

S P CAPITAL
FINANCING LIMITED

30th

ANNUAL REPORT
2012-2013

**Board of Directors**

Shri S. P. Jain	Chairman
Shri Baldev L. Boolani	Director
Shri Bhupendra T. Shah	Director
Shri D. P. Jain	Director

Auditors

M/s. SANJAY RAJA JAIN & CO.
Chartered Accountants

Bankers

Central Bank of India
Citi Bank
HDFC Bank
Bank of Maharashtra

30th ANNUAL GENERAL MEETING

DATE : 30th September, 2013
TIME : 3.00 p.m.
VENUE : 908, Dalamal Tower, 211, Nariman Point, Mumbai - 400 021.

Legal Adviser

M/s. Kanga & Co.
Advocate & Solicitors

Registrar and Transfer Agents**Bigshare Services Pvt Ltd**

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E),
Mumbai – 400 072.
Tel.No. : 022 - 40430200
Fax No. : 022 - 28475207
E-Mail : bigshare@bom7.vsnl.net.in

Registered Office

908, Dalamal Towers,
211, Nariman Point,
Mumbai – 400 021.
Tel.: 40372424 /40372403
Fax : 22844052
E-Mail : spcapitalfin@gmail.com

Equity Shares are listed on

Bombay Stock Exchange

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**NOTICE**

NOTICE is hereby given that the 30th Annual General Meeting of the members of S P CAPITAL FINANCING LIMITED will be held at 908, Dalamal Towers, 211 Nariman Point, Mumbai 400 021 on Monday, September 30, 2013 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2013 and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To consider and approve Dividend on Equity Shares.
3. To appoint a Director in place of Shri D. P. Jain who retires by rotation and being eligible to offer himself for reappointment.
4. To appoint a Director in place of Shri Baldev Boolani who retires by rotation and being eligible to offer himself for reappointment.
5. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing a proxy in order to be effective, should be duly completed, stamped and signed, and must be deposited at the Registered Office of the Company not less than 48 hours before the time of the Meeting.
3. Members are requested to bring their copies of the Annual Report to the Meeting. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
4. Members are requested to advise immediately change in their address, if any, quoting their Folio number(s) to the company.
5. Information as required under Clause 49 of the Listing Agreement with respect to Directors seeking re-appointment in this Annual General Meeting. in respect of item No. 3 & 4 of the notice convening the Meeting is annexed hereto.
6. The Register of Members and Share transfer Books of the Company will remain closed from Monday, September 23, 2013 to Monday, September 30, 2013 (both days inclusive)

For and on behalf of the Board

**S. P. Jain
Chairman**

Registered Office:

908, Dalamal Towers,
211, Nariman Point,
Mumbai-400 021.
Dated: 31/05/2013

**ANNEXURE TO NOTICE**

Information under Clause 49 of the Listing Agreement with respect to Directors seeking re-appointment in this Annual General Meeting.

Item No. 2

1. Name	Shri D. P. Jain
2. Date of Birth	19 th December, 1960
3. Profession	Industrialist
4. Qualification	B. Com. L.L.B (G), D.T.M
5. List of other Directorship held excluding private Companies	3 (Three)
6. Chairman/Member of the Committee of Board of Director of the Company	1 (one)
7. Chairman/Member of the Committee of Board of Director of the other Company	Nil
8. Expertise in specific functional area	In the field of Finance, & Construction Business.

Item No. 3

1. Name	Shri Baldev L Boolani
2. Date of Birth	19 th February, 1929
3. Profession	Business
4. Qualification	M.Sc.(Tech)
5. List of other Directorship held excluding private Companies	Nil
6. Chairman/Member of the Committee of Board of Director of the Company	2 (Two)
7. Chairman/Member of the Committee of Board of Director of the other Company	Nil
8. Expertise in specific functional area	In the field of Mfg plastic processing machines & packaging material Industries..

For and on behalf of the Board

S. P. Jain
Chairman

Registered Office:

908, Dalamal Towers,
211, Nariman Point,
Mumbai-400 021.
Dated: 31/05/2013

**DIRECTORS REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 30th Annual Report of the Company along with the audited statements of accounts for the year ended March 31, 2013.

Financial Results

The standalone financial results of your Company for the financial year ended March 31, 2013 are summarized below:

(Amount in Rs.)

Particulars	Year ended March 31, 2013	Year ended March 31, 2012
Net Sales / Gross Income	3,19,71,877	3,36,22,328
Profit before extraordinary items and tax	38,75,064	23,51,255
Extraordinary items	(42,33,825)	—
Profit before tax	(3,58,761)	23,51,255
Provision for Taxation (including deferred Tax)	7,88,781	7,03,686
Net Profit After Tax	(11,47,542)	16,47,569
Profit brought forward from Previous Year	65,56,475	73,06,412
Appropriation – Transferred to Reserve Fund	8,00,000	5,00,000
Transferred to General Reserve	10,00,000	5,00,000
Proposed Dividend	12,02,440	12,02,440
Tax on Proposed Dividend	2,04,355	1,95,066
Surplus carried to Balance Sheet	22,02,139	65,56,475

DIVIDEND

Your Directors are also pleased to recommend dividend for the year ended March 31, 2013 @ 0.20 (2%) per equity share of Rs.10/- each considering overall profitability and growth of the Company.

TURNOVER & OPERATIONS

The operating revenue including other income of the Company for the year under review is Rs. 3,19,71,877/- as against Rs. 3,36,22,328/- in the previous year which in the opinion of the Directors is satisfactory. Your Directors are hopeful to improve the growth rate in turnover and profitability in current year. Net profit after tax stood at (Rs.11,47,542)/- as against Rs.16,47,569/- in the previous year.

PERFORMANCE OF THE COMPANY

During the year Company has made profit before extraordinary items tax of Rs.38,75,064/- against Rs.23,51,255/- in the previous year and in line with recessionary trend in the overall performance of financial industry globally. The results of the Company for the year under review bear a witness to the effort of the Board to sustain in an environment of low performance of financial industry globally. The company has concentrated on its goals of consolidating and cutting costs wherever possible. The Management Discussion and Analysis Report deals with the operations of your Company in detail and forms part of this Annual Report.

FIXED DEPOSITS

Your Company does not accept or hold any deposits and as such, no amount of principal or interest on fixed deposits was outstanding on the date of the Balance Sheet. The Company has not accepted any deposit from the public during the year under review, to which the provisions of Section 58A of the Companies Act, 1956 and the rules made there under would apply.

**DIRECTORS**

Shri D.P.Jain and Shri Baldev Boolani, Directors of the Company retire at the ensuing Annual General meeting and being eligible offer themselves for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors, based on the representations received from the Operating Management and after due enquiry, confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) they have, in the selection of the accounting policies, consulted the statutory auditors and these have been applied consistently, and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit of the Company for the year ended on that date;
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis.

