

PROCEEDINGS OF THE 34th ANNUAL GENERAL MEETING OF S.P.CAPITAL FINANCING LIMITED HELD ON FRIDAY, 29TH SEPTEMBER, 2017 WHICH COMMENCED AT 03:00 PM AND CONCLUDED AT 03:30 PM AT 908, Dalamal Towers, Nariman Point, MUMBAI - 400 021.

As per the Notice dated 30th May 2017, the Thirty Fourth Annual General Meeting (AGM) of the Company was held on Friday, 29th September, 2017 at 03.00 pm at 908, Dalamal Towers, 211, Nariman Point, Mumbai - 400 021.

Mr. S.P. Jain, Managing Director of the Company was elected as the Chairman and presided over the proceedings. He welcomed the Members to the Thirty Second AGM of the Company. A total of 33 Members attended the AGM. All the Directors of the Company were present except Mr. Siddharth Bharill at the AGM. The Statutory Auditor and the Secretarial Auditor were also present at the AGM.

The Chairman introduced the Board Members present on the dais to the Members of the Company and notice already circulated was read one by one.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2017 and its future outlook. The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI LODR", the Company had extended the remote e-voting facility through Central Depository Services (India) Limited (CSDL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 34th AGM. The remote e-voting period had commenced on Tuesday, September 26, 2017 (09.00 a.m. IST) and ended on Thursday, September 28, 2017 (5.00 p.m. IST). The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mr. Martinho Ferrao (FCS No. 6221), Proprietor of **Martinho Ferrao & Associates**, Practising Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 34th AGM.

The Chairman then invited participation of the Members of the Company for discussing the Standalone and Consolidated Financial Statements for the financial year ended 31st March 2017 along with Auditors and Board's Report thereon.

Thereafter, two Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman proposed item no 1, to be passed as an ordinary resolution, relating to adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Statutory Auditors thereon. The resolution was proposed and seconded by the Members.

Then, the Chairman proposed item No. 2, to be passed as an ordinary resolution, relating to appointment of Director in place of Mr. S.P. Jain (DIN:00004402), who retires by rotation and, being eligible, offers herself for re-appointment. The resolution was proposed and seconded by the Members.

Then, the Chairman proposed item No. 3, to be passed as an ordinary resolution, relating to appointment of Director in place of Mrs. Meena Jain (DIN: 00004413), who retires by rotation and, being eligible, offers himself for re-appointment. The resolution was proposed and seconded by the Members.

The Chairman proposed item no. 4, to be passed as an ordinary resolution, relating to the reappointment of M/s. Sanjay Raja Jain & Co., Chartered Accountants, Mumbai (ICAI Registration Number- 120132W) as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting till the conclusion of next i.e. 35th Annual General Meeting of the Company. The resolution was proposed and seconded by Members.

Then, the Chairman proposed item no. 5, to be passed as special resolution, relating to Approval to Related Party Transaction and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 6, to be passed as Ordinary resolution, relating to appointment of Mr. Siddharth Bharill as an Independent Director and the same was proposed and seconded by the Members.

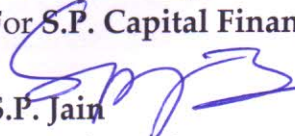
The Chairman then ordered for the poll on all the agenda items as stated in Notice of 34th AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the Auditorium. He, then, requested Mr. Martinho Ferrao,

Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairman announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report shall be announced on 29th September, 2017 at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and would be available at the registered office of the Company. The Chairman thanked all the Members for their presence and support and after the casting of the votes by all the Members present, the 34th AGM stood closed.

Yours faithfully,

For **S.P. Capital Financing limited**


S.P. Jain
Managing Director
DIN: 00004402



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,
34th 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 Voting conducted at the 34th Annual General Meeting of S.P. Capital Financing Limited (the Company) held on Friday, 29th September, 2017 at 908, Dalamal Towers, 211, Nariman Point, Mumbai – 400021.

Dear Sir,

The Company had appointed me as Scrutinizer to scrutinize the E-voting process and also for the voting by shareholders at 34th Annual General Meeting of the Company held on September 29, 2017.

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 Tuesday, 26th September, 2017 at 09:00 a.m. to Thursday, 28th September,



2017 at 5:00 p.m. Bigshare Services Private Limited are the Registrar and Share Transfer Agent of the Company.

At the 34th AGM of the Company held on September 29, 2017, 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, 2017;

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	4297100	99.91	3788	0.09	0
Poll	349	100	0	0	0
TOTAL	4297449	99.91	3788	0.09	0



Item No. 2 - Ordinary Resolution

Re-appointment of Mr. Sureshchand 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	4297100	99.91	3788	0.09	0
Poll	349	100	0	0	0
TOTAL	4297449	99.91	3788	0.09	0

Item No. 3 - Ordinary Resolution

Re-appointment of Mrs. Meena Sureshachand Jain as Director (DIN: 00004413) who retires by rotation.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	4297100	99.91	3788	0.09	0
Poll	349	100	0	0	0
TOTAL	4297449	99.91	3788	0.09	0



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	4297100	99.91	3788	0.09	0
Poll	349	100	0	0	0
TOTAL	4297449	99.91	3788	0.09	0

Item No. 5 - Special Resolution

Approval of Related Party Transactions

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
E-voting	273700	98.63	3788	1.37	4023400*
Poll	349	100	0	0	-
TOTAL	274049	98.64	3788	1.36	4023400*

*19 shareholders holding 4023400 shares were held invalid.



Item No. 6 – Ordinary Resolution

Appointment of Mr. Siddharth Bharill as an Independent Director

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained Nos.
	Nos.	%	Nos.	%	
E-voting	4297100	99.91	3788	0.09	0
Poll	349	100	0	0	0
TOTAL	4297449	99.91	3788	0.09	0

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,

For Martinho Ferrao & Associates
Company Secretaries



SHERLYN REBELLO
Scrutinizer
ACS – 41541




Date: 29th September, 2017

Place: Mumbai

5 | Page

MARTINHO FERRAO & ASSOCIATES
Company Secretaries

Mr. Sureshchand P Jain



Managing Director

