



**S P CAPITAL**  
**FINANCING LTD.**

CIN NO. L74140MH1983PLC029494, Scrip Code: 530289

Website: [www.spcapital.in](http://www.spcapital.in), Email Id: [spcapitalfin@gmail.com](mailto:spcapitalfin@gmail.com)

PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF S.P. CAPITAL FINANCING LIMITED HELD ON SATURDAY 29<sup>TH</sup> SEPTEMBER, 2018 WHICH COMMENCED ON 3:00 P.M. and CONCLUDED AT 4:00 P.M. AT 908, DALAMAL TOWERS, NARIMAN POINT, MUMBAI-400021.

As per notice dated 30<sup>th</sup> May, 2018, the Thirty Fifth Annual General Meeting (AGM) of the Company was held on 29<sup>th</sup> September, 2018 at 3.00 p.m. at 908, Dalamal Towers, Nariman Point, Mumbai-400021.

Mrs. Meena Jain of the Company was elected as the Chairperson of the Meeting and she presided over the proceedings. She welcomed the members to the Thirty Fifth Annual General Meeting of the Company. A total of 38 members attended the AGM. All the directors of the Company were present except Mr. S.P Jain at the AGM. The Statutory Auditor and the Secretarial Auditor were also present at the AGM.

Than Mrs. Meena Jain, Chairperson of the meeting confirmed that the meeting is call, convene, held and conduct as per the provisions of the Act, the rules and secretarial standards made thereunder.

The Chairperson introduced the Board Members on the Dias to the members of the Company and notice already circulated was read one by one.

The Chairperson then addressed the members and gave an overview on the financial position of the Company for the Financial Year ended on 31<sup>st</sup> March, 2018 and its future look. The Chairperson informed the Members that in accordance with the provisions of the Companies Act, 2013, read with rules made thereunder and Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 "SEBI LODR", the Company had extended the remote e-voting facility through Central Depository Services (India) Limited to enable the members to cast their vote on the proposed resolutions. The e-voting facility was commenced from Wednesday 26<sup>th</sup> September, 2018 at 9:00 a.m. that will end on Friday 28<sup>th</sup> September, 2018 at 5:00 p.m.

The Chairperson informed the Members that the Board has appointed appointed 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 both Remote E-voting and Voting thorough ballot papers at the AGM) for the Resolutions included in the notice of 35th Annual General Meeting.

The Chairperson Invited the participation of the Members of the Company present their for discussing the Standalone and Consolidated Financial Statements for the Financial year ended on 31st March, 2018.

Subsequently the following businesses were transacted which were duly proposed and seconded by members;

Ordinary Business:

1. Adoption of audited standalone and consolidated Financial Statements, Report of Board of Directors and Auditor's for the year ended 31st March, 2018.
2. Re-appointment of Mr. Dhannalal Jainas Director (DIN:00076679) who retires by Rotation.
3. Re-appointment of Mr. S P Jain as Director (DIN:00004402) who retires by rotation.
4. Appointment and Remuneration of Auditor of the Company.

The Chairperson thanked the persons present at the meeting for their support towards the Company. The Scrutinizers stated that the results of E-voting process would be announced within 48 hours of the conclusion of the Meeting. The Chairperson of the Meeting thanked the members and all other present for their support towards the Company.

Please take note of the above information on record. This is a summary of the proceedings of the 35<sup>th</sup> Annual General Meeting and may not be regarded as the minutes of the meeting.

Thanking You

For S.P. Capital Financing Limited

Meena Jain

Chairperson/Director

DIN: 00004413



## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 &109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
35<sup>th</sup> Annual General Meeting  
S.P. CAPITAL FINANCING LIMITED  
held at 908, Dalamal Towers, 211,  
Nariman Point, Mumbai – 400021.

**Sub: Passing of Resolution through Electronic Voting and Poll conducted at the 35<sup>th</sup> Annual General Meeting of S.P. Capital Financing Limited (the Company) held on Saturday, 29<sup>th</sup> September, 2018 at 908, Dalamal Towers, 211, Nariman Point, Mumbai – 400021.**

Dear Sir/Madam,

The Company had appointed me as Scrutinizer to scrutinize the E-voting process and also for the Poll held at 35<sup>th</sup> Annual General Meeting of the Company held on September 29, 2018.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Wednesday, 26<sup>th</sup> September, 2018 at 09:00 a.m. to Friday, 28<sup>th</sup> September, 2018 at 5:00 p.m. Bigshare Services Private Limited are the Registrar and Share Transfer Agent of the Company.



At the 35<sup>th</sup> AGM of the Company held on September 29, 2018, the Chairman of the Company had called for a voting to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

**The result of the E-voting together with those of the Poll are as under:**

Item No. 1 - Ordinary Resolution

**Adoption of audited standalone and consolidated Financial Statements, Report of Board of Directors and Auditor's for the year ended 31st March, 2018;**

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	4568557	100	0	0	0
Poll	12066	100	0	0	0
<b>TOTAL</b>	<b>4580623</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Item No. 2 - Ordinary Resolution

**Re-appointment of Mr. Dhannalal P Jain as Director (DIN: 00076679) who retires by Rotation.**

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	4568557	100	0	0	0
Poll	12066	100	0	0	0
<b>TOTAL</b>	<b>4580623</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Item No. 3 - Ordinary Resolution

**Re-appointment of Mr. S P Jain as Director (DIN: 00004402) who retires by rotation.**

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	4568557	100	0	0	0
Poll	12066	100	0	0	0
<b>TOTAL</b>	<b>4580623</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Item No. 4 - Ordinary Resolution

**Appointment and Remuneration of Auditor of the Company**

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	4568557	100	0	0	0
Poll	12066	100	0	0	0
<b>TOTAL</b>	<b>4580623</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

All resolutions stand passed with requisite majority.



I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through e-voting and voting by the shareholder at AGM of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,



**Sherlyn Rebello**  
**Practicing Company Secretary**  
**Scrutinizer**  
**ACS - 41541**  
**COP- 16401**

Date: 01<sup>st</sup> October, 2018

Place: Mumbai