

S P CAPITAL FINANCING LTD

"The Ruby", 5SC, 5th Floor, South Wing, Level 8th, JK Sawant Marg, Dadar west,
Mumbai- 400 028.

Tel. 40372424/22824945/22834051 Fax No. 22844052

CIN: L74140MH1983PLC029494, Scrip Code: 530289

Website: www.spcapital.in, Email Id: spcapitalfin@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 40TH (FOURTIETH) ANNUAL GENERAL MEETING OF THE MEMBERS OF S P CAPITAL FINANCING LTD WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 3:00 P.M. INDIAN STANDARD TIME ("IST") THROUGH BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2023 together with the Reports of the Directors' and the Auditor's thereon and other reports.

2. To declare final dividend for the Financial Year ended 31st March, 2023

To declare final dividend of ₹ 1/- (Rupees One Only) per equity share of ₹ 10/- (Rupees Ten Only) each, for the Financial Year ended 31st March, 2023.

3. To approve re-appointment of Director liable to retire by rotation

To appoint a director in place of Mrs. Meena Sureshchand Jain (DIN: 00004413) as Director who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To approve re-classification of Authorised Share Capital of the Company and in this regard

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for re-classification of the Authorised Share Capital of the Company under Clause V of the Memorandum of Association the Company as mentioned below:

From Rs.12,10,00,000/- (Rupees Twelve Crores Ten Lakhs Only) divided into 1,21,00,000 (One Crore Twenty One Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each;

To Rs.6,60,00,000/- (Rupees Six Crores Sixty Lakhs Only) divided into 66,00,000 (Sixty Six Lakhs Only) equity shares of Rs.10/- (Rupees Ten Only) each and Rs.5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 5,50,000 (Five Lakhs Fifty Thousands) Preference shares of Rs.100/- (Rupees One Hundred Only) each.

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RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs.12,10,00,000/- (Rupees Twelve Crores Ten Lakhs Only) comprising of Rs.6,60,00,000/- (Rupees Six Crores Sixty Lakhs Only) divided into 66,00,000 (Sixty Six Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each and Rs.5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 5,50,000 (Five Lakhs Fifty Thousands) Preference shares of Rs.100/- (Rupees Hundred Only) each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as may be required or considered necessary or incidental thereto to give effect to the foregoing resolutions."

5. To approve increased in Authorised Share Capital of the Company and in this regard

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

RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association, the consent of the members be and is hereby accorded to increase the authorized share capital of the company from Rs.6,60,00,000/- (Rupees Six Crores Sixty Lakhs Only) divided into 66,00,000 (Sixty Six Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each and Rs.5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 5,50,000 (Five Lakhs Fifty Thousands) of Preference shares of Rs.100/- (Rupees Hundred Only) each to Rs.36,60,00,000 (Rupees Thirty Six Crores Sixty Lakhs Only) comprising Rs.6,60,00,000 divided into 66,00,000 equity shares (Six Crores Sixty Lakhs Only) equity shares of Rs.10/- (Rupees Ten Only) and Rs.30,00,00,000 (Thirty Crores Only) divided into 30,00,000 Preference shares of Rs.100/- (Rupees Hundred Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as may be required or considered necessary or incidental thereto to give effect to the foregoing resolutions including filing of e-form with ROC."

6. To approve Alteration of Memorandum of Association of the Company consequent to the above resolutions

Consequent upon passing the above two resolutions, to consider passing the following resolution as **Special Resolution**:

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“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and any other applicable provisions, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force read with rules framed thereunder and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to alter Memorandum of Association consequent to above resolution and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

V. The Authorised Share capital of the Company is Rs.36,60,00,000 (Rupees Thirty Six Crores Sixty Lakhs Only) divided into 66,00,000 (Sixty Six Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each and 30,00,000 Preference shares of Rs.100/- (Rupees Hundred Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as may be required or considered necessary or incidental thereto to give effect to the foregoing resolutions including filing of e-form with ROC.”

7. Issue of 5% Non-Cumulative Redeemable Preference shares on Private Placement basis in this regard

to consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and any other SEBI regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the members of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot up to 30,00,000 (Thirty Lakhs only) 5% Non-Cumulative Redeemable Preference Shares of the Company, of the face value of Rs.100 each, on such terms and conditions, for an aggregate value not exceeding Rs.30,00,00,000 (Rupees Thirty Crores Only) in one or more tranches, from time to time, as may be decided by the Board under this offer, at par or otherwise on a private placement basis to the Promoter/Promoter Group of the Company and on such terms and conditions as, as may be decided by the Board;

RESOLVED FURTHER THAT the said Preference shares shall not be listed with any Stock Exchange.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the terms of issue of NCRPS are as follows:

- (i) the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares:-
The said preference shares shall rank for dividend (if declared by the Company) in priority to the Equity Shares of the Company for the time being of the Company;

