



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Members,

Notice is hereby given to the Members of S P Capital Financing Limited (the “Company” or “Listed Entity”), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (including any statutory modifications or enactment(s) thereof, for the time being in force) (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) (the “Rules”) and read with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and the latest being General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars, if any, issued from time to time (collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the special businesses as set out below are proposed to be passed by the Members of the Company through the postal ballot only by way of remote electronic voting facility (“remote e-voting”):

| Sr No | Particular |
|-------|---|
| 1. | To consider and approve Material Related Party Transaction limits with Pride Hotels Limited (‘Pride’); |
| 2. | To approve increase in the borrowing powers in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013. |

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“Notice” or “Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the



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proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with Depository Participant(s) or with the Registrar and Share Transfer agent of the Company i.e., Bigshare Services Private Limited.

The Board has appointed vide the Board Resolution passed on July 03, 2026 Mr. Martinho Ferrao, Practicing Company Secretary (Membership No. FCS 6221, COP No. 5676), as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited ("NSDL") for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice.

The e-voting facility will be available during the following period:

| | |
|---|--|
| Cut-off date for eligibility to vote | Friday, July 03, 2026 |
| Commencement of e-voting | Tuesday, July 07, 2026 at 9.00 a.m. |
| Conclusion of e-voting | Wednesday, August 05, 2026 at 5.00 p.m. |

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on **Wednesday, August 05, 2026**, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before 5.00 p.m. IST on **Friday, August 07, 2026**. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. **Wednesday, August 05, 2026**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



SPECIAL BUSINESS:

1. To approve Material Related Party Transaction limits with Pride Hotels Limited ('Pride'):

To consider and if thought fit, to pass the following Resolution, with or without Modification, as Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), and any other applicable provisions of the Companies Act, 2013 ('Act'), read with related rules, as amended from time to time, and the Company's Policy on Related Party Transaction(s) and based on the approval of the Audit Committee and recommendation of the Board, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Pride Hotels Limited ("Pride") a related party, on such terms and conditions as may be agreed between the Company and Pride Hotel Limited, for an aggregate value up to Rs. 95,00,00,000/- (Rupees Ninety-Five Crores only) for the transactions the details of which are provided in the explanatory statement annexed to this notice for the purpose of business to be entered, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to authorize Mr. Sureshchand Premchand Jain, Managing Director and/or Mrs. Meena Sureshchand Jain, Non-Executive Director to enter into, execute, renew, continue, modify, amend, supplement, implement and perform this related party transaction as detailed in the explanatory statements and all agreements, contracts, arrangements, letters, addenda, amendments, deeds, writings and other documents connected therewith, whether already executed or to be executed hereafter, from time to time, within the aforesaid overall limit and on such terms and conditions as may be mutually agreed between the Company and Pride Hotel Limited, provided that the same shall remain on arm's length basis and in compliance with applicable law.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, Mr. Sureshchand Premchand Jain, Managing Director and/or Mrs. Meena Sureshchand Jain, Non-Executive Director of the Company, be and are hereby severally authorized to negotiate, finalize, execute, sign, deliver, amend, modify, review and/or terminate the definitive agreements, contracts, documents, applications, declarations, undertakings, disclosures and other writings as may be necessary or expedient in relation to the



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aforesaid transaction, and to do all such acts, deeds, matters and things as may be deemed necessary, proper, desirable or expedient, including filing of requisite forms, intimations, disclosures and other documents with the stock exchange(s), the Securities and Exchange Board of India, the Registrar of Companies, and/or any other statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised."

