

S P CAPITAL FINANCING LIMITED

ANNUAL REPORT

2020-21

S P CAPITAL FINANCING LIMITED

Annual Report (2020-21)

Board of Directors

Shri S.P.Jain	Chairman & Managing Director
Mrs.Meena S. Jain	Director
Shri Baldev L. Boolani	Independent Director
Shri Rajendra L. Jain	Independent Director

BOARD COMMITTEES:

Audit Committee

Shri Rajendra L. Jain	Chairman
Shri Baldev Boolani	Member
Shri S.P. Jain	Member

Stakeholders Relationship Committee

Shri Rajendra L. Jain	Chairman
Shri S.P.Jain	Member
Mrs. Meena S Jain	Member

Auditors

M/s. JMT & ASSOCIATES.
Chartered Accountants

Chief Financial Officer

Mr. Sandeep Gopale

Company Secretary

Ms. Juie Pavle

Bankers

Central Bank of India
HDFC Bank Ltd
RBL Bank Ltd

Nomination and Remuneration Committee

Shri Baldev L Boolani	Chairman
Shri Rajendra L. Jain	Member
Mrs. Meena Jain	Member

38th ANNUAL GENERAL MEETING

DATE : 30th September, 2021
TIME : 4.00 p.m.
VENUE : 908, Dalamal Tower,
211, Nariman Point, Mumbai-21.

Secretarial Advisor

Mr. Martinho Ferrao & Associates
Practicing Company Secretary
Mumbai.

WEBSITE: www.spcapital.in

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Registrar and Transfer Agents

Bigshare Services Pvt Ltd

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

Office Registered

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

Equity Shares are listed on

Bombay Stock Exchange

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF S.P. CAPITAL FINANCING LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) ON THURSDAY, SEPTEMBER 30, 2021 AT 4.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the year ended on 31st March, 2021 (including audited consolidated financial statement) and the Reports of the Directors’ and the Auditor’s thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2021.
3. To appoint a Director in place of **Mrs. Meena.S. Jain (DIN: 00004413)**, who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. To consider and if thought fit to pass, the following Resolution as an **Ordinary Resolution:**

Appointment of **M/s. JMT & Associates., Chartered Accountants, Mumbai** (Firm Registration No. FRN 104167W), as Statutory Auditors of the Company:

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory Modification (s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to the appointment of **M/s. JMT & Associates., Chartered Accountants, Mumbai**(Firm Registration No. 104167W), as Statutory Auditors of the Company for a term of four consecutive years from the conclusion of this Annual General Meeting to Annual General Meeting of the Company to be held in year 2025 at such remuneration as may be mutually agreed between the Board of Directors and Auditors”.

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

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

Place: Mumbai
Date : 25th June, 2021

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

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

Notes:

1. Pursuant to the General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conference (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

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. 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 send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. authorizing them to attend the AGM, by e-mail to spcapitalfin@gmail.com with a copy marked to evoting@nsdl.co.in

4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

5. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant (DP). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website at [www. https://www.spcapital.in/](http://www.https://www.spcapital.in/) websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com

6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Pvt. Ltd. (BSSPL) in case the shares are held by them in physical form.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to BSSPL in case the shares are held by them in physical form.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to BSSPL in case the shares are held in physical form.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BSSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

11. 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 29, 2021 through email on spcapitalfin@gmail.com. The same will be replied by the Company suitably.

12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed

dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

13. Unclaimed Dividends: Dividends remaining unclaimed/unpaid for 7 years from the date of disbursement will be transferred as per section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, (“Rules”) to the Investors Education and Protection Fund (IEPF). As no claim shall lie against either the company or the IEPF after a period of 7 years from the date of disbursement, shareholders who have not yet encashed their dividend warrants are urged to contact the Registered office of the company for revalidation and encash them before the due date for transfer to the IEPF as mentioned below.

Sr. No.	Dividend for F.Y.	Disbursed on	Due Date for Transfer to IEPF
2	2014-2015	20/10/2014	05/11/2021
3	2015-2016	16/10/2015	05/11/2022

14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

15. At the EGM held on November 11, 2020 the Members approved appointment of M/s. JMT & Associates., Chartered Accountants, Mumbai, (FRN: 104167W) 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) till the conclusion of the AGM to be held in the year 2021 and that they shall conduct the Statutory Audit for the financial year 2020-21. Accordingly based on the recommendation of Audit Committee and confirmation received from M/s. JMT & Associates., Chartered Accountants, Mumbai, (FRN: 104167W) of their eligibility, the Board recommends to the members of their appointment as Auditors of the Company for a period of four years from the conclusion of this AGM till the conclusion of AGM of the Company to be held in year 2025.

16. Instructions for e-voting and joining the AGM 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 Monday, September 27, 2021 (9:00 a.m. IST) and ends on Wednesday, September 29, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 25, 2021 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 AGM 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 AGM. 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 AGM 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 AGM 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. How to 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:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="564 277 1396 869">1. 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 or joining virtual meeting & voting during the meeting. <li data-bbox="564 898 1396 1061">2. 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.jsp <li data-bbox="564 1090 1396 1720">3. 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. 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 or joining virtual meeting & voting during the meeting. <li data-bbox="564 1794 1396 1912">4.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; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.

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

1. Members will be able to attend the AGM through VC / OAVM .By using Google meet application, video call link:-<https://meet.google.com/vgh-dcfz-osi>

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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

3. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 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 spcapitalfin@gmail.com from September 23, 2021 (9:00 a.m. IST) to September 25, 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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

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 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.

ANNEXURE TO NOTICE

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

Annexure A

Item No. 3		
1.	Name	Mrs. Meena S. Jain
2.	Date of Birth	17 th December 1951
3.	Profession	Business
4.	Qualification	B.A
5.	List of other Directorship held excluding private Companies	-----
6.	Chairman/Member of the Committee of Board of Director of the Company	One
7.	Chairman/Member of the Committee of Board of Director of the other Company	Ten
8.	Expertise in specific functional area	In the field of Finance, Hotels & Construction Business
9	Shareholding in the Company	1425700

Item No. 4 (Ordinary Resolution)

The Board of Directors on recommendation of Audit Committee and members of the Company in their EGM held on 03rd February, 2020 has appointed M/s JMT & Associates., Chartered Accountants, (Firm Registration Number 104167W) as the 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) to hold office from the conclusion of the Extraordinary General Meeting (EGM) till the conclusion of the AGM to be held in the year 2021 and that they shall conduct the Statutory Audit for the financial year 2020-21.

Accordingly based on the recommendation of Audit Committee and confirmation received from M/s JMT & Associates., Chartered Accountants, (Firm Registration Number 104167W) of their eligibility, the Board recommends to the members of their appointment as Auditors of the Company for a period of four years from the conclusion of this AGM till the conclusion of AGM of the Company to be held in year 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Accordingly, the Board recommends passing of the Ordinary Resolution by the shareholders of the Company.

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

Sd/-

**Place: Mumbai
Date : 25th June, 2021**

**S.P. Jain
Chairman & Managing Director
DIN: 00004402**

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

Director's Report

To the Members,

Your Directors are pleased to present the Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended **31st March, 2021**.

FINANCIAL RESULTS

The financial performance of your Company for the year ended **March 31, 2021** is summarized below:
(Rupees in Lacs)

Particulars	2019-2020	2020-2021
Net Sales/ Income from Operations	248.10	50.26
Other Income	0.50	535.21
Total Income	248.60	585.47
Total Expenses	226.44	38.17
Profit/(Loss) from operations after other incomes, finance cost but before exceptional items	22.16	547.31
(-) Exceptional Items	-	-
Profit/(Loss) Before Tax	22.16	547.31
Tax		
- Current Tax	5.74	3.22
- Deferred Tax	0.00	0.06
- Tax for earlier years	0.00	0.00
Net Profit After Tax	16.42	544.03
(-) Extraordinary Items	-	-
Net Profit	16.42	544.03

The Financial Statements including consolidated financial statement for the financial year ended 31st March, 2021 have been approved by the Board of Directors.

COMPANY'S AFFAIRS

Total Income of the Company stood at 585.47 Lacs for the year ended March 31, 2021 as against 248.60 Lacs in the previous year. The Company made a Net Profit of 544.03 Lacs for the year ended March 31, 2020 as compared to the Net Profit of 16.42 Lacs in the previous year. The above Gross Income and Net Profit for the year ended March 31, 2021 also includes the revenue and profit earned by the Company from the sale of Investment in securities of funds management business during the fourth quarter ended on March 31, 2021.

DIVIDEND

The Board of Directors at their meeting held on 25th June, 2021, has recommended payment of Rs. 0.50 (Paise fifty only) (5 %) per equity share of the face value of Rs.10 (Rupee Ten only) each as dividend for the financial year ended 31st March, 2021. The payment of final dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the Company.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2020 was Rs.601.22 Lacs @ Rs.10 per share. The Company has not issued shares with differential voting rights nor granted stock options or sweat equity.

FIXED DEPOSITS

Since your Company is a non-deposit taking Non-Banking Financial Company, it has not accepted any deposits under Chapter V of Companies Act, 2013/applicable guidelines of Reserve Bank of India, during the year under review.

RBI GUIDELINES

As a Non-Deposit accepting Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

SUBSIDIARIES COMPANIES, JOINT VENTURES AND ASSOCIATES

The Company has no subsidiary Company. The company has one Associate company- Pride Orchades Private Limited, which was incorporated on 15.01.1997.

RESERVES

There was no transfer of reserves in accordance with the provisions of Section 45-IC of the Reserve Bank of India Act, 1934.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated in Regulation 34 of the Listing Regulations, 2015 is annexed to this Report.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY

During the year under review, Company has entered into Related Party which requires disclosure under Section 134 (3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014. The transaction with related party are disclosed in annexure - 6 as AOC-2 in board report. The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company website.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Details of loans, guarantees and investments are given in the notes to the Financial Statements.

FINANCIAL STATEMENT

The audited financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

NUMBER OF MEETINGS OF THE BOARD

The Board met 5 times in the Financial Year 2020-21 viz., 24th June, 2020, 3rd September, 2020, 19th October, 2020, 11th November, 2020 and 12th February, 2021. The maximum time interval between any two meetings did not exceed 120 days.

BOARD OF DIRECTORS:

The present strength of Board of Directors consists of two (Promoter) Directors and two Non-Executive (independent) Directors who are themselves experienced industrialists heading their business empire and category are given below:

(A) The Constitution of the Board as on March 31, 2021.

The Composition of the Board of Directors and also the number of other Directorship of Committees of which they are member/Chairperson are as given below:

Directors	Category	No. of Directorships		No. of Committee position	
		Public	Private	Member	Chairman
Shri S. P. Jain	Promoter Chairman & Managing Director	4	9	2	1
Shri Baldev L Boolani	Independent Non Executive Director	2	2	2	1
Mrs. Meena S Jain	Promoter Non-Executive Director	2	9	3	-
Shri Rajendra L. Jain	Independent Non Executive Director	2	6	4	2

(B) Board Procedure:

The Board of the Company met 5 times during the year ended March 31, 2021. Notice and Agenda were circulated in advance of each meeting of the Board of Directors. The Chairman briefed the Board at every meeting on the overall performance of the Company.

(C) Attendance of each Director at the Board Meeting and the Last Annual General Meeting:

The Board meetings were held on the following dates: 24th June, 2020, 03rd September, 2020, 19th October, 2020, 11th November, 2020 and 12th February, 2021.

During the year under review, Five Board meetings were held which were attended to by each of the Directors as detailed herewith:

Name of Directors	Category	No. of Board Meetings attended	Attendance of last AGM
Shri S. P. Jain	Promoter Chairman / Managing Director	5	Present
Shri Baldev L Boolani	Non-promoter / Independent Director	5	Present
Mrs. Meena S. Jain	Promoter /Woman Director	3	Present
Shri Rajendra L. Jain	Non-promoter / Independent Director	5	Present

(D) Brief Note on

the Directors seeking appointment / Re-appointment at the 38th Annual General Meeting:

In Compliance with and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, brief resume, expertise and details of other directorship, membership in committees of Directors of other companies and shareholding in the Company of the Directors proposed to be appointed are given in the Annexure A forming part of Notice.

DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013

No material changes and commitments which could affect the Company financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31st March, 2021, the Board of your Company consists of four Directors as follows:

Name	Category
Sureshchand P Jain	Chairman & Managing Director, (Executive Promoter Non Independent Director)
Meena Sureshchand Jain	Non-executive Promoter Director, (Woman Director)
Rajendra L. Jain	Non-executive Independent Director
Baldev Boolani	Non-executive Independent Director

a) Directors

Mrs. Meena S. Jain (DIN **00004413**), who retires by rotation and, being eligible, offers himself for re-appointment. If re-appointed, his term would be in accordance with the policy for directors of the Company.

Mr. Rajender L. Jain (DIN: **000473752**) was appointed as Non Executive Independent Director for five years from 13th February, 2020 to 12th February, 2025 in AGM of the Company held on 30th September, 2020.

The Company has formulated a policy on director appointment & remuneration including criteria for determining qualifications, positive attributes independence of director & other matters as provided under section 178(3) of the Companies Act, 2013 & such policy is annexed with the Director Report. The details of familiarization programme for Independent Directors have been disclosed on website of the Company. Pursuant to the provisions of the Companies act 2013 and SEBI (Listing Obligation and Disclosure Requirements) 2015, evaluation of every Directors performance was done by the Nomination and Remuneration Committee. The performance evaluation of the Non – Independent Directors and the Board as a whole, committees thereof and the chairperson of the company was carried out by the Independent Directors. Evaluation of the Independent Directors was carried out by the entire Board of Directors, excluding the Directors being evaluated. A structured questionnaire was prepared after circulating the draft norms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the directors to discharge their duties, Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.

The following policies of the company are attached herewith and marked as Annexure 1, Annexure 2 and Annexure 3.

Policy on appointment of Directors and Senior Management (Annexure 1)

Policy on Remuneration to Directors' (Annexure 2)

Policy on Remuneration of Key Managerial Personnel and Employees (Annexure 3)

b) Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013, and Regulation 17 (1) (a) of the SEBI (LODR) Regulations, 2015, the Company shall have at least one Woman Director on the Board. Your Company has Ms. Meena S Jain, as Woman Director on the Board of the Company.

c) Key Managerial Personnel

In accordance to the provisions of Companies Act, 2013, the following persons are the KMPs of the Company, as recorded by the Board as on 31st March, 2021:

Mr. Sureshchand P Jain: Managing Director
 Ms. Juie Pavle : Company Secretary
 Mr. Sandeep Gopale : Chief Financial Officer

d) Changes in Directors and Key Managerial Personnel (KMP) during the FY 2020 - 2021

During the year under review, there was no change in Directors and Key Managerial Personnel (KMP).