CASH FLOW STATEMENT

Cash flow statement pursuant to Clause 32 of the listing agreement is attached herewith

SUBSIDIARIES

The company does not have any subsidiary company.

PARTICULARS OF EMPLOYEES

During the year under review none of the employees of the Company was in receipt of remuneration in excess of the limits, specified under section 217 (2A) of the Companies Act, 1956, whether employed for the whole year or part thereof.

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis Corporate Governance Report and Auditor's Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Reports.

Your Company being a professionally run company, has always believed in transparency and accountability. Your Company is fully compliant with the revised Clause 49 of the Listing Agreement. A report on Corporate Governance is attached to this report.

AUDITORS AND THEIR OBSERVATIONS

The present Auditors of the Company, M/s. SANJAY RAJA JAIN & CO, Chartered Accountants, Mumbai, retire as auditors of the Company at the ensuing Annual General Meeting and being eligible offers themselves for reappointment. Members are required to reappoint Auditors and fix their remuneration. As required under the provisions of section 224 of the Companies Act, 1956, the Company has obtained written certificate from the above Auditors proposed to be reappointed to the effect that their reappointment, if made, would be in conformity with the limits specified in the said section.

PARTICULARS ON CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

This information is required as per Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended March 31, 2013. Since the Company's operations involve low consumption of energy, the Company has no comments to offer as far as (a) conservation of energy and (b) Technology absorptions are concerned.

FOREIGN EXCHANGE

Foreign exchange earned during the period under consideration was Rs. NIL Foreign exchange expenditure incurred during year amounted to Rs. NIL

COMPLIANCE CERTIFICATE UNDER PROVISION TO SUB-SECTION(1) OF SECTION 383A OF THE COMPANIES ACT, 1956.

Compliance Certificate issued under sub-section (1) of section 383A of the Companies Act, 1956 by the practicing Company Secretary for your company is attached to this report.

**LISTING ARRANGEMENT**

Your Company continues to be listed on the Stock Exchange, Mumbai where the Company's shares are being traded. The company has paid listing fee for the year 2012-13.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDUSTRY STRUCTURE AND DEVELOPMENT**

Indian financial market has displayed relative stability for the last several years, even when markets in the Asian region were facing a crisis. India's latest run of economic growth and continuing macroeconomic stability is a tribute to the important progress made in recent year in macroeconomic management techniques as well as to an earlier generation of structural reforms. However, while growth and stability in the Indian market remains stable, turmoil in the middle East and North Africa have led to a spike in oil prices and are adding uncertainty to the pace of global recovery. The financial downtrend in the US and Europe has had an adverse effect on the pace of global financial recovery and has added to inflationary woes. Hence going forward countries will have to face the challenge of achieving growth while balancing inflationary concerns and growth momentum.

INTERNAL CONTROL & SYSTEMS

The company has in proper and adequate system of internal control and the same is being reviewed commensurate with its size and nature of operations. The Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The Company's internal control systems are periodically reviewed by the management together with the Audit Committee of the Board. The emphasis of internal control prevails across functions and processes, covering the entire gamut of activities including finance.

CAUTIONARY STATEMENT

Having projected fairly achievable expectations, it will not be out of place to indicate that other things remaining equal economic conditions affecting demand/supply, overall price partly both domestic and overseas and government regulations will affect the desired results

HUMAN RESOURCES DEVELOPMENT

The Company believes that the main strength of any organization is its people. It is the people who build the system and create a climate to suit the growth and excellence in the Company.

THE FINANCIAL AND OPERATIONAL PERFORMANCE

The financial statement is in confirmation with provisions of the Companies Act, 1956 and applicable accounting standard recommended by the Institute of Chartered Accountants of India. The financial statement reflects the genuine desire for the transparency and best judgment for the estimates made on prudent and reasonable bases to correctly reflect the true and fair affairs of the company.

SEGMENT WISE PERFORMANCE

Presently, company is dealing in single segment activity namely financial activities.

FUTURE PROSPECT / BUSINESS PLANS OF THE COMPANY

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

ACKNOWLEDGEMENTS

The Directors would like to thank all clients, Bankers for the un-stinted support received from them during the year. The Directors would also like to place on record their appreciation for the dedicated efforts and services put in by the employees of the Company.

Dated: 31/05/2013

Place : Mumbai

For and on behalf of the Board

S. P. Jain
Chairman

**REPORT ON CORPORATE GOVERNANCE**

The report as stated below pursuant to Clause 49 of the listing Agreement. We report that the steps taken by the Company so far in this direction are as under:

1. Company's Philosophy on Code of Governance:

Company's Philosophy always strives to achieve optimum performance at all levels by adhering to Corporate Governance practice and envisages fair and transparent business practices, effective management control by the Board, adequate representation of promoter and independent Directors on the Board, accountability for performance, compliance of laws, transparent and timely disclosure of financial and management information and voluntary best practice and disclosures.

2. 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, 2013.

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 Directorship		No. of Committee position	
		Public	Private	Member	Chairman
Shri S. P. Jain	Promoter Chairman	4	11	1	1
Shri Baldev L Boolani	Independent	1	3	2	-
Shri Bhupendra T Shah	Independent	1	1	1	2
Shri D. P. Jain	Promoter Non- Executive	3	11	1	-

(B) Board Procedure:

The Board of the Company met 5 times during the year ended March 31, 2013. Notice and Agenda were circulated in advance of each meeting of the Board of Directors. The Chairman briefed the Board at every meeting on the overall performance of the Company.

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

The Board meetings were held on the following dates: 30th May, 2012, 24th July, 2012, 29th September, 2012, 31st October, 2012 and 24th January, 2013.

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

Name of Directors	Category	No. of Board Meeting attended	Attendance of last AGM
Shri S. P. Jain	Promoter / Chairman	5	Present
Shri Baldev L Boolani	Non-promoter / Independent Director	2	Present
Shri Bhupendra T Shah	Non-promoter / Independent Director	1	Present
Shri D. P. Jain	Promoter / Director	5	Present

(D) Directors seeking appointment / Re-appointment:

Pursuant to provisions of the Companies Act, 1956, Shri D. P. Jain and Shri Baldev L Boolani, retire by rotation and being eligible, offer themselves for re-appointment.

**MR. D.P.JAIN- DIRECTOR**

Mr. D.P. Jain is the Promoter Non Executive Director of the Company. He is 52 years old and is post graduate B. Com. L.L.B (G), D.T.M. He has vast experience in the field of Finance, & Construction Business.