2. To approve increase in the borrowing powers in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the monies already borrowed by the Company, may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company, provided that the aggregate amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only);

RESOLVED FURTHER THAT the Board of Directors of the Company are hereby authorised to do all such acts, deeds, matters and things as it/they may, in its/their absolute discretion, deem necessary, expedient, usual or proper and to settle all questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and



seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For and on behalf of the
S P Capital Financing Limited**

**Sd/-
Arun Omprakash Sonar
Company Secretary & Compliance officer**

CIN: L74140MH1983PLC029494

**Registered Address: The Ruby, 5SC, 5th Floor, South Wing,
Level 8th JK Sawant Marg, Dadar west, Mumbai-400028**

Date: July 03, 2026

Place: Mumbai



NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with related rules, Secretarial Standards on General Meeting ("SS-2"), setting out all material facts and the reason/ rationale for proposed resolutions is annexed herewith and forms part of this Notice.
2. This Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / Register of Beneficial Owners as maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the concerned Depository Participant(s) of the shareholders whose holdings are in electronic form, and in case of physical shareholders, with the Registrar and Share Transfer agent i.e., Bigshare Services Private Limited, as on **Friday, July 03, 2026 ("the Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, July 03, 2026**, being the Cut-off Date fixed for the purpose.
4. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Wednesday, August 05, 2026**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.spcapital.in/investorrelations.php>, on the website of NSDL



www.evoting.nsdl.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).

7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. **Wednesday, August 05, 2026**. Members may send their requests to spcapitalfin@gmail.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants ("DPs").
9. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone / Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the Shares are held in Electronic Form and Registrar / RTA in case the Shares are held in Physical Form.
 - a. **Registration of E-mail for Shareholders holding Physical Shares:** Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: https://www.bigshareonline.com/for_investers.aspx and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, PAN, Mobile Number and E-mail. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

For Permanent Registration for Demat Shareholders: It is clarified that for permanent registration of E-mail address, Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by follow the procedure as prescribed by the Depository Participant.

- b. **For Temporary Registration for Demat Shareholders:** Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: https://www.bigshareonline.com/for_investers.aspx and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail.



- c. **Registration of Bank Details for Physical Shareholders:** Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the https://www.bigshareonline.com/for_investers.aspx and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member should submit the request letter duly signed. The Registrar will verify the documents upload and will only take on records for all valid cases. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.
10. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed format with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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. | 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to |



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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.

2. 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.
3. 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>
4. 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.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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| | |
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| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |
|--|---|

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 |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method 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 :



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| 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



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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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.



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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.com 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 : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com



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 shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.



Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013:

Item No. 1: To approve Material Related Party Transaction limits with Pride Hotels Limited ('Pride'):

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. Further, subsequent changes to the material RPTs, as already approved by the Members of the Company, are required to be placed before the Members for their approval before such modification in RPTs are given effect to.

Since the quantum of transactions to be entered with the related party exceeds 10% of the annual consolidated turnover based on Audited Financials for the financial year ended 31st March 2026 of the Company, and therefore would be considered as Material Related Party Transactions as per the provisions of regulation 23 of SEBI (LODR) Regulation, 2015 and requires approval of the Shareholders by an Ordinary Resolution. In respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Considering the nature of business of the Company, being a Non-Banking Financial Company primarily engaged in investment and financing activities, the Company regularly undertakes financial transactions with entities belonging to the Promoter Group and other non-promoter group entities in order to effectively deploy its funds, optimize treasury operations, and support its business objectives. In this regard, the Company proposes to enter into related party transaction with Pride Hotels Limited Promoter Group entity for an aggregate amount up to ₹95 Crores in one or more tranches during the financial year 2026-27.



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The proposed transactions are in the ordinary course of business. Such transactions may include inter-corporate loans, advances, financial assistance and/or other financing arrangements, as may be permissible under applicable laws and regulatory guidelines.

The Company believes that these transactions would enable efficient utilization of resources, strengthen business synergies within the group, ensure operational and financial flexibility, and facilitate smooth conduct of business activities. Further, the transactions are commercially beneficial and in the best interest of the Company and its stakeholders, as they contribute towards efficient capital deployment and support the overall business and financial objectives of the Company.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed RPT including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into financial transactions with Pride Hotels Limited Promoter Group entity for an aggregate amount up to ₹95 Crores in one or more tranches during the Financial year 2026-27. Accordingly, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and therefore, recommends the passing of the Ordinary Resolution at Item No.1 of the Notice, for the approval of the Shareholders.

