



May 19, 2026

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
530289

Scrip Code:

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2026 pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam,

We hereby submit Annual Secretarial Compliance Report for the financial year ended March 31, 2026, pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

You are requested to take the same on record.

Thanking You,

Yours faithfully,
For S P Capital Financing Limited

Arun Omprakash Sonar
Company Secretary & Compliance Officer
Membership No: A68976

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF
S P CAPITAL FINANCING LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2026**

To,

S P Capital Financing Limited

The Ruby, 5th Floor, Office No. 5 SC,
South Wing, Level 8, JK Sawant Marg, Mumbai 400028

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **S P Capital Financing Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at The Ruby, 5th Floor, Office No. 5 SC, South Wing, Level 8, JK Sawant Marg, Mumbai 400028. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **31st March, 2026**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, Shobha Ambure & Associates have examined:

- all the documents and records made available to us and explanation provided by the listed entity,
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- all other document/filing, as may be relevant, which has been relied upon to make this certification on the basis of which this certification is given,

for the financial year ended on **31st March, 2026 (Review Period)** in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations');
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the Review Period**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the Review Period**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the Review Period**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the Review Period**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable
- All other regulation and circulars/guidelines issued thereunder and as applicable to the listed entity from time to time

and based on the above examination, We, hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, **except in respect of matters specified below:**

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification /Fine/ Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount (in INR)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Non-compliance with SEBI/Stock Exchange inspection or audit — action taken report; continuation of Non-Executive Director above age of 75 years (Reg. 17(1A))	Reg. 17 of SEBI (LODR) Regulations, 2015 & SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023	BSE imposed SOP fine for non-compliance with Reg. 17(1A) pertaining to Sep-2024 quarter	BSE	Fine	BSE imposed an SOP fine of Rs. 2,14,760 on SP Capital Financing Ltd. for non-compliance with Regulation 17(1A)	Rs. 2,14,760	BSE imposed an SOP fine of Rs. 2,14,760 for non-compliance with Regulation 17(1A) for the Sep-2024 quarter. The company's first waiver	The payment of Rs. 2,14,760 has been made to BSE. A second waiver application has been submitted and is	The company has paid the SOP fine of Rs. 2,14,760. The second waiver application is under process with BSE.

Address: Nabhangan, Sangamitra Housing Society, Bela D'Souza Road, Jail Road, Nashik Road 422101

Contact No: 9702719026/8779681792 **Email ID:** shobhaambure@gmail.com

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount (in INR)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
						pertaining to Sep-2024 quarter (continuation of director above the age of 75 years). The company had applied for a waiver, however IRORG rejected the waiver request on 13.01.2026. The residual penalty of Rs. 2,14,760 remains/w as payable to BSE.		application was rejected by IRORG on 13.01.2026. The company has since paid the penalty and filed a second waiver application, which is currently under process with the exchange.	currently awaiting response from the exchange.	

- The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount (in INR)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p>Adoption and timely updating of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.</p>	Yes	
3.	<p>Maintenance and disclosures on Website: The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</p>	Yes	
4.	<p>Disqualification of Director: None of the Director(s) of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.: Identification of material subsidiary companies. Disclosure requirement of material as well as other subsidiaries.</p>	Yes NA	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
6.	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions: The listed entity has obtained prior approval of Audit Committee for all related party transactions; or The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes NA	
9.	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any: No action(s), except as mentioned, has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.</p>	Yes	BSE imposed an SOP fine of Rs. 2,14,760 on SP Capital Financing Ltd. for non-compliance with Reg. 17(1A) pertaining to the Sep-2024 quarter (continuation of director above age 75). IRORG rejected the company's waiver request on 13.01.2026. The company has paid the residual penalty and has filed a second waiver application with the exchange.

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	
13.	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Shobha Ambure & Associates**
Company Secretaries

SHOBHA
AMIT
DOLAS

SHOBHA AMBURE & ASSOCIATES
Company Secretaries
FCS No. 10828
C.P. No. 15264
Peer Review No. 3751/2023
UDIN: F010828H000399546
Place: Nashik
Date: 19/05/2026

Shobha Amit Dolas
Proprietor
FCS No. 10828
C P. No. 15264
Peer Review No: 3751/2023
UDIN: F010828H000399546
Place: Nashik
Date: 19th May 2026