

S.P.CAPITAL FINANCING LIMITED

The Ruby, 5th Floor, South Wing, Level 8th, JK Sawant Marg, Dadar West, Mumbai - 400028.

Tel. 40372424/22824945/22834051 Fax No. 22844052

CIN NO. L74140MH1983PLC029494, Scrip Code: 530289

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

Dated: September 06, 2022

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai - 400 001
Ref.: BSE Scrip Code No. "530289"

Sub.: Filing of Notice of Thirty-Ninth (39th) Annual General Meeting ("Notice") along with Annual Report for the financial year 2021-22.

Dear Sir / Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2021-22 along with Notice of AGM for the financial year 2021-22, which is being sent to the Members, who have registered their e-mail addresses with the Company/Depositories/ RTA, through electronic mode.

The Annual Report including Notice is also uploaded on the Company's website and can be accessed at www.spcapital.in.

This is for your information and records.

Thanking you,
Yours sincerely
For S P Capital Financing Limited


Ms. Simran Kashela
Company Secretary & Compliance officer

Encl: as above



S P CAPITAL FINANCING LIMITED

ANNUAL REPORT

2021-22

S P CAPITAL FINANCING LIMITED
Annual Report (2021-22)

Board of Directors

Mr. Sureshchand P. Jain- Chairman and Managing Director
Mrs. Meena Jain- Non Executive Director
Mr. Rajendra Jain- Independent Director
Mr. Baldev Boolni- Independent Director

Chief Financial Officer- Mr. Sandeep Gopale

Company Secretary- Ms. Juie Pavle (Up to 17th January, 2022)
Ms. Simran Kashela (wef 22nd March, 2022)

Secretarial Auditor

M/s. Martinho Ferrao & Associates
Practicing Company Secretary
Mumbai

Statutory Auditor

M/s JMT & Associates
Chartered Accountants,
Mumbai

Bankers

Central Bank of India
HDFC Bank Ltd
RBL Bank Ltd

Registered Office

“The Ruby” 5th Floor, 5SC, South Wing, Level 8th JK Sawant Marg,
Dadar West, Mumbai- 400028
Tel- 022 4037 2415/29
Email Id: spcapitalfin@gmail.com

Registrar and Share Transfer Agent

Bigshare Services Pvt. Ltd.
Office No. S6-2, 6th Floor Pinnacle Business Park, Next to Ahura
Centre, Mahakali Caves Road, Andheri West, Mumbai- 400093
Tel No.-02262638295

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF S.P. CAPITAL FINANCING LIMITED WILL BE HELD THROUGH VIDEO-CONFERENCING ON FRIDAY, SEPTEMBER 30, 2022 AT 3: 00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT THE RUBY, 5SC, 5TH FLOOR, SOUTH WING, LEVEL 8TH JK SAWANT MARG, DADAR WEST, MUMBAI- 400028 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

Item No.01- Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2022 (including audited consolidated financial statement) and the Reports of the Directors' and the Auditor's thereon)

Item No.02- Re-appointment of Mr. Sureshchand P. Jain (DIN - 00004402) as Director liable to retire by rotation

To appoint a director in place of Mr. Sureshchand P. Jain (DIN -00004402), who retires by rotation in terms of Section 152(6) of the Companies Act. 2013 and beings eligible, offers herself for appointment.

Special Business:

Item No. 3 Reappointment of Mr. Sureshchand P. Jain (DIN- 00004402) as Managing Director of the Company

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

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sureshchand P Jain, (DIN 00004402) as the Managing Director of the Company, for a period of five years with effect from 1st September, 2022, and the payment of such remuneration as may be determined by the Board or any of its committee, from time to time, within the maximum limits of remuneration for Managing Director approved by the members of the company on such terms and conditions as set out in the foregoing resolution and explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors or any of its committee be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

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

Place: Mumbai
Date: 10th August, 2022

Sd/-
Sureshchand P. Jain
Chairman & Managing Director
(DIN-00004402)

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, and Circular No. 02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 for e-voting facility. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent on cs@sspcapital.in.
7. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the same would be dispatched. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.spcapital.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
8. 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.
9. 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.

10. 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.
11. 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.
12. 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
13. 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, 2022, through email on spcapitalfin@gmail.com or cs@spcapital.in. The same will be replied by the Company suitably.
14. 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.
15. 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 FY	Disbursed on	Due date for transfer to IEPF
1.	2014-15	16/10/2015	05/11/2022

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

- 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 Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 24, 2022 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 eVoting 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

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
Individual Shareholders holding securities in demat mode with NSDL.	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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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>
<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.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mferraocs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sanjeev Yadav

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to spcapitalfin@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to spcapitalfin@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. 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 are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at spcapitalfin@gmail.com from September 23, 2022 (9:00 a.m. IST) to September 25, 2022 (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.

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

Item No. 3 Reappointment of Mr. Sureshchand P. Jain (DIN- 00004402) as Managing Director of the Company

Mr. Sureshchand P. Jain is Managing Director of the Company from more than last 15 years and is looking after and assisting the Board in the day-to-day affairs of the Company. He is actively involved in the implementation of business plans of the Company. He has vast experience in Finance, Accounting, Legal, Taxation matters. Therefore, considering his qualification and experience, the Board of Directors as well as remuneration committee of Directors at its meeting held on August 10, 2022 has reappointed him as Managing Director of the Company for a period of five years w.e.f. September 1, 2022, on the terms of remuneration and other conditions as mentioned below:

1. Mr. Sureshchand P. Jain, the Managing Director of the Company shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company.
2. Period of appointment: For Five years, i.e. from September 1, 2022 to August 31, 2027.

3. In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below:

I. Basic Salary:

In the scale of Rs.1, 00,000/- to Rs.3, 00,000/- per month. The Remuneration Committee / Board of Directors will determine the amount of salary payable to the Managing Director and the amount of increments payable every year depending on the performance of the Managing Director, profitability of the Company and other relevant factors.

The basic salary approved for 2022-23 is Rs.1, 00,000/- per month.

II. Performance Linked Variable Remuneration:

Performance Linked Variable Remuneration according to the Scheme of the Company that may be in vogue for working Directors, under which the amount payable to the Managing Director will be decided by the Remuneration Committee/Board of Directors of the Company for each of the financial years, based on the Economic Value Added in the business and other relevant factors and having regard to the performance of Managing Director subject to a ceiling of 36 months' average basic salary, for each year.

III. Perquisites and other matters:

Classified into four categories A, B, C and D as detailed below:

Category A

Benefits of the Company's Hosing facilities and/House Rent Allowance, Medical Reimbursement Scheme, Leave Travel Concession, Reimbursement of Club Fees and Education

Allowance in accordance with and subject to the ceiling specified under the Rules framed by the Company from time to time for its Managing Directors.

(1) Housing

A. Unfurnished residential accommodation, and House Rent Allowance equivalent to 30% of Basic salary.

OR

House rent allowance equivalent to 60 % of the Basic salary.

B. Furnishing at residence subject to a ceiling of Rs.2,00,000/- for a period of 5 years in accordance with the Company's Scheme.

(2) Medical Reimbursement :

Reimbursement of domiciliary medical expenses incurred/insurance premium for the Managing Directors and their family (excluding hospitalisation, nursing home and surgical charges), as per the scheme of the Company and value of such benefit in any financial year can be accumulated according to the Company's Rules.

(3) Leave Travel Concession :

Leave Travel Concession (for the Managing Director and their family once in a financial year incurred in accordance with the Rules specified by the Company) subject to a ceiling of 10% of average basic salary in a financial year, subject to a maximum of Rs.3,60,000/- in a financial year.

(4) Education Allowance:

Reimbursement of Education Allowance @ Rs.2,000/- per month.

For the purposes of medical reimbursements and leave travel concession under Category A, 'family' means the spouse and dependent children and dependent parents of the Managing Director.

Category B

(1) Company's contributions towards Provident Fund (or compensation in lieu thereof), Superannuation Fund or Annuity Fund as per the Rules framed under the Company's relevant Scheme. These shall be subject to a ceiling of the amount up to which the said contributions are either singly or put together not taxable, under the Income Tax Act, 1961.

(2) Gratuity not exceeding 50% of average basic salary drawn in the last year of service for each completed year of service as per the Company's rules. Such gratuity shall be payable according to the rules of the Company. If the Managing Director is re-appointed, gratuity will be paid at the end of their tenure with the Company.

(3) Earned/privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment of leave will be permissible in accordance with the Rules specified by the Company. Casual/Sick leave as per the rules of the Company.

Category C

The following shall not be included in the computation of perquisites :-

(1) Provision for use of Company's cars for official use.

(2) Provision of free telephone facilities or reimbursement of telephone expenses at residence, including payment of local calls and long distance official calls.

Category D - Loans

Granting of loans according to Company's Scheme subject to Central Government's approval, if applicable.

4. The Managing Director shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment to the business or affairs or other matters whatsoever of the Company and the Managing Director shall,

during the continuance of his employment hereunder, also use his best endeavour to prevent any other from disclosing the aforesaid information.

5. If the Managing Director be guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Managing Director or any breach of this Agreement, as in the opinion of all other Directors renders his retirement from the office of the Managing Director desirable, the opinion of such other Directors shall be final, conclusive and binding on the Chairman and the Company may by giving thirty days notice in writing to the Managing Director determine this Agreement and he shall cease to be Director and Managing Director of the Company, upon expiration of such notice.

Mr. Sureshchand P. Jain, aged about 70 years has vast experience in Finance, Accounting, Legal, Taxation matters and Business Management. He has handled various assignments successfully during his service with the Company.

Your Directors seek your approval by way of a special resolution for the reappointment of Mr. S.P. Jain as Managing Director of the Company and to the terms of his reappointment as proposed under item no.3 of the notice read with this explanatory statement.

Mrs. Meena Jain, Directors may be deemed to be concerned or interested in the aforesaid appointment of the Managing Director & decision of the terms of remuneration and therefore is interested in the proposed resolution, besides them no other Director is any way concerned or interested in the said resolution.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI with respect to Director seeking appointment is given below:

Item No. 2 & 3		
1.	Name	Mr. Sureshchand P. Jain
2.	Date of Birth	17th December 1951
3.	Profession	Business
4.	Qualification	CA, Bcomm
5.	List of other Directorship held excluding private Companies	3
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	One
8.	Expertise in specific functional area	In the field of Finance, Hotels & Construction Business
9.	Shareholding in the Company	729900

Board'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, 2022.