The details of the proposed Material Related Party Transaction between the Company and Pride Hotel Limited, including the information required to be disclosed in the Explanatory Statement pursuant to Regulation 23 of SEBI Listing Regulations, read with the relevant SEBI Master Circulars and Industry Standards on “Minimum information to be provided for review of the Audit Committee and Members for approval of a Related Party Transaction” (“Standards”) and applicable provisions of the Act, are as follows:

| M Sr No | Particulars of the information | Information provided by the management |
|----------------|--|---|
| A. | Details of the related party and transactions with the related party | |
| A1. | Basic details of the related party | |
| 1. | Name of the related party | Pride Hotels Limited |
| 2. | Country of incorporation of the related party. | India |
| 3. | Nature of business of the related party. | Hotel and hospitality operations |
| A2. | Relationship and ownership of the related party | |
| 1. | Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its | Pride Hotels Limited is part of Promoter group entity of the listed entity. |



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| | concern (financial or otherwise) and the following: | |
| 2. | <ul style="list-style-type: none">Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | S P Capital Financing Limited along with its promoters and promoter group entities except Rohan Hotels Private Limited holds altogether 99.46% of total paid up capital of the Pride Hotels Limited |
| 3. | <ul style="list-style-type: none">Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary). | Not applicable |
| 4. | <ul style="list-style-type: none">Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). | <ol style="list-style-type: none">Pride Hotels Limited holds 3,27,700 equity shares i.e. 5.45% of total paid up capital of the listed entity.Mr. Sureshchand Premchand Jain, Managing Director of Pride Hotels Limited holds 8,25,900 equity shares i.e. 13.74% of total paid up capital of the listed entity.Mr. Satyen Suresh Jain, Whole Time Director of Pride Hotels Limited and son of Mr. Sureshchand Premchand Jain holds 2,63,200 equity shares i.e. 4.38% of total paid up capital of the listed entity.Mrs. Meena Sureshchand Jain, wife of Mr. Sureshchand Premchand Jain holds 2,75,500 equity shares i.e. 4.58% of total paid up capital of the listed entity.Mrs. Namrata Garg daughter of Mr. Sureshchand Premchand Jain holds 1,45,600 equity shares i.e. 2.42% of total paid up capital of the listed entity.Rohan Hotels Private Limited wholly owned subsidiary of Pride Hotels Limited holds 6,100 equity shares i.e. 0.10% of total paid up capital of the listed entity. |
| A3. | Details of previous transactions with the related party | |
| 1. | Total amount of all the transactions undertaken by the | The listed entity has taken an Unsecured Loan of an amount of Rs. 33,59,57,367/- from the |



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| | listed entity or subsidiary with the related party during the last financial year. | Pride Hotels Limited during the last financial year 2025-26. |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter / up to date in which the approval is sought. | The listed entity has taken an Unsecured Loan of an amount of Rs. 4,37,00,000/- from the Pride Hotels Limited in the current financial year till date. |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year | Nil. |
| A4. | Amount of the proposed transaction(s) | |
| 1. | Amount of the proposed transactions being placed for approval of the Shareholders. | 95,00,00,000/- (Ninety-Five Crores) |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. | 2,594.85% of annual consolidated turnover for the financial year 2025-26. |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to | Not Applicable |