DECLARATIONS BY INDEPENDENT DIRECTOR

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013. As per Section 149 of the Companies Act, 2013, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

AUDITORS

At the EGM held on November 11, 2020 the Members approved appointment of M/s. JMT & Associates., Chartered Accountants, Mumbai, (FRN: 104167W) 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) till the conclusion of the AGM to be held in the year 2021 and that they shall conduct the Statutory Audit for the financial year 2020-21. Accordingly based on the recommendation of Audit Committee and confirmation received from M/s. JMT & Associates., Chartered Accountants, Mumbai, (FRN: 104167W) of their eligibility, the Board recommends to the members of their appointment as Auditors of the Company for a period of four years from the conclusion of this AGM till the conclusion of AGM of the Company to be held in year 2025.

STATUTORY AUDITORS REPORT

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

SECRETARIAL AUDIT REPORT

A Secretarial Audit Report for the year ended 31st March, 2021 in prescribed form duly audited by the Practicing Company Secretary Firm M/s. **Sherlyn Rebello & Associates** is annexed herewith and forming part of the report.

In secretarial audit report practicing company secretary M/s. **Sherlyn Rebello & Associates** has qualified that two Forms were not filed, we have to explain that same were missed out because that time there was Lock Down going on in the Country due to COVID 19 pandemic and after wards our Company Secretary was also in Quarantine and not well. The same are being filed now.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- i. In the preparation of the annual accounts for the financial year ended **31st March, 2021** the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended **31st March, 2021**.
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- iv. The Directors have prepared the Annual Accounts on a going concern basis.
- v. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY **2020-21**.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Evaluation of Board of Directors: The Board carried out formal annual evaluation of its own performance and that of its Committees viz., the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee (NRC) and Corporate Social Responsibility Committee. The Board also carried out the performance evaluation of all the individual directors including the Chairman of the Company. Additionally, NRC also carried out the evaluation of the performance of all the individual directors and Chairman of the Company. The performance evaluation was carried out by way of obtaining feedback from the Directors through a structured questionnaire prepared in accordance with the policy adopted by the Board and after taking into consideration the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India. The structured questionnaire prepared to evaluate the performance of individual directors and the Chairman, inter alia, contained parameters such as professional conduct, roles and functions, discharge of duties and their contribution to Board/ Committees/Senior Management. The questionnaire prepared for evaluation of the Board and its Committees, inter alia, covered various aspects such as structure and composition, electiveness of board process, information and roles, responsibilities and functioning of the Board and its Committees, establishment and determination of responsibilities of Committees, the quality of relationship between the board and the management and professional development. The feedback received from the Directors through the above questionnaire was reviewed by the Chairman

of the Board and the Chairman of the NRC and then discussed the same at the meetings of the Board and NRC respectively. The performance evaluation of the Chairman, Managing Director and the Board as a whole was carried out by the Independent Directors at their separate meeting held on **December 18, 2020**. The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

DETAILS OF COMMITTEE OF DIRECTORS

The Board of Directors has constituted. Three committees of the Board (i) the Audit committee (ii) Nomination & Remuneration Committee and (iii) Stakeholder's Relationship Committee and (iv) Corporate Social Responsibility Committee .

(i) AUDIT COMMITTEE

Audit Committee of Directors comprise of Shri S. P. Jain, Shri Baldev L. Boolani and Shri Rajendra L. Jain. The Committee elected Shri Rajendra L. Jain as the Chairman. The Audit Committee acted as interface between the management and statutory Auditor and the terms of reference were specified as per the requirement of the Act.

Composition, name of members and Chairperson:

Sr. No.	Name of the Director	Position held Chairman / Member	Meeting held	Meeting attended
1.	Shri Baldev Boolani	Member	5	5
2.	Shri S. P. Jain	Member	5	5
3.	Shri Rajendra L. Jain	Chairman	5	5

Attendance during the year:

The Committee met on 24th June, 2020, 03rd September, 2020, 19th October, 2020, 11th November, 2020 and 12th February, 2021 and was attended by all the members.

Apart from various responsibilities stipulated by the Board to the Audit Committee, the responsibility areas are as follows:

Review of the Company's financial reporting process and disclosures to ensure that the financial statements are correct, sufficient and credible.

Recommending the appointment/removal of external Auditors, fixing of Audit fee and payment for other services.

Reviewing annual financial statement before submission to the Board with focus on change in accounting policies and practice. Major accounting entries, qualification in draft audit report, significant adjustments arising out of audit, accounting standards compliance, compliance with Stock Exchange and other legal requirements.

Reviewing with the management, external and internal auditors, the adequacy of internal control systems and internal audit functions.

Discussions with auditors, any significant findings and follow-up thereon. Reviewing any suspected fraud, irregularity or failure of internal Control system of material nature and reporting the matter to the Board.

Discussion with external auditor in respect of pre and post audit matters.

Reviewing Company's financial and risk management policies.

Look into reasons for substantial defaults in payment to shareholders and creditors.

ii) Nomination & Remuneration Committee Terms of Reference

The Broad terms of reference of the Nomination & Remuneration Committee is to fix remuneration payable to the Directors in terms of provisions of the Companies Act, 2013 and refer the same to the Board. Nomination & Remuneration Committee of Directors was reconstituted during the year and comprise of Shri Baldev L. Boolani, Mrs. Meena Jain and Shri Rajendra L. Jain.

Composition, name of members and Chairperson:

Sr. No.	Name of the Director	Position held Chairman / Member	Meeting held	Meeting attended
1.	Shri Baldev Boolani	Chairman	1	1
2.-	Mrs. Meena Jain	Member	1	1
3.	Shri Rajendra L. Jain	Member	1	1

Attendance during the year:

The Committee met on 24.06.2020 and was attended by all the members.

Remuneration Policy:

Non-executive Directors are remunerated by way of sitting fees only. The Company does not pay any remuneration by way of Salary, Perquisites and Allowances to the Directors as prescribed under provisions of the Companies Act, 2013. The minutes of the Nomination & Remuneration Committee Meeting were circulated to the Board, discussed and taken note of.

iii) Stakeholders Grievances Committee:

Mr. S. P. Jain, the Managing Director of your Company has always remained very cautious, conscious and concerned about the shareholders' grievances. This resulted in quick attendance and settlement of any grievance leaving no complaint unattended to for a longer time. The Board of Directors are pleased to announce that there were nil complaints received during the year under review.

Stakeholders Relationship Committee:

During the year under review the following Directors were the Members of the Stakeholders' Relationship Committee.

Sr. No.	Name of the Director	Position held Chairman / Member	Meetings held	Meetings attended
2.	Mrs. Meena S Jain	Member	1	1
3.	Shri S.P.Jain	Member	1	1
4.	Shri Rajender L. Jain	Chairman	1	1

a).The Particulars of Investors, grievances received and redressed during the year are furnished below:

Sr. No.	Nature of Complaints	No. of Complaints		
		Received	Resolved	Pending as on 31/3/2021
1.	Non receipt of Annual Report	Nil	Nil	Nil
2.	Complaints relating to dematerialization of Shares	Nil	Nil	Nil
3.	Non-receipt of Share Certificates after transfer / duplicate / name correction	Nil	Nil	Nil
4.	Others	Nil	Nil	Nil
	TOTAL	Nil	Nil	Nil

b). Code of Insider Trading:

The Company has adopted a code of conduct for prevention of insider trading in the shares of the Company. The code inter-alia prohibits purchase/ sale, dealing of shares of the Company by the insiders while in possession of unpublished price sensitive information in relation to the Company. Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year **2020-21** and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided else where in this report.

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

RISK MANAGEMENT

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board. The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

VIGIL MECHANISM:

The Company has established a vigil mechanism for directors and employees to report to the appropriate authorities concerns about unethical behavior, actual or suspected, fraud or violation of the Company's code of Conduct. During the financial year 2020-21, no cases under this mechanism were reported to the Company and associate Company. During the year no personnel has been denied access to the Audit Committee.

MANAGING DIRECTOR'S CERTIFICATE

A Certificate from the Managing Director in respect of the Financial Statements forms part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The requirements of disclosure with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are not applicable to the Company since it doesn't own any manufacturing facility. Further the Company has not earned nor spends foreign exchange during the year.

PARTICULARS OF EMPLOYEES

The prescribed particulars of the employees required under Rule 5 (1) of the Companies (Appointment and Remuneration) Rules, 2014, are attached as Annexure - 5 and forms part of this report. None of the employees of the Company is in receipt of remuneration prescribed under Section 197 (12) of the Companies Act, 2013, read with rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014. Thus furnishing of particulars under the Companies (Appointment and Remuneration) Rules, 2014 does not arise.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to this Director's Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

PRESENTATION OF FINANCIAL STATEMENTS

The financial statements of the Company for the year ended **31st March, 2021** have been disclosed as per Schedule III to the Companies Act, 2013.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the company during the Financial Year 2020-21.

DISCLOSURE FOR COST RECORDS

Cost Records not applicable to Company

STATUTORY DISCLOSURES

A copy of audited financial statements of the Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year **2020-2021** is attached to the Balance Sheet.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment of women at the workplace. The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace and an Internal Complaint Committee in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place. The functioning of the Committees were carried out as per letter and spirit contained in the provisions of the Act. During the FY 2020-2021, the Company has not received any complaint of sexual harassment and hence there were no complaints pending for redressal as on 31st March, 2021. The Company had conducted 3 workshops/awareness programs regarding women empowerment during the period under review.

DISCLOSURE PURSUANT TO RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Ratio of Remuneration of each director to the median remuneration of the employees for the financial year

No Managing Director and other director was paid any remuneration during the year. The ratio of the remuneration of the median employee's remuneration is as follows:

Median Employee's Remuneration -Rs.322874/-

Percentage increase in remuneration of each director, Chief Financial officer, chief Executive Officer, Company Secretary of Manager, if any, in the Financial year:

Directors/KMP	Designation	% increase in remuneration
---------------	-------------	----------------------------

Mr. Sandeep Gopale	Chief Financial Officer	-
Miss. Juie Pavle	Company Secretary	-

Number of permanent employees on the rolls of company at the end of the year:

6 permanent employees are on the rolls of the company at the end of the financial year 2020-21.

ACKNOWLEDGEMENT

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future. We very warmly thank all of our employees for their contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

By Order of the Board

For S.P.Capital Financing Limited

Sd/-
Sureshchand P Jain
Managing Director
DIN: 00004402

Sd/-
Meena S Jain
Director
DIN: 00004413

Place: **Mumbai**
Date: **25th June, 2021**

**ANNEXURE 1
TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2021:**

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

Appointment of Directors

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making;
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors;

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director & CEO will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

Removal of Directors

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

Senior Management Personnel

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

By Order of the Board

For S.P.Capital Financing Limited

Sd/-
Sureshchand P Jain
Managing Director
DIN: 00004402

Sd/-
Meena S Jain
Director
DIN: 00004413

Place: **Mumbai**
Date: **25th June, 2021**

ANNEXURE 2

TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2021

POLICY FOR REMUNERATION OF THE DIRECTORS

General

This Policy sets out the approach to Compensation/remuneration/commission etc. will be determined by Committee and Recommended to the Board of Directors, for approval. Also remuneration to be paid to the Managing Director, other executive directors in accordance with provisions of Companies Act, 2013, and other statutory provisions if any, would require to complying for time being of appointment of such person.

Policy Statement

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in market, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a Compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

Non-Executive Including Independent Directors

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

Managing Director & Chief Executive Officer (MD & CEO) and Executive Director

Remuneration of the MD / CEO and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD / CEO shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD / CEO. The term of office and remuneration of MD / CEO is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD / CEO in accordance with the provisions of Schedule V to the Companies Act, 2013. If a MD & CEO draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government of the Company. Remuneration for MD / CEO is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD / CEO comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD / CEO is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time

Directors

The MD / CEO is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

By Order of the Board

For S.P.Capital Financing Limited

Sd/-

**Sureshchand P Jain
Managing Director
DIN: 00004402**

Sd/-

**Meena S Jain
Director
DIN: 00004413**

Place: **Mumbai**
Date: **25th June, 2021**

**ANNEXURE 3
TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2021:**

POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES

This policy shall be effective from the financial year 2020-21.

Objective

To establish guidelines of remuneration/ compensation/ commission etc. to be paid for employees by way of fairly and in keeping with Statutes, it will be determined by the Nomination & Remuneration committee (NRC) and the NRC will recommend to the Board for approval.

Standards

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
 - (i) The increment that needs to be paid for different performance ratings as well as grades.
 - (ii) The increment for promotions and the total maximum increment.
 - (iii) The maximum increase in compensation cost in % and absolute.
 - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

By Order of the Board
For **S.P.Capital Financing Limited**

Sd/-

Place: Mumbai
Date : 25th June, 2021

S.P. Jain
Chairman & Managing Director
DIN: 00004402

ANNEXURE- 5
TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2021

Additional Information as per section 197 of the Companies Act, 2013, Rule 5(1) of chapter xiii, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of the Director/ Employees	Designation	Remuneration (subject to Income-tax)	% increase in Remuneration in the F.Y 2020-2021	Ratio of remuneration of each Director/to median remuneration of employees	Qualifications	Age (yrs)	Experience (years)	Date of Commencement of employment	Last employment and Designation
Mr. S.P.Jain	Managing Director	Nil	NIL	Nil	B.com, CA	70 Years	More than 30	25/03/2015	Managing Director
Mrs. Meena S Jain	Director	Nil	NIL	Nil	B.A	69 Years	More than 30	25/03/2015	Director
Mr. Rajendra Jain	Director	Nil	Nil	Nil	Non-Graduate	65 years	More than 30	13/02/2020	Director
Mr. Baldev Boolani	Director	Nil	Nil	Nil	B.A. (Hon)	91 Years	More than 40	22/10/1994	Director
Sandeep Gopale	CFO	3.48 Lacs	Nil	Nil	Non-Graduate	48 years	20 Years	25/03/2015	Executive Co-ordinator
Juie Pavle	Company Secretary	4.2 Lacs	Nil	Nil	CS,LLB	28 years	6 years	11/11/2019	Company Secretary

Notes:

- The median remuneration of the employees of the company during the financial year was **Rs. 3,22,874/-**
- Nature of employment of MD/CEO is contractual, subject to termination by 3 months' notice from either side.
- For other employee's nature of employment is contractual, subject to termination by One or three month notice from either side or salary in lieu of notice period.
- None of the above employee is related to any Director of the Company.
- None of the above employee except to the Managing Director holds by himself/herself or along with his/her spouse and dependent children 2% or more of the equity shares of the Company.
- Employment terms and conditions are as per Company's Rules.
- Remuneration received as shown in the statement above includes basic salary and all other allowances/perquisites as applicable.