MR. BALDEV L. BOOLANI- DIRECTOR

Mr. Baldev L. Boolani is Independent Non Executive Director of the Company. He is around 83 years old and is post graduate M.Sc.(Tech). He has got vast experience in the field of Mfg plastic processing machines & packaging material Industries.

3. Committees of the board:

The Board of Directors has constituted Three committees of the Board (i) the Audit committee (ii) Remuneration Committee and (iii) Investor's and shareholders grievance & Share Transfer Committee.

i) Audit Committee

During the year an Audit Committee of Directors comprising of Shri S. P. Jain, Shri Baldev L. Boolani and Shri Bhupendra T Shah was constituted in line with the amendments in the Companies Act, 1956. The Committee elected Shri Bhupendra T. Shah 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 Bhupendra T Shah	Chairman	4	4
2.	Shri Baldev Boolani	Member	4	4
3.	Shri S. P. Jain	Member	4	4

Attendance during the year:

The Committee met on 30th May, 2012, 31st July, 2012, 31st October, 2012 and 31st January, 2013, 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) Remuneration Committee****Terms of Reference**

The Broad terms of reference of the Remuneration Committee is to fix remuneration payable to the Directors in terms of provisions of the Companies Act, 1956 and refer the same to the Board.

Composition, name of members and Chairperson:

Sr.No.	Name of the Director	Position held Chairman / Member	Meeting held	Meeting attended
1.	Shri Bhupendra T Shah	Chairman	1	1
2.	Shri Baldev Boolani	Member	1	1

Attendance during the year:

The Committee met on 29.01.2013 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, 1956.

The minutes of the Remuneration Committee Meeting were circulated to the Board, discussed and taken note of.

iii) Investors' and Shareholders Grievances & Share Transfer Committee:

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

a). Share Holder Committee

During the year under review the following Directors were the Members of the Shareholders' / Investors' Grievance Committee.

Sr.No.	Name of the Director	Position held Chairman / Member	Meeting held	Meeting attended
1.	Shri S.P. Jain	Chairman	2	2
2.	Shri D.P. Jain	Member	2	2
3.	Shri Bhupendra T Shah	Member	2	2

b). 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 31/3/2013
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

**c). 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.

4. General Body Meeting

Financial Year	Date of AGM	Venue / Location	Time
2009 - 2010	30 th September, 2010	Registered Office	3 p.m.
2010- 2011	30 th September, 2011	Registered Office	3 p.m.
2011- 2012	29 th September, 2012	Registered Office	3 p.m.

No Special Resolution was required to be put through postal ballot paper last year.

5. Disclosures

1. Disclosure on materially significant related party transactions that may have potential conflict with the interest of the company at large. **None**
2. Details of non compliance by the company, penalties, strictures imposed on the company by SEBI, ROC, Stock Exchange, or any other statutory authorities on any matter related to capital market during the last three financial years. **None**

6. Means of Communication

The quarterly results are published in national daily newspaper viz Free Press Journal in English & Nav Shakti in Marathi. The annual reports and accounts are posted to every shareholder of the company.

7. General Shareholder Information

a) Registered Office : 908 Dalamal Tower, 211 Nariman Point, Mumbai – 400 021.

b) Annual General Meeting
 Date and time : September 30, 2013 at 3.00 p.m.
 Venue : 908 Dalamal Tower, 211 Nariman Point, Mumbai – 400 021.

c) Financial Calendar 2013 – 2014 (tentative schedule)

First Quarter ending June 30, 2013	By the end of July, 2013
Half/Second Quarter ending September 30, 2013	By the end of October, 2013
Third Quarter/Nine Months ending December 31, 2013	By the end of January, 2014
Yearly Audited /Fourth Quarter ending March 31, 2014	By the end of May, 2014

d) Date of Book Closure:

The Register of Members and Transfer Register of the Company will remain closed from 23rd September, 2013 to 30th September, 2013 (both days inclusive).

e) Dividend Payment Date: On or after 30th September, 2013

f) Listing at Stock Exchanges: Bombay Stock Exchange Limited
 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

g) Stock Code: Physical Segment
 (BSE), 530289

**h) Market Price Data: (RS.)**

Month	Mumbai Stock Exchange	
	High	Low
April – 2012	122.00	92.90
May – 2012	116.50	88.00
June – 2012	135.00	100.35
July – 2012	139.90	85.00
August – 2012	104.80	70.50
September – 2012	118.85	82.35
October –2012	100.00	58.95
November – 2012	67.90	38.60
December – 2012	61.50	42.85
January - 2013	47.10	31.50
February – 2013	54.25	45.00
March – 2013	51.00	40.40

i) Shareholding pattern as at 31st March, 2013:

Sr.No	Category	No. of Shares	% of paid up Capital
1.	Promoters	2478800	41.2295
2.	Mutual Fund, Institution & Bank	49800	0.8283
3.	Corporate Bodies	639822	10.6421
4.	Corporate Bodies (Promoter Co)	1892800	31.4827
5.	NRI's	1700	0.0283
6.	Clearing Member	3343	0.0556
7.	Public	850335	14.1435
8.	Relatives of Director	95600	1.5901
	Total	6012200	100.00

j) Dematerialisation of Shares:

The Demat facility is available to all shareholders of the Company who request for such facility. ISIN No. of the Company's Equity shares in Demat form : INE 102 F 01015
Depository Connectivity: NSDL and CDSL

k) Registrar and Transfer Agent:

Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai -400 072.

l) Share Transfer System:

The Company has continued the appointment of Registrar and Transfer Agents, for accepting transferring and delivering the transferred Share Certificates. All the transfers received in order, are processed within a period of 30 days from the date of receipt.

**m) Distribution of Shareholding as on 31st March 2013:**

Range of Shares	Number of Shareholders	Percentage of Shareholders	No. of Shares	Percentage to Total
01 to 500	570	65.4420	143547	2.3876
501 to 1000	121	13.8921	95641	1.5908
1001 to 2000	57	6.5442	95385	1.5865
2001 to 3000	36	4.1332	90775	1.5098
3001 to 4000	18	2.0666	66931	1.1133
4001 to 5000	12	1.3777	55178	0.9178
5001 to 10000	19	2.1814	132915	2.2108
10001 to 999999999	38	4.3628	5331828	88.6835
Total ...	871		6012200	100.00

n) Dematerialisation of Shares and Liquidity

As on 31st March 2013 97% of Company's Equity Share Capital has been dematerialised.

o) Investor Correspondence

All enquiries, clarification and correspondence should be addressed to the Compliance Officer at the following address:

Compliance Officer : Mr. Sandeep S Gopale
908,Dalamal Tower, 211, Nariman Point,
Mumbai – 400 021.
: Telephone No. 40372424/40372403 Fax No. 22844052
: Email : spcapitalfin@gmail.com

Shareholders may also correspond with the Registrar and Share Transfer Agents, at:

Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East),
Mumbai -400 072. Tel: 022- 40430200

8. OTHER DISCLOSURE

1. **The Management Discussion and Analysis Report (MDA) has been attached to the Directors' Report and forms part of this Annual Report.**

2. CEO Certification

We hereby certify that, to the best of our knowledge and belief.