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| | the transaction). | | | | | | | | | |
|------------------|--|---|-------------|-------------------------|----------|-----------|------------------|----------|-----------|-----------|
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 2.90% of annual consolidated turnover for the financial year 2024-25. <i>(Audited figures of immediately preceding financial year 2025-26 is not available as on date.)</i> | | | | | | | | |
| 6. | Financial performance of the related party for the immediately preceding financial year. | <table border="1"><thead><tr><th>Particulars</th><th>FY 2024-25 (₹ In Lakhs)</th></tr></thead><tbody><tr><td>Turnover</td><td>30,562.00</td></tr><tr><td>Profit After Tax</td><td>9,119.72</td></tr><tr><td>Net worth</td><td>65,697.47</td></tr></tbody></table> <i>(Audited figures of immediately preceding financial year 2025-26 is not available as on date.)</i> | Particulars | FY 2024-25 (₹ In Lakhs) | Turnover | 30,562.00 | Profit After Tax | 9,119.72 | Net worth | 65,697.47 |
| Particulars | FY 2024-25 (₹ In Lakhs) | | | | | | | | | |
| Turnover | 30,562.00 | | | | | | | | | |
| Profit After Tax | 9,119.72 | | | | | | | | | |
| Net worth | 65,697.47 | | | | | | | | | |
| A5. | Basic details of the proposed transaction | | | | | | | | | |
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.). | To obtain an unsecured loan from Pride Hotels Limited | | | | | | | | |
| 2. | Details of each type of the proposed transaction. | The Company proposes to obtain unsecured loan(s), in one or more tranches of Rs. 95 Crores from Pride Hotels Limited. | | | | | | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified). | The outstanding principal amount of loan, shall be repayable, in one or more tranches, after the completion of the financial year in which the loan was taken, or before the expiry of the next financial year, at the option of the Company (borrower). | | | | | | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | | | | | | |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide an estimated break-up by financial year-wise. | Aggregate value of the transactions amounting to Rs. 95 Crore during the financial year 2026-27. | | | | | | | | |
| 6. | Justification as to why the | The proposed borrowing of unsecured loan(s) | | | | | | | | |



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| | RPTs proposed to be entered into are in the interest of the listed entity. | from the related party is in the best interest of the Company as it ensures the timely availability of funds for meeting working capital requirements and general corporate purposes. The loan is proposed to be availed at an interest rate of 6.00% per annum. Further, the unsecured nature of the borrowing provides financial and operational flexibility to the Company by avoiding the creation of security and restrictive covenants typically associated with institutional financing. The transaction has been reviewed and approved by the Audit Committee and the Board of Directors, and is considered to be commercially prudent and beneficial to the Company. |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | a) Name of the director / KMP | <ol style="list-style-type: none">1. Mr. Sureshchand Premchand Jain, Managing Director of the Listed entity, is also Managing Director and Promoter Shareholder in the Related Party.2. Mrs. Meena Sureshchand Jain, wife of Mr. Sureshchand Premchand Jain and Non-Executive Director of the Listed entity, is also the Promoter shareholder in the Related Party and3. Mr. Satyen Suresh Jain, son of Mr. Sureshchand Premchand Jain and Mrs. Meena Sureshchand Jain and Promoter Shareholder of the listed entity, is also the Whole Time Director and Promoter shareholder in the Related Party. |
| | b) Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Sureshchand Premchand Jain, Managing Director of the Listed entity and Mrs. Meena Sureshchand Jain, wife of Mr. Sureshchand Premchand Jain and Non-Executive Director of the Listed entity along with their relatives, promoters and promoter group entities except Rohan Hotels Private Limited holds altogether 99.46% of total paid up capital of the Pride Hotels Limited (Related party) |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the | Not Applicable |