By Order of the Board
For **S.P.Capital Financing Limited**

Sd/-

Sd/-

Sureshchand P Jain
Managing Director
DIN: 00004402

Meena S Jain
Director
DIN: 00004413

Place: **Mumbai**
Date: **25th June, 2021**

**ANNEXURE-6
TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2021**

**FORM AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the
Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of Contracts or arrangement or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year end 31st March, 2021, which were not at arm's length basis.

Details of Contracts or arrangement or transactions at arm's length basis:

Name of the parties	Nature of Relationship	Silent Terms of Transactions	During of Transactions
Meena Investment Corporation	Associate Company (Firm)	NA	NA
Pride Hotels Ltd	Promoter Company	NA	N.A
Pride Builders L.L.P	Mr. S.P.Jain Managing Director is also partner Pride Builders L.L.P	NA	NA
ASP.Enterprises P Ltd	Promoter Company	NA	NA
Executive Housing Fin Co Ltd	Promoter Company	NA	NA
Jagsons Hotels P Ltd	Related Party	NA	NA
Kopra Estate Pvt Ltd	Promoter Company	NA	NA
Pride Centre & Dev P Ltd	Promoter Company	NA	NA
Pride Estate Limited	Related Party	NA	NA
Pride Paradise & Dev P Ltd	Promoter Company	NA	NA
Pride Plaza (I) P Ltd	Promoter Company	NA	NA
Rohan Hotels P Ltd	Related Party	NA	NA
S.P.Capital Consultants P Ltd	Promoter Company	NA	NA
S.P.Realtors P Ltd	Promoter Company	NA	NA
The Executive Inn Ltd	Promoter Company	NA	NA
Khairana Development Pvt. Ltd	Group Company	NA	NA
Pride Network Pvt. Ltd	Group Company	NA	NA
Pride Estate LLP	Group Company	NA	NA
Pride R& D Pvt. Ltd	Group Company	NA	NA
Indralok Hotels Pvt. Ltd.	Group Company	NA	NA
Pride Beach Resorts pvt Ltd	Group Company	NA	NA
Pride Realty Pvt. Ltd	Group Company	NA	NA
Somti Hotel Pvt. Ltd	Group Company	NA	NA
Pride Network Pvt, Ltd.	Group Company	NA	NA
Omsai Multi Trade Pvt. Ltd	Group Company	NA	NA
Sureshchand P Jain HUF	Managing Director's HUF	NA	NA

By Order of the Board

For S.P.Capital Financing Limited

Sd/-

**Sureshchand P Jain
Managing Director
DIN: 00004402**

Sd/-

**Meena S Jain
Director
DIN: 00004413**

Place: **Mumbai**
Date: **25th June, 2021**

**ANNEXURE “C” TO BOARD’S REPORT
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2021**

{Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014}

I. REGISTRATION AND OTHER DETAILS:

1. CIN: L74140MH1983PLC029494
2. Registration Date: 08/03/1983
3. Name of the Company: **S.P. Capital Financing Limited**
4. Category / Sub-category of the Company: Company Limited by shares
Address of the Registered office and contact details: 908, Dalamal Tower, 211, Nariman Point, Mumbai – 400 021, Tel No. 022 40372424/40372431 Fax No. 022 – 22844052 **E-Mail** : spcapitalfin@gmail.com Website: www.spcapital.in under <http://www.spcapital.in/policies link>.
5. Whether listed Company: Yes
6. Name, Address and contact details of Registrar and Transfer Agent, if any: **Bigshare Services Pvt Ltd**, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059. **Tel.No.** : 022 – 62638200 **Fax No.** : **022 62638299** **E-Mail:** investors@bigshareonline.com / bigshare@bom7.vsnl.net.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:-

Company is engaged in to the activity of leasing and financing and registered as a Non Banking Financial Company with the Reserve Bank of India.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr.No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Pride Orchades P Ltd	U70100MH1997PTC105109	Associate	45%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):-

i) Category-wise Shareholding:

	Category of Shareholders	Number of shares held as at 1 st April, 2020				Number of shares held as at 1 st April, 2021			% of total shares	% change during the year
		Demat	Physical	Total		Demat	Physical	Total		
(A)	Promoters									
(1)	Indian									
a)	Individual / HUF	2574400	0	2574400	42.82	2574400	0	2574400	42.82	0
b)	Central Government	0	0	0	0	0	0	0	0	0
c)	State Government(s)	0	0	0	0	0	0	0	0	0
d)	Bodies Corporate Banks/ Financial Institutions	1592800	0	1592800	26.49	1592800	0	1592800	26.49	0
e)	Any Others(Specify)	0	0	0	0	0	0	0	0	0
	Sub- Total (A)(1)	4167200	0	4167200	69.31	4167200	0	4167200	69.31	0
(2)	Foreign									
a)	NRI s – Individuals	0	0	0	0	0	0	0	0	0
b)	Other – Individuals	0	0	0	0	0	0	0	0	0
c)	Bodies Corporate Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
d)	Any Other	0	0	0	0	0	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0	0	0	0	0	0
	Total shareholding of Promoters (A) = (A)(1)+(A)(2)	4167200	0	4167200	69.31	4167200	0	4167200	69.31	0
(B)	Public shareholding									

(1)	Institutions									
a)	Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
b)	Banks/ Financial									
	Institutions	0	0	0	0	0	0	0	0	0
c)	Central Government	0	0	0	0	0	0	0	0	0
d)	State Government(s)	0	0	0	0	0	0	0	0	0
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f)	Insurance Companies	0	0	0	0	0	0	0	0	0
g)	Foreign Institutional									
	investors(FII)	0	0	0	0	0	0	0	0	0
h)	Foreign Venture Capital									
	Funds	0	0	0	0	0	0	0	0	0
i)	Any Other(specify) IEPF	37000	0	37000	0.62	43790	0	43790	0.73	+0.10
	Sub- Total (B)(1)	37000	0	37000	0.62	43790	0	43790	0.73	+0.00
(1)	Non- Institutions									
a)	Bodies Corporate									
i)	Indian	651271	3100	654371	10.88	673304	3100	676404	11.25	+0.37
ii)	Overseas									
b)	Individual 0	0	0	0	0	0	0	0	0	0
i)	Individual									
	shareholders holding									
	nominal share capital									
	upto Rs. 2 lakh	641174	97500	738674	12.29	625557	85200	710757	11.82	-0.57
ii)	Individual									
	shareholders holding									
	nominal share capital in									
	excess of Rs. 2 lakh	413670	0	413670	6.88	392101	0	392101	6.52	0
c)	Others									
i)	Non-Resident Indians	102	00	102	0.00	102	00	102	0.00	0
ii)	Clearing 1212	1183	00	1183	0.02	1253	0	1253	0.02	0
	Members									
iii)	Directors and their									
	relatives	0	0	0	0	0	0	0	0	0
iv)	Hindu Undivided									
	Families	0	0	0	0	20593	0	20593	0.35	+0.35
v)	Trusts	0	0	0	0	0	0	0	0	0
	Sub- Total (B)(2)	1707400	100600	1808000	30.07	1712910	88300	1801210	29.96	(0.00)
	Total shareholding of	1744400	100600	1845000	30.69	1756700	88300	1845000	30.69	(0.00)
	Promoters (B) =									
	(B)(1)+(B)(2)									
©	Shares held by									
	Custodians for GDRs									
	and ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	5911600	100600	6012200	100.00	5923900	88300	6012200	100.00	(0.00)

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2020			Shareholding at the end of the year 31.03.2021			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	
1	ARVIND PREMCHA JAIN	10000	0.1663	0.0000	10000	0.1663	0.0000	0.0000
2	M/S PRIDE PARADISE AND DEVELOPMENT PVT LTD	13100	0.2179	0.0000	13100	0.2179	0.0000	0.0000
3	M/S.PRIDE CENTRE & DEVELOPMENT P. LTD.	14800	0.2462	0.0000	14800	0.2462	0.0000	0.0000
4	PRIDE PLAZA PVT LTD	20600	0.3426	0.0000	20600	0.3426	0.0000	0.0000
5	EXECUTIVE HOUSING FINANCE CO.LTD.	21100	0.3510	0.0000	21100	0.3510	0.0000	0.0000
6	SOMTIBEN PJAIN	25800	0.4291	0.0000	25800	0.4291	0.0000	0.0000
7	PREMCHAND CHATURLAL (HUF)	29700	0.4940	0.0000	29700	0.4940	0.0000	0.0000
8	NAMRATA JAIN	45600	0.7585	0.0000	45600	0.7585	0.0000	0.0000
9	SURESHCHAND DHANNALAL (HUF)	49800	0.8283	0.0000	49800	0.8283	0.0000	0.0000
10	SATYEN SURESH JAIN	50000	0.8316	0.0000	50000	0.8316	0.0000	0.0000
11	THE EXECUTIVE INN LTD.	12000	0.1996	0.0000	12000	0.1996	0.0000	0.0000
12	KOPRA ESTATE P.LTD.	82400	1.3705	0.0000	82400	1.3705	0.0000	0.0000
13	SURESHCHAND PREMCHAND JAIN (HUF)	237600	3.9520	0.0000	237600	3.9520	0.0000	0.0000
14	MEENA JAIN	275500	4.5823	0.0000	275500	4.5823	0.0000	0.0000
15	S P REALTORS PVT LTD	198800	3.3066	0.0000	198800	3.3066	0.0000	0.0000
16	PRIDE HOTELS LTD	327700	5.4506	0.0000	327700	5.4506	0.0000	0.0000
17	A S P ENTERPRISES P LTD	433800	7.2153	0.0000	433800	7.2153	0.0000	0.0000
18	S P CAPITAL CONS (P) LTD	462400	7.6910	0.0000	462400	7.6910	0.0000	0.0000
19	SURESHCHAND P JAIN	700200	11.6463	0.0000	700200	11.6463	0.0000	0.0000
21	ROHAN HOTELS PVT LTD	6100	0.1015	0.0000	6100	0.1015	0.0000	0.0000
	Total	4167200	69.3124	0.0000	4167200	69.3124	0.0000	0.0000

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year 01.04.2020		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	4167200	69.31	4167200	69.31
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus / sweat equity etc.)	*The Company has only one class of equity shares having a par value of Rs.10/- per share.			
	At the end of the year	4167200	69.31	4167200	69.31

(i) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI No.	Top 10 shareholders	Share Holding at the beginning of the year		Increase / Decrease In shareholding comparing between 2020 and 2021	Cumulative Shareholding during the year		Reason
		31-03-20			31-03-21		
		No. of Shares	% of Total Shares of the company		No. of Shares	% change in share holding during the year	
1	Advani Pvt Ltd	654561	10.88	0	654561	0	
2	Keyur H Gogri	56361	0.94	0	56361	0	
3.	Karan Gogri	52951	0.88	0	52951	0	
4.	V G Capital Mkt Pvt Ltd	50000	0.83	0	50000	0	
5.	Kashyap Mukeshbhai Prajapati	47985	0.80	0	47985	0	
6	Mukesh H. Prajapati	59424	0.98	48289	11135	-0.795	Sell
7	Yasin A. Vadnagarwala	37260	0.62	35123	2137	-0.584	Sell
8	Jitendra Mohandas Virwani	35000	0.58	0	35000	0	
9	Ashok Dharod	27896	0.46	0	27895	0	
10	Mayura Dilip Mayekar	25004	0.42	0	25004	0	

(v) Shareholding of Directors and Key Managerial Personnel:

SI No.	Name	Shareholding at the beginning of the year 01.04.2020		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2020	
		No. of shares at the beginning (01.04.2020) / end of the year 31.03.2021	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Sureshchand P Jain	700200	11.65		0		700200	11.65
2.	Meena S Jain	1425700	23.71		0		1425700	23.71

I) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (Rs. in Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
Total (i+ii+iii)	N.A.	N.A.	N.A.	N.A.
Change in Indebtedness during the financial year				
Addition	N.A.	N.A.	N.A.	N.A.
Reduction	N.A.	N.A.	N.A.	N.A.
Net Change	N.A.	N.A.	N.A.	N.A.
Indebtedness at the end of the financial year				
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
Total (i+ii+iii)	N.A.	N.A.	N.A.	N.A.

II) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/MANAGER	Total Amt
		Shri S.P.Jain	
1	Gross Salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option related perquisites	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- Others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.	

B. Remuneration to other directors:

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors				
		Mrs. Meena S Jain	Mr. Dhannalal P Jain	Mr. Siddharth S Bharill	Mr. Baldev Boolani	Total Amount
1	Independent Directors					
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. In Lakhs)

Sl. No	Particulars of Remuneration			
		(CS - Company Secretary)	Sandeep Gopale (CFO - Chief Financial Officer)	Total
1	Gross Salary	4.20	3.48/-	7.68
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option related perquisites	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	4.20	3.48	7.68

III) Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	NONE				
Punishment					
Compounding					

Other Officers in Default

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	NONE				
Punishment					
Compounding					

By Order of the Board

For S.P.Capital Financing Limited

Sd/-
Sureshchand P Jain
Managing Director
DIN: 00004402

Sd/-
Meena S Jain
Director
DIN: 00004413

Place: **Mumbai**
Date: **25th June, 2021**



Sherlyn Rebello & Associates

Company Secretaries

126, Singh Estate, Block B/10, D.S.P. Road, Dadar (E), Mumbai 400014.