- a) We have reviewed the financial statements and cash flow statement for the year and that to the best of our knowledge and belief :
- These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading.
 - These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the Company's code of conduct.



- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that :
- i. there are no significant changes in internal control over financial reporting during the year
 - ii. accept F&N accounting treatment, there is no significant changes in accounting policies during the year; and
 - iii. there are no instances of significant fraud, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's Internal Control Systems over financial reporting.

3. Disclosure of Accounting Treatment

The financial statements are prepared under the historical cost convention in accordance with Generally Accepted Accounting Principles in India, the Accounting Standards issued by The Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956.

4. Materially Significant Related Party Transactions

There are no materially significant related party transactions that may have potential conflict with the interests of Company.

5. Code for Prevention of Insider Trading Practices:

In compliance with the SEBI Regulation on Prevention of Insider Trading, the Company has instituted a comprehensive code of conduct for its designated employees. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautions them on consequences of violations. Mr.Sandeep S. Gopale , has been appointed as the Compliance Officer under this code.

6. Compliance:

The Company is fully compliant with the applicable mandatory requirements of the revised Clause 49. The company has not adopted other non-mandatory requirements.

For **S. P. CAPITAL FINANCING LIMITED**

Mumbai,
Dated: 31/05/2013

S. P. Jain
Chairman

DECLARATION ON CODE OF CONDUCT

To
The Members of
S. P. CAPITAL FINANCING LIMITED, Mumbai

I, S.P.Jain, Chairman of S. P. Capital Financing Limited declare that to the best of my knowledge and belief, all the members of the Board of Directors and the designated personnel in the senior management of the Company have affirmed compliance with the Code of Conduct for the financial year ended 31st March 2013.

For **S. P. CAPITAL FINANCING LIMITED**

Mumbai,
Dated: 31/05/2013

S. P. Jain
Chairman

**Certificate Regarding Compliance of Corporate Governance**

To,
The Members of
S.P.CAPITAL FINANCING LIMITED,
908, Dalamal Tower,
211, Nariman Point,
Mumbai – 400 021.

We have reviewed the compliance of conditions of Corporate Governance by **S.P.CAPITAL FINANCING LIMITED** for the year ended on March 31, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our review was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us. We certify that the company has taken steps to comply with the conditions of Corporate Governance as stipulated in the above – mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Martinho Ferrao & Associates

Company Secretary in Practice

Sd/-

(Martinho Ferrao)

Proprietor

C.P.No.5676

Place: Mumbai

Dated: 31/05/2013

**INDEPENDENT AUDITOR'S REPORT**

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

Report on Financial Statements

We have audited the accompanying financial statements of **S. P. Capital Financing Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have 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 appears from our examination of those books
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **SANJAY RAJA JAIN CO.**
CHARTERED ACCOUNTANTS
FRN : 120132W

SURJEET JAIN
M No. 129531
(PARTNER)

Place : Mumbai.

Date : 31/05/2013

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year.
2. a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) In our opinion and according to the information and explanation given to us, the Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured taken or granted by the Company from/to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
 - a) The Company had taken loans from 9 (P.Y. 7) parties referred above of Rs.25,72,500/- (P.Y. Rs. 49,03,450/-) during the year and the closing Balance as at the end is Rs. 86,18,230/- (P.Y. Rs. 83,50,730/-). Maximum balance outstanding during the year is Rs. 1,09,23,230/- (P.Y. Rs.1,39,64,180/-) and that the Terms and Conditions are not prejudicial to the interest of the company.
 - b) The Company has granted loans to 4 parties (P.Y. 17 parties) referred above of Rs.7,59,77,500/- (P.Y. Rs.3,75,11,405/-) during the year and the year-end balance of loan given to such parties was Rs.6,92,51,526/- (P.Y. Rs. 2,09,60,110/-). Maximum balance outstanding during the year is Rs.9,51,78,798/- (P.Y. Rs.4,25,35,275/-)
 - c) In our opinion and according to the information and explanations given to us, the rate of interest, wherever applicable and other Terms and Conditions are not prima facie prejudicial to the interest of the company.
 - d) In respect of loans taken by the Company, the company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest, wherever applicable.
 - e) There is no overdue amount in respect of loans taken / given by the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. a) In our opinion and according to the information and explanations given to us, the transaction made in pursuance of contracts or arrangements, that needed to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
b) In our opinion and according to the information and explanations given to us, the transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding Rs. 5,00,000/- (Rupees Five Lacs only) in respect of any party during the year have been made at price, which are reasonable having regards to prevailing market price at the relevant time.



6. As explain to us the Company has not accepted any deposits from the public within the meaning of Section 58 A and 58 AA of the Companies Act, 1956 and the Rules framed there under.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. The Company is not required to maintain cost record U/s. 209(1)(d) of the Companies Act, 1956.
9. According to the information and explanation given to us, and records being made available to us, the undisputed statutory dues including, Income-tax, Sales Tax, Wealth Tax, and other statutory dues wherever applicable have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respects of the aforesaid dues were outstanding as at 31st March 2013 for a period of more than six months from the date of becoming payable.
10. The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit.
11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore clause 4(xiii) of the Companies (Auditor'Report) Order 2003 is not applicable to the Company.
14. The Company has maintained proper records of transaction and contracts in respect of trading in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the company in its own name.
15. According to information and explanation given to us and to the best of knowledge, the Company has not given guarantees for loans taken by others from banks or financial institutions.
16. In our opinion and according to information and explanation given to us, a company has not received any terms loan during the year.
17. According to information and explanation given to us, and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the Company has not raised funds from Shorts Term sources and utilized the same towards long Term investments and vice-versa.
18. During the year, the Company had not made any preferential allotment of shares to parties and companies covered in the register maintained U/s. 301 of the Companies Act, 1956.
19. According to information and explanation given to us, the Company has not issued any secured debentures during the year.
20. The company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For **SANJAY RAJA JAIN CO.**
CHARTERED ACCOUNTANTS
FRN : 120132W

SURJEET JAIN
M No. 129531
(PARTNER)

Place : Mumbai.