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- (ii) the participation in surplus fund:-
The said preference shares shall not participate in surplus fund;
- (iii) the payment of dividend on cumulative or non-cumulative basis:-
Holder of said preference shares shall be paid dividend on a non-cumulative basis;
- (iv) the conversion of preference shares into equity shares:-
The said preference shares shall not be convertible into equity shares;
- (v) the voting rights: The said preference shares shall not carry any voting rights except as provided under Section 47(2) of the Companies Act, 2013 in respect of preference shares;
- (vi) the redemption of preference shares:-
The said preference shares shall be redeemable at par.
- (vii) The said Preference shares shall be redeemable, at par, at any time within a period not exceeding 10 years from the date of allotment as per the provisions of the Companies Act, 2013.
- (viii) The Board be and is hereby authorized to decide and approve the other terms and conditions of this issue, and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Listing Regulations, applicable SEBI Regulations and other applicable laws.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares including the number of shares to be offered to each of the Identified Persons, as it may, in its sole and absolute discretion deem fit within their scope of approval of shareholders, and expedient and to make an offer to the Identified Persons through Private Placement Offer Letter cum Application Form (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to record the name and details of the Identified Persons to whom private placement offer letter is circulated in Form PAS-5 and issue a Private Placement Offer Letter cum Application Form in Form PAS-4, to those persons inviting them to subscribe to the Preference Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of ‘Offer Document’ as may be prescribed under the Act and the Rules made thereunder and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and

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conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate."

8. **Adopt new set of Articles of Association under Companies Act, 2013** in this regard to consider and if thought fit, to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14, or any other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company with the a new set of Articles of Association as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to file and sign such form on behalf of the Company to do all such acts, deeds and things as may be required or considered necessary or incidental thereto to give effect to the foregoing resolutions."

**On behalf of Board of Directors
S P CAPITAL FINANCING LTD**

Date: 01st September, 2023

Place: Mumbai

Sd/-

Pratik Tirlotkar

Company Secretary & Compliance Officer

Membership No.: 70908

Registered office:

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Level 8th JK Sawant Marg, Dadar West-400 028,
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NOTES:

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs has vide General Circular no. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,

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Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act" or the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The registered office of the Company shall be deemed to be the venue of the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 8 below and is also available on the website of the Company at www.spcapital.in

2. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. An explanatory statement pursuant to Section 102 (1) of the Companies Act with respect to Item No. 4 to 8 and relevant details under Regulation 36(5) of the SEBI Listing Regulations with respect to Item No. 3 of the notice set out above is annexed hereto.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to cs@spcapital.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
5. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23, he/she may send a request to the Company by writing at cs@spcapital.in mentioning their Folio No./DP ID and Client ID. The registered office of the Company shall be deemed to be the venue for the AGM. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. **Process for registration of email id for obtaining Annual Report and user id/password for e-voting:**
 - i. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing

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to the Registrar and Transfer Agents of the Company Bigshare Services Private Limited at bhagwan@bigshareonline.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member.

- ii. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
 - iii. In case of any queries / difficulties in registering the e-mail address, Members may write to bhagwan@bigshareonline.com (RTA email).
 - iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
7. The Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at cs@spcapital.in , on the website of BSE Limited and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
9. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Wednesday, September 27, 2023 (9:00 a.m. IST) and ends on Friday, September 29, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 23, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
10. The Board of Directors has appointed Mr. Martinho Ferrao, Practicing Company Secretary (Membership No.6221 and C.P. No. 5676) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
11. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
13. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 23, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 23, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

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	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
--	---

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Jinesh@csjdedhia.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre - Manager from NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@spcapital.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@spcapital.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login**

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method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@spcapital.in. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@spcapital.in from September 21, 2023 to September 27, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other information:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Director or a person authorised by him in writing, who shall countersign the same.
2. The results of the electronic voting shall be declared to the Stock Exchange on or before 02nd October, 2023. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at www.spcapital.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.
3. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, upon the request being sent on cs@spcapital.in
4. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 26, 2023 through email on cs@spcapital.in The same will be replied by the Company suitably.
5. The details as stipulated under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under Item Nos. 3 of this Notice, is annexed.
6. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Registrar and Share Transfer Agent i.e. Link Intime India Private Limited. In respect of shares held in dematerialize form; the nomination may be filed with the respective Depository Participants.

7. NOTE TO SHAREHOLDERS:

We hereby inform that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:

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- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

**By Order of the Board of Directors
S P CAPITAL FINANCING LTD**

**Date: 01st September, 2023
Place: Mumbai**

**Sd/-
Pratik Tirlotkar
Company Secretary & Compliance Officer
Membership No.: 70908**

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Annexed to the Notice of AGM

Explanatory Statement pursuant to provisions of Section 102 (1) of Companies Act, 2013

Item no.04-

The current Authorised Share Capital of the Company is Rs.12,10,00,000/- (Rupees Twelve Crores Ten Lakhs Only) divided into 1,21,00,000 (One Crore Twenty One Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each.