Mob :9967344978 ; sherlynassociates@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

S P CAPITAL FINANCING LTD

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by S P CAPITAL FINANCING LTD. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. We have conducted online verification and examination of records of the papers, minute books, forms, returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021, as facilitated by the Company due to COVID-19 and subsequent lockdown situation in Maharashtra for the purpose of issuing this report. No physical verification of any document / record was possible. Based on our examination as aforesaid and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by S P CAPITAL FINANCING LTD. ("the Company") for the financial year ended on 31st March, 2021 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefit) Regulation, 2014; - **Not applicable as the Company has not issued ESOPs.**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018; - **Not applicable as the Company has not listed its Debt Securities.**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review and**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable as the Company has not done buyback of securities during the financial year under review.**
 - i. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: **Not applicable as the Company has not issued any such securities during the financial year under review.**
 - j. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - k. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).
- (vii) We have also examined the compliances of the provisions of the following other laws applicable specifically to the Company wherein we have also relied on the compliance certificates issued by the head of the respective departments in addition to the checks carried out by us:
1. the Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking (Reserve Bank) Directions, 2016.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- a. *Whereas as per rule 31(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company was required to file a copy of the report prepared in pursuance of sub-section (1) of section 121 and sub-rule (1), with the Registrar in Form No. MGT.15 within thirty days of the conclusion of the annual general meeting, however, the Company has not complied with the same.*
- b. *Whereas as per section 179(3)(g) read with section 117(3)(g) and section 179(3)(a) of the Companies Act, 2013 and MCA Circular Nos.14/2020, 17/2020 and 20/2020 the Company was required to file the Board resolution approving Board's Report, special resolution for appointment of Mr. Rajendra L. Jain (DIN: 00473752) as an Independent Director and all resolutions passed in a general meeting held through VC or OAVM with the Registrar in Form No. MGT.14 within thirty days of passing the respective resolutions, however, the Company has not complied with the same.*

4. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and its authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion during the period under review, the Company has complied, in some cases with delay, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Under Regulation 31 of SEBI (LODR), 2015, the listed entity is required to submit Shareholding Pattern to the stock exchange within 21 days from quarter end. The Company submitted the Shareholding pattern for quarter ended June 2020 on 22nd July 2020 which was delayed by 1 day. Shareholding pattern for quarter ended September 2020 was submitted on 27th October 2020 i.e. 6 days delayed. The Stock exchange levied penalty for this delay but waived the same based on the representation provided by the Company vide their email dated 15th April 2021 citing covid related reasons for the delay.

5. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were in Compliance with the Provisions of the applicable laws.

6. Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

7. Majority of the decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
8. As per the minutes of the meetings duly recorded and signed by the Chairman, the decision of the Board were unanimous and there were no dissenting views communicated by the Directors.
9. We further report that there are adequate systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.
10. We further report that during the audit period,
 - a. the Company has taken approval of shareholders via Special Resolution at the 37th AGM of the Company held on 30th September, 2020 for Appointment of Mr. Rajendra L. Jain (DIN: 000473752), as an Independent Director to hold office for term of five consecutive years with effect from 13th February, 2020 to 12th February, 2025.
 - b. The Company has taken approval of shareholders via Ordinary resolution at the Extraordinary General Meeting of the Company held on 11th November 2020 for appointment of M/s JMT & Associates, Chartered Accountants to fill the casual vacancy caused by the resignation of M/s Amar Bafna & Associates, Chartered Accountants.

For Sherlyn Rebello & Associates
Company Secretaries

Sd/-

Sherlyn Rebello
Proprietor

FCS No. 11165

COP No. 16401

PR: 1043/2020

UDIN: F011165C000516296

Place: Mumbai

Date: 25th June 2021

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
S P CAPITAL FINANCING LTD.

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The minutes, documents, records and other information checked for the purpose of audit were received from the Company in soft copy and through electronic mail due to the nationwide lockdown caused pursuant to the outbreak of Covid-19 (Coronavirus) and in some cases we have relied on the management where data was not available.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sherlyn Rebello & Associates
Company Secretaries

Sd/-
Sherlyn Rebello
Proprietor
FCS No. 11165
COP No. 16401
PR: 1043/2020
UDIN: F011165C000516296

Place: Mumbai
Dated: 25th June 2021

Independent Auditor's Report

**To the Members of
S.P. Capital Financing Limited**

Report on the Audit of the Standalone Ind AS Financial Statements Opinion

We have audited the accompanying Standalone Ind AS financial statements of **S.P. Capital Financing Limited (“the Company”)** which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “Standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its Profit /loss, including Other Comprehensive Income, Cash Flow and the changes in equity for the year ended on that date.

Other Matters

The Comparative Financial Information of the Company for the transition date Opening balance sheet as at 1st April, 2018 included in this standalone Ind AS Financial statement, are based on the previously issued statutory financial statement prepared in accordance with the companies (Accounting Standards) Rules 2006 audited by our firm expressed an unmodified opinion on that standalone Ind AS Financial statements, and have been restated to comply with Ind AS, Adjustment made to the previously issued said financial information prepaid in accordance with Companies (Accounting Standards) rules, 2006 to comply with ind AS have been Audited by us.

Our opinion is not modified in respect of this matter

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon. There are no other key audit matters and we do not provide a separate opinion on these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report,

Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management and Board of Director are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i)

of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of

our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c. the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid Ind AS Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure B”**.
3. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements
 - ii. The Company, did not have any long-term contracts including derivative contracts for which there were no material foreseeable losses;
 - ii. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.
 4. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For JMT & Associates

Chartered Accountants

Firm Registration No. 104167W

Sd/-

Amar Bafna

(Partner)

Membership No. 048639

UDIN:21048639AAAAFL8938

Place: Mumbai

Date: 25/06/2021

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the Standalone financial statements of the Company for the year ended March 31, 2021:

- 1) In respect of the Company’s fixed assets:
 - (a) The company has maintained proper records showing full particulars including details of quantity and situation of the fixed assets
 - (b) As explained to us physical verification of the fixed assets is conducted by the management at reasonable intervals and no Material discrepancies were noticed on such verification
 - (c) The title deeds of Investment in property i.e. immovable properties are held in the name of the company.
- 2) The Company does not possessed inventory as on balance sheet date and hence the clause is not applicable.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has not granted loans, guarantees and security covered u/s 185 and 186 ; the investment made by the company is in compliance with the provisions of section 186 of the Companies Act, 2013.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) According to the information and explanations given to us, in respect of statutory dues:
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess, wherever applicable, and any other applicable statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021

for a period of more than six months from the date on when they become.

- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any

debentures.

- 9) The company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year.
- 10) During the course of our examination of the books and records of the company, carried in accordance with auditing standard generally accepted in India, we have neither come across any instance of fraud by the Company or on the company by its officers or employees noticed or reported during the course of our audit nor have we been informed of any such instance by the management.
- 11) As explained to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For JMT & Associates

Chartered Accountants

Firm Registration No. 104167W

Sd/-

Amar Bafna

(Partner)

Membership No. 048639

UDIN:21048639AAAAFL8938

Place: Mumbai

Date: 25/06/2021

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of S.P. Capital Financing Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **S.P. Capital Financing Limited (“the Company”)** as of March 31, 2021 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate or for other reasons.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JMT & Associates

Chartered Accountants

Firm Registration No. 104167W

Sd/-

Amar Bafna

(Partner)

Membership No. 048639

UDIN:21048639AAAAFL8938

Place: Mumbai

Date: 25/06/2021

Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
Related Parties		
a)Subsidiaries	-	-
b)Companies in the same group	-	-
c)Other related parties	-	-
Other than related parties	-	-
Total	-	-

S.P.CAPITAL FINANCING LIMITED
STANDALONE BALANCE SHEET AS AT 31st MARCH 2021

PARTICULARS	NOTE NO.	AS AT	AS AT
		31 st MARCH 2021	31 st MARCH 2020
		Rs.	Rs.
ASSETS			
Financial Assets			
Cash and cash equivalents	1	1,343,532	20,138,326
Bank balances other than Cash and Cash equivalents above	2	15,908,024	28,105,233
Trade receivables	3	35,931	1,026,052
Loans & Advances	4	141,699,566	58,209,814
Investments	5	24,160,789	13,558,626
Other financial assets	6	27,300	10,027,300
Total Financial Assets		183,175,141	131,065,351
Non-Financial Assets			
Inventories	7	-	-
Deferred Tax Assets (Net)		80,340	63,263
Property, plant and equipment	8	2,511,000	2,511,000
Other Non financial assets			
Total Non-Financial Assets		2,591,340	2,574,263
Total Assets		185,766,481	133,639,614
EQUITY AND LIABILITIES			
Financial Liabilities			
Borrowings	9	286,759	2,581,649
Trade payables	10	42,343	70,800
Other financial liabilities	11	417,126	609,488
Total Financial Liabilities		746,228	3,261,937
Non-Financial Liabilities			
Deferred tax liabilities (net)			
Provisions	12	2,318,000	1,996,000
Total Non-Financial Liabilities		2,318,000	1,996,000
Total Liabilities		3,064,228	5,257,937
Equity			
Equity share capital	13	60,122,000	60,122,000
Other equity	14	122,580,254	68,259,676
Total Equity		182,702,254	128,381,676
TOTAL EQUITY AND LIABILITIES		185,766,482	133,639,613

Other notes to Accounts & the accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date
For **JMT & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN - 0104167W
Sd/-
AMAR BAFNA
PARTNER
M.NO.048639
PLACE: MUMBAI
DATE:25/06/2021

For & on behalf of the Board
For S P CAPITAL FINANCING LTD.
CIN NO. L74140MH1983PLC029494
Sd/- Sd/-
MR. SURESHCHAND P JAIN **MRS. MEENA S JAIN**
MANAGING DIRECTOR **DIRECTOR**
DIN NO.:00004402 DIN NO.:00004413
Sd/- Sd/-
JUIE PAVLE **SANDEEP GOPALE**
COMPANY SECRETARY **CFO**

S.P.CAPITAL FINANCING LIMITED

Standalone Statement of Profit and loss for the year ended 31st March 2021

PARTICULARS		NOTE NO.	For the year ended 31st MARCH 2021 Rs.	For the year ended 31ST MARCH 2020 Rs.
Income				
I.	Revenue From Operations	15	5,025,895	24,810,376
II.	Other Income	16	53,520,714	49,657
III.	Total Income		58,546,609	24,860,033
IV. Expenses:				
	Purchase of Stock-in-Trade	17	-	18,665,236
	Employee benefits expense	18	1,402,912	2,585,097
	Depreciation and amortization expense	8	-	-
	Other expenses	19	2,413,741	1,393,999
	Total expenses		3,816,653	22,644,332
V	Profit before exceptional and extraordinary items and tax (III - IV)		54,729,956	2,215,701
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V - VI)		54,729,956	2,215,701
VIII	Extraordinary items		-	-
IX	Profit before tax (VII - VIII)		54,729,956	2,215,701
X	Tax expense:			
	(1) Current tax		322,000	574,000
	(2) Deferred tax		5,903	-
	(3) Tax for earlier years		-	-
			327,903	574,000
XI	Profit/(Loss) for the period from continuing operations (IX-X)		54,402,053	1,641,701
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit/(Loss) for the period (XI+XIV)		54,402,053	1,641,701
Other Comprehensive Income				
	Income reclassifiable to P&L		-104,456	-326,977
	Tax thereon		22,980	85,014
	Income not reclassifiable to P&L			
	Tax thereon			
	Total Other Comprehensive Income		-81,475	-241,963
	Total Comprehensive Income		54,320,578	1,399,738
XVII	Earnings per equity share of face value of Rs. 10 each Basic & Diluted (in Rupees)	20	9.05	0.27
Other notes to Accounts & the accompanying notes are an integral part of Standalone Financial Statements				

As per our report of even date
For JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 0104167W
Sd/-
AMAR BAFNA
PARTNER
M.NO.048639
PLACE: MUMBAI
DATE:25/06/2021

For & on behalf of the Board
For S P CAPITAL FINANCING LTD.
CIN NO. L74140MH1983PLC029494
Sd/- Sd/-
MR. SURESHCHAND P JAIN MRS. MEENA S JAIN
MANAGING DIRECTOR DIRECTOR
DIN NO.:00004402 DIN NO.:00004413
Sd/- Sd/-
JUIE PAVLE SANDEEP GOPALE
COMPANY SECRETARY CFO

**Standalone Statement of Cash Flow
for the year ended 31 March 2021**

(in ₹)

Particulars	For the Year Ended 31 March 2021	For the Year Ended 31 March 2020
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax for the year	54,729,956	2,215,701
Adjustments for:		
Non Cash / Separately Considered Income/Expenses	-	-9,657
Other Adjustments		
Operating profit before working capital changes	54,729,956	2,206,044
Movements in working capital:		
(Increase)/Decrease in trade and other receivables	990,121	-1,026,052
(Increase)/decrease in Loans & Advances	-83,489,752	-4,039,655
(Increase)/decrease in Investments	-10,683,638	-348,052
(Increase)/decrease in inventories	-	9,657
(Increase)/decrease in other assets	9,982,923	-63,263
Decrease in trade and other payables	-28,457	49,049
(Decrease)/increase in Provision	322,000	574,000
(Decrease)/increase in other liabilities	-192,362	254,367
Cash flow from / (utilized in) operating activities post working capital changes	-83,099,166	-4,589,949
Income Taxes	-327,903	-574,000
Net cash flow from / (utilized in) in operating activities (A)	-28,697,113	-2,957,905
Cash flows from investing activities		
Payments to acquire financial assets	-	-
Proceeds on sale of financial assets	-	-
Net cash (used in) investing activities (B)	-	-
Cash flows from financing activities		
Proceed From Borrowing	286,758	6,837,472
Repayment of Borrowing	-2,581,649	-7,449,806
Net cash used in financing activities (C)	-2,294,891	-612,334
Cash and cash equivalents at the beginning of the year	48,243,559	51,813,798
Cash and cash equivalents at the end of the year(A+B+C)	17,251,555	48,243,559
Reconciliation of cash and cash equivalents as per the cash flow Statement		
Cash and cash equivalents	1,343,532	20,089,055
Other Balance with bank	15,908,024	28,154,504
Balance as per statement of cash flows	17,251,555	48,243,559

(a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) -

Statement of Cash Flow.

