S P CAPITAL
FINANCING LTD.

NOTICE AND AGENDA OF 03RD (2026-27) BOARD 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 03rd Board Meeting of the Company for the Financial Year 2026-27 will be held on Friday, August 14, 2026 at 3:30 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 15:43:05 +05'30'
Arun Omprakash Sonar
Company Secretary & Compliance Officer
Membership No.: A68976

Place: Mumbai

AGENDA ITEMS FOR THE BOARD MEETING:

1.	To elect the Chairman of the Meeting;
2.	To grant leave of absence, if any of the Directors;
3.	To consider the quorum of the meeting;
4.	To confirm and note the Minutes of the previous Board Meeting;
5.	To take note of the Minutes of the Meeting of the committees constituted by the Board of Directors;
6.	To take note of the Compliances under SEBI LODR Regulations, 2015 for the Quarter ended June 30, 2026;
7.	To consider and approve the Unaudited Financial Results (including standalone and consolidated) for the first quarter ended as on June 30, 2026 along with the Limited Review Report;
8.	To approve the Director's Report including Corporate Governance Report and other Annexures and Reports of the Company for the financial year 2025-26;
9.	To approve re-appointment of Director liable to retire by rotation at the ensuing Annual General Meeting and recommend the same for shareholders;
10.	To consider and approve the appointment of M/s. Satyendra & Associates, Chartered Accountant, (FRN: 148825W) as the Internal Auditor of the Company for the financial year 2026-27;
11.	To consider and take note of the Internal Audit Report of the Company for the financial year 2025-26 as issued by M/s. M.M Dubey & Co., Chartered Accountant;
12.	To consider and take note of the