Date : 31/05/2013

**BALANCE SHEET AS AT 31ST MARCH, 2013**

PARTICULARS	NOTE NO.	AS AT 31ST MAR' 13 (Rs.)	AS AT 31ST MAR' 12 (Rs.)
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	2	60,122,000	60,122,000
(b) Reserves and surplus	3	59,212,217	61,766,553
		<u>119,334,217</u>	<u>121,888,553</u>
2. Current liabilities			
(a) Short-term borrowings	4	8,618,230	8,350,730
(b) Trade Payables	5	60,000	-
(c) Other current liabilities	6	109,980	90,880
(d) Short-term provisions	7	3,025,780	3,004,637
		<u>11,813,990</u>	<u>11,446,247</u>
TOTAL		<u><u>131,148,206</u></u>	<u><u>133,334,800</u></u>
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
Tangible assets	8	2,763,871	3,044,068
(b) Deferred tax assets (net)	9	50,925	95,721
(c) Non Current Investments	10	13,220,900	-
(d) Long-term loans and advances	11	10,027,300	74,027,300
		<u>26,062,996</u>	<u>77,167,089</u>
2. Current assets			
(a) Inventories	12	7,959,755	28,758,651
(b) Trade Receivables	13	1,574,588	-
(c) Cash and cash equivalents	14	24,737,132	383,745
(d) Short Term Loans & Advances	15	70,813,736	27,025,315
		<u>105,085,210</u>	<u>56,167,711</u>
TOTAL		<u><u>131,148,206</u></u>	<u><u>133,334,800</u></u>
Significat Accounting Policies notes on Financial Statements	1-29		

As per our report of even date
For **SANJAY RAJA JAIN & CO**
CHARTERED ACCOUNTANTS
FRN : 120132W

SURJEET JAIN
(PARTNER)
M.No. 129531

PLACE : MUMBAI
DATE : 31.05.2013

For & on behalf of the Board

S.P. JAIN
CHAIRMAN

BALDEV L. BOOLANI
DIRECTOR

D.P. JAIN
DIRECTOR

BHUPENDRA T. SHAH
DIRECTOR

**Profit and loss statement for the year ended 31ST MARCH 2013**

PARTICULARS	NOTE NO.	YEARENDED 31ST MARCH 2013 (Rs.)	YEARENDED 31ST MARCH 2012 (Rs.)
I. Income			
Revenue From Operations	16	28,766,607	33,408,131
Other Income	17	3,205,269	214,197
Total Revenue		31,971,877	33,622,328
II. Expenses:			
Cost of Shares Sold	18	26,118,440	29,631,547
Employee benefits expense	19	1,009,334	717,751
Depreciation and amortization expense	8	78,963	190,074
Other expenses	20	890,076	731,701
Total expenses		28,096,813	31,271,073
III Profit before extraordinary items and tax (II-III)		3,875,064	2,351,255
IV Extraordinary items	21	4,233,825	-
V Profit before tax (III - IV)		(358,761)	2,351,255
VI Tax expense:			
(1) Current tax		743,985	732,131
(2) Deferred tax		44,796	(28,445)
		788,781	703,686
VII Profit (Loss) for the period (III - IV)		(1,147,542)	1,647,569
VIII Earnings per equity share of			
face value of Rs. 10 each	22	(0.19)	0.27
Basic & Diluted (in Rupees)			
Significat Accounting Policies notes on			
Financial Statements	1-29		

As per our report of even date
For **SANJAY RAJA JAIN & CO**
CHARTERED ACCOUNTANTS
FRN : 120132W

SURJEET JAIN
(PARTNER)
M.No. 129531

PLACE : MUMBAI
DATE : 31.05.2013

For & on behalf of the Board

S.P. JAIN
CHAIRMAN

BALDEV L. BOOLANI
DIRECTOR

D.P. JAIN
DIRECTOR

BHUPENDRA T. SHAH
DIRECTOR

**Notes on financial statement as on and for the year ended 31st March 2013****NOTE 1: SIGNIFICANT ACCOUNTING POLICIES****(A) Basis of preparation of Financial Statements:**

- (a) The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956, as adopted consistently.
- (b) Accounting policies not specially referred to otherwise are consistent with generally accepted accounting principles followed by the Company.
- (c) The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

(B) Fixed Assets and Depreciation:

- (a) Fixed assets are stated at cost less depreciation.
- (b) Depreciation on fixed assets is provided on the straight line method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.

(C) Foreign Exchange Transaction:

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Outstanding balances are valued at the rate prevailing on the Balance Sheet date.

(D) Investments:

Investment is valued at cost. Securities are classified into Investment or stock in trade as considered by the management.

(E) Revenue recognition:

- a) Sales of securities are recognized on the date of sale.
- b) Sales of Securities include dealings in shares and Derivatives Transaction.
- c) Dividend income is recognized when the right to receive dividend is established.
- d) In respect of other income, company follow accrual basis of accounting of such income.

(F) Employees Benefits:

The Provident Fund contribution and Gratuity is not required to be provided as the Company does not fulfill the criterion of minimum number of Employee employed during the year.

(G) Stock In Trade:

The securities held as stock-in-trade are valued at cost.

(H) Taxation:

Current Taxes, if any, are provided as per the provision of Income Tax Act 1961.

Deferred Tax is recognized on the timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in future. Deferred Tax Assets is recognized only upon actual certainty of sufficient taxable profit, in the future against which such deferred tax asset can be rectified.

(I) Impairment of Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

**NOTE 2:- SHARE CAPITAL**

	As at 31 March 2013		As at 31 March 2012	
	Number	Rs.	Number	Rs.
Authorised				
Equity Shares of Rs. 10/- each	12,100,000	121,000,000	12,100,000	121,000,000
Issued, Subscribed & Paidup				
Equity Shares of Rs. 10/- each	6,012,200	60,122,000	6,012,200	60,122,000
Total	6,012,200	60,122,000	6,012,200	60,122,000

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

2.2 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.