As per our report of even date

For **JMT & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN - 0104167W

Sd/-

AMAR BAFNA

PARTNER

M.NO.048639

PLACE: MUMBAI

DATE:25/06/2021

For & on behalf of the Board

For **S P CAPITAL FINANCING LTD.**

CIN NO. L74140MH1983PLC029494

Sd/-

MR. SURESHCHAND P JAIN
MANAGING DIRECTOR

DIN NO.:00004402

Sd/-

JUIE PAVLE

COMPANY SECRETARY

Sd/-

MRS. MEENA S JAIN
DIRECTOR

DIN NO.:00004413

Sd/-

SANDEEP GOPALE

CFO

**Standalone Statement of Changes in Equity Capital
As At 31 st March 2021**

A Equity share capital	
<i>(Also refer Note) (Rs. In Lakhs)</i>	
Particulars	Total Equity
As on 1st April 2020	601.22
Issue of Share Capital During the Year	-
As on 31st March 2021	601.22

B Other Equity					
<i>(also refer Note) (Rs. In Lakhs)</i>					
Particulars	Surplus				Total Other Equity
	General Reserve	Surplus as per Profit and Loss	Other Reserve	Security Premium Reserve	
Balance as at 1st April 2020	18,600,000	6,449,598	16,200,000	27,010,078	68,259,676
Profit/Loss for the year		54,320,578			54,320,578
Restated Profit After tax		-			-
Total comprehensive income for the year		54,320,578	-	-	54,320,578
Transfer to/From General Reserve	-	-			-
Transfer to/ From other Reserve			-		-
Balance as at 1st April 2021	18,600,000	60,770,176	16,200,000	27,010,078	122,580,254

As per our report of even date
For **JMT & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN - 0104167W
Sd/-
AMAR BAFNA
PARTNER
M.NO.048639
PLACE: MUMBAI
DATE:25/06/2021

For & on behalf of the Board
For S P CAPITAL FINANCING LTD.
CIN NO. L74140MH1983PLC029494
Sd/- Sd/-
MR. SURESHCHAND P JAIN MRS. MEENA S JAIN
MANAGING DIRECTOR DIRECTOR
DIN NO.:00004402 DIN NO.:00004413
Sd/- Sd/-
JUIE PAVLE SANDEEP GOPALE
COMPANY SECRETARY CFO

S P CAPITAL FINACING LIMITED

Corporate Info and Significant Accounting Policies

- 1) **CORPORATE INFO:** S.P CAPITAL FINANCING LIMITED ('the Company') is a public company domiciled in India and incorporated on 8th March, 1983 under the provisions of Companies Act, 1956. The Company is certified from the Reserve Bank of India ('RBI') to carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits. The equity shares of the Company are listed on the Bombay Stock Exchange ("BSE") in India.
- 2) **SIGNIFICANT ACCOUNTING POLICIES:**

A. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act.

The standalone financial statements are presented in Indian Rupee (INR) which is also the functional currency of the Company.

The financial statements have been prepared under historical cost convention on accrual basis, unless otherwise stated.

The financial statements are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. The outbreak of COVID-19 has not affected the going concern assumption of the Company.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions considered in the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including those of contingent liabilities, if any. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

C. FAIR VALUE MEASUREMENT

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

D. CURRENT AND NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

E. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 Property, plant and equipment

Depreciation on property, plant and equipment for year ended 31 March, 2015 and onwards is provided using the written-down value method as per the estimated useful life which corresponds to the rates prescribed under Schedule II of the Companies Act, 2013.

F. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortised cost
- Financial assets at fair value through OCI (FVTOCI)
- Financial assets at fair value through profit and loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e., fair value through profit and loss), or recognised in other comprehensive income (i.e., fair value through other comprehensive income).

Debt instruments at amortised cost

A Debt instrument is measured at amortised cost (net of any write down for impairment) the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes) and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Financial assets at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss

FVTPL is a residual category for company's investment instruments. Any instruments which do not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments (except investment in subsidiary) included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss.

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. This classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment, however, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; It evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

G. CASH AND CASH EQUIVALENTS

Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

H. PROVISIONS AND CONTINGENT LIABILITIES

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made

I. INCOME

i. Interest Income

The Company recognises interest income using effective interest rate (EIR) on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to

the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

ii. Dividend Income

Dividend income on equity shares is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

J. EXPENDITURE

i. Finance Costs

Borrowing costs on financial liabilities are recognised using the EIR

ii. Employee Benefit

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19- Employee Benefits.

iii. Other Expenses

Expenses are recognised on accrual basis net of the goods and services tax, except where credit for the input tax is not statutorily permitted.

K. INCOME TAX

Income tax expense comprises current and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or in other comprehensive income.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised in correlation to the underlying transaction either in OCI or directly in other equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is recognised using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is

probable that taxable profits will be available against which the deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets, if any, are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in other equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

L. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the Statement of profit and loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

M. CASH FLOW STATEMENT

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows" whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Notes on financial statement as on and for the year ended 31st March 2021

NOTE 01:- Financial Assets - Cash and Cash equivalents

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
<u>Balances with banks</u>		
In Current accounts	1,300,219	20,073,191
Cash in hand	18,886	15,864
<u>Other Bank Balances</u>		
Unpaid Dividend accounts	24,426	49,271
Total	1,343,532	20,138,326

NOTE 02:- Bank balance other than those Disclosed in Note 1 above

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
In Deposit Account held as margin money	15,908,024	28,105,233
Total	15,908,024	28,105,233

NOTE 3:- Trade Receivable

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
Unsecured - Other	35,931	1,026,052
Total	35,931	1,026,052

NOTE 4:- LOANS AND ADVANCES

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
<u>Un-secured considered good</u>		
Loans to employees	20,000	-
Loan & Advances to related party	140,120,163	56,927,532
Loans & advances to Others	-	-
TDS and Advance tax	1,559,403	1,282,282
Total	141,699,566	58,209,814

NOTE 5:- Other Financial Assets - INVESTMENTS

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
QUOTED - Investment (At FVTPL) Investment in Listed Entities	441,187	341,056
Unquoted-(At Cost) Pride & Expert Properties P Ltd (125000 Equity shares of Rs. 10 each fully paid up)	-	6,250,000
Pride Hotels Ltd (1633950 Equity shares of Rs. 10 each fully paid up)	2,470,900	2,470,900
Pride Orchades Pvt Ltd (450000 Equity shares of Rs. 10 each fully paid up)	4,523,502	4,496,670
Shares - Kopra Estate Pvt Ltd	7,634,250	-
Shares - S P Capital Consultants Pvt Ltd	9,090,950	-
Total	24,160,789	13,558,626

NOTE 06:- Other Financial Assets

Particulars	31 ST MARCH	31 ST MARCH 2020
Un-secured considered good		
Security Deposits:	27,30	27,3
Total	27,3	10,027,

NOTE 07:- INVENTORIES

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
Stock in Trade*	-	-

NOTE 9:- Borrowings

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
Unsecured Loan	286,759	2,581,649
Total	286,759	2,581,649

NOTE 10:- Trade Payable

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
Trade Payable	42,343	70,800
Total	42,343	70,800

NOTE 11:- other Financial Liabilities

Particulars	31 ST MARCH 2021	31 ST MARCH 2020
Unpaid dividends	24,426	49,271
Audit Fees Payable	240,050	193,800
Director Sitting Fees Payable	-	-
Retainership Fees Payable	13,000	-
TDS Payable	85,650	1,777
Salary payable	54,000	364,640
Total	417,126	609,488

NOTE 12:- Non Financial Liabilities- PROVISIONS

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
Provision For Income Tax	1,443,000	1,121,000
Provision For N.P.A	875,000	875,000
Total	2,318,000	1,996,000

**Notes on financial statement as on and for the year
ended 31st March 2021**

NOTE 15:- REVENUE FROM OPERATION

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	Rs.	Rs.
Sale of Securities	-	18,645,943
Interest Income	5,023,884	6,162,043
Dividend Income	2,011	2,390
Total	5,025,895	24,810,376

NOTE 16:- OTHER INCOME

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	Rs.	Rs.
Other Income	-	40,000
Bad Debts Recovers	-	-
Net gain/loss on sale of Investments	53,493,882	-
Share of Income of Associates	26,832	9,657
Total	53,520,714	49,657

NOTE 17:- COST OF SECURITIES SOLD

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	Rs.	Rs.
Opening Stock	-	-
Add: Purchases	-	18,665.2
Less: Closing Stock	-	-
Total	-	18,665.2

NOTE 18:- EMPLOYEES BENEFIT EXPENSES

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	Rs.	Rs.
Salaries	1,391,790	2,539,458
Staff Welfare expenses	11,122	45,639
Total	1,402,912	2,585,097

Notes on financial statement as on and for the year ended 31st March 2021**NOTE 19:- OTHER EXPENSES**

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	RS.	RS.
Printing & Stationery Expenses	418	52,461
Office Expenses	4,310	30,330
Books & Periodicals Exp	-	8,640
Audit Fees	50,000	50,000
Advertisement Expenses	-	-
Interest Paid	852,378	91,792
Bank Charges	3,218	4,210
Conveyance & Motor Car Expenses	104,859	261,406
Directors Sitting Fees	30,000	40,000
Demat Expenses	2,168	-
Postage Courier & Stamp	2,020	24,016
Retainership A/c.	18,000	103,000
Professional fees	123,721	-
Listing & Other Expenses	901,950	449,353
Telephone Expenses	3,010	24,041
Rent	255,000	120,000
ROC Filing Fees	14,200	-
Sundry Expenses	800	52,850
Legal Expenses	-	500
Late filing fees	350	-
Interest on TDS	1,440	-
GST Paid	45,900	81,400
Total	2,413,741	1,393,999

Note 20: Earning Per Share

Particulars	For the year ended 31ST	For the year ended 31ST MARCH 2020
	Rs	Rs
Profit After Tax	54,402,053	1,641,701
No. of Equity Shares EPS (basic &	6,012,200	60,122,000
	9.05	0.03

Note 21: Auditor's Remuneration

Particulars	For the year ended 31ST	For the year ended 31ST
	Rs.	Rs.
For Audit fees	50,000	50,000
Total	50,000	50,000

NOTE 08 :- Property, Plant and Equipment

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1 April 2020	Additions/ (Disposals)	Balance as at 31 March 2021	Balance as at 1 April 2020	Additions/ (Disposals)	Depreciation charge for the year	Balance as at 31 March 2021	Balance as at 31 March 2021	Balance as at 31 March 2020
Tangible Assets									
Land	2,511,000	-	2,511,000	-	-	-	-	2,511,000	2,511,000
	2,511,000	-	2,511,000	0	-	0	0	2,511,000	2,511,000
P.Y.	2,511,000	-	2,511,000	-	-	-	-	2,511,000	2,511,000

S.P.CAPITAL FINANCING LIMITED

Notes on financial statement as on and for the year ended 31st March 2021

NOTE 13:-EQUITY SHARE CAPITAL

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number	Rs.	Number	Rs.
Authorised Equity Shares of ` 10/- each	12,100,000	121,000,000	12,100,000	121,000,000
Issued,Subscribed & Paidup Equity Shares of ` 10/- each	6,012,200	60,122,000	6,012,200	60,122,000
Total	6,012,200	60,122,000	6,012,200	60,122,000

Note 13.1 There are no items for reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

Note 13.2 Terms/Rights Attached to Shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends to the holders of equity shares in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Note 13.3 The details of shareholder holding more than 5% shares as at March 31, 2021 is set out below:

Name of Shareholder	As at 31 March 2021		As at 31 March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Class of Shares: Equity Shares				
Meena Sureshchand Jain	1,150,200	19.13	1,150,200	19.13
Sureshchand Jain	700,200	11.65	700,200	11.65
Advani Pvt Ltd	629,550	10.47	629,550	10.47
S.P.Capital Consultants Pvt Ltd	462,400	7.69	462,400	7.69
A.S.P.Enterprises Pvt Ltd	433,800	7.22	433,800	7.22
Pride Hotels Ltd	327,700	5.45	327,700	5.45
S.P.Realtors Pvt Ltd	198,800	3.31	198,800	3.31

Note 13.4 There are no Bonus Shares /Buyback/Shares for consideration other than cash issued during past five years

S.P.CAPITAL FINANCING LIMITED

Notes on financial statement as on and for the year ended 31st March 2021

b) NOTE 14:- Other Equity

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
A) <u>General Reserves</u>		
Opening Balance	18,600,000	18,600,000
Add: Transferred From Surplus	-	-
Total	18,600,000	18,600,000
B) <u>Securities Premium Reserve</u>		
Opening Balance	27,010,078	27,010,078
Total	27,010,078	27,010,078
C) <u>Other Reserves</u> Reserves Fund U/S.45 of RBI Act		
Opening Balance	16,200,000	16,200,000
Add: Transferred From Surplus	-	-
Total	16,200,000	16,200,000
D) <u>Surplus in Profit & loss a/c</u>		
Surplus - Opening balance	6,449,598	5,049,860
Add : Trf into surplus a/c	-	-
Add: Net Profit after tax transferred	54,320,578	1,399,738
Add: Fair Value Gain (Restated)(Post Tax)		
Amount available for appropriation	60,770,176	6,449,598
Appropriations:		
Proposed Dividends	-	-
Dividend Tax	-	-
Amount transferred to General reserves	-	-
Amount transferred to Reserves Fund U/S.45 of R	-	-
Surplus - Closing Balance	60,770,176	6,449,598
Total (A+B+C+D)	122,580,254	68,259,676

(i) S.P.CAPITAL FINANCING LIMITED**Notes on financial statement as on and for the year ended 31st March 2021****Unsecured Loans**

Particulars	31ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
Unsecured Loans		
EXECUTIVE HOUSING FINANCE CO LTD	176,759	-
JAGSONS HOTELS PVT LTDIII	110,000	
Pride & Expert Properties P Ltd	-	
Khairana Development Private Limited	-	1,780,512
Omsai Multi trade Private Limited	-	180,186
Pride Network Pvt LTD	-	620,951
Total	286,759	2,581,649

Deposits with Others

Particulars	31ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
Rental Deposit		
OFFICE DEPOSIT FOR 907	-	3,000,000
OFFICE DEPOSIT FOR 908	-	7,000,000
	-	10,000,000
Fixed Deposit		
RBL BANK	15,908,024	28,105,233
Total	15,908,024	28,105,233