The Board of Director at its meeting held on 01st September, 2023, considered and approved the re-classification of Authorised Share Capital of the Company of Rs.6,60,00,000 (Rupees Six Crores Sixty Lakhs) divided into 66,00,000 (Sixty Six Lakhs Only) equity shares of Rs.10 (Rupees Ten Only) each and Rs.5,50,00,000 (Rupees Five Crores Fifty Lakhs Only) divided into 5,50,000 (Five Lakhs Fifty Thousands) of Preference shares of Rs.100 (Rupees Hundred Only) each.

In terms of Clause 7 & 8 of the Articles of Association of the Company permits the Company to the Company to alter its Authorised Share Capital in accordance with Section 61(1) of the Act, subject to the approval of the Members of the Company by Special Resolution.

In order to alter the Authorised Share Capital of the Company, the Memorandum of Association of the Company will also undergo a change in terms of Section 13 of the Act, subject to the approval of the members by way of Special Resolution.

The Board commends the passing of the resolution set out at Item no.4 for the approval of members of the Company by Special Resolution.

Nature of concern or interest of Directors

None of the directors and/or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the above Resolution except their shareholding.

Item no.05-

The current authorised share capital of the Company is Rs.12,10,00,000/- (Rupees Twelve Crores Ten Lakhs only) divided into 1,21,00,000 equity shares of Rs.10/- (Rupees Ten Only) each.

In order to meet its business objectives, it is proposed to infuse the funds for the requirements of the Company by increasing authorised share capital by Rs.24,50,00,000 (Rupees Twenty Four Lakhs Fifty Thousand Only) which totalling to Rs.36,60,00,000 (Rupees Thirty Six Crores Sixty Lakhs Only) divided into 66,00,000 equity shares of Rs.10/- (Rupees Ten Only) and 30,00,000 Preference shares of Rs.100/- (Rupees Hundred Only) each.

Further, pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company.

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Accordingly, the Board recommends the resolutions set out at Item No.5 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions except to the extent of their shareholding in the Company, if any.

The Board commends the passing of the resolution set out at Item no. 5 for the approval of members of the Company by Special Resolution.

Nature of concern or interest of Directors

None of the directors and/or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the above Resolution except their shareholding.

Item no.06-

An increase in the Authorised share capital and re-classification of Authorised share capital of the Company requires an alteration to the Capital clause i.e. Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, an alteration to the Memorandum of Association would require member's approval.

Existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

V. The Authorised Share capital of the Company is Rs.36,60,00,000 (Rupees Thirty Six Crores Sixty Lakhs Only) divided into 66,00,000 (Sixty Six Lakhs Only) equity shares of Rs.10/- (Rupees Ten Only) each and 30,00,000 Preference shares of Rs.100/- (Rupees Hundred Only) each.

The Board commends the passing of the resolution set out at Item no. 6 for the approval of members of the Company by Special Resolution.

Nature of concern or interest of Directors

None of the directors and/or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the above Resolution except their shareholding.

Item no.07-

The Board had, at its meeting held on 01st September, 2023, approved the proposal to offer and allot 30,00,000 (Thirty Lakhs Only) 5% Non-Cumulative Redeemable Preference Shares of face value of Rs.100/- each aggregating to Rs.30,00,00,000/- (Rupees Thirty Crores Only), on private placement basis to Pride Hotels Limited, for cash as follows:

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In terms of the provisions of Section 62, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, any Private Placement allotment of securities is required to be approved by the Members of the Company by way of a Special Resolution.

Hence, the consent of the Members is being sought by a special resolution to enable the issue of 5% Non-Cumulative Redeemable Preference Shares as may be permitted under applicable laws to the Pride Hotels Limited in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, and any other applicable laws.

A statement of disclosures as required under Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:-

Particulars	Details
the size of the issue and number of preference shares to be issued and nominal value of each share	30,00,000 5% Non-Cumulative Redeemable Preference Shares of face value of Rs.100/- each aggregating to Rs.30,00,00,000/- (Rupees Thirty Crores Only).
Nature of Shares	Non-Cumulative Redeemable Preference Shares
The objectives of the issue;	To meet the funding requirements arising out of the aggressive growth plans of the Company in the coming years.
The manner of Issue of shares	30,00,000 5% Non-Cumulative Redeemable Preference Shares of face value of Rs.100/- each is proposed to be issued on private placement basis
the price at which such shares are proposed to be issued	The proposed issue of 5% Non-Cumulative Redeemable Preference Shares of face value of Rs.100/- at an issue price of Rs.100 per share.
the basis on which the price has been arrived at	Issued at par
the terms of issue, including terms and rate of dividend on each share, etc.	Rate of dividend:- 5% on Non-Cumulative basis
the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.
the manner and modes of redemption	The proposed preference shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time.
the current shareholding pattern of the company	Please refer shareholding Pattern given below.
the expected dilution in equity share capital upon conversion of preference shares	Not applicable as Company has issued Non-Cumulative Redeemable Preference Shares and not convertible.