2.3 The details of shareholder holding more than 5% shares as at March 31, 2013 is set out below:

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Class of Shares: Equity Shares				
Meena Sureshchand Jain	1150200	19.13	1150200	19.13
Mr.Sureshchand Jain	700200	11.65	700200	11.65
S.P.Capital Consultants Pvt Ltd	462400	7.69	462400	7.69
A.S.P.Enterprises P Ltd	433800	7.22	433800	7.22
Pride Hotels Ltd	327700	5.45	327700	5.45
S.P.Realtors Pvt Ltd	318800	5.30	318800	5.30
Khairana Development P Ltd	314400	5.23	314400	5.23

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



	As At 31st March 2013 (Rs.)	As At 31st March 2012 (Rs.)
NOTE 3:- RESERVES AND SURPLUS		
A) General Reserves		
Opening Balance	15,500,000	15,000,000
Add: Transferred From Surplus	1,000,000	500,000
Total	16,500,000	15,500,000
B) Securities Premium Reserve		
Opening Balance	27,010,078	27,010,078
Total	27,010,078	27,010,078
C) Other Reserves		
Reserves Fund U/S.45 of RBI Act		
Opening Balance	12,700,000	12,200,000
Add: Transferred From Surplus	800,000	500,000
Total	13,500,000	12,700,000
D) Surplus in Profit & loss a/c		
Surplus - Opening balance	6,556,475	7,306,412
Add: Net Profit after tax transferred	(1,147,542)	1,647,569
Amount available for appropriation	5,408,933	8,953,981
Appropriations:		
Proposed Dividends	1,202,440	1,202,440
Dividend Tax	204,355	195,066
Amount transferred to General reserves	1,000,000	500,000
Amount transferred to Reserves Fund U/S.45 of RBI Act	800,000	500,000
Surplus - Closing Balance	2,202,139	6,556,475
Total (A+B+C+D)	59,212,217	61,766,553
NOTE 4:- SHORT-TERM BORROWINGS		
Intercompany Deposits	8,370,730	8,350,730
Loans and advances from related parties	247,500	-
Total	8,618,230	8,350,730
NOTE 5:- TRADE PAYABLES		
Trade Payables for expenses with related party	60,000	-
Total	60,000	-
Note: The company does not have any dealings with any enterprise under the Micro, Small and Medium Enterprises Development Act, 2006.		
NOTE 6:- OTHER CURRENT LIABILITIES		
Unpaid dividends	18,380	18,380
TDS payable	5,000	5,150
Audit Fees Payable	86,600	67,350
Total	109,980	90,880
NOTE 7:- SHORT TERM PROVISIONS		
Provision For Income Tax	743,985	732,131
Proposed Equity Dividend	1,202,440	1,202,440
Provision For tax on proposed Dividend	204,355	195,066
Provision For N.P.A	875,000	875,000
Total	3,025,780	3,004,637


NOTE 8 FIXED ASSETS

FIXED ASSETS	G R O S S B L O C K		A C C U M U L A T E D D E P R E C I A T I O N				N E T B L O C K	
	Balance as at 1 April 2012 Rs.	Additions/ (Disposals) Rs.	Balance as at 31 March 2013 Rs.	Balance as at 1 April 2012 Rs.	Additions/ (Disposals) Rs.	Depreciation charge for the year Rs.	Balance as at 31 March 2013 Rs.	Balance as at 31 March 2012 Rs.
Tangible Assets								
Land	11,000	0	11,000	0	0	0	11,000	11,000
Land at Pune	2,500,000	0	2,500,000	0	0	0	2,500,000	2,500,000
Office at Pune	280,000	(280,000)	0	78,766	(78,766)	0	0	201,234
Furniture and Fixtures	2,157,003	0	2,157,003	2,127,010	0	29,993	2,157,003	29,993
Office equipment	99,836	0	99,836	71,937	0	4,742	76,679	27,899
Air Conditioner	82,427	0	82,427	69,085	0	3,915	73,000	13,342
Computer	695,725	0	695,725	461,899	0	33,047	494,946	233,826
Printer	18,000	0	18,000	16,166	0	854	17,020	1,834
Fax Machine	48,000	0	48,000	40,348	0	2,280	42,628	7,652
Telex	12,000	0	12,000	10,778	0	570	11,348	1,222
Xerox	75,000	0	75,000	58,934	0	3,562	62,496	16,066
Total	5,978,991	(280,000)	5,698,991	2,934,923	(78,766)	78,963	2,935,120	3,044,068
P.Y.	3,478,991	2,500,000	5,978,991	2,744,849	-	190,074	2,934,923	3,044,068



	As At 31st March 2013 (Rs.)	As At 31st March 2012 (Rs.)
NOTE 9:- DEFERRED TAX ASSET (NET)		
Opening Deferred Tax Asset	95,721	67,276
Add(less): Related to depreciation	(44,796)	28,445
Total	50,925	95,721
NOTE 10:- NON CURRENT INVESTMENTS		
Unquoted-(At Cost)		
Pride & Expert Properties P Ltd (125000 Equity shares of Rs. 10 each fully paid up)	6,250,000	-
Pride Hotels Ltd (1089300 Equity shares of Rs. 10 each fully paid up)	2,470,900	-
Pride Orchades Pvt Ltd (450000 Equity shares of Rs. 10 each fully paid up)	4,500,000	-
Total	13,220,900	-
* Previous year company had shown all these unquoted shares as stock in trade. However during the current year, Company has regrouped/reclassified this shares under the head Non Current Investment.		
NOTE 11:- LONG TERM LOANS AND ADVANCES		
Un-secured considered good		
Capital Advance		
Deposits with Others	-	64,000,000
Security Deposits:		
Electricity and Other Deposits	27,300	27,300
Rental Deposit	10,000,000	10,000,000
Total	10,027,300	74,027,300
NOTE 12:- INVENTORIES		
(As Valued & certified by the management)		
Stock in Trade	7,959,755	28,758,651
Total	7,959,755	28,758,651
NOTE 13:- TRADE RECEIVABLES		
Outstanding for a period less than six months from the date they are due for payment.		
UnSecured considered good	1,574,588	-
Total	1,574,588	-
NOTE 14:- CASH AND BANK BALANCES:		
Balances with banks		
In Current accounts	24,646,252	293,174
Cash in hand	72,500	72,191
Other Bank Balances		
Unpaid Dividend accounts	18,380	18,380
Total	24,737,132	383,745
NOTE 15:- SHORT TERM LOANS AND ADVANCES		
Un-secured considered good		
Loans to employees	219,040	56,000
Loan & Advances to related party	69,251,526	20,960,110
Loans & advances to Others	924,345	1,092,239
TDS (Asst. Year 2013-14)	418,825	-
TDS, Advance tax and SA tax	-	4,916,966
Total	70,813,736	27,025,315



	For the Year Ended 31st March 2013 (Rs.)	For the Year Ended 31st March 2012 (Rs.)
NOTE 16:- REVENUE FROM OPERATION		
Sale of Securities	24,578,331	29,839,750
Interest Income	4,188,277	3,568,381
	<u>28,766,607</u>	<u>33,408,131</u>
NOTE 17:- OTHER INCOME		
<u>Other Income</u>		
Profit on Sale of Fixed Asset	2,519,866	-
Long term capital gain	500,000	-
Dividend Income	140,403	97,587
Bad debtds recovers	45,000	116,610
Total	<u>3,205,269</u>	<u>214,197</u>
NOTE 18:- COST OF SECURITIES SOLD		
Opening Stock	28,758,651	29,034,823
Add: Purchases	24,040,445	29,355,375
	<u>52,799,095</u>	<u>58,390,197</u>
less: Transfer to Investment	18,720,900	-
Less: Closing Stock	7,959,755	28,758,651
Total	<u>26,118,440</u>	<u>29,631,547</u>
NOTE 19:- EMPLOYEES BENEFIT EXPENSES		
Salaries	892,779	607,500
Staff Welfare expenses	116,555	110,251
Total	<u>1,009,334</u>	<u>717,751</u>