FINANCIAL RESULTS

The financial performance of your Company for the year ended March 31, 2022 is summarized below:

(Rupees in Lacs)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from Operations	84.30	50.26	84.14	50.13
Other Income	151.85	535.21	151.85	534.94
Total Income	236.14	585.47	235.99	585.07
Total Expenses	52.43	38.17	52.43	38.17
Profit/(Loss) from operations after other incomes, finance cost but before exceptional items	183.72	547.31	183.56	546.90
Exceptional Items:	-	-	0.06	0.27
Share of Profit/(Loss) of Associates				
Profit/ (Loss) before Tax	183.72	547.31	183.61	547.17
Tax				
Current Tax	40.42	3.22	40.39	3.22
Deferred Tax	-	0.06	0.01	0.06
Taxes for earlier years	0.74	-	0.74	-
Net Profit / (Loss) after tax	142.56	544.03	142.47	543.89
Less: Extra-Ordinary Items	-	-	-	-
Net Profit	142.56	544.03	142.47	543.89

The Financial Statements including consolidated financial statement for the financial year ended 31st March, 2022 have been approved by the Board of Directors.

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

On standalone basis, your company earned the gross income of Rs.236.14 Lacs as against Rs. 585.47 Lacs in previous year. The total expenditure during the year under review was Rs 52.43Lacs as against Rs.38.17 Lacs in the previous year. The Net Profit after tax was Rs 142.56 Lacs as against Rs. 544.03 Lacs in the previous year.

On consolidated basis, your Company has earned the gross income of Rs. 235.99 Lacs as against Rs. 585.07 Lacs in previous year. The total expenditure during the year under review was Rs. 52.43 Lacs as against Rs. 38.17 Lacs in the previous year. The Net Profit after tax was Rs. 142.47 Lacs as against Rs. 543.99 Lacs in the previous year.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as "the Act"), Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2021-22, together with the Auditors' Report form part of this Annual Report.

PERFORMANCE AND FINANCIAL POSITION OF THE ASSOCIATE COMPANY

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the report on performance and financial position of subsidiary company is included in the Consolidated Financial Statements (CFS) in the Company. A statement containing the salient features of financial statements of subsidiary and associate company of the Company in the prescribed Form AOC - 1 forms a part of Consolidated Financial Statements (CFS) in compliance with Section 129 (3) and other applicable provisions, if any, of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014. In accordance with Section 136 of the Act, the financial statements of the subsidiary and associate companies are available for inspection by the members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of the Company. The financial statements including the CFS, and all other documents required to be attached to this report have been uploaded on the website of the Company at www.spcapital.in.

Brief Financial and Operation of Associate Company are given here under:

Pride Orchades Private Limited: It earned gross income of Rs. 1, 60,503/- as against 1, 62,834/- in previous year. The total expenditure during the year under review was Rs. 83,740 as against expenditure of Rs. 86,389/- in previous year.

DIVIDEND

The Company has not declared any dividend for the Financial Year 2021-22 but, the Company at its Board Meeting held on 10th August, 2022 had declared an interim dividend for the first quarter of the Financial Year 2022-23.

TRANSFER TO RESERVES

The Company has not transferred any amount to reserves during the financial year 2021-22.

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 PRUDENTIAL NORMS

Since the Company does not accept and hold any public deposits, the Non- Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 are not applicable to the Company as regard to capital adequacy requirement.

INDIAN ACCOUNTING STANDARD (IND AS)

The Company has adopted Indian Accounting Standards ("IND AS") from April 01, 2019 with a transition date of April 01, 2018. Accordingly, the financial statement for the year 2020-21 have been prepared in accordance with IND-AS, prescribed under Section 133 of the Act, read with the relevant rules issued there under and the other recognised accounting practices and policies to the extent applicable.

EXTRACT OF ANNUAL RETURN

As per the provisions of section 92(3) read with section 134(3)(a) of the Act, Annual Return for the Financial Year ended on March 31, 2022, in prescribed Form No. MGT-7 is available on the website on the Company www.spcapital.in

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 - 7 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.

NUMBER OF MEETINGS OF THE BOARD

The Board met seven times in the Financial Year 2021-22 viz., 25th June, 2021, 10th August, 2021, 12th November, 2021, 17th January, 2022, 28th January, 2022, 14th February, 2022 and 22nd March, 2022 . 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, 2022.

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

During the year under review, Seven Board meetings were held which were attended by each the Director as detailed herewith.

Name of Directors	Category	No. of Board Meetings attended	Attendance of last AGM
Shri Sureshchand P. Jain	Promoter /Chairman / Managing Director	7	Present
Shri Baldev L Boolani	Non-promoter / Independent Director	7	Present
Mrs. Meena S. Jain	Promoter /Woman Director	7	Present
Shri Rajendra L. Jain	Non-promoter / Independent Director	7	Present

(C) Brief Note on the Directors seeking appointment / Re-appointment at the 39th 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, 2022, 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

Mr. Sureshchand P. Jain (DIN 00004402), 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.

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, 2022:

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

d) Changes in Directors and Key Managerial Personnel (KMP) during the FY 2021-2022

During the year under review, Ms. Juie Pavle resigned from the position of Compliance officer and Company Secretary of the company with effect from 17th January, 2022 and Ms. Surya Gupta was appointed as Compliance officer and Company Secretary with effect from 17th January, 2022 and has resigned from the said post with effect from 28th January, 2022.

Ms .Simran Kashela was appointed as Compliance officer and Company secretary of the Company with effect from 22nd March, 2022.

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 2021-22. 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, 2022 in prescribed form duly audited by the Practicing Company Secretary Firm M/s. **Sherlyn Rebello & Associates** is annexed as Annexure 8 herewith and forming part of the report.

Explanation by the Board on qualifications made by Secretarial Auditor:

Secretarial Auditor Qualification no:-

1. Whereas as per Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall publish the following information in the newspaper

Management reply to Secretarial Auditor's Qualification No.1

The Second wave of COVID-19 has affected the company's staff as the company secretary and compliance officer (Ms. Juie Pavle) herself was affected and no other resources were available with the company, who can coordinate with the press people.

2. The notice being sent to the shareholders for an 38th Annual General Meeting, where the statutory auditor(s) is/are proposed to be appointed/reappointed shall include certain disclosure are not included in the explanatory statement

Management reply to Secretarial Auditor's Qualification No.2

The Management would like to inform you that there has been no change in the auditor, and that the same auditor is continuing on the same terms and conditions under a different firm name.

3. The Company has given intimation on 8th November, 2021 for meeting to be held on 12th November, 2021

Management reply to Secretarial Auditor's Qualification No.3

The company had made a representation to the BSE by citing a reason "This delay of a day in submission of notice of Board Meeting was due to technical reasons and technicians were unavailable during that period due to Diwali holidays"

4. The disclosure to the stock exchange for outcome of Board Meeting 12th November, 2021, for financial results was delayed by 12 minutes

Management reply to Secretarial Auditor's Qualification No.4

The company attempted to upload the outcome of the Board Meeting on stock exchange site but, due to technical glitches the site was not working.

5. while NBFCs do not have to take prior approval of RBI for appointment of SCAs/SAs, all NBFCs need to inform RBI about the appointment of SCAs/SAs for each year by way of a certificate in Form A within one month of such appointment

Management reply to secretarial

The Management was of opinion that the above circular was not applicable on the company as the asset size is below Rs.1000crore but the company has received mail from RBI dated 4th January, 2022, that irrespective of the asset size appointment of statutory auditor required to be intimated in Form A. Therefore, the company has complied with the same.

INTERNAL CONTROL:

The Board ensures the effectiveness of the Company's system of internal controls including financial, operational and compliance control and same is subject to review periodically by the Board of Directors and M/s. Purvi Agarwal & Associates, Chartered accountants, Internal Auditors of the Company for its effectiveness. The control measures adopted by the company have been found to be effective and adequate to the Company's requirement.

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, 2022** 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, 2022**.
- 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 2021-22.

LISTING OF EQUITY SHARES

Pursuant to the provisions of Listing Agreement with the Stock Exchanges, the Company declares that the Equity Shares of the Company are listed at the BSE Limited.

The Company confirms that it has paid Annual Listing Fees due to BSE Limited up to the Financial Year - 2021-22.

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). 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 June 25, 2021. 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.

(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	4	4
2.	Shri S. P. Jain	Member	4	4
3.	Shri Rajendra L. Jain	Chairman	4	4

Attendance during the year:

The Committee met on 25th June, 2021, 10th August, 2021, 12th November, 2021 and 14th February, 2022 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	3	3
2.	Mrs. Meena Jain	Member	3	3
3.	Shri Rajendra L. Jain	Member	3	3

Attendance during the year:

The Committee met on 25.06.2021, 17th January, 2022 and 22nd March, 2022 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:**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
1.	Mrs. Meena S Jain	Member	1	1
2.	Shri S.P.Jain	Member	1	1
3.	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 31/3/2022
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.

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 2021-22, 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.

RISK MANAGEMENT POLICY

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report in compliance with the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, is marked as Annexure 5 and for part of this 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.

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, 2022** have been disclosed as per Schedule III to the Companies Act, 2013.

DISCLOSURE FOR COST RECORDS

Cost Records not applicable to Company.

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 2021-22, the Company has not received any complaint of sexual harassment and hence there were no complaints pending for redressal as on 31st March, 2022. 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	7%
*Ms. Simran Kashela	Company Secretary	-

*Ms Simran Kashela has appointed as Company Secretary and Compliance officer with effect from 22nd March, 2022.

Number of permanent employees on the rolls of company at the end of the year: 3

There are three Permanent employees are on the rolls of the company at the end of the financial year 2021-22.

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: **10th August, 2022**

**ANNEXURE 1
TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022:**

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: **10th August, 2022**

ANNEXURE 2

TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2022

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: **10th August, 2022**

ANNEXURE 3
TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2022:

POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES

This policy shall be effective from the financial year 2021-22.