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| | Audit Committee. | |
| 9. | Other information relevant for decision making. | Not Applicable |
| B5. | Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary | |
| 1. | Material covenants of the proposed transaction | The unsecured loan shall be availed within one year from the date of Members' approval and shall carry an interest rate of 6.00% per annum, payable quarterly. The principal amount shall be repayable in one or more tranches, after completion of the financial year in which the loan is availed or before the expiry of the immediately succeeding Financial Year, at the option of the Company. The loan shall be unsecured, without any collateral, pledge or charge on the assets of the Company, and shall be subject to customary terms and conditions as may be approved by the Audit Committee and the Board of Directors. The transaction shall be entered into in the ordinary course of business and on an arm's length basis. |
| 2. | Interest rate (in terms of numerical value or base rate and applicable spread) | 6.00% Per Annum, payable quarterly |
| 3. | Cost of borrowing | The unsecured loan shall carry an interest rate of 6.00% per annum, payable quarterly. The cost of borrowing is considered to be competitive and in line with prevailing market rates for unsecured borrowings, and accordingly at arm's length |
| 4. | Maturity / due date | The principal amount of the unsecured loan shall be repayable in one or more tranches after completion of the financial year of draw down or before the expiry of the immediately succeeding financial year, at the option of the Company. |
| 5. | Repayment schedule & terms | The principal amount shall be repayable in one or more tranches, at the option of the Company, after completion of the financial year of drawdown or before the expiry of the immediately succeeding financial year, with interest payable quarterly on the outstanding principal amount. |
| 6. | Whether secured or unsecured | Unsecured |



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| 7. | If secured, the nature of security & security coverage ratio | Not Applicable |
| 8. | The purpose for which the funds will be utilized by the listed entity/ subsidiary | The funds shall be utilized for meeting the working capital requirements and general corporate purposes of the Company. |
| C4. | Disclosure in case of transactions relating to borrowings by the listed entity or its subsidiary | |
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements | a. Before transaction 20.28 b. After transaction 20.44* <i>*Assuming the entire unsecured loan proposed to be obtained is classified as long term debt.</i> |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. | a. Before transaction 0.03 b. After transaction 0.029 |

Point No. B(1), B(2), B(3), B(4), B(6), B(7), C(1), C(2), C(3), C(5), and C(6) of the table forming part of Clause 4 of the Standards are not applicable.

In compliance with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, the Company affirms that:

- i. The disclosures provided herein contain sufficient information to enable public shareholders to make an informed decision.
- ii. Justification as to why the proposed transaction is in the interest of the listed entity is provided hereinabove.
- iii. The promoters shall not derive any undue benefit from the RPT at the expense of public shareholders.
- iv. The Audit Committee has also noted that the relevant disclosures for decision-making on the proposal were placed before the Committee.
- v. The Committee has also reviewed and has taken note of the certificate from the Chief Financial Officer and Managing Director of the Company confirming that the terms of the transaction are in the interest of the Company.
- vi. This material RPT thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval

Except Mr. Sureshchand Premchand Jain and Mrs. Meena Sureshchand Jain, no other Directors or Key Managerial Personnel and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the resolution as set out in item No. 1 of the Notice for approval by the Members by way of an Ordinary Resolution. The Members may note that in terms of the provisions of the



SEBI Listing regulations, no Related Party shall vote to approve the resolution at item No. 1 set out in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.



Item No. 2: To approve increase in the borrowing powers in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013:

As per the provisions of section 180(1)(c) of the Companies Act, 2013, as amended ("the Act"), the Board of Directors of the Company can exercise the power to borrow money(ies) in excess of aggregate of its paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), only with the consent of the Company by a Special Resolution.

Accordingly, in order to enable the Company to avail financial assistance from banks, financial institutions, bodies corporate and/or other eligible lenders as may be considered necessary from time to time, it is proposed to authorize the Board of Directors to borrow monies, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only), excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board believes that the proposed borrowing powers are in the best interests of the Company and its stakeholders and will provide the necessary financial flexibility to support the Company's business operations and growth plans.

Accordingly, the approval of the Members is being sought for increasing the limits of borrowing of the Board as set out at Item Nos. 02 of this Notice by way of Special Resolution.

None of the Directors or Key Managerial Personnel and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set forth in the accompanying Notice.

**For and on behalf of the
S P Capital Financing Limited**

**Sd/-
Arun Omprakash Sonar
Company Secretary & Compliance officer**

CIN: L74140MH1983PLC029494

**Registered Address: The Ruby, 5SC, 5th Floor, South Wing,
Level 8th JK Sawant Marg, Dadar west, Mumbai-400028**

Date: July 03, 2026

Place: Mumbai