SHORT TERM LOANS AND ADVANCES

Particulars	31ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
<u>STAFF ADVANCE</u>		
SANDEEP S GOPALE	20,000	-
TOTAL (I)	20,000	-
<u>LOAN & ADVANCES TO RELATED PARTY</u>		
A.S.P.ENTERPRISES PVT LTD	40,000	25,129
EXECUTIVE HOUSING FINANCE CO LTD	-	10,857,459
KHAIRANA DEVELOPMENT PVT LTD	10,765,354	-
KOPRA ESTATE PVT LTD	1,386,771	8,502,945
OMSAI MULTITRADE PVT LTD	11,225,827	-
PRIDE BUILDER L.L.P	-	-
PRIDE CENTRE & DEVELOPMENT PVT LTD	3,918,738	4,349,145
PRIDE ESTATE LTD	-	-
PRIDE ESTATE L.L.P	10,395,000	-
PRIDE ORCHADES PVT LTD	620,648	779,755
PRIDE HOTELS LIMITED	42,795,976	27,814,018
PRIDE PARADISE & DEVELOPMENT P LTD	-	178,008
PRIDE PLAZA (INDIA) PRIVATE LIMITED	-	52,133
PRIDE REGENCY & DEVELOPERS PVT LTDIII	-	1,830,000
PRIDE REGENCY & DEVELOPERS L.L.P	1,617,491	-
ROHAN HOTELS PVT LTD	-	154,553
S.P.CAPITAL CONSULTANTS PVT LTD	-	54,067
S.P.REALTORS PRIVATE LIMITED	77,000	-
SURESHCHAND PREMCHAND HUF	50,000,000	-
MEENA INVESTMENT CORPORATION	25,986,400	
Shares - Kopra Estate Pvt Ltd		
Shares - S P Capital Consultants Pvt Ltd		
SHARES - SURESHCHAND JAIN		
THE EXECUTIVE INN LTD	56,649	8,847,320
TOTAL (II)	158,885,854	63,444,532
<u>TDS AND ADVANCE TAX</u>		
TDS ASSESSMENT YEAR 2015-2016	10,084	10,084
TDS ASSESSMENT YEAR 2018-2019	4,110	4,110
TDS ASSESSMENT YEAR 2019-2020	554,436	554,436
TDS ASSESSMENT YEAR 2020-2021	484,512	613,652
TDS ASSESSMENT YEAR 2021-2022	406,261	-
ADVANCE TAX	100,000	100,000
TOTAL (III)	1,559,403	1,282,282
<u>LOAN & ADVANCES TO OTHERS</u>	-	-

TOTAL (IV)	-	-
GRAND TOTAL (I+II+III+IV)	160,465,257	64,726,814

(i) **NOTE 22:- Related Party Transaction**

(A) Relationships :

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) on related party disclosures where control exist and where transactions have taken place and description of the relationship as identified and certified by management are as follows:

(a) **List of Related Parties:**

Name of the Parties	Nature of Relationship
Meena Investment Corporation	Associate Firm
Pride Hotels Ltd	Promoter Company
Pride Builders LLP	Managing Director is also
ASP Enterprises Pvt Ltd	Promoter Company
Executive Housing Finance Ltd	Promoter Company
Jagsons Hotels Pvt Ltd	Related Party
Kopra Estate Pvt Ltd	Promoter Company
Pride Centre & Development Pvt Ltd	Promoter Company
Pride Estate Limited	Related Party
Pride Paradise & Development Pvt Ltd	Promoter Company
Pride Plaza (I) Pvt Ltd	Promoter Company
Rohan Hotels Pvt Ltd	Related Party
S.P.Capital Consultants Pvt Ltd	Promoter Company
S.P.Realtors Pvt Ltd	Promoter Company
The Executive Inn Ltd	Promoter Company
Khairana Development Pvt Ltd	Group Company
Pride network Private Ltd	Group Company
Pride Estate LLP	Group Company
Pride R&D Pvt Ltd	Group Company
Indralok Hotels Pvt Ltd	Group Company
Pride Beach Resort Pvt Ltd	Group Company
Pride Realty Pvt Ltd	Group Company
Somti Hotel Pvt Ltd	Group Company
Pride Network Private Ltd	Group Company
Om Sai Multi Trade Pvt Ltd	Group Company
Sureshchand P Jain HUF	Managing Director's HUF

(b) **Key Management Personnel :**

Sandeep Gopale	Chief Financial Officer
Juie Pavie	Company Secretary
Sureshchand P Jain	Managing Director
Meena Jain	Director
Satyen Jain	Director's Son
Baldev L Boolani	Independent Director
Rajendra L Jain	Independent Director

(c) **Associates :**

Pride Orchades
Pvt Ltd

(B) Transactions with related parties :

Particulars	Other than KMPS		Key management Personnel		Total	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Income :						
Interest Income	3,133,	3,918,	-	-	3,133,	3,918,
Dividend	-	-	-	-	-	-
Sale of Service	-	-	-	-	-	-
Expenses :						
Interest paid	852,378	91,482	-	-	852,	91,4
Rent	60,000	60,000	195,	60,0	255,	120,0
Director Sitting Fees	-	-	30,0	40,0	30,0	40,0
Salary	-	-	284,556	295,800	284,556	295,800
Others :						
Investment made	16,725,	-	-	-	16,725	-
Investment redeemed	6,250,	-	-	-	6,250,	-
Loans & Advances Given	203,12	93,491,	30,0	54,8	203,15	93,545
Loans & Advances	143,99	83,980,	10,0	54,8	144,00	84,035
Rental Deposit Given	-	-	-	-	-	-
Rental Deposit Repaid	7,000,	-	3,000,	-	-	-
Loan Taken	21,975,	13,186,	-	-	21,975	13,186
Loan Repaid	9,483,	8,613,	-	-	9,483,	8,613,
	637	000			637	000

NOTE 23:- Disclosure pursuant to Ind AS 12 'Income Taxes'**(i) Tax Expenses recognised in the Statement of Profit and Loss**

Particulars	For the year ended	For the year ended
	31st March 2021	31st March 2020
Current tax:		
In respect of current year	322,000	574,000
In respect of prior years	-	-
Deferred tax:	-	-
Deferred tax relating to origination and reversal of temporary differences	5,903	-
Total Income Tax recognised in profit or loss	-	-
Current tax	-	-
Deferred tax	-	-
Total Income Tax recognised in profit or loss	327,903	574,000

(ii) Income Tax recognised in Other comprehensive income

Particulars	For the year ended	For the year ended
	31st March 2021	31st March 2020
Deferred tax related to items recognised in Other comprehensive income during the year:		
Income reclassifiable to P&L	22,980	85,014
Total Income tax recognised in Other comprehensive income	22,980	85,014

NOTE 24:- Financial Risk Management Objectives and Policies:

The Company's principal financial liabilities comprise Borrowings and Payables. The Company's financial assets include Investments, Loan, Interest receivable on Loan and Cash and Cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed to reflect changes in market conditions and the Company's activities.

The Company's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations and arises principally from the Company's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

Loans

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each Borrower / Customer, However, management also considers the factors that may influence the credit risk of its customer base. Including the default risk associated with the industry. The Company's exposure to credit risk for loans and advances by type of counterparty is as follows;

Carrying Amount

Particulars	As at 31st March, 2021	As at 31st March, 2020
Loans	140,140,163	56,927,532

The Loans are repayable on demand, however an impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the trade receivables are categorised into groups based on days past due.

Investments

The company has made investments in Equity shares, bonds and units of mutual funds on the basis of risk and returns of the respective scheme.

Cash and cash equivalent and Bank deposits

Credit risk on cash and cash equivalent and bank deposits is limited as the fund are in Current Account and sometimes in invests in term deposits with banks.

ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Company is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Company manages its liquidity by term loans, inter-corporate deposit and investment in mutual funds.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities based on contractual undiscounted payments along with its carrying value as at the balance sheet date.

Particular	As at 31 March, 2021		
	Up to 12 months	More than 12 months	Total
Payables	42,343	-	42,343
Borrowings	176,759	110,000	286,759
Other Financial Liabilities	417,126	-	417,126

Particular	As at 31 March, 2020		
	Up to 12	More than	Total
Payables	70,800	-	70,800
Borrowings	2,581,649	-	2,581
Other Financial	609,488	-	609,

iii) **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

NOTE 25 :- Earning Per Share (EPS)

Particulars	For the year ended	For the year ended
	31st March 2021	31st March 2020
Profit for the year	54,402,053	1,641,701
Weighted average number of shares used in computing basic EPS	6,012,200	6,012,200
Effect of potential dilutive Equity Shares	-	-
Weighted average number of shares used in computing dilutive EPS	6,012,200	6,012,200
Basic Earnings per share (Rs.) (Face value Rs.10 per share)	9.05	0.27
Dilutive Earnings per share (Rs.)	9.05	0.27

NOTE 26 :- Contingent Liabilities & Commitments

(b) There are no contingent liabilities and commitments which are to be provided for the year ending on 31 March, 2021.

NOTE 27 :- Deposits, Loans and Advances

Current Assets consists of Deposits, Loans and Advances which are considered at their initial carrying value and the Management has confidence to realise these assets at their carrying value.

NOTE 28 :- The previous period's figures have been regrouped or rearranged, wherever necessary.

For & on behalf of the Board
For S P CAPITAL FINANCING LTD.
CIN NO.

L74140MH1983PLC029494

Sd/-

Sd/-

MR. SURESHCHAND P JAIN
MANAGING DIRECTOR
DIN NO:00004402

MRS. MEENA S JAIN
DIRECTOR
DIN NO:00004413

Sd/-

Sd/-

JUIE PAVLE
COMPANY SECRETARY

SANDEEP GOPALE
CFO

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended **31st March, 2021**.

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by the Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

INDUSTRY STRUCTURE AND DEVELOPMENT

NBFCs have become important constituents of the financial sector and have been recording higher credit growth than scheduled commercial banks (SCBs) over the past few years. NBFCs are continuously leveraging their superior understanding of regional dynamics, well-developed collection system and personalised services to expedite financial inclusion in India. Lower transaction costs, quick decision making, customer orientation and prompt provision of services have typically differentiated NBFCs from banks. Considering the reach and expanse of NBFCs, these are well-suited for bridging the financing gap. Systemically important NBFCs have demonstrated agility, innovation and frugality to provide formal financial services to millions of Indians. Over the last decade, NBFCs have witnessed phenomenal growth.

THE FINANCIAL AND OPERATIONAL PERFORMANCE

The COVID-19 pandemic is a once in a lifetime occurrence that has brought with it unimaginable suffering to people and to almost all sections of the economy. When the pandemic struck and led to nationwide lockdowns to curtail the transmission of disease, it was natural to fear that the global economy would stay in extreme stress of the kind not seen since the Great Depression and would have a long-lasting economic impact. The lockdown that continued throughout the first quarter of the FY2021 saw India's GDP for April-June 2020 contracting by a massive 24.4%. Even the second quarter was terrible, with GDP shrinking by 7.3% in July-September 2020. Thereafter, we have seen a rebound — thanks to the resilience of our citizens, our entrepreneurs and of our economy. The third quarter (October-December 2020) saw a small positive growth of 0.4% compared to the same period in the previous year.

In S P Capital Financing Limited during the year, Company has sold 1,25,000 equity shares of Rs.10 each of the Company M/s. Pride And Expert Properties Private Limited in their Buyback of shares and Company has received payment of Rs.5,94,92,500/- (Rupees five Crore Ninety-four Lacs Ninety-two thousand five hundred only) for the surrender of shares that helped Company to achieve after tax profit of Rs. 544.03 Crore during the year. Company may not be able to achieve same growth in the current year.

FUTURE PROSPECT / BUSINESS PLANS OF THE COMPANY

The opportunities ahead are immense and Company is fully geared to make the most of them. The company has concentrated on its goals of consolidating and cutting cost wherever possible. Various organization development initiatives were undertaken during the year. These are expected to help create a robust organization based on strong values, uniform and systematic business processes and people empowerment.

ADEQUACY OF INTERNAL CONTROL

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

SEGMENT-WISE PERFORMANCE

The Company is into single reportable segment only.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

By Order of the Board

For S.P.Capital Financing Limited

Sd/-

Sd/-

Sureshchand P Jain
Managing Director
DIN: 00004402

Meena S Jain
Director
DIN: 00004413

Place: **Mumbai**
Date: **25th June, 2021**

Independent Auditor's Report

**To the Members of
S.P. Capital Financing Limited**

Report on the Audit of the Consolidated Ind AS Financial Statements Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **S.P. Capital Financing Limited ("the Company")** and its associates (together with referred to as the "Group")which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its Profit /loss, including Other Comprehensive Income, Cash Flow and the changes in equity for the year ended on that date.

Other Matters

The Comparative Financial Information of the Company for the transition date Opening balance sheet as at 1st April,2018 included in this standalone Ind AS Financial statement, are based on the previously issued statutory financial statement prepared in accordance with the companies (Accounting Standards) Rules 2006 audited by our firm expressed an unmodified opinion on that Consolidated Ind AS Financial statements, and have been restated to comply with Ind AS, Adjustment made to the previously issued said financial information prepaid in accordance with Companies (Accounting Standrds) rules, 2006 to comply with ind AS have been Audited by us .