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/-
Sureshchand P Jain
Managing Director
DIN: 00004402

Sd/-
Meena S Jain
Director
DIN: 00004413

Place: **Mumbai**
Date: **10th August, 2022**

Annexure 4
TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2022:
Statement containing salient features of the financial statement of associate companies
Part "B": Associates and Joint Ventures -

Name of Associates/Joint Ventures	Pride Orchades Private Limited
1. Latest audited Balance Sheet Date	31/03/2022
2. Shares of Associate held by the company on the year end No of Shares	4,50,000
Amount of Investment in Associates/Joint Venture	45,00,000
Extend of Holding %	45%
3. Description of how there is significant influence	More than 20% of holding
4. Reason why the associate/joint venture is not consolidated	NA
6. Networth attributable to Shareholding as per latest audited Balance Sheet	44,96,670
7. Profit / Loss for the year	
i. Considered in Consolidation	23,062
ii. Not Considered in Consolidation	

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: **10th August, 2022**

Annexure 5

TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2022:

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI), prudential norms issued by RBI, Ind AS i.e. Indian accounting standards prescribed by the Institute of Chartered Accountants of India. Our Management accepts responsibility for the integrity and objectivity of these financial statements. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner and reasonably present our state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE & DEVELOPMENTS

NBFCs have become important constituents of the financial sector and have been recording higher credit growth than scheduled commercial banks (SCBs) over the past years. NBFCs are continuously leveraging their superior understanding of regional dynamics, well developed collection system and personalized services to expedite financial inclusion in India.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS

The opportunities ahead are immense and company is fully geared to make the most of them. The Company has concentrated on its goal 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 process and people empowerment.

SEGMENT PERFORMANCE

The Indian economy gained momentum after the second wave of COVID-19 but the emergence of the third wave in January 2022 led to a worsening performance across several high frequency indicators. As per National Statistical Office's second advance estimates, the Indian economy grew by 8.7% in 2021-22 while GDP growth slowed to 4.1% in Q4 2021-22. The growth in FY 2022 was driven by increased exports, investment and consumer demand and was supported by fiscal and monetary policies. Better capacity utilisation in the agricultural sector, revival of manufacturing, higher consumer confidence with the increase in vaccination rate and increase in mobility stimulated the economy. Increased capital expenditure in infrastructure and the rise of the real estate industry contributed to the construction sector's resurgence, boosting the economy.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has a good system of internal controls in all sphere of its activity. The internal control system is supplemented by effective Internal Audit. The audit committee regularly reviews the findings of the internal auditors and effective steps to implement the suggestion /observation of the auditors are taken and monitored regularly. In the opinion of the Board, an effective internal control system commensurate to the size of the Company exists.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

your company earned the gross income of Rs.236.14 Lacs as against Rs. 585.47 Lacs in previous year. The total expenditure during the year under review was Rs 52.43Lacs as against Rs.38.17 Lacs in the previous year. The Net Profit after tax was Rs 142.56 Lacs as against Rs. 544.03 Lacs in the previous year.

ENVIRONMENT, OCCUPATIONAL HEALTH AND SAFETY

Your Company is committed to conducting its operations with utmost concern towards the environment and ensuring a safe and healthy workplace for all employees. The collective endeavour of the Company's employees at all levels is directed towards sustaining and continuously improving standards of environment management, and occupational health & safety.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES

Your Company continues to lay great stress on its most valuable resource - people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the rapidly growing customer base of your Company. It is our endeavour to create an environment where people can use all of their capabilities in support of the business. Therefore, your Company encourages its employees to balance their work and personal responsibilities. The Company is actively working on developing a culture driven by the collective spirit of experience and companywide ownership. Assignment, empowerment and accountability will be the cornerstone of the people lead processes.

CAUTIONARY STATEMENT

Management discussion and analysis report contains statements which are forward looking based on assumptions. Actual results may differ from those expressed or implied due to risk and uncertainties which have been detailed in this report. Several factors as listed in this report could make significant difference to the Company's operations. Investors, therefore, are requested to make their own independent judgments and seek professional advice before taking any investment decisions.

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: **10th August, 2022**

ANNEXURE- 6
TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

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 2021-22	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	71 Years	More than 30	25/03/2015	Managing Director
Mrs. Meena S Jain	Director	Nil	NIL	Nil	B.A	70 Years	More than 30	25/03/2015	Director
Mr. Rajendra Jain	Director	Nil	Nil	Nil	Non-Graduate	66 years	More than 30	13/02/2020	Director
Mr. Baldev Boolani	Director	Nil	Nil	Nil	B.A. (Hon)	92 Years	More than 40	22/10/1994	Director
Sandeep Gopale	CFO	3.63 Lacs	Nil	Nil	Non-Graduate	48 years	20 Years	25/03/2015	Executive Co-ordinator
*Juie Pavle	Company Secretary	3.36 Lacs	NA	Nil	CS,LLB	28 years	6 years	11/11/2019	Company Secretary

*Ms. Juie Pavle resigned with effect from 17th January, 2022.

Notes:

- The median remuneration of the employees of the company during the financial year was **Rs. 3,58,457/-**
- 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.

6. Employment terms and conditions are as per Company's Rules.

7. 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/-
Sureshchand P Jain
Managing Director
DIN: 00004402

Sd/-
Meena S Jain
Director
DIN: 00004413

Place: **Mumbai**
Date: **10th August, 2022**

ANNEXURE-7
TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

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: NIL

There were no contracts or arrangements or transactions entered into during the year end 31st March, 2022, 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 the contract or arrangement or transactions including the value if any	Duration of the contracts/arrangements/transaction
Executive Housing Fin Co Ltd	Promoter Company	23,06,204 Outstanding Loan	NA
Kopra Estate Pvt Ltd	Promoter Company	60,51,900 Outstanding Loan	NA
Omsai Multi Trade Pvt. Ltd	Group Company	8,81,708 Outstanding Loan	NA
Pride centre and Development Private Limited	Promoter Company	42,68,848 Outstanding Loan	NA
Pride Orchades Private Limited	Associate Company	6,17,119 Outstanding Loan	NA
Pride Hotels Limited	Promoter Company	9,75,22,592 Outstanding Loan	NA
Pride Paradise and Development Private Limited	Promoter Company	46,20,568 Outstanding Loan	NA
Pride Regency and Developers LLP	Related Party	19,34,609 Outstanding Loan	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: **10th August, 2022**

Annexure 8

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[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, 2022, 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, 2022, 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, 2022 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 Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall publish the following information in the newspaper:
financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor: Provided that if the listed entity has submitted both standalone and consolidated financial results, the listed entity shall publish consolidated financial results alongwith (1) Turnover, (2) Profit before tax and (3) Profit after tax, on a stand-alone basis, as a foot note; and a reference to the places, such as the website of listed entity and stock exchange(s), where the standalone results of the listed entity are available.
The Company has not complied with the same for Audited Financial statements of FY 2020-21 and Q1, Q2 of FY 2021-22.*
- b. *Whereas in terms of the Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 'The notice being sent to shareholders for an annual general meeting, where the statutory auditor(s) is/are proposed to be appointed/re-appointed shall include certain disclosures as a part of the explanatory statement to the notice:
These disclosures were not included in the Explanatory statement to the Notice of the 38th Annual General Meeting of the members of S.P. CAPITAL FINANCING LIMITED.*
- c. *Whereas in terms of the Regulation 29 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The intimation required under clause (a) of sub-regulation (1), to be discussed at the meeting of board of directors shall be given at least five days in*

advance (excluding the date of the intimation and date of the meeting), and such intimation shall include the date of such meeting of board of directors. The Company has given intimation on 8th November 2021 for meeting to be held on 12th November 2021, hence, has not complied with this regulation.

- d. *Whereas as per Regulation 30 (6) read with Schedule III(A)(4) the disclosure to stock exchange for outcome of Board Meeting 12th November 2021 for financial results was delayed by 12 minutes.*
 - e. *Whereas as per para 3.3 of the RBI/2021-22/25 Ref.No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, 'while NBFCs do not have to take prior approval of RBI for appointment of SCAs/SAs, all NBFCs need to inform RBI about the appointment of SCAs/SAs for each year by way of a certificate in Form A within one month of such appointment. The Company has not complied with the same as the Management is of opinion that the Asset size of the Company (NBFC) is less than Rs.1000 crore, so the circular is not applicable to the Company.*
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.
 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. We feel that the Company should provide a better system of maintaining the structured digital database as required under Regulation 3(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**For Sherlyn Rebello & Associates
Company Secretaries**

**Sherlyn Rebello
Proprietor**

FCS No. 11165

COP No. 16401

PR: 1043/2020

UDIN: F011165D000774059

Place: Mumbai

Date: 10.08.2022

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

**Sherlyn Rebello
Proprietor**

FCS No. 11165

COP No. 16401

PR: 1043/2020

UDIN: F011165D000774059

Place: Mumbai
Dated: 10.08.2022

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, 2022, 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, 2022, and its Profit /loss, including Other Comprehensive Income, Cash Flow and the changes in equity for the year ended on that date.

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, 2020 ("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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented that, to the best of its knowledge and belief, as disclosed in note to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures performed that have been considered reasonable

and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- v. The Final Dividend Paid by the company during the current year in respect of the same declared for the previous year is in accordance with section 123 of companies act 2013 to the extent it applies to payment of dividend. The company has not declared any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

- 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. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Sd/-
Amar Bafna
(Partner)
Membership No. 048639

UDIN: 22048639AJGNPE6790
Place: Mumbai
Date: 19th May, 2022

“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, 2022:

- i. 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.
- ii. The Company does not possess inventory as on balance sheet date and hence the clause is not applicable.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made any investments in or provided security to companies, firms, limited liability partnerships or any other parties. The Company has provided guarantees, granted loans and advances in the nature of loans during the year to companies and other parties. The Company has not provided guarantees or granted loans or advances in the nature of loans during the year to firms or limited liability partnerships.
 - a) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has provided guarantees and granted advances in the nature of loans.
 - b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans and advances in the nature of loans during the year are, prima facie, not prejudicial to the interest of the Company.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, in the case of loans and advances in the nature of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.
 - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans and advances in the nature of loans given.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans or advances in the nature of loans given to same parties.
 - f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

- iv. 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.
- v. 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.
- vi. 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.
- vii. 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, 2022 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
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix.
 - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
 - c. In our opinion and according to the information and explanations given to us by the management, there are no term loans availed by the company.
 - d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, funds raised on short-term basis have not been utilised for long-term purposes by the Company.
 - e. According to the information and explanation given to us and on an overall examination of the standalone financials, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

- f. According to the information and explanations given to us and procedures performed by us, the Company has not raised loans during the year on the pledge of securities held in its Joint Venture (as defined under the Act).