	For the Year Ended 31st March 2013 (Rs.)	For the Year Ended 31st March 2012 (Rs.)
NOTE 20:- OTHER EXPENSES		
Printing & Stationery Expenses	25,113	25,193
Office Expenses	20,944	14,073
Books & Periodicals Exp	28,525	19,716
Advertisements Exp	-	9,387
Audit Fees	50,000	50,000
Bank Charges	10,233	9,599
Conveyance & Motor Car Expenses	312,773	160,118
Directors Sitting Fees	28,500	24,500
Postage Courier & Stamp	42,496	50,072
Retainership A/c.	88,523	80,000
Listing & Membership Expenses	113,806	84,583
Repair & Maintaince Exp	3,750	2,850
Telephone Expenses	9,372	33,593
Rent	120,000	120,000
Sundry Expenses	29,581	34,419
Legal Expenses	6,460	13,599
Total	890,076	731,701
Note:21 Extraordinary items		
Short provision of taxes in Earlier years	4,233,825	-
Total	4,233,825	-
Note:22 Earning Per Share		
Profit After Tax	(1,147,542)	1,647,569
No. of Equity Shares	6,012,200	6,012,200
EPS (basic & Diluted)	(0.19)	0.27
Note:23 Auditor's Remuneration		
For Audit fees	50,000	50,000
Total	50,000	50,000

**Notes on financial statement as on and for the year ended 31st March 2013**

Note 24 Contingent Liability is Nil (P.Y. Nil).

Note 25 Other Information pursuant to the provisions of Para 3 and 4 of Part-II of Schedule VI of Companies Act, 1956 (vide notification dated 30th October, 1973 of the Department of Company Affairs, Government of India) are either Nil or Not Applicable.

Note 26 Information pursuant to Accounting standard 17: In the opinion of the management the company is mainly engaged in the business of Capital Market Activities and all other activities of the Company revolve around the main business, and as such, there are no separate reportable segments.

Note 27 Information on related party transactions as required by Accounting Standard 18," issued by the Institute of Chartered Accounts of India for the year ended 31st March 2013.

(Amount in Rs.)

Particulars	Key Managerial Persons		Relative of Key Managerial Person		Companies/Firms Controlled by key managerial Persons/Relatives	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Transactions during the year						
Loan Transaction						
Given During the year	-	99,000	-	3,96,500	7,59,77,500	3,70,15,905
Closing balance	-	-	-	-	6,92,51,526	2,09,60,110
Taken during the year	17,47,500	-	5000	-	8,20,000	49,03,450
Closing balance	2,47,500	-	-	-	83,70,730	83,50,730
Purchase	-	-	-	-	-	1,38,28,800
Sales	-	-	60,00,000	-	4,98,750	30,90,675
Interest Received	-	-	-	-	41,52,604	35,21,126
Rent Paid	60,000	60,000	-	-	60,000	60,000
Security Deposit Recd	30,00,000	30,00,000	-	-	70,00,000	70,00,000
Trade payables for expenses	-	-	-	-	60,000	-

Relationship

- | | |
|--|---|
| a) Key Managerial Persons: | Sureshchand P Jain |
| b) Relatives of Key Managerial Persons: | Meena S Jain
Sureshchand Dhannalal HUF
Satyen S Jain
Sureshchand Premchand HUF
AP Jain family trust |
| c) Companies/Firms over which the key Managerial Persons/ Relatives have significant Influence or control: | A.S.P.Enterprises Pvt Ltd
Executive Hsg Finance Co Ltd
Kopra Estate Pvt Ltd |



Pride Builders Pvt. Ltd.
Pride Centre & Dev P Ltd
Pride Hotels Ltd
Pride Plaza (India) Pvt Ltd
Pride Network Pvt Ltd
Pride Paradise & Development P Ltd
Pride Realty Pvt Ltd
Pride Regency & Developers Pvt Ltd
Meena Investment Corporation
S.P.Realtors Pvt Ltd
The Executive Inn Ltd
Pride Estate Pvt Ltd
Indralok Hotels P Ltd
S.P.Capital Consultants P Ltd
Jagson Hotels Pvt. Ltd.

Note 28 Information (to the extent applicable) pursuant to AS 19:

The Company's significant leasing arrangements are in respect of operating leases for Office premises. These leasing arrangements which are not non-cancelable range between 8 months, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent under schedule E.

The particulars of these leases are as follows:

PARTICULARS	(Amount in Rs.)	
	2012 – 2013	2011 – 2012
Future Minimum lease payments obligation on non-cancelable operating leases :		
Not later than one year	1,20,000	—
Later than one year and not later than five years.	3,60,000	
Later than five years	—	—
Lease payments recognized in Profit & Loss Account	1,20,000	1,20,000

Note 29 Figures of previous year are regrouped and reclassified as and when necessary.

As per our report of even date
For SANJAY RAJA JAIN & CO
CHARTERED ACCOUNTANTS
FRN : 120132W

SURJEET JAIN
(PARTNER)
M.No. 129531

PLACE : MUMBAI
DATE : 31.05.2013

For & on behalf of the Board

S.P. JAIN
CHAIRMAN

BALDEV L. BOOLANI
DIRECTOR

D.P. JAIN
DIRECTOR

BHUPENDRA T. SHAH
DIRECTOR

**CASH FLOW STATEMENT PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENTS 31ST MARCH, 2013**
(Amount in Rupees)

Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
A. Cash flow from operating activities		
Net Profit before tax	3,875,064	2,351,257
<u>Adjustments for:</u>		
Depreciation and amortisation	78,963	190,074
Profit on sale of Fixed Asset	(2,519,865)	0
Long Term Capital Gain on Sale of Investment	(500,000)	0
Operating profit before working capital changes	934,161	2,541,331
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Short-term loans and advances	(43,788,421)	(16,675,797)
Long-term loans and advances	64,000,000	2,500,000
Trade Receivables	(1,574,588)	0
Inventories	2,077,996	276,172
Adjustments for increase / (decrease) in operating liabilities:		
Proceeds from other short-term borrowings (Net of Repayment)	267,500	(710,000)
Other current liabilities & Provisions	19,100	83,568
Trade Payables	60,000	
Short term Provisions	21,143	
Cash flow from extraordinary items		
Net income tax	(4,977,810)	(732,131)
	17,039,082	(12,716,858)
B. Cash flow from investing activities		
Purchase/Sales of Fixed Assets	2,721,100	(2,500,000)
Sale of Shares in Investment	6,000,000	
Net cash flow from / (used in) investing activities (B)	8,721,100	(2,500,000)
C. Cash flow from financing activities		
Proceeds from issue of equity shares	-	167,000
Dividends paid	(1,202,440)	(1,202,440)
Tax on dividend	(204,355)	(195,066)
Net cash flow from / (used in) financing activities (C)	(1,406,795)	(1,230,506)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	24,353,387	(16,447,364)
Cash and cash equivalents at the beginning of the year	383,745	16,831,110
Cash and cash equivalents at the end of the year	24,737,132	383,745
Reconciliation of Cash and cash equivalents with the Balance Sheet:	-24,353,387	16,447,364

