

S.P.CAPITAL FINANCING LIMITED

908, Dalamal Tower, 211, Nariman Point, Mumbai – 400 021.
Tel. 40372424/22824945/22834051 Fax No. 22844052
CIN NO.L74140MH1983PLC029494, Scrip Code: 530289
Website: www.spcapital.in, Email Id: spcapitalfin@gmail.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF S.P. CAPITAL FINANCING LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") ON WEDNESDAY, 11TH NOVEMBER, 2020 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

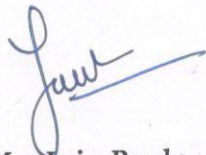
Appointment of Statutory Auditors to fill Casual Vacancy.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modifications or amendment thereon or re-enactment thereof for the time being in force) and the rules made thereunder, M/s. JMT & Associates, Chartered Accountants, Mumbai, (FRN: 104167W) be and are hereby appointed as statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Amar Bafna & Associates., Chartered Accountant (ICAI Registration No.114854W) until the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

RESOLVED FURTHER THAT Board of Director of the Company / Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and take such steps as may be considered necessary and expedient to give effect to foregoing resolution."

By order of the Board
S P CAPITAL FINANCING LTD



Ms. Juie Pavle
Company Secretary & Compliance Officer
ACS No. 60429
Place: Mumbai
Date: 22/10/2020



Registered Office:

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

NOTES:

1. Pursuant to the **Circular No. 14/2020 dated April 08, 2020**, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the **Circular No. 14/2020 dated April 08, 2020**, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA) at Bigshare Services Private Limited ("BSSPL"), by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
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 EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mferraocs@yahoo.com with a copy marked to evoting@nsdl.co.in
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at spcapitalfin@gmail.com
7. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 1 is annexed hereto.
8. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
9. 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 Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Services Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting

votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL. (Considering NSDL as Depository)

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://www.spcapital.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.

11. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

12. Since the eEGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. Instructions for e-voting and joining the eEGM are as follows: A. VOTING THROUGH ELECTRONIC MEANS i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, 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. The instructions for e-voting are given herein below. ii. The remote e-voting period commences on Sunday, 8th November, 2020 at 9AM and ends on Tuesday, 10th November, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 4th November 2020

i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast 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 during the EGM. iii. 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 to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner. iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again. v. 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. vi. Any person, 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 obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. vii. The details of the process and manner for remote e-voting are explained herein below:
Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/> Step 2: Cast your vote electronically on NSDL e-voting system. Details on Step 1 are mentioned below:

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.nsd.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 "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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 For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***
5. Your password details 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 by NSDL. 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 in your mailbox from evoting@nsdl.com. 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) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
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. d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click 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. Details on Step 2 are mentioned below: How to cast your vote electronically on NSDL e-voting system? 1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles. 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status. 3. Select "EVEN" of the Company, which is 112923. 4. Now you are ready for e-voting as the Voting page opens 5. 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. 6. Upon confirmation, the message "Vote cast successfully" will be displayed. 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. General Guidelines for shareholders 1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to mferraocs@yahoo.com with a copy marked to evoting@nsdl.co.in 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 <https://www.evoting.nsdl.com> to reset the password. 3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms.Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990

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

1. Members will be able to attend the EGM through VC / OAVM. **The Members can join through google meet application by clicking on <https://meet.google.com/ppo-kemm-vec>**
2. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the EGM, can contact Company on Telephone No. 022 40372424 / 022 40372403. Process for registration of email id for obtaining Annual Report and user id/password for e-voting: Physical Holding Send a request to the Registrar and Transfer Agents of the Company, BSSPL at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059. providing 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) for registering email address.
4. Members who would like to express their views or ask questions during the EGM 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 spcapitalfin@gmail.com from

November06, 2020 (9:00 a.m. IST) to November09, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.spcapital.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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

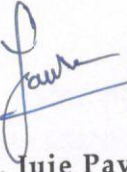
Item No. 1 (Special Resolution)

The shareholders in their Thirty Fifth AGM held on September 29, 2018 has approved appointment of M/s. Amar Bafna & Associates., Chartered Accountant (ICAI Registration No.114854W) as the statutory Auditors of the Company for a term of 5 consecutive years i.e. from the conclusion of the 35th Annual General Meeting till the conclusion of 40 Annual General Meeting. The Company was informed through a letter dated October 13, 2020 that Mr. Amar Bafna, (partner of M/s. Amar Bafna & Associates., Chartered Accountant (ICAI Registration No.114854W) had his firm has merged with new firm **M/s. JMT & Associates Chartered Accountant (ICAI Registration No. 104167W)**. The Company on being made aware of the change of firm of the Statutory Auditor called the meeting of the Board of Directors of the Company to fill the casual vacancy caused by the resignation of the existing statutory Auditor firm. The Board of Directors in their meeting held on 19th October 2020, has discussed the appointment of new Statutory Auditor firm and had recommended the appointment of **M/s. JMT & Associates**, Chartered Accountant (ICAI Registration No. **104167W**) as Statutory Auditors to the shareholders of the Company in this Extra Ordinary Annual General Meeting. **M/s. JMT & Associates**, Chartered Accountant (ICAI Registration No. **104167W**) have conveyed their consent to be appointed as the Statutory Auditors of the Company, until the conclusion of the next Annual General Meeting, along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. The brief profile of the Auditors is as under **M/s. JMT & Associates** is firm of Chartered Accountants registered with the Institute of Chartered Accountant of India (ICAI). The Audit firm has valid peer review certificate. The Audit firm primarily provides Audit and Assurance Services to its clients engaged in Financial Services.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

For and on behalf of the Board

S P CAPITAL FINANCING LTD


Ms. Juie Pavle



Company Secretary & Compliance Officer

ACS-60429

Place: Mumbai

Date :22nd October, 2020

Registered Office:

908, Dalamal Tower,

211, Nariman Point,

Mumbai-400 021.