereto.
2. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors appointment or re-appointment at the Annual General Meeting is furnished and forms part of the Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. however, 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.

4. A form of proxy is enclosed to this notice. No instrument of proxy shall be valid unless:
 - i. it is signed by the member or by his / her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his / her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his / her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank;
 - ii. it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting i.e. by 10:00 a.m. on Friday, 27th September, 2019, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent;
5. 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.
6. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
7. 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 i.e. 11:00 AM to 5:00 PM upto the date of the Annual General Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday 23rd September, 2019 to Monday 30th September, 2019** (Both Days Inclusive) for the purpose of the Annual General Meeting.



9. 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.
10. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
11. 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.
12. The Securities and Exchange Board of India (SEBI) has amended Regulation 40 of SEBI LODR. Pursuant to amended Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
13. 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.
14. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
15. Non-Resident Indian members are requested to inform Registrar & Share Transfer Agent, **Bigshare Services Private Limited**, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement;
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to **Bigshare Services Private Limited**. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
17. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
18. **Unclaimed Dividends:** Dividends remaining unclaimed/unpaid for 7 years from the date of disbursement will be transferred as per section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, ("Rules") to the Investors Education and Protection Fund (IEPF). As no claim shall lie against either the company or the IEPF after a period of 7 years from the date of disbursement, shareholders who have not yet encashed their dividend warrants are urged to contact the Registered office of the company for revalidation and encash them before the due date for transfer to the IEPF as mentioned below.

Sr. No.	Dividend for F.Y.	Disbursed on	Due Date for Transfer to IEPF
1	2012-2013	18/10/2012	05/11/2019
2	2013-2014	12/10/2013	05/11/2020
3	2014-2015	20/10/2014	05/11/2021
4	2015-2016	16/10/2015	05/11/2022

19. SEBI has mandated submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. The members who are yet to update their PAN and/or Bank Account details are requested to update the same at the earliest by submitting requisite details and documents to the Company / Registrar & Share Transfer Agent (**Bigshare Services Private Limited**). Members holding shares in physical form can submit the same to the Company / Registrar & Share Transfer Agent, **Bigshare Services Private Limited** and members holding shares in electronic form to their Depository Participants.



20. 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.
21. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 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**
22. 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.
23. 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 Saturday, September 28, 2019 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.
24. 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**.
25. The E-voting period for all items of business contained in this Notice shall commence from **Friday, 27th September, 2019 at 9.00 a.m.** and will end on **Sunday, 29th September, 2019 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, 2019**, 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, 2019**.
26. The Board of Directors has appointed **Mr. Martinho Ferrao** of **M/s. Martinho Ferrao & Associates**, Practicing Company Secretaries (Membership No. **FCS 6221**) and failing **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.



27. 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.
28. 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.
29. Voting through electronic means:
In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, Regulation 44 of SEBI LODR and Clause 8 of the Secretarial Standards – 2 (SS - 2), the Company is providing e-voting facility to those members whose names appear in the register of members as on **September 23, 2019** (end of Day) being the "cut-off Date" fixed for the purpose, to exercise their right to vote at the 36th AGM by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). Members may transact the business through voting by electronic means. A person who is not a member as on the cut-off date should treat this Notice for information purpose only;

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

- (i) The voting period begins on **Friday 27th September, 2019 at 9.00 a.m.** and ends on **Sunday, 29th September, 2019 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 **September 23, 2019** 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 **S.P.Capital Financing Limited** 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 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.
- In case of any queries and / or grievance, in respect of voting by electronic means members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the help section of <https://www.evotingindia.com/Help.jsp> (CDSL E-voting Website) or contact Mr. Anand Tirodkar (9819037049) / Mr. Ankit Bandivadekar (9920383858), Central Depository Services (India) Limited, or write on helpdesk.evoting@cdslindia.com or send a correspondence on Central Depository Services (India) Limited (CDSL) : A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013. Tel: 022-23058543 Fax: 022-23058542, Helpdesk: 1800225533. Helpdesk Timings is Monday - Friday: 10:00 AM to 6.15 PM. Saturday - 10:00 AM to 2:00 PM.

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 **Friday 27th September, 2019 at 9.00 a.m.** and will end on **Sunday, 29th September, 2019 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 of **September 23, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- © 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**

Sd/-
S.P. Jain
Managing Director
DIN: 00004402

Place: Mumbai
Date: 27th May, 2019

Registered Office:
908, Dalamal Tower,
211, Nariman Point,
Mumbai-400 021



ANNEXURE TO NOTICE

Information under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to Directors seeking re-appointment in this Annual General Meeting.

Annexure A

Item No. 2		
1.	Name	Mrs. Meena S Jain
2.	Date of Birth	17 th December 1951
3.	Profession	Business
4.	Qualification	B.Com
5.	List of other Directorship held excluding private Companies	One
6.	Chairman/Member of the Committee of Board of Director of the Company	Stakeholder relationship committee and nomination and remuneration committee
7.	Chairman/Member of the Committee of Board of Director of the other Company	None
8.	Expertise in specific functional area	In the field of Finance, Hotels & Construction Business
9.	Shareholding in the Company	2,75,500

Item No. 3		
1.	Name	Mr. Baldev L Boolani
2.	Date of Birth	19/12/1960
3.	Profession	Industrialist
4.	Qualification	B.Com, L.L.B (G), D.T.M
5.	List of other Directorship held excluding private Companies	1(One)
6.	Chairman/Member of the Committee of Board of Director of the Company	Audit Committee, Nomination & Remuneration Committee and shareholders / Investors Grievance Committee.
7.	Chairman/Member of the Committee of Board of Director of the other Company	None
8.	Expertise in specific functional area	In the field of Mfg. Plastic processing Machines & packaging material industries.
9.	Shareholding in the Company	Nil