Our opinion is not modified in respect of this matter

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. There are no other key audit matters and we do not provide a separate opinion on these matters.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Group's company Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Consolidated Financial Statements

The Group's company Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management and Board of Director are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of

our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The Consolidated Financial statement include the group' share of net profit of Rs 0.097 Lakh (after tax) for the year ended march 2021 as considered in the consolidated financial statement, in respect of one associates whose financial statement have not been audited by us. These financial statement and other financial information have been audited by another auditor whose report have been furnished to us by management and our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of the associates, in our report in term of sub section (3) and (11) of section 143 of the act, in so far as it relates to the aforesaid associate, is based solely on the report of the report of the auditor

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid Ind AS Consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
2. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
 - iii. The Group does Not have any pending litigations which would Impacts on financial position
 - ii. The Group, did not have any long-term contracts including derivative contracts for which there were no material foreseeable losses;
 - iv. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Group’s Company.
3. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For JMT & Associates

Chartered Accountants

Firm Registration No. 104167W

Sd/-

Amar Bafna

(Partner)

Membership No. 048639

UDIN: 21048639AAAFL8938

Place: Mumbai

Date: 25/06/2021

“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of S.P. Capital Financing Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **S.P. Capital Financing Limited (“the Company”)** as of March 31, 2021 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Group’s company management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process

designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate or for other reasons.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JMT & Associates

Chartered Accountants

Firm Registration No. 104167W

Sd/-

Amar Bafna

(Partner)

Membership No. 048639

UDIN: 21048639AAAFL8938

Place: Mumbai

Date: 25/06/2021

S.P. CAPITAL FINANCING LIMITED
CONSOLIDATED BALANCESHEET AS AT 31ST MARCH 2021

PARTICULARS	NOTE NO.	AS AT 31 st MARCH 2021 Rs.	AS AT 31 st MARCH 2020 Rs.
ASSETS			
Financial Assets			
Cash and cash equivalents	1	1,343,532	20,138,326
Bank balances other than Cash and Cash equivalent	2	15,908,024	28,105,233
Trade receivables	3	35,931	1,026,052
Loans & Advances	4	141,583,843	58,106,962
Investments	5	59,144,382	48,542,219
Other financial assets	6	27,300	10,027,300
Total Financial Assets		218,043,011	165,946,092
Non-Financial Assets			
Inventories	7		
Deferred Tax Assets (Net)	8	-	-
Property, plant and equipment	8	80,340	63,263
Other Non financial assets Total		2,511,000	2,511,000
Non-Financial Assets Total			
Assets		2,591,340	2,574,263
EQUITY AND LIABILITIES			
Financial Liabilities			
Borrowings	9		
Trade payables	10		
Other financial liabilities	11	286,759	2,581,649
Total Financial Liabilities		42,343	70,800
Non-Financial Liabilities			
Deferred tax liabilities (net)	12	417,126	609,488
Provisions	12	746,228	3,261,937
Total Non-Financial Liabilities			
Total Liabilities			
Equity			
Equity share capital	13	2,318,000	1,996,000
Other equity	14	2,318,000	1,996,000
		3,064,228	5,257,937
Total Equity		60,122,000	60,122,000
		157,448,124	103,140,417
		217,570,124	163,262,417
TOTAL EQUITY AND LIABILITIES		220,634,351	168,520,354
Other notes to Accounts & the accompanying notes are an integral part of Standalone Financial			

As per our report of even date
For JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 0104167W
Sd/-
AMAR BAFNA
PARTNER
M.NO.048639
PLACE: MUMBAI
DATE:25/06/2021

For & on behalf of the Board
For S P CAPITAL FINANCING LTD.
CIN NO. L74140MH1983PLC029494
Sd/- Sd/-
MR. SURESHCHAND P JAIN **MRS. MEENA S JAIN**
MANAGING DIRECTOR **DIRECTOR**
DIN NO.:00004402 **DIN NO.:00004413**
Sd/- Sd/-
JUIE PAVLE **SANDEEP GOPALE**
COMPANY SECRETARY **CFO**

S.P.CAPITAL FINANCING LIMITED

Consolidated Statement of Profit and loss for the year ended 31st March 2021

DATE:25/06/2021

PARTICULARS	NOTE NO.	For the year ended	For the year ended
		31st MARCH 2021	31ST MARCH 2020
		Rs.	Rs.
Income			
I. Revenue From Operations	15	5,013,024	24,775,276
II. Other Income	16	53,493,882	40,000
III. Total Income		58,506,906	24,815,276
IV. Expenses:			
Purchase of Stock-in-Trade	17	-	18,665,236
Employee benefits expense	18	1,402,912	2,585,097
Depreciation and amortization expense	8	-	-
Other expenses	19	2,413,741	1,393,999
Total expenses		3,816,653	22,644,332
V Profit before exceptional and extraordinary items and tax (III - IV)		54,690,253	2,170,944
VI a) Exceptional items		-	-
b) Share of Profit/(Loss) from Associates (Equity Method)		26,832	9,657
VII Profit before extraordinary items and tax (V - VI)		54,717,085	2,180,601
VIII Extraordinary items		-	-
IX Profit before tax (VII - VIII)		54,717,085	2,180,601
X Tax expense:			
(1) Current tax		322,000	574,000
(2) Deferred tax		5903	-
(3) Tax for earlier years		-	-
		327,903	574,000
XI Profit/(Loss) for the period from continuing operations (IX-X)		54,389,182	1,606,601
XII Profit/(Loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit/(Loss) for the period (XI+XIV)		54,389,182	1,606,601
Other Comprehensive Income			
Income reclassifiable to P&L		-104,456	-326,977
Tax thereon		22,980	85,014
Income not reclassifiable to P&L			
Tax thereon			
Total Other Comprehensive Income		-81,475	-241,963
Total Comprehensive Income		54,307,706	1,364,638
XVII Earnings per equity share of face value of Rs. 10 each Basic & Diluted (in Rupees)	20	9.05	0.27
Other notes to Accounts & the accompanying notes are an integral part of Standalone Financial Statements			

As per our report of even date
For **JMT & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN - 0104167W
Sd/-
AMAR BAFNA
PARTNER
M.NO.048639
PLACE: MUMBAI

For & on behalf of the Board
For S P CAPITAL FINANCING LTD.
CIN NO. L74140MH1983PLC029494
Sd/- Sd/-
MR. SURESHCHAND P JAIN **MRS. MEENA S JAIN**
MANAGING DIRECTOR **DIRECTOR**
DIN NO.:00004402 DIN NO.:00004413
Sd/- Sd/-
JUIE PAVLE **SANDEEP GOPALE**

Consolidated Statement of Cash Flow
for the year ended 31 March 2021

(in ₹)

Particulars	For the Year Ended 31 March 2021	For the Year Ended 31 March 2020
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax for the year	54,717,085	2,180,601
Adjustments for:		
Non Cash / Separately Considered Income/Expenses	-26,832	-9,657
Other Adjustments		
Operating profit before working capital changes	54,690,253	2,170,944
Movements in working capital:		
(Increase)/Decrease in trade and other receivables	990,121	-1,026,052
(Increase)/decrease in Loans & Advances	-100,202,081	-3,964,555
(Increase)/decrease in Investments	6,068,297	-378,395
(Increase)/decrease in inventories	-	-
(Increase)/decrease in other assets	9,983,020	-63,263
Decrease in trade and other payables	-28,457	49,049
(Decrease)/increase in Provision	322,000	574,000
(Decrease)/increase in other liabilities	-192,362	254,367
Cash flow from / (utilized in) operating activities post working capital changes	-83,059,463	-4,554,849
Income Taxes	-327,903	-574,000
Net cash flow from / (utilized in) in operating activities (A)	-28,697,113	-2,957,905
Cash flows from investing activities		
Payments to acquire financial assets	-	-
Proceeds on sale of financial assets	-	-
Net cash (used in) investing activities (B)	-	-
Cash flows from financing activities		
Proceed From Borrowing	286,758	6,837,472
Repayment of Borrowing	-2,581,649	-7,449,806
Net cash used in financing activities (C)	-2,294,891	-612,334
Cash and cash equivalents at the beginning of the year	48,243,559	51,813,798
Cash and cash equivalents at the end of the year(A+B+C)	17,251,555	48,243,559
Reconciliation of cash and cash equivalents as per the cash flow Statement		
Cash and cash equivalents	1,343,532	20,089,055
Other Balance with bank	15,908,024	28,154,504
Balance as per statement of cash flows	17,251,555	48,243,559

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.

As per our report of even date

For **JMT & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN - 0104167W

Sd/-

AMAR BAFNA

PARTNER

M.NO.048639

PLACE: MUMBAI

DATE:25/06/2021

For & on behalf of the Board

For S P CAPITAL FINANCING LTD.

CIN NO. L74140MH1983PLC029494

Sd/

Sd/-

MR. SURESHCHAND P JAIN
MANAGING DIRECTOR

MRS. MEENA S JAIN
DIRECTOR

DIN NO.:00004402

DIN NO.:00004413

Sd/-

Sd/-

JUIE PAVLE

COMPANY SECRETARY

SANDEEP GOPALE

CFO

S P CAPITAL FINACING LIMITED

Corporate Info and Significant Accounting Policies

- 3) **CORPORATE INFO:** S.P CAPITAL FINACING LIMITED (‘the Company’) is a public company domiciled in India and incorporated on 8th March, 1983 under the provisions of Companies Act, 1956. The Company is certified from the Reserve Bank of India (‘RBI’) to carry on the business of Non-Banking Financial Institution (‘NBFC’) without accepting public deposits. The equity shares of the Company are listed on the Bombay Stock Exchange (‘BSE’) in India.
- 4) **SIGNIFICANT ACCOUNTING POLICIES:**

N. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

The Restated Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act.

The Restated Consolidated Financial Statements are presented in Indian Rupee (INR) which is also the functional currency of the Group.

The Restated Consolidated Financial Statements have been prepared under historical cost convention on accrual basis, unless otherwise stated.

The financial statements are prepared on a going concern basis, as the Management is satisfied that the Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. The outbreak of COVID-19 has not affected the going concern assumption of the Group.

O. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Parent Company, its Associate Company (from the date control is gained), being the entity in which it has significant control.

i) Associate

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Particulars of Associate

Name of Entity	Country of Incorporation	Proportion of Ownership	
		2020-2021	2019-2020
Pride Orchades Pvt Ltd	India	45%	45%

P. USE OF ESTIMATES

The preparation of Restated Consolidated Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions considered in the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including those of contingent liabilities, if any. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of revision or future periods if the revision affects both current and future periods.

Q. FAIR VALUE MEASUREMENT

The Group measures its qualifying financial instruments at fair value on each Balance Sheet date. Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a

whole. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

R. CURRENT AND NON-CURRENT CLASSIFICATION

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Group has identified period of twelve months as its operating cycle.

S. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, plant and equipment

Depreciation on property, plant and equipment for year ended 31 March 2015 and onwards is provided using the written-down value method as per the estimated useful life which corresponds to the rates prescribed under Schedule II of the Companies Act, 2013

T. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

iv) Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortised cost
- Financial assets at fair value through OCI (FVTOCI)
- Financial assets at fair value through profit and loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e., fair value through profit and loss), or recognised in other comprehensive income (i.e., fair value through other comprehensive income).

Debt instruments at amortised cost

A Debt instrument is measured at amortised cost (net of any write down for impairment) the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes) and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of

the EIR. The EIR amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Financial assets at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss

FVTPL is a residual category for group's investment instruments. Any instrument which do not meet the criteria for categorization as amortized cost or as FVTOCI, is classified as at FVTPL.

All investments (except investment in subsidiary) included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the group may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. This classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment, however, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

When the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

v) **Financial liabilities**

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

U. CASH AND CASH EQUIVALENTS

Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

V. PROVISIONS AND CONTINGENT LIABILITIES

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Group also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made

W. INCOME

iii. Interest Income

The Group recognises interest income using effective interest rate (EIR) on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

iv. Dividend Income

Dividend income on equity shares is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

X. EXPENDITURE

iv. Finance Costs

Borrowing costs on financial liabilities are recognised using the EIR

v. Employee Benefit

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19-Employee Benefits.

vi. Other Expenses

Expenses are recognised on accrual basis net of the goods and services tax, except where credit for the input tax is not statutorily permitted.

Y. INCOME TAX

Income tax expense comprises current and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or in other comprehensive income.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised in correlation to the underlying transaction either in OCI or directly in other equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is recognised using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets, if any, are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in other equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Z. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the Statement of profit and loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

AA. CASH FLOW STATEMENT

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows" whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

**Standalone Statement of Changes in Equity Capital
As At 31 st March 2021**

A Equity share capital	
(Also refer Note) (Rs. In Lakhs)	
Particulars	Total Equity
As on 1st April 2020	601.22
Issue of Share Capital During the Year	-
As on 31st March 2021	601.22

B Other Equity					
(also refer Note) (Rs. In Lakhs)					
Particulars	Surplus				Total Other Equity
	General Reserve	Surplus as per Profit and Loss	Other Reserve	Security Premium Reserve	
Balance as at 1st April 2020	18,600,000	6,449,598	16,200,000	27,010,078	68,259,676
Profit/Loss for the year		54,320,578			54,320,578
Restated Profit After tax		-			-
Total comprehensive income for the year		54,320,578	-	-	54,320,578
Transfer to/From General Reserve	-	-			-
Transfer to/ From other Reserve		-	-		-
Balance as at 1st April 2021	18,600,000	60,770,176	16,200,000	27,010,078	122,580,254

As per our report of even date

For **JMT & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN - 0104167W
Sd/-

AMAR BAFNA

PARTNER

M.NO.048639

PLACE: MUMBAI

DATE:25/06/2021

For & on behalf of the Board

For S P CAPITAL FINANCING LTD.
CIN NO. L74140MH1983PLC029494

Sd/-

MR. SURESHCHAND P JAIN
MANAGING DIRECTOR

DIN NO.:00004402

Sd/-

JUIE PAVLE

COMPANY SECRETARY

Sd/-

MRS. MEENA S JAIN
DIRECTOR

DIN NO.:00004413

Sd/-

SANDEEP GOPALE

CFO

S.P.CAPITAL FINANCING LIMITED
Notes on financial statement as on and for the year ended 31st March 2021

NOTE 01:- Financial Assets - Cash and Cash equivalents

Particulars	31 ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
Balances with banks		
In Current accounts	1,300,219	20,073,191
Cash in hand	18,886	15,864
Other Bank Balances		
Unpaid Dividend accounts	24,426	49,271
Total	1,343,532	20,138,326

NOTE 02:- Bank balance other than those Disclosed in Note 1 above

Particulars	31 ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
In Deposit Account held as margin money	15,908,024	28,105,233
Total	15,908,024	28,105,233

NOTE 3:- Trade Receivable

Particulars	31 ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
Unsecured - Other	35,931	1,026,052
Total	35,931	1,026,052

NOTE 4:- LOANS AND ADVANCES

Particulars	31 ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
Un-secured considered good		
Loans to employees	20,000	-
Loan & Advances to related party	140,004,440	56,824,680
Loans & advances to Others	-	-
TDS and Advance tax	1,559,403	1,282,282
Total	141,583,843	58,106,962

NOTE 5:- Other Financial Assets - INVESTMENTS

Particulars	31 ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
QUOTED - Investment (At FVTPL)		
Investment in Listed Entities	441,187	341,056
Unquoted-(AtCost)		
Pride & Expert Properties P Ltd (125000 Equity shares of Rs. 10 each fully paid up)	-	6,250,000
Pride Hotels Ltd (1633950 Equity shares of Rs. 10 each fully paid up)	2,470,900	2,470,900
Pride Orchades Pvt Ltd (450000 Equity shares of Rs. 10 each fully paid up)	39,507,095	39,480,263
Shares - Kopra Estate Pvt Ltd	7,634,250	-
Shares - S P Capital Consultants Pvt Ltd	9,090,950	-
Total	59,144,382	48,542,219