- x.

 - a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
 - b. According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year

- xi.

 - a. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the course of audit.
 - b. No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors during the year in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c. According to the information and explanations given to us, no whistle blower complaints have been received by the Company during the year.

- xii. 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.
- xiii. According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.
- xiv.

 - a. In our opinion and according to the information and explanations given to us, the Company has internal audit system commensurate with size and nature of its business.
 - b. The observations of the internal review team for the period under audit were considered by us while framing our opinion on the financial statements of the Company.

- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year. hence, provision of section 192 of the act are not applicable to the company.
- xvi.

 - a. The company is a Non-Banking Financial Company as registered under section 45-IA of the Reserve Bank of India Act, 1934, accordingly the provisions of sub-clause (b) of clause 3(xvi) of the Order is not applicable;
 - b. The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of sub-clause (c) and (d) of clause 3(xvi) of the Order are not applicable;

- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx.
- a. There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b. In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

For JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Sd/-
Amar Bafna
(Partner)
Membership No. 048639

UDIN: 22048639AJGNPE6790
Place: Mumbai
Date: 19th May, 2022

“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, 2022 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, 2022, 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: 22048639AJGNPE6790

Place: Mumbai

Date: 19th May, 2022

S.P.CAPITAL FINANCING LIMITED			
STANDALONE BALANCE SHEET AS AT 31st MARCH 2022			
(in ₹)			
PARTICULARS	NOTE NO.	AS AT 31 st MARCH 2022 Rs.	AS AT 31 st MARCH 2021 Rs.
<u>ASSETS</u>			
Financial Assets			
Cash and cash equivalents	1	3,40,84,239	13,43,532
Bank balances other than Cash and Cash equivalents	2	1,68,69,738	1,59,08,024
Trade receivables	3	35,931	35,931
Loans & Advances	4	12,27,15,212	14,16,99,566
Investments	5	7,36,39,914	2,41,60,789
Other financial assets	6	3,16,181	27,300
Total Financial Assets		24,76,61,215	18,31,75,141
Non-Financial Assets			
Inventories	7	-	-
Deferred Tax Assets (Net)		-	80,340
Property, plant and equipment	8	-	25,11,000
Other Non financial assets		-	-
Total Non-Financial Assets		-	25,91,340
Total Assets		24,76,61,215	18,57,66,481
<u>EQUITY AND LIABILITIES</u>			
Financial Liabilities			
Borrowings	9	4,91,43,276	2,86,759
Trade payables	10	10,471	42,343
Other financial liabilities	11	4,71,790	4,17,126
Total Financial Liabilities		4,96,25,537	7,46,228
Non-Financial Liabilities			
Deferred tax liabilities (net)		-	-
Provisions	12	40,42,000	23,18,000
Total Non-Financial Liabilities		40,42,000	23,18,000
Total Liabilities		5,36,67,537	30,64,228
Equity			
Equity share capital	13	6,01,22,000	6,01,22,000
Other equity	14	13,38,71,679	12,25,80,254
Total Equity		19,39,93,679	18,27,02,254
TOTAL EQUITY AND LIABILITIES		24,76,61,215	18,57,66,482
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 - 104167W		For & on behalf of the Board For S P CAPITAL FINANCING LTD. CIN NO. L74140MH1983PLC029494	
Sd/- AMAR BAFNA PARTNER M.NO.048639 PLACE: MUMBAI DATE: 19th MAY, 2022 UDIN : 22048639AJGNPE6790		Sd/- Sureshchand P. Jain Managing Director DIN NO:00004402	
		Sd/- Meena S. Jain Director DIN NO:00004413	
		Sd/- Simran P. Kashela	
		Sd/- Sandeep Gopale Chief Financial Officer	

S.P.CAPITAL FINANCING LIMITED				
Standalone Statement of Profit and loss for the year ended 31st March 2022				
	PARTICULARS	NOTE	For the year ended 31st MARCH 2022 Rs.	For the year ended 31ST MARCH 2021 Rs.
	Income			
I.	Revenue From Operations	15	84,29,570	50,25,895
II.	Other Income	16	1,51,84,863	5,35,20,714
III.	Total Income		2,36,14,433	5,85,46,609
IV.	Expenses:			
	Purchase of Stock-in-Trade	17	1,29,750	-
	Employee benefits expense	18	15,66,746	14,02,912
	Finance Cost		11,25,281	
	Depreciation and amortization expense	8	-	-
	Other expenses	19	24,21,593	24,13,741
	Total expenses		52,43,370	38,16,653
V	Profit before exceptional and extraordinary items and tax (III - IV)		1,83,71,062	5,47,29,956
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V - VI)		1,83,71,062	5,47,29,956
VIII	Extraordinary items		-	-
IX	Profit before tax (VII - VIII)		1,83,71,062	5,47,29,956
X	Tax expense:			
	(1) Current tax		40,42,000	3,22,000
	(2) Deferred tax		-	5,903
	(3) Tax for earlier years		74,404	-
			41,16,404	3,27,903
XI	Profit/(Loss) for the period from continuing operations (IX-X)		1,42,54,658	5,44,02,053
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)		1,42,54,658	5,44,02,053
	Other Comprehensive Income			
	Income reclassifiable to P&L		-9,66,592	-1,04,456
	Tax thereon		2,12,650	22,980
	Income not reclassifiable to P&L			
	Tax thereon			
	Total Other Comprehensive Income		-7,53,941	-81,475
	Total Comprehensive Income		1,35,00,717	5,43,20,578
XVII	Earnings per equity share of face value of Rs. 10 each Basic & Diluted (in Rupees)	20	2.37	9.05
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 - 104167W		For & on behalf of the Board For S P CAPITAL FINANCING LTD. CIN NO. L74140MH1983PLC029494		
Sd/- AMAR BAFNA PARTNER M.NO.048639 PLACE: MUMBAI DATE: 19TH MAY, 2022 UDIN- 22048639AJGNPE6790		Sd/- Sureshchand P. Jain Managing Director DIN NO: 00004402	Sd/- Meena S. Jain Director DIN NO: 00004413	
		Sd/- Simran Kashela Company Secretary & Compliance Officer	Sd/- Sandeep Gopale Chief Financial Officer	

S P CAPITAL FINANCING LIMITED		
STANDALONE STATEMENT OF CASHFLOW FOR THE YEAR ENDED 31ST MARCH, 2022		
Particulars	For the Year Ended 31 March 2022	For the Year Ended 31 March 2021
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax for the year	1,83,71,062	5,47,29,956
Adjustments for:		
Non Cash / Separately Considered Income/Expenses	-1,51,89,000	-
Other Adjustments		
Operating profit before working capital changes	31,82,062	5,47,29,956
Movements in working capital:		
(Increase)/Decrease in trade and other receivables	-	9,90,121
(Increase)/decrease in Loans & Advances	1,89,84,354	-8,34,89,752
(Increase)/decrease in Investments	-	-1,06,83,638
(Increase)/decrease in inventories	-	-
(Increase)/decrease in other assets	-2,88,881	99,82,923
Decrease in trade and other payables	-31,872	-28,457
(Decrease)/increase in Provision	-	3,22,000
(Decrease)/increase in other liabilities	54,664	-1,92,362
Cash flow from / (utilized in) operating activities post working capital changes	1,87,18,265	-8,30,99,166
Income Taxes	-15,11,404	-3,27,903
Net cash flow from / (utilized in) in operating activities (A)	2,03,88,924	-2,86,97,113
Cash flows from investing activities		
Payments to acquire financial assets (Investments)	-5,06,51,558	-
Proceeds on sale of financial assets (Investments)	4,14,640	-
Proceeds on sale of financial assets (Land)	1,77,00,000	-
Net cash (used in) investing activities (B)	-3,25,36,918	-
Cash flows from financing activities		
Proceed From Borrowing	4,88,56,517	2,86,758
Repayment of Borrowing	-	-25,81,649
Distribution of dividend	-30,06,100	-
Net cash used in financing activities (C)	4,58,50,417	-22,94,891
Cash and cash equivalents at the beginning of the year	1,72,51,555	4,82,43,559
Cash and cash equivalents at the end of the year(A+B+C)	5,09,53,977	1,72,51,555
Reconciliation of cash and cash equivalents as per the cash flow Statement		
Cash and cash equivalents	3,40,72,201	13,19,106
Other Balance with bank	1,68,81,776	1,59,32,450
Balance as per statement of cash flows	5,09,53,977	1,72,51,555
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.		
For JMT & ASSOCIATES CHARTERED ACCOUNTANTS FRN - 104167W	For & on behalf of the Board For S P CAPITAL FINANCING LTD. CIN NO. L74140MH1983PLC029494	
Sd/- AMAR BAFNA PARTNER M.NO.048639 PLACE: MUMBAI DATE: 19th MAY, 2022 UDIN- 22048639AJGNPE6790	Sd/- Sureshchand P. Jain Managing Director DIN NO:00004402	Sd/- Meena S. Jain Director DIN NO:00004413
	Sd/- Simran P. Kashela Company Secretary & Compliance Officer	Sd/- Sandeep Gopale Chief Financial Officer

S.P.CAPITAL FINANCING LIMITED**Notes on financial statement as on and for the year ended 31st March 2022****NOTE 01:- Financial Assets - Cash and Cash equivalents**

	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
<u>Balances with banks</u>		
In Current accounts	3,40,56,021	13,00,219
Cash in hand	16,179	18,886
<u>Other Bank Balances</u>		
Unpaid Dividend accounts	12,039	24,426
	3,40,84,239	13,43,532

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

	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
In Deposit Account held as margin money	1,68,69,738	1,59,08,024
	1,68,69,738	1,59,08,024

NOTE 3:- Trade Receivable

	Balance as at 31 March, 2022	Balance as at 31 March, 2021
Secured and considered good		
– From Related Parties	-	-
– From Others	35,931	35,931
Unsecured and considered good		
– From Related Parties	-	-
– From Others	-	-
Doubtful		
– From Related Parties	-	-
– From Others	-	-
Less: Allowance for doubtful debts		
Total Trade Receivables	35,931	35,931

