S P CAPITAL
FINANCING LTD.

NOTICE AND AGENDA OF 01ST (2026-27) NOMINATION AND REMUNERATION COMMITTEE MEETING

August 12, 2026

To,
The Board of Directors,
S P Capital Financing Ltd
"The Ruby", 5SC, 5th Floor, South Wing,
Level 8th, JK Sawant Marg,
Dadar West-400 028, Mumbai.

Shorter Notice is hereby given that the 01st Meeting of the Nomination and Remuneration Committee of the Company for the Financial Year 2026-27 will be held on Friday, August 14, 2026 at 03:15 p.m. at the registered office of the Company at "The Ruby", 5SC, 5th Floor, South Wing, Level 8th, JK Sawant Marg, Dadar West-400028, Mumbai. Agenda of the business to be transacted at the Meeting is attached herewith.

Note for Participation through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):
Committee Members may participate in the meeting either in person at the venue specified in this Notice or through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the provisions of the Companies Act, 2013 and the applicable Rules made thereunder. Committee Members intending to participate through VC/OAVM are requested to intimate the Company Secretary sufficiently in advance to enable the Company to make suitable arrangements. The necessary access details/link for joining the meeting through VC/OAVM will be shared separately.

Participation through VC/OAVM shall be reckoned for the purpose of quorum, except in respect of such matters, if any, which are required to be dealt with at a meeting held with the physical presence of Committee Members in accordance with applicable law.

Kindly make it convenient to attend the Meeting.

By Order of Board of Directors
For S P Capital Financing Ltd
ARUN OMPRAKASH SONAR
Digitally signed by ARUN OMPRAKASH SONAR
Date: 2026.08.12 15:45:35 +05'30'
Arun Omprakash Sonar
Company Secretary & Compliance Officer
Membership No.: A68976

Place: Mumbai

AGENDA ITEMS FOR THE NOMINATION AND REMUNERATION COMMITTEE MEETING:

1.	To elect the Chairman of the Meeting;
2.	To grant leave of absence, if any of the committee members;
3.	To consider the quorum of the meeting;
4.	To take note of the Minutes of the previous Meeting of the committee;
5.	To approve and recommend to the Board re-appointment of Director liable to retire by rotation at the ensuing Annual General Meeting;
6.	Any other item, if any with the Permission of Chairman.

NOTES ON AGENDA ITEMS OF 01ST NOMINATION AND REMUNERATION COMMITTEE MEETING FOR THE YEAR 2026-27:

ITEM NO 1: TO ELECT THE CHAIRMAN OF THE MEETING:

The committee members shall elect the Chairperson among the members for the meeting.

ITEM NO 2: TO GRANT LEAVE OF ABSENCE, IF ANY:

Leave of absence shall be granted to those members who are not present in the meeting.

ITEM NO 3: TO CONSIDER THE QUORUM OF THE MEETING:

The business before the Meeting shall take up after confirming that the requisite quorum is present.

ITEM NO 4: TO TAKE NOTES OF THE MINUTES OF THE PREVIOUS MEETING OF THE COMMITTEE:

Minutes of the 02nd Nomination and Remuneration Committee meeting for the financial year 2025-26 held on August 12, 2025, shall be placed in the meeting for the noting and record purpose.

ITEM NO 5: TO APPROVE AND RECOMMEND TO THE BOARD RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING;

The committee members may note that pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and of the Articles of Association of the Company, one-third of the rotational directors are liable to retire at every Annual General Meeting and if eligible, such directors may offer themselves for re-appointment.

In accordance with the above provisions, Mr. Sureshchand Premchand Jain (DIN: 00004402), Managing Director, is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, has offered himself for re-appointment.

The committee members are requested to consider, review and approve the re-appointment of Mr. Sureshchand Premchand Jain (DIN: 00004402), Managing Director, and recommend the same to the Board by passing the following resolution with or without modification(s):

"RESOLVED THAT, in accordance with the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the committee recommends the re-appointment of Mr. Sureshchand Premchand Jain (DIN: 00004402), Managing Director, Director who is liable to retire by rotation and being eligible, has offered himself for re-appointment, for approval of the

Board."

ITEM NO 06: ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR:

To consider any other matter with the permission of chair.

By Order of Board of Directors
For S P Capital Financing Ltd
ARUN OMPRAKASH SONAR
Digitally signed by ARUN OMPRAKASH SONAR
Date: 2026.08.12 15:46:04 +05'30'
Arun Omprakash Sonar
Company Secretary & Compliance Officer
Membership No.: A68976