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A statement of disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

particulars of the offer including date of passing of Board resolution	01 st September, 2023
kinds of securities offered and the price at which security is being offered	5% Non-Cumulative Redeemable Preference Shares of face value of Rs.100/- each is proposed to be issued on private placement basis
basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Issued at par
name and address of valuer who performed valuation	Not Applicable since the Preference Shares issue under consideration are Redeemable
amount which the company intends to raise by way of such securities	Rs.30,00,00,000 (Rupees Thirty Crores Only)
proposed time schedule	Within 3 months
Principle terms of assets charged as securities	Not applicable
Rate of Dividend	5% on Non-Cumulative basis
Listing	Non-Cumulative Redeemable Preference Shares will not be listed at any Stock Exchange

The pre issue and post issue shareholding pattern of the company:

Equity shares:

Sr.No.	Category	Pre-issue		Post-issue	
		No. of equity shares	% of holding	No. of equity shares	% of holding
A	Promoters' holding				
1	Indian				
	Individual	25,74,400	42.82	25,74,400	42.82
	Bodies Corporate	15,92,800	26.49	15,92,800	26.49
	Sub total	41,67,200	69.31	41,67,200	69.31
2	Foreign Promoters	--	--	--	--
	Sub-total (A)	41,67,200	69.31	41,67,200	69.31
B	Non Promoters' holding				
1	Institutional Investors	--	--	--	--
2	Non-institution	--	--	--	--
	Private corporate bodies	14,318	0.24	14,318	0.24
	Directors and relatives	--	--	--	--

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	Indian public	17,15,962	28.54	17,15,962	17,15,962
	others (including NRIs)	1,14,720	1.91	1,14,720	1,14,720
	Sub-total (B)	--	--	--	--
C	GRAND TOTAL	60,12,200	100.00	60,12,200	100.00

*Preference Shares (Non-Cumulative Redeemable)

Sr.No.	Category	Pre-issue		Post-issue	
		No. of Preference shares	% of holding	No. of Preference shares	% of holding
A	Promoters' holding				
1	Indian				
	Individual	--	--	--	--
	Bodies Corporate	--	--	30,00,000	100
	Sub total	--	--	30,00,000	100
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	--	--	30,00,000	100
B	Non Promoters' holding				
1	Institutional Investors	--	--	--	--
2	Non-institution	--	--	--	--
	Private corporate bodies	--	--	--	--
	Directors and relatives	--	--	--	--
	Indian public	--	--	--	--
	others (including NRIs)	--	--	--	--
	Sub-total (B)	--	--	--	--
C	GRAND TOTAL	--	--	30,00,000	100

This special resolution passed pursuant to sub-rule (2)(b) shall be valid for a period of twelve months from the date of passing of the such resolution.

Nature of concern or interest of Directors

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution except to Mr.Sureshchand Premchand Jain and Mrs. Meena Jain.

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The Board commends the passing of the resolution set out at Item no. 7 for the approval of members of the Company by a Special Resolution.

Item no.08-

The existing Articles of Association (AOA) are based on the Companies Act, 1956 (the erstwhile act) and several regulations in the existing AOA contained references to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the new act).

While the coming into force of the new Act, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table F of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

A copy of the proposed set of new Articles of Associations of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 11 AM to 1.30 PM up to the date of Annual General Meeting.

The Board commends the passing of the resolution set out at Item no. 8 for the approval of members of the Company by a Special Resolution.

Nature of concern or interest of Directors

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution except to the extent of their shareholding in the Company, if any.

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT/APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Name of the Director	Meena Sureshchand Jain (DIN: 00004413))
Age (Years)	71 years
Nationality	Indian
Date of first Appointment on the Board	25/03/2015
Shareholding in the Company	2,75,500
Qualification	B.A
Brief resume and Expertise in specific functional area	In the field of Finance, Hotels industry

S P CAPITAL FINANCING LTD

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Terms & Conditions of re-appointment/ variation of Remuneration	NIL
Remuneration last drawn	NIL
Directorships held in other Companies (excluding Directorship in private and companies under Section 8 of the Companies Act, 2013)	2
Chairman/Membership in committees of the Board of Directors of other Listed Company in which he/she is a Director	2
Inter-se relationship with other directors/ Key Managerial Personnel	Wife of Sureshchand Premchand Jain
No. of Board meetings attended during the year	5