NOTE 4:- LOANS AND ADVANCES		
	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
<u>Un-secured considered good</u>		
Loans to employees	2,000	20,000
Loan & Advances to related party	11,82,63,548	14,01,20,163
Loans & advances to Others	-	-
TDS and Advance tax	44,49,664	15,59,403
	12,27,15,212	14,16,99,566
NOTE 5:- Other Financial Assets - INVESTMENTS		
	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
<u>QUOTED - Investment (At FVTPL)</u>		
Investment in Listed Entities	95,82,872	4,41,187
Investment in Listed Bonds	4,03,64,272	-
<u>Unquoted-(At Cost)</u>		
Pride & Expert Properties P Ltd (125000 Equity shares of Rs. 10 each fully paid up)	-	-
Pride Hotels Ltd (1633950 Equity shares of Rs. 10 each fully paid up)	24,70,900	24,70,900
Pride Orchades Pvt Ltd (450000 Equity shares of Rs. 10 each fully paid up)	44,96,670	45,23,502
Shares - Kopra Estate Pvt Ltd	76,34,250	76,34,250
Shares - S P Capital Consultants Pvt Ltd	90,90,950	90,90,950
	7,36,39,914	2,41,60,789
NOTE 06:- Other Financial Assets		
	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
<u>Un-secured considered good</u>		
<u>Security Deposits:</u>		
Electricity and Other Deposits	27,300	27,300
Interest receivable on Bonds	2,88,881	-
	3,16,181	27,300
NOTE 07:- INVENTORIES		
	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
Stock in Trade*	-	-
	-	-

<u>Note 8 Property, Plant and Equipment</u>									
(In Rs.)									
Fixed Assets	Gross Block			Accumulated Depreciation				Net Block	
	Balance as at 1 April 2021	Additions/ (Disposals)	Balance as at 31 March 2022	Balance as at 1 April 2020	Additions/ (Disposals)	Depreciation charge for the year	Balance as at 31 March 2022	Balance as at 31 March 2022	Balance as at 31 March 2021
Tangible Assets									
Land	25,11,000	-25,11,000	0	-	-	-	-	0	25,11,000
Total	25,11,000	-25,11,000	0	0	-	0	0	0	25,11,000
P.Y.	25,11,000	-25,11,000	-	-	-	-	-	-	25,11,000

NOTE 9:- Borrowings

	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
Unsecured Loan	4,91,43,276	2,86,759
	4,91,43,276	2,86,759

NOTE 10:- Trade Payable

	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	10,471	42,343
	10,471	42,343

Trade Payables ageing schedule: As at 31st March, 2022

(In Rs.)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
(i) MSME	-	-	-	-	-
(ii) Others	10,471	-	-	-	10,471
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March, 2021

(In Rs.)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
(i) MSME	42,343	-	-	-	42,343
(ii) Others	-	-	-	-	-
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

NOTE 11:- Other Financial Liabilities

	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
Unpaid dividends	8,488	24,426
Audit Fees Payable	2,31,050	2,40,050
Director Sitting Fees Payable	10,000	-
Retainership Fees Payable	-	13,000
TDS Payable	1,92,252	85,650
Gratuity Payable	30,000	-
Salary payable	-	54,000
	4,71,790	4,17,126

NOTE 12:- Non Financial Liabilities- PROVISIONS

	31ST MARCH 2022	31ST MARCH 2021
	Rs.	Rs.
Provision For Income Tax	40,42,000	14,43,000
Provision For N.P.A	-	8,75,000
	40,42,000	23,18,000

S.P.CAPITAL FINANCING LIMITED

Notes on financial statement as on and for the year ended 31st March 2022

NOTE 13:-EQUITY SHARE CAPITAL

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number	Rs.	Number	Rs.
Authorised				
Equity Shares of ` 10/- each	1,21,00,000	12,10,00,000	1,21,00,000	12,10,00,000
Issued,Subscribed & Paidup				
Equity Shares of ` 10/- each	60,12,200	6,01,22,000	60,12,200	6,01,22,000
Total	60,12,200	6,01,22,000	60,12,200	6,01,22,000

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, 2022 is set out

Name of Shareholder	As at 31 March 2022		As at 31 March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Class of Shares: Equity Shares				
Meena Sureshchand Jain	14,25,700	23.71	14,25,700	23.17
Sureshchand Jain	7,29,900	12.14	7,00,200	11.65
S.P.Capital Consultants Pvt Ltd	4,62,400	7.69	4,62,400	7.69
A.S.P.Enterprises Pvt Ltd	4,33,800	7.22	4,33,800	7.22
Pride Hotels Ltd	3,27,700	5.45	3,27,700	5.45
Advani Pvt Ltd	-	-	6,54,561	10.89

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

13.4 Disclosure of Shareholding of Promoters:

Shares held by promoters at the end of the year 31st March 2022

Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
SURESHCHAND PREMCHAND JAIN	7,29,900	12.14	0.49
ARVIND PREMCHAND JAIN	10,000	0.17	-
SURESHCHAND PREMCHAND JAIN	2,37,600	3.95	-
SATYEN SURESH JAIN	1,25,600	2.09	1.26
MEENA SURESHCHAND JAIN	14,25,700	23.71	-
NAMRATA JAIN	45,600	0.76	-
Total	25,74,400	42.82	1.75

Shares held by promoters at the end of the year 31st March 2021

Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
SURESHCHAND PREMCHAND JAIN	7,00,200	11.65	-
ARVIND PREMCHAND JAIN	10,000	0.17	-
PREMCHAND CHATURLAL (HUF)	29,700	0.49	-
SURESHCHAND DHANNALAL (HUF)	49,800	0.83	-
SOMTIBEN PREMCHAND JAIN	25,800	0.43	-
SURESHCHAND PREMCHAND JAIN	2,37,600	3.95	-
SATYEN SURESH JAIN	50,000	0.83	-
MEENA SURESHCHAND JAIN	14,25,700	23.71	-
NAMRATA JAIN	25,800	0.76	-
Total	25,54,600	42.82	-

NOTE 14:- Other Equity

Particulars		31st March 2022 Rs.	31st March 2021 Rs.
A)	<u>General Reserves</u> Opening Balance Add: Transferred From Surplus Total	1,86,00,000 - 1,86,00,000	1,86,00,000 - 1,86,00,000
B)	<u>Securities Premium Reserve</u> Opening Balance Total	2,70,10,078 2,70,10,078	2,70,10,078 2,70,10,078
C)	<u>Other Reserves</u> Reserves Fund U/S.45 of RBI Act Opening Balance Add: Transferred From Surplus Total	1,62,00,000 1,49,35,932 3,11,35,932	1,62,00,000 - 1,62,00,000
D)	<u>Surplus in Profit & loss a/c</u> Surplus - Opening balance Add : Trf into surplus a/c Add: Net Profit after tax transferred Add: Fair Value Gain (Restated)(Post Tax) Amount available for appropriation Appropriations: Dividend Paid Deferred Tax written back Income Tax Dividend Tax Amount transferred to General reserves Amount transferred to Reserves Fund U/S.45 of RBI Act Surplus - Closing Balance	6,07,55,247 1,35,00,717 7,42,55,964 30,06,100 63,263 - - - 1,40,60,932 5,71,25,669	64,49,598 - 5,43,05,649 6,07,55,247 - - - - - - 6,07,55,247
Total (A+B+C+D)		13,38,71,679	12,25,65,325

NOTE 15:- REVENUE FROM OPERATION

	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Sale of Securities	1,69,500	-
Interest Income	82,45,856	50,23,884
Dividend Income	14,214	2,011
	84,29,570	50,25,895

NOTE 16:- OTHER INCOME

	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Other Income		
Bad Debts Recovers	-	-
Sale of Land	1,51,89,000	-
Net gain/ (loss) on sale of Investments	(4,137)	5,34,93,882
Share of Income of Associates	-	26,832
Other Income	-	-
	1,51,84,863	5,35,20,714

NOTE 17:- COST OF SECURITIES SOLD

	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Opening Stock	-	-
Add: Purchases	1,29,750	-
	1,29,750	-
Less: Closing Stock	-	-
	1,29,750	-

NOTE 18:- EMPLOYEES BENEFIT EXPENSES

	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Salaries	14,57,869	13,91,790
Gratuity	30,000	-
Staff Welfare expenses	78,877	11,122
	15,66,746	14,02,912

NOTE 19:- OTHER EXPENSES

	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Printing & Stationery Expenses	1,13,850	418
Office Expenses	2,50,940	4,310
Audit Fees	50,000	50,000
Advertisement Expenses	46,420	-
Interest Paid	-	8,52,378
Bank Charges	7,034	3,218
Conveyance & Motor Car Expenses	3,92,741	1,04,859
Directors Sitting Fees	40,000	30,000
Demat Expenses	15,474	2,168
Postage Courier & Stamp	24,226	2,020
Retainership A/ c.	-	18,000
Professional fees	19,505	1,23,721
Listing & Other Expenses	4,06,460	9,01,950
Telephone Expenses	-	3,010
Rent	7,78,800	2,55,000
Repairs & Maintenance	2,47,490	-
ROC Filing Fees	11,400	14,200
Sundry Expenses	16,465	800
Amount written off	788	-
Late filing fees	-	350
Interest on TDS	-	1,440
GST Paid	-	45,900
	24,21,593	24,13,741

S.P.CAPITAL FINANCING LIMITED**Notes on financial statement as on and for the year ended 31st March 2022****Unsecured Loans**

Particulars	31 ST MARCH 2022 Rs.	31 ST MARCH 2021 Rs.
Unsecured Loans		
EXECUTIVE HOUSING FINANCE CO LTD	-	1,76,759
JAGSONS HOTELS PVT LTD□	-	1,10,000
S.P.REALTORS PRIVATE LIMITED	17,79,874	-
SWARNAPUSHPA VANIJYA PVT LTD	50,00,000	-
SOMTI HOTELS PVT LTD	16,89,868	-
ROHAN HOTELS PVT LTD	2,32,10,046	-
NORTH CITY CREATIONS PVT LTD	50,00,000	-
INDRALOK HOTELS PVT LTD□	1,24,63,488	-
Total	4,91,43,276	2,86,759

Deposits with Others

Particulars	31 ST MARCH 2022 Rs.	31 ST MARCH 2021 Rs.
Fixed Deposit		
RBL BANK	1,68,69,738	1,59,08,024
Total	1,68,69,738	1,59,08,024