NOTE 06:- Other Financial Assets

Particulars	31 ST MARCH 2021 Rs.	31ST MARCH 2020 Rs.
Un-secured considered good		
Security Deposits:		
Electricity and Other Deposits	27,300	27,300
Rental Deposit	-	10,000,000
Total	27,300	10,027,300

NOTE 07:- INVENTORIES

Particulars	31 ST MARCH 2021	31 ST MARCH 2020
Stock in Trade*	-	-
Total	-	-

Notes on financial statement as on and for the year ended 31st March 2021

NOTE 9:- Borrowings

Particulars	31 ST MARCH 2021	31 ST MARCH 2020
Unsecured Loan	286,7	2,581,6
Total	286,7	2,581,6

NOTE 10:- Trade Payable

Particulars	31 ST MARCH 2021	31 ST MARCH 2020
Trade Payable	42,3	70,8
Total	42,3	70,8

NOTE 11:- other Financial Liabilities

Particulars	31 ST MARCH 2021	31 ST MARCH 2020
Unpaid dividends	24,4	49,2
Audit Fees Payable	240,0	193,8
Director Sitting Fees Payable	-	-
Retainership Fees Payable	13,0	-
TDS Payable	85,6	1,777
Salary payable	54,0	364,6
Total	417,1	609,4

NOTE 12:- Non Financial Liabilities- PROVISIONS

Particulars	31 ST MARCH 2021	31 ST MARCH 2020
Provision For	1,443,	1,121,
Total	2,318,0	1,996,0

**Notes on financial statement as on and for the year ended 31st March
2021**

NOTE 15:- REVENUE FROM OPERATION

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	RS.	RS.
Sale of Securities		18,645,943
Interest Income	5,011,013	6,126,943
Dividend Income	2,011	2,390
Total	5,013,024	24,775,276

NOTE 16:- OTHER INCOME

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	RS.	RS.
<u>Other Income</u>		
Bad Debts Recovers	-	40,000
Total	53,493,	40,000

NOTE 17:- COST OF SECURITIES SOLD

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	RS.	RS.
Opening Stock	-	-
Add: Purchases	-	18,665,236
	-	18,665,236
Less: Closing Stock	-	-
Total	-	18,665,236

NOTE 18:- EMPLOYEES BENEFIT EXPENSES

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	RS.	RS.
Salaries	1,391,790	2,539,458
Staff Welfare expenses	11,122	45,639
Total	1,402,912	2,585,097

NOTE 19:- OTHER EXPENSES

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	RS.	RS.
Printing & Stationery Expenses	418	52,461
Office Expenses	4,310	30,330
Books & Periodicals Exn	-	8,640
Audit Fees	50,000	50,000
Advertisement Expenses	-	-
Interest Paid	852,378	91,792
Bank Charges	3,218	4,210
Conveyance & Motor Car	104,859	261,406
Directors Sitting Fees	30,000	40,000
Demat Expenses	2,168	-
Postage Courier & Stamp	2,020	24,016
Retainership A/c.	18,000	103,000
Professional fees	123,721	-
Listing & Other Expenses	901,950	449,353
Telephone Expenses	3,010	24,041
Rent	255,000	120,000
ROC Filing Fees	14,200	-
Sundry Expenses	800	52,850
Legal Expenses	-	500
Late filing fees	350	-
Interest on TDS	1,440	-
GST Paid	45,900	81,400
Total	2,413,741	1,393,999

Note 20: Earning Per Share

Particulars	For the year ended 31ST MARCH 2021	For the year ended 31ST MARCH 2020
	Rs.	Rs.
Profit After Tax	54,389,182	1,606,601
No. of Equity Shares	6,012,200	6,012,200
EPS (basic & Diluted)	9.05	0.27

Note 21: Auditor's Remuneration

Particulars	For the year ended 31ST MARCH 2020	For the year ended 31ST MARCH 2020
	Rs.	Rs.
For Audit fees	50,000	50,000
Total	50,000	50,000

NOTE 08 :- Property, Plant and Equipment

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block	
	Balance as at 1 April 2020	Additions/ (Disposals)	Balance as at 31 March 2021	Balance as at 1 April 2020	Additions/ (Disposals)	Depreciation charge for the year	Balance as at 31 March	Balance as at 31 March 2021	Balance as at 31 March 2020
Tangible Assets									
Land	2,511,000	-	2,511,000	-	-	-	-	2,511,000	2,511,000
Total									
	2,511,000	-	2,511,000	0	-	0	0	2,511,000	2,511,000
P.Y.	2,511,000	-	2,511,000	-	-	-	-	2,511,000	2,511,000

S.P.CAPITAL FINANCING LIMITED

Notes on financial statement as on and for the year ended 31st March 2021

NOTE 13:-EQUITY SHARE CAPITAL

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number	Rs.	Number	Rs.
Authorised Equity Shares of ` 10/- each	12,100,000	121,000,000	12,100,000	121,000,000
Issued,Subscribed & Paidup Equity Shares of ` 10/- each	6,012,200	60,122,000	6,012,200	60,122,000
Total	6,012,200	60,122,000	6,012,200	60,122,000

Note 13.1 There are no items for reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

Note 13.2 Terms/Rights Attached to Shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends to the holders of equity shares in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Note 13.3 The details of shareholder holding more than 5% shares as at March 31, 2021 is set out below:

Name of Shareholder	As at 31 March 2021		As at 31 March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Class of Shares: Equity Shares				
Meena Sureshchand Jain	1,150,200	19.13	1,150,200	19.13
Sureshchand Jain	700,200	11.65	700,200	11.65
Advani Pvt Ltd	629,550	10.47	629,550	10.47
S.P.Capital Consultants Pvt Ltd	462,400	7.69	462,400	7.69
A.S.P.Enterprises Pvt Ltd	433,800	7.22	433,800	7.22
Pride Hotels Ltd	327,700	5.45	327,700	5.45
S.P.Realtors Pvt Ltd	198,800	3.31	198,800	3.31

Note 13.4 There are no Bonus Shares /Buyback/Shares for consideration other than cash issued during past five years.

S.P.CAPITAL FINANCING LIMITED

Notes on financial statement as on and for the year ended 31st March 2021

(b) **NOTE 14:- Other Equity**

Particulars	31 ST MARCH 2021 Rs.	31 ST MARCH 2020 Rs.
A) <u>General Reserves</u>		
Opening Balance	18,600,000	18,600,000
Add: Transferred From Surplus	-	-
Total	18,600,000	18,600,000
B) <u>Securities Premium Reserve</u>		
Opening Balance	27,010,078	27,010,078
Total	27,010,078	27,010,078
C) <u>Other Reserves</u> Reserves Fund U/S.45 of RBI Act		
Opening Balance	16,200,000	16,200,000
Add: Transferred From Surplus	-	-
Total	16,200,000	16,200,000
D) <u>Surplus in Profit & loss a/c</u>		
Surplus - Opening balance	41,330,339	39,965,701
Add : Trf into surplus a/c	-	-
Add: Net Profit after tax transferred	54,307,706	1,364,638
Add: Fair Value Gain (Restated)(Post Tax)		
Amount available for appropriation	95,638,046	41,330,339
Appropriations:		
Proposed Dividends	-	-
Dividend Tax	-	-
Amount transferred to General reserves	-	-
Amount transferred to Reserves Fund U/S.45 of R	-	-
Surplus - Closing Balance	95,638,046	41,330,339
Total (A+B+C+D)	157,448,124	103,140,417

S.P. CAPITAL FINANCING LIMITED

Notes on financial statement as on and for the year ended 31st March 2021

NOTE 22:- Related Party Transaction

(A) Relationships :

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) on related party disclosures where control exist and where transactions have taken place and description of the relationship as identified and certified by management are as follows:

(a) List of Related Parties:

Name of the Parties	Nature of Relationship
Meena Investment Corporation	Associate Firm
Pride Hotels Ltd	Promoter Company
Pride Builders LLP	Managing Director is also partner Pride Builders L I P
ASP Enterprises Pvt Ltd	Promoter Company
Executive Housing Finance Ltd	Promoter Company
Jagsons Hotels Pvt Ltd	Related Party
Kopra Estate Pvt Ltd	Promoter Company
Pride Centre & Development Pvt Ltd	Promoter Company
Pride Estate Limited	Related Party
Pride Paradise & Development Pvt Ltd	Promoter Company
Pride Plaza (I) Pvt Ltd	Promoter Company
Rohan Hotels Pvt Ltd	Related Party
S.P. Capital Consultants Pvt Ltd	Promoter Company
S.P. Realtors Pvt Ltd	Promoter Company
The Executive Inn Ltd	Promoter Company
Khairana Development Pvt Ltd	Group Company
Pride network Private Ltd	Group Company
Pride Estate LLP	Group Company
Pride R&D Pvt Ltd	Group Company
Indralok Hotels Pvt Ltd	Group Company
Pride Beach Resort Pvt Ltd	Group Company
Pride Realty Pvt Ltd	Group Company
Somti Hotel Pvt Ltd	Group Company
Pride Network Private Ltd	Group Company
Om Sai Multi Trade Pvt Ltd	Group Company
Sureshchand P Jain HUF	Managing Director's HUF

(b) Key Management Personnel :

Sandeep Gopale	Chief Financial Officer
Sureshchand P Jain	Managing Director
Meena Jain	Director
Satyen Jain	Director's Son
Baldev L Boolani	Independent Director
Rajendra L Jain	Independent Director

(B) Transactions with related parties :

Particulars	Other than KMPs		Key Management Personnel		Total	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Income :						
Interest Income	3,105,	3,840,	-	-	3,105,	3,840,
Dividend	-	-	-	-	-	-
Sale of Service	-	-	-	-	-	-
Expenses :						
Interest paid	852,378	91,482	-	-	852,3	91,4
Rent	60,000	60,000	195,0	60,0	255,0	120,0
Director Sitting Fees	-	-	30,0	40,0	30,0	40,0
Salary	-	-	284,5	295,8	284,5	295,8
Others :						
Investment made	16,725,	-	-	-	16,725,	-
Investment redeemed	6,250,	-	-	-	6,250,	-
Loans & Advances Given	203,126	93,432,	30,0	54,8	203,15	93,487,
Loans & Advances Repaid	143,811	82,685,	10,0	54,8	143,82	82,740,
Rental Deposit Given	-	-	-	-	-	-
Rental Deposit Repaid	7,000,	-	3,000,	-	-	-
Loan Taken	21,975,	13,186,	-	-	21,975,	13,186,
Loan Repaid	9,483,	8,613,	-	-	9,483,	8,613,
	637	000			637	000

NOTE 23:- Disclosure pursuant to Ind AS 12 'Income Taxes'**(i) Tax Expenses recognised in the Statement of Profit and Loss**

Particulars	For the year ended	For the year ended
	31st March 2021	31st March 2020
Current tax:		
In respect of current year	322,000	574,000
In respect of prior years	-	-
Deferred Tax:		
Deferred tax relating to origination and reversal of temporary differences	5,903	-
Total income tax recognised in profit or loss		
Current tax	-	-
Deferred tax	-	-
Total Income Tax recognised in profit or loss	327,903	574,000

(ii) Income Tax recognised in Other comprehensive income

Particulars	For the year	For the year ended
	31st March 2021	31st March 2020
Deferred tax related to items recognised in		
Income reclassifiable to P&L	22,980	85,014
Total Income tax recognised in Other comprehensive	22,980	85,014

NOTE 24:- Financial Risk Management Objectives and Policies:

The Group's principal financial liabilities comprise Borrowings and Payables. The Group's financial assets include Investments, Loan, Interest receivable on Loan and Cash and Cash equivalents that derive directly from its operations.

The Group is exposed to credit risk, liquidity risk and market risk. The Group's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed to reflect changes in market conditions and the Group's activities.

The Group's risk management committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer fails to meet its contractual obligations and arises principally from the Group's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

Loans

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each Borrower / Customer, However, management also considers the factors that may influence the credit risk of its customer base. Including the default risk associated with the industry. The Group's exposure to credit risk for loans and advances by type of counterparty is as follows;

Carrying Amount

Particulars	As at 31st March, 2021	As at 31st March, 2020
Loans	140,140,163	56,927,532

The Loans are repayable on demand, however an impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the trade receivables are categorised into groups based on days past due.

Investments

The Group has made investments in Equity shares, bonds and units of mutual funds on the basis of risk and returns of the respective scheme.

Cash and cash equivalent and Bank deposits

Credit risk on cash and cash equivalent and bank deposits is limited as the fund are in Current Account and sometimes in invests in term deposits with banks.

ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with its financial liabilities. The Group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Group is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Group manages its liquidity by term loans, inter-corporate deposit and investment in mutual funds.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities based on contractual undiscounted payments along with its carrying value as at the balance sheet date.

Particular	As at 31 March, 2021		
Payables	42,343	-	42,343
Borrowings	176,759	110,000	286,759
Other Financial Liabilities	417,126	-	417,126

Particular	As at 31 March, 2020		
	Up to 12 months	More than 12 months	Total
Payables	70,800	-	70,800
Borrowings	2,581,649	-	2,581,649

Other Financial Liabilities	609,488	-	609,488
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iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

NOTE 25 :- Earning Per Share (EPS)

Particulars	For the year ended	For the year ended
	31st March 2021	31st March 2020
Profit for the year	54,389,182	1,606,601
Weighted average number of shares used in computing basic EPS	6,012,200	6,012,200
Effect of potential dilutive Equity Shares	-	-
Weighted average number of shares used in computing dilutive EPS	6,012,200	6,012,200
Basic Earnings per share (Rs.) (Face value Rs.10 per share)	9.05	0.27
Dilutive Earnings per share (Rs.)	9.05	0.27

NOTE 26 :- Contingent Liabilities & Commitments

There are no contingent liabilities and commitments which are to be provided for the year ending on 31 March, 2021.

NOTE 27 :- Deposits, Loans and Advances

Current Assets consists of Deposits, Loans and Advances which are considered at their initial carrying value and the Management has confidence to realise these assets at their carrying value.

NOTE 28 :- The previous period's figures have been regrouped or rearranged, wherever necessary.

**For & on behalf of the Board
For S P CAPITAL FINANCING LTD.
CIN NO. L74140MH1983PLC029494**

**Sd/-
Mr. Sureshchand p jain
Managing director
Din no:00004402**

**Sd/-
Mrs. Meena s jain
Director
Din no:00004413**

**Sd/-
Ms. Juie Pavle
Company Secretary**

**Sd/-
Mr. Sandeep Gopale
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