Note: Cash and Cash Equivalent include cash in hand, balances with bank and cheques in hand as on 31st March 2013

As per our report of even date
For **SANJAY RAJA JAIN & CO**
CHARTERED ACCOUNTANTS
FRN : 120132W

SURJEET JAIN
(PARTNER)
M.No. 129531

PLACE : MUMBAI
DATE : 31.05.2013

For & on behalf of the Board

S.P. JAIN
CHAIRMAN

BALDEV L. BOOLANI
DIRECTOR

D.P. JAIN
DIRECTOR

BHUPENDRA T. SHAH
DIRECTOR



**Schedule to the Balance Sheet of a non-deposit taking non-banking
financial company for 31ST March 2013**

(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding)
Companies Prudential Norms (Reserve Bank) Directions, 2007)

(Rs. in lakhs)

Particulars	Amount out-standing	Amount overdue
<u>Liabilities side :</u>		
(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Nil	Nil
(a) Debentures : Secured		
: Unsecured		
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	Nil	Nil
(c) Term Loans	Nil	Nil
(d) Inter-corporate loans and borrowing	83.71	Nil
(e) Commercial Paper	Nil	Nil
(f) Other Loans (specify nature)	2.47	Nil
 * Please see Note 1 below		
<u>Assets side :</u>		
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured		
(b) Unsecured	Amount outstanding	Nil
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors :	Nil	Nil
(a) Financial lease		
(b) Operating lease		
(ii) Stock on hire including hire charges under sundry debtors:	Nil	Nil
(a) Assets on hire		
(b) Repossessed Assets		
(iii) Other loans counting towards AFC activities	Nil	Nil
(a) Loans where assets have been repossessed	Nil	Nil
(b) Loans other than (a) above	703.95	Nil
(4) Break-up of Investments:		
<u>Current Investments:</u>		
<u>1. Quoted</u>		
(i) Shares: (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil



(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

2 Unquoted

(i) Shares: (a) Equity	Nil	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

Long Term Investments:

1. Quoted

(i) Shares: (a) Equity	79.60	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

2 Unquoted

(i) Shares: (a) Equity	132.21	Nil
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:

Please see Note 2 below:

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	692.51	692.51
(c) Other related parties	Nil	Nil	Nil
2. Other than related Parties	Nil	11.44	11.44
Total	Nil	703.95	703.95

(6) Investor group-wise classification of all investments (current and long term) in shares and securities

(both quoted and unquoted):

Please see Note 3 below:

Category	Market Value Break up	Book Value
	or fair value or NAV	(Net of Provisions)
1. Related Parties**		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	132.21	132.21



(c) Other related parties	Nil	Nil
2. Other than related Parties	79.60	79.60
Total	211.81	211.81

** As per Accounting Standard of ICAI
Please see Note 3 below:

Nil Nil

(7) Other Information

Particulars	Amount	
(i) Gross Non-Performing Assets	Nil	Nil
(a) Related parties		
(b) Other than related parties		
(ii) Net Non-Performing Assets	Nil	Nil
(a) Related parties		
(b) Other than related parties		
(iii) Assets acquired in satisfaction of debt	Nil	Nil

Notes:

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits(Reserve Bank) Directions.1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial(Non-Deposit Accepting or holding)Companies prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

As per our report of even date
For SANJAY RAJA JAIN & CO
CHARTERED ACCOUNTANTS
FRN : 120132W

SURJEET JAIN
(PARTNER)
M.No. 129531

PLACE : MUMBAI
DATE : 31.05.2013

For & on behalf of the Board

S.P. JAIN
CHAIRMAN

BALDEV L. BOOLANI
DIRECTOR

D.P. JAIN
DIRECTOR

BHUPENDRA T. SHAH
DIRECTOR



S P CAPITAL
FINANCING LTD.

Regd. Office : 908, Dalamal Towers, 211, Nariman Point, Mumbai - 400 021.

ATTENDANCE SLIP

Regd. Folio No. _____ No. of Shares held _____

I hereby record my presence at 30th Annual General Meeting of the Company to be held of 30th day of Sept. 2013 at 3.00 p.m. at 908, Dalamal Tower, 211, Nariman Point, Mumbai - 400 021.

Member's/Proxy's Name

Member's/Proxy's Signature

S P CAPITAL
FINANCING LTD.

Regd. Office : 908, Dalamal Towers, 211, Nariman Point, Mumbai - 400 021.

Regd. Folio No. _____ No. of Shares held _____

I/We _____

of _____

being a member/members of S P Capital Financing Limited hereby appoint _____

_____ of failing him/her, Shri/Smt. of _____

as my/our proxy to attend and vote for my/us on my/our behalf at the 30th Annual General Meeting of the Company to be held on 30th Sept. 2013 at 3.00 p.m. at 908, Dalamal Tower, 211, Nariman Point, Mumbai - 400 021, and any adjournment thereof.

Signed this _____ day of 2013.

Affix
Rs. 1/-
Revenue
Stamp

Signature

NOTE : The proxy form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the meeting.

BOOK-POST

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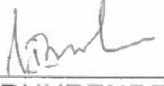
SP CAPITAL

FINANCING LTD.

Regd. Office : 908, Dalamal Towers,
211, Nariman Point,
Mumbai - 400 021.

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	S.P. CAPITAL FINANCING LIMITED
2.	Annual Financial Statements for the year ended	31st MARCH, 2013
3.	Type of Audit observation	UNQUALIFIED
4.	Frequency of observation	REPITITIVE SINCE MORE THEN LAST FOUR FIVE YEAR
5.	Signed by	
	- Managing Director	 (S.P. JAIN)
	- Auditor of the Company	 (SANJAY RAJA JAIN)
	- Audit Committee Chairman	 (BHUPENDRA T. SHAH)

Company do not have CFO as on date