SHORT TERM LOANS AND ADVANCES

Particulars	31 ST MARCH 2022 Rs.	31 ST MARCH 2021 Rs.
STAFF ADVANCE		
SANDEEP S GOPALE	2,000	20,000
TOTAL (I)	2,000	20,000
LOAN & ADVANCES TO RELATED PARTY		
A.S.P.ENTERPRISES PVT LTD	-	40,000
EXECUTIVE HOUSING FINANCE CO LTD	23,06,204	-
KHAIRANA DEVELOPMENT PVT LTD	-	1,07,65,354
KOPRA ESTATE PVT LTD	60,51,900	13,86,771
OMSAI MULTITRADE PVT LTD	8,81,708	1,12,25,827
PRIDE CENTRE & DEVELOPMENT PVT LTD	42,68,848	39,18,738
PRIDE ESTATE L.L.P	-	1,03,95,000
PRIDE NETWORK PVT LTD	60,000	-
PRIDE ORCHADES PVT LTD	6,17,119	6,20,648
PRIDE HOTELS LIMITED	9,75,22,592	4,27,95,976
PRIDE PARADISE & DEVELOPMENT P LTD	46,20,568	-
PRIDE REGENCY & DEVELOPERS L.L.P	19,34,609	16,17,491
S.P.REALTORS PRIVATE LIMITED	-	77,000
SURESHCHAND PREMCHAND HUF	-	5,00,00,000
MEENA INVESTMENT CORPORATION	-	2,59,86,400
THE EXECUTIVE INN LTD	-	56,649
TOTAL (II)	11,82,63,548	15,88,85,854
TDS AND ADVANCE TAX		
TDS ASSESSMENT YEAR 2015-2016	-	10,084
TDS ASSESSMENT YEAR 2018-2019	-	4,110
TDS ASSESSMENT YEAR 2019-2020	-	5,54,436
TDS ASSESSMENT YEAR 2020-2021	29,122	4,84,512
TDS ASSESSMENT YEAR 2022-2023	26,20,542	4,06,261
ADVANCE TAX	18,00,000	1,00,000
TOTAL (III)	44,49,664	15,59,403
GRAND TOTAL (I+II+III)	12,27,15,212	16,04,65,257

S.P.CAPITAL FINANCING LIMITED**Notes on financial statement as on and for the year ended 31st March 2022****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.L.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 :**

Sureshchand P Jain	Managing Director
Meena Jain	Director
Satyen Jain	Director's Son
Sandeep Gopale	Chief Financial Officer
Juie Pavle	Company Secretary (up to 17 th Jan, 2022)
Simran Kashlea	Company Secretary (wef 22 nd March, 2022)
Baldev L Boolani	Independent Director
Rajendra L jain	Independent Director

(c) **Associates :**

Pride Orchades Pvt Ltd

Transactions with related parties :						
Particulars	Other than KMPs		Key Management Personnel		Total	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Income :						
Interest Income	67,80,804	31,33,972	-	-	67,80,804	31,33,972
Dividend	-	-	-	-	-	-
Sale of Service	-	-	-	-	-	-
Expenses :						
Interest paid	10,95,691	8,52,378	-	-	10,95,691	8,52,378
Rent	70,800	60,000	7,08,000	1,95,000	7,78,800	2,55,000
Director Sitting Fees	-	-	40,000	30,000	40,000	30,000
Salary	-	-	3,36,160	2,84,556	3,36,160	2,84,556
Others :						
Investment made	-	1,67,25,200	-	-	-	1,67,25,200
Investment redeemed	-	62,50,000	-	-	-	62,50,000
Loans & Advances Given	46,70,29,031	20,31,26,223	63,40,000	30,000	47,33,69,031	20,31,56,223
Loans & Advances Repaid	50,71,41,271	14,39,96,640	63,58,000	10,000	51,34,99,271	14,40,06,640
Rental Deposit Given	-	-	-	-	-	-
Rental Deposit Repaid	-	70,00,000	-	30,00,000	-	-
Loan Taken	7,10,94,000	2,19,75,000	-	-	7,10,94,000	2,19,75,000
Loan Repaid	4,14,85,064	94,83,637	-	-	4,14,85,064	94,83,637

S.P.CAPITAL FINANCING LIMITED**Notes on financial statement as on and for the year ended 31st March 2022****NOTE****23 . 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, 2022	As at 31st March, 2021
Loans	11,82,65,548	14,01,40,163

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) Liquity 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, 2022		
	Up to 12 months	More than 12 months	Total
Payables	10,471	-	10,471
Borrowings	4,91,43,276	-	4,91,43,276
Other Financial Liabilities	4,71,790	-	4,71,790

Particular	As at 31 March, 2021		
	Up to 12 months	More than 12 months	Total
Payables	42,343	-	42,343
Borrowings	1,76,759	1,10,000	2,86,759
Other Financial Liabilities	4,17,126	-	4,17,126

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 :
24 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 2022	31st March 2021
Current tax:		
In respect of current year	40,42,000	3,16,000
In respect of prior years	74,404	-
Deferred Tax:	-	-
Deferred tax relating to origination and reversal of temporary differences	-	-
Total Income Tax recognised in profit or loss	41,16,404	3,16,000
Current tax	41,16,404	3,16,000
Deferred tax	-	-
Total Income Tax recognised in profit or loss	41,16,404	3,16,000

(ii) Income Tax recognised in Other comprehensive income

Particulars	For the year ended	For the year ended
	31st March 2022	31st March 2021
Deferred tax related to items recognised in Other comprehensive income during the year:		
Income reclassifiable to P&L	2,12,650	22,980
Total Income tax recognised in Other comprehensive income	2,12,650	22,980

NOTE : 25 Ratio Analysis

Sr. No.	Particulars	As at 31 March, 2022	As at 31 March, 2021
1	(a) Current Ratio	4.61	59.89
2	(b) Debt-Equity Ratio	0.28	0.02
3	(c) Debt Service Coverage Ratio	0.23	17.48
4	(d) Return on Equity Ratio	0.07	0.34
5	(e) Inventory turnover ratio	NA	NA
6	(f) Trade Receivables turnover ratio	234.21	9.46
7	(g) Trade payables turnover ratio	-	-
8	(h) Net capital turnover ratio	0.04	0.03
9	(i) Net profit ratio	1.60	10.81
10	(j) Return on Capital employed	0.09	0.29
11	(k) Return on investment	0.18	2.25

NOTE : 26 Contingent Liabilities & Commitments

There are no contingent liabilities and commitments which are to be provided for the year

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 Ratio Analysis - Details of Numerator & Denominator

Sr no	Particulars	Amount/Ratio
(a)	Capital to Risk-weighted assets ratio (CRAR)	NA
(b)	Tier I CRAR	NA
(c)	Tier II CRAR	NA
(d)	Liquidity Coverage Ratio	NA

Note: 29 Previous Year Figures:

Previous Year Figures are Re-Grouped and Re-arranged wherever necessary to confirm the current year's classifications.

Corporate Info and Significant Accounting Policies

- 1) **CORPORATE INFO:** S.P CAPITAL FINANCING LIMITED ('the Company') is a listed 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.

**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, 2022, 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, 2022, and its Profit /loss, including Other Comprehensive Income, Cash Flow and the changes in equity for the year ended on that date.

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 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.0.2306 Lakhs (after tax) for the year ended march 2022 as considered in the consolidated financial statement, in respect of one associates whose financial statement and other financial information have not been audited. This financial statement and other financial information have been furnished to us by the management. 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 such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 :
 - vi. The Group does Not have any pending litigations which would Impacts on financial position
 - vii. The Group, did not have any long-term contracts including derivative contracts for which there were no material foreseeable losses;
 - viii. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Group’s Company.
 - ix. (a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company and its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company and its subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding company and its subsidiaries whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

x. The Final Dividend Paid by the Holding company and its subsidiaries during the current year in respect of the same declared for the previous year is in accordance with section 123 of companies act 2013 to the extent it applies to payment of dividend. The company has not declared any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

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. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

For JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Sd/-
Amar Bafna
(Partner)
Membership No. 048639
UDIN: 22048639AJGNSV6039
Place: Mumbai
Date: 19th May, 2022

**“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, 2022 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, 2022, 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: 22048639AJGNSV6039

Place: Mumbai

Date: 19th May, 2022

S.P.CAPITAL FINANCING LIMITED			
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2022			
PARTICULARS	NOTE NO.	AS AT	AS AT
		31 st MARCH 2022	31 st MARCH 2021
		Rs.	Rs.
ASSETS			
Financial Assets			
Cash and cash equivalents	1	3,40,84,239	13,43,532
Bank balances other than Cash and Cash equivalents	2	1,68,69,738	1,59,08,024
Trade receivables	3	35,931	35,931
Loans & Advances	4	12,25,99,489	14,15,83,843
Investments	5	10,91,24,680	5,91,44,382
Other financial assets	6	3,16,181	27,300
Total Financial Assets		28,30,30,257	21,80,43,011
Non-Financial Assets			
Inventories	7	-	-
Deferred Tax Assets (Net)		-	69,166
Property, plant and equipment	8	-	25,11,000
Other Non financial assets		-	-
Total Non-Financial Assets		-	25,80,166
Total Assets		28,30,30,257	22,06,23,177
EQUITY AND LIABILITIES			
Financial Liabilities			
Borrowings	9	4,91,43,276	2,86,759
Trade payables	10	10,471	42,343
Other financial liabilities	11	4,71,790	4,17,126
Total Financial Liabilities		4,96,25,537	7,46,228
Non-Financial Liabilities			
Deferred tax liabilities (net)		-	-
Provisions	12	40,42,000	23,09,000
Total Non-Financial Liabilities		40,42,000	23,09,000
Total Liabilities		5,36,67,537	30,55,228
Equity			
Equity share capital	13	6,01,22,000	6,01,22,000
Other equity	14	16,92,40,720	15,74,45,949
Total Equity		22,93,62,720	21,75,67,949
TOTAL EQUITY AND LIABILITIES		28,30,30,257	22,06,23,176
		-0	-0

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

As per our report of even date

For JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 104167W

sd/-

AMAR BAFNA
PARTNER
M.NO.048639
PLACE: MUMBAI
DATE: 19th MAY, 2022
UDIN : 22048639AJGNSV6039

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

sd/-

Sureshchand P. Jain
Managing Director
DIN NO:00004402

sd/-

Simran P. Kashela
Company Secretary &
Compliance Officer

sd/-

Meena S. Jain
Director
DIN NO:00004413

sd/-

Sandeep Gopale
Chief Financial
Officer

S.P.CAPITAL FINANCING LIMITED				
Consolidated Statement of Profit and loss for the year ended 31st March 2022				
	PARTICULARS	NOTE NO.	For the year ended 31ST MARCH 2022 Rs.	For the year ended 31ST MARCH 2021 Rs.
	Income			
I.	Revenue From Operations	15	84,29,570	50,13,024
II.	Other Income	16	1,51,84,863	5,34,93,882
III.	Total Income		2,36,14,433	5,85,06,906
IV.	Expenses:			
	Purchase of Stock-in-Trade	17	1,29,750	-
	Employee benefits expense	18	15,66,746	14,02,912
	Finance Cost		11,25,281	
	Depreciation and amortization expense	8	-	-
	Other expenses	19	24,21,593	24,13,741
	Total expenses		52,43,370	38,16,653
V	Profit before exceptional and extraordinary items and tax (III - IV)		1,83,71,062	5,46,90,253
VI	a) Exceptional items		-	-
	b) Share of Profit/(Loss) from Associates (Equity Method)		23,062	26,832
VII	Profit before extraordinary items and tax (V - VI)		1,83,94,125	5,47,17,085
VIII	Extraordinary items		-	-
IX	Profit before tax (VII - VIII)		1,83,94,125	5,47,17,085
X	Tax expense:			
	(1) Current tax		40,42,000	3,13,000
	(2) Deferred tax		-	5,903
	(3) Tax for earlier years		74,404	-
			41,16,404	3,18,903
XI	Profit/(Loss) for the period from continuing operations (IX-X)		1,42,77,721	5,43,98,182
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)		1,42,77,721	5,43,98,182
	Other Comprehensive Income			
	Income reclassifiable to P&L		-9,66,592	-1,04,456
	Tax thereon		2,12,650	22,980
	Income not reclassifiable to P&L			
	Tax thereon			
	Total Other Comprehensive Income		-7,53,941	-81,475
	Total Comprehensive Income		1,35,23,779	5,43,16,706
XVII	Earnings per equity share of face value of Rs. 10 each	20	2.37	9.05
	Basic & Diluted (in Rupees)			
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 - 104167W			For & on behalf of the Board For S P CAPITAL FINANCING LTD. CIN NO. L74140MH1983PLC029494	
sd/- AMAR BAFNA PARTNER M.NO.048639 PLACE: MUMBAI DATE: 19th MAY, 2022 UDIN : 22048639AJGNSV6039			sd/- Sureshchand P. Jain Managing Director DIN NO:00004402	
			sd/- Meena S. Jain Director DIN NO:00004413	
			sd/- Simran P. Kashela Company Secretary & Compliance Officer	
			sd/- Sandeep Gopale Chief Financial Officer	

S.P.CAPITAL FINANCING LIMITED		
Consolidated Statement of Cash Flow		
for the year ended 31 March 2022		
Particulars	For the Year Ended 31 March 2022	For the Year Ended 31 March 2021
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax for the year	1,83,94,125	5,47,17,085
Adjustments for:		
Non Cash / Separately Considered	-1,52,12,062	-26,832
Other Adjustments		
Operating profit before working capital changes	31,82,062	5,46,90,253
Movements in working capital:		
(Increase)/Decrease in trade and other receivables	-	9,90,121
(Increase)/decrease in Loans & Advances	1,89,84,354	-8,34,89,752
(Increase)/decrease in Investments	-	-1,06,66,915
(Increase)/decrease in inventories	-	-
(Increase)/decrease in other assets	-2,88,881	1,00,00,000
Decrease in trade and other payables	-31,872	-28,457
(Decrease)/increase in Provision	-	3,13,000
(Decrease)/increase in other liabilities	54,664	-1,92,362
Cash flow from / (utilized in) operating activities post working capital changes	1,87,18,265	-8,30,74,366
Income Taxes	-15,11,404	-3,13,000
Net cash flow from/ (utilized in) in operating activities (A)	2,03,88,924	-2,86,97,112
Cash flows from investing activities		
Payments to acquire financial assets (Investments)	-5,06,51,558	-
Proceeds on sale of financial assets (Investments)	4,14,640.0	-
Proceeds on sale of financial assets (Land)	1,77,00,000	-
Net cash (used in) investing activities (B)	-3,25,36,918	-
Cash flows from financing activities		
Proceed From Borrowing	4,88,56,517	2,86,759
Repayment of Borrowing	-	-
Distribution of dividend	-30,06,100	-25,81,649
Net cash used in financing activities (C)	4,58,50,417	-22,94,890
Cash and cash equivalents at the beginning of the year	1,72,51,555	4,82,43,559
Cash and cash equivalents at the end of the year(A+B+C)	5,09,53,977	1,72,51,555
Reconciliation of cash and cash equivalents as per the cash flow Statement		
Cash and cash equivalents	3,40,72,201	13,19,106
Other Balance with bank	1,68,81,776	1,59,32,450
Balance as per statement of cash flows	5,09,53,977	1,72,51,555
<p>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.</p> <p>As per our report of even date</p> <p>For JMT & ASSOCIATES CHARTERED ACCOUNTANTS FRN - 104167W</p> <p>Sd/- AMAR BAFNA PARTNER M.NO.048639 PLACE: MUMBAI DATE: 19th MAY, 2022 UDIN : 22048639AJGNSV6039</p> <p style="text-align: right;">For & on behalf of the Board For S P CAPITAL FINANCING LTD. CIN NO. L74140MH1983PLC029494</p> <p style="text-align: right;">Sd/- Sd/- Sureshchand P. Jain Meena S. Jain Managing Director Director DIN NO:00004402 DIN NO:00004413</p> <p style="text-align: right;">Sd/- Sd/- Simran P. Kashela Sandeep Gopale Company Secretary Chief Financial Officer & Compliance Officer</p>		

S.P.CAPITAL FINANCING LIMITED**Consolidated Notes on financial statement as on and for the year ended 31st March 2022****NOTE 01:- Financial Assets - Cash and Cash equivalents**

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
Balances with banks		
In Current accounts	3,40,56,021	13,00,219
Cash in hand	16,179	18,886
Other Bank Balances		
Unpaid Dividend accounts	12,039	24,426
	3,40,84,239	13,43,532

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

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
In Deposit Account held as margin money	1,68,69,738	1,59,08,024
	1,68,69,738	1,59,08,024

NOTE 3:- Trade Receivable

	Balance as at 31 March, 2022	Balance as at 31 March, 2021
Secured and considered good		
– From Related Parties	-	-
– From Others	35,931	35,931
Unsecured and considered good		
– From Related Parties	-	-
– From Others	-	-
Doubtful		
– From Related Parties	-	-
– From Others	-	-
Less: Allowance for doubtful debts		
Total Trade Receivables	35,931	35,931

NOTE 4:- LOANS AND ADVANCES

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
<u>Un-secured considered good</u>		
Loans to employees	2,000	20,000
Loan & Advances to related party	11,81,47,825	14,00,04,440
Loans & advances to Others	-	-
TDS and Advance tax	44,49,664	15,59,403
	12,25,99,489	14,15,83,843

NOTE 5:- Other Financial Assets - INVESTMENTS

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
<u>QUOTED - Investment (At FVTPL)</u>		
Investment in Listed Entities	95,82,872	4,41,187
Investment in Listed Bonds	4,03,64,272	-
<u>Unquoted-(At Cost)</u>		
Investment in Equity shares of related parties	5,91,77,535	5,87,03,195
	10,91,24,680	5,91,44,382

NOTE 06:- Other Financial Assets

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
<u>Un-secured considered good</u>		
<u>Security Deposits:</u>		
Electricity and Other Deposits	27,300	27,300
Interest receivable on Bonds	2,88,881	-
	3,16,181	27,300

NOTE 07:- INVENTORIES

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
Stock in Trade*	-	-
	-	-

NOTE 9:- Borrowings

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
Unsecured Loan	4,91,43,276	2,86,759
	4,91,43,276	2,86,759

NOTE 10:- Trade Payable

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	10,471	42,343
	10,471	42,343

NOTE 11:- Other Financial Liabilities

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
Unpaid dividends	8,488	24,426
Audit Fees Payable	2,31,050	2,40,050
Director Sitting Fees Payable	10,000	-
Retainership Fees Payable	-	13,000
TDS Payable	1,92,252	85,650
Gratuity Payable	30,000	-
Salary payable	-	54,000
	4,71,790	4,17,126

NOTE 12:- Non Financial Liabilities- PROVISIONS

	31ST MARCH 2022 Rs.	31ST MARCH 2021 Rs.
- Provision For Income Tax	40,42,000	14,34,000
Provision For N.P.A	-	8,75,000
	40,42,000	23,09,000

NOTE 15:- REVENUE FROM OPERATION

	For the year ended 31ST MARCH 2022 Rs.	For the year ended 31ST MARCH 2021 Rs.
Sale of Securities	1,69,500	-
Interest Income	82,45,856	50,11,013
Dividend Income	14,214	2,011
	84,29,570	50,13,024

NOTE 16:- OTHER INCOME

	For the year ended 31ST MARCH 2022 Rs.	For the year ended 31ST MARCH 2021 Rs.
<u>Other Income</u>		
Bad Debts Recovers	-	-
Sale of Land	1,51,89,000	-
Net gain/(loss) on sale of Investments	(4,137)	5,34,93,882
Share of Income of Associates	-	-
Other Income	-	-
	1,51,84,863	5,34,93,882

NOTE 17:- COST OF SECURITIES SOLD

	For the year ended 31ST MARCH 2022 Rs.	For the year ended 31ST MARCH 2021 Rs.
Opening Stock	-	-
Add: Purchases	1,29,750	-
	1,29,750	-
Less: Closing Stock	-	-
	1,29,750	-

NOTE 18:- EMPLOYEES BENEFIT EXPENSES

	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Salaries	14,57,869	13,91,790
Gratuity	30,000	-
Staff Welfare expenses	78,877	11,122
	15,66,746	14,02,912

NOTE 19:- OTHER EXPENSES

	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Printing & Stationery Expenses	1,13,850	418
Office Expenses	2,50,940	4,310
Audit Fees	50,000	50,000
Advertisement Expenses	46,420	-
Interest Paid	-	8,52,378
Bank Charges	7,034	3,218
Conveyance & Motor Car Expenses	3,92,741	1,04,859
Directors Sitting Fees	40,000	30,000
Demat Expenses	15,474	2,168
Postage Courier & Stamp	24,226	2,020
Retainership A/c.	-	18,000
Professional fees	19,505	1,23,721
Listing & Other Expenses	4,06,460	9,01,950
Telephone Expenses	-	3,010
Rent	7,78,800	2,55,000
Repairs & Maintenance	2,47,490	-
ROC Filing Fees	11,400	14,200
Sundry Expenses	16,465	800
Amount written off	788	-
Late filing fees	-	350
Interest on TDS	-	1,440
GST Paid	-	45,900
	24,21,593	24,13,741

Note: 20 Earning Per Share

Particulars	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
Profit After Tax	1,42,54,658	5,44,02,053
No. of Equity Shares	60,12,200	60,12,200
EPS (basic & Diluted)	2.37	9.05

Note: 21 Auditor's Remuneration

Particulars	For the year ended 31ST MARCH 2022	For the year ended 31ST MARCH 2021
	Rs.	Rs.
For Audit fees	50,000	50,000
Out of Pocket expenses	9,000	-
Total	59,000	50,000

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.L.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 :**

Sureshchand P Jain	Managing Director
Meena Jain	Director
Satyen Jain	Director's Son
Sandeep Gopale	Chief Financial Officer
Juie Pavle	Company Secretary (up to 17 th Jan, 2022)
Simran Kashlea	Company Secretary (wef 22 nd March, 2022)
Baldev L Boolani	Independent Director
Rajendra L Jain	Independent Director

(c) **Associates :**

Pride Orchades Pvt Ltd

Transactions with related parties :

Particulars	Other than KMPs		Key Management Personnel		Total	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Income :						
Interest Income	67,80,804	31,05,370	-	-	67,80,804	31,05,370
Dividend	14,215	-	-	-	14,215	-
Sale of Service	-	-	-	-	-	-
Expenses :						
Interest paid	11,25,281	8,52,378	-	-	11,25,281	8,52,378
Rent	70,800	60,000	7,08,000	1,95,000	7,78,800	2,55,000
Director Sitting Fees	-	-	40,000	30,000	40,000	30,000
Salary	14,57,869	-	-	2,84,556	14,57,869	2,84,556
Others :						
Investment made	-	1,67,25,200	-	-	-	1,67,25,200
Investment redeemed	-	62,50,000	-	-	-	62,50,000
Loans & Advances Given		20,31,26,223	10,000	30,000	10,000	20,31,56,223
Loans & Advances Repaid		1,43,71,100	28,000	10,000	28,000	1,43,81,100
Rental Deposit Given	-	-	-	-	-	-
Rental Deposit Repaid	-	70,00,000	-	30,00,000	-	1,00,00,000
Loan Taken		2,19,75,000				2,19,75,000
Loan Repaid		94,83,637				94,83,637

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 2022	31st March 2021
Current tax:		
In respect of current year	1,83,94,125	5,47,17,085
In respect of prior years	-	-
Deferred Tax:		
Deferred tax relating to origination and reversal of temporary differences	-	-
Total Income Tax recognised in profit or loss		
Current tax	-	-
Deferred tax	-	-
Total Income Tax recognised in profit or loss	1,83,94,125	5,47,17,085

(ii) Income Tax recognised in Other comprehensive income

Particulars	For the year ended	For the year ended
	31st March 2022	31st March 2021
Deferred tax related to items recognised in Other comprehensive income during the year:		
Income reclassifiable to P&L	-	-
Total Income tax recognised in Other comprehensive income	-	-

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, 2022	As at 31st March, 2021
Loans		14,01,40,163

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, 2022		
	Up to 12 months	More than 12 months	Total
Payables	10,471	-	10,471
Borrowings	(1,66,46,451)	1,66,46,451	-
Other Financial Liabilities	(6,57,840)	6,57,840	-

Particular	As at 31 March, 2021		
	Up to 12 months	More than 12 months	Total
Payables	42,343	-	42,343
Borrowings	1,76,759	1,10,000	2,86,759
Other Financial Liabilities	4,17,126	-	4,17,126

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.

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 :- Ratio Analysis

	Particulars	Amount/Ratio
a)	Capital to Risk-weighted	NA
b)	Tier I CRAR	NA
c)	Tier II CRAR	NA
d)	Liquidity Coverage Ratio	NA

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 :- Previous Year Figures

Previous Year Figures are Re-Grouped and Re-arranged wherever necessary to confirm the current year's classification.

S.P.CAPITAL FINANCING LIMITED

Notes on financial statement as on and for the year ended 31st March 2022

NOTE 14:- Other Equity

Particulars	31 ST MARCH 2022 Rs.	31 ST MARCH 2021 Rs.
A) <u>General Reserves</u>		
Opening Balance	1,86,00,000	1,86,00,000
Add: Transferred From Surplus	-	-
Total	1,86,00,000	1,86,00,000
B) <u>Securities Premium Reserve</u>		
Opening Balance	2,70,10,078	2,70,10,078
Total	2,70,10,078	2,70,10,078
C) <u>Other Reserves</u>		
Reserves Fund U/S.45 of RBI Act		
Opening Balance	1,62,00,000	1,62,00,000
Add: Transferred From Surplus	1,49,35,932	-
Total	3,11,35,932	1,62,00,000
Revaluation Reserve		
Opening Balance	3,48,69,565	3,48,69,565
Total	6,60,05,497	5,10,69,565
D) <u>Other Comprehensive Income</u>		
Opening Balance	(3,23,438)	(2,41,963)
Add: Transfer during the year	(7,53,942)	(81,475)
Total	(10,77,380)	(3,23,438)
E) <u>Surplus in Profit & loss a/c</u>		
Surplus - Opening balance	6,10,89,743	66,91,561
Add : Trf into surplus a/c	-	-
Add: Net Profit after tax transferred	1,42,77,721	5,43,98,182
Add: Fair Value Gain (Restated)(Post Tax)	-	-
Amount available for appropriation	7,53,67,464	6,10,89,743
Appropriations:		
Dividend Paid	30,06,100	-
Deferred Tax written back	78,192	-
Others	(4,80,285)	-
Income Tax	-	-
Dividend Tax	-	-
Amount transferred to General reserves	-	-
Amount transferred to Reserves Fund U/S.45 of RBI Act	1,40,60,932	-
Surplus - Closing Balance	5,87,02,525	6,10,89,743
Total (A+B+C+D+E)	16,92,40,720	15,74,45,949

Unsecured Loans

Particulars	31 ST MARCH 2022	31 ST MARCH 2021
	Rs.	Rs.
Unsecured Loans		
EXECUTIVE HOUSING FINANCE CO LTD	-	1,76,759
JAGSONS HOTELS PVT LTD	-	1,10,000
S.P.REALTORS PRIVATE LIMITED	17,79,874	-
SWARNAPUSHPA VANIJYA PVT LTD	50,00,000	-
SOMTI HOTELS PVT LTD	16,89,868	-
ROHAN HOTELS PVT LTD	2,32,10,046	-
NORTH CITY CREATIONS PVT LTD	50,00,000	-
INDRALOK HOTELS PVT LTD	1,24,63,488	-
Total	4,91,43,276	2,86,759

Deposits with Others

Particulars	31 ST MARCH 2022	31 ST MARCH 2021
	Rs.	Rs.
Fixed Deposit		
RBL BANK	1,68,69,738	1,59,08,024
Total	1,68,69,738	1,59,08,024

SHORT TERM LOANS AND ADVANCES

Particulars	31 ST MARCH 2022	31 ST MARCH 2021
	Rs.	Rs.
<u>STAFF ADVANCE</u>		
SANDEEP S GOPALE	2,000	20,000
TOTAL (I)	2,000	20,000
<u>LOAN & ADVANCES TO RELATED PARTY</u>		
A.S.P.ENTERPRISES PVT LTD	-	40,000
EXECUTIVE HOUSING FINANCE CO LTD	23,06,204	-
KHAIRANA DEVELOPMENT PVT LTD	-	1,07,65,354
KOPRA ESTATE PVT LTD	60,51,900	13,86,771
OMSAI MULTITRADE PVT LTD	8,81,708	1,12,25,827
PRIDE CENTRE & DEVELOPMENT PVT LTD	42,68,848	39,18,738
PRIDE ESTATE L.L.P	-	1,03,95,000
PRIDE NETWORK PVT LTD	60,000	
PRIDE ORCHADES PVT LTD	6,17,119	6,20,648
PRIDE HOTELS LIMITED	9,75,22,592	4,27,95,976
PRIDE PARADISE & DEVELOPMENT P LTD	46,20,568	-
PRIDE REGENCY & DEVELOPERS L.L.P	19,34,609	16,17,491
S.P.REALTORS PRIVATE LIMITED	-	77,000
SURESHCHAND PREMCHAND HUF	-	5,00,00,000
MEENA INVESTMENT CORPORATION	-	2,59,86,400
THE EXECUTIVE INN LTD	-	56,649
TOTAL (II)	11,82,63,548	15,88,85,854
<u>TDS AND ADVANCE TAX</u>		
TDS ASSESSMENT YEAR 2015-2016	-	10,084
TDS ASSESSMENT YEAR 2018-2019	-	4,110
TDS ASSESSMENT YEAR 2019-2020	-	5,54,436
TDS ASSESSMENT YEAR 2020-2021	29,122	4,84,512
TDS ASSESSMENT YEAR 2022-2023	26,20,542	4,06,261
ADVANCE TAX	18,00,000	1,00,000
TOTAL (III)	44,49,664	15,59,403
GRAND TOTAL (I+II+III)	12,27,15,212	16,04,65,257

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 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.

B. 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	
		2021-2022	2020-2021
Pride Orchades Pvt Ltd	India	45%	45%

C. 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.

D. 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.

E. 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.

F. 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

G. 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.

iii) 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.

iv) 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.

H. 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.

I. 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

J. 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.

K. EXPENDITURE**3) Finance Costs**

Borrowing costs on financial liabilities are recognised using the EIR

4) Employee Benefit

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

5) 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.

L. 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.

M. 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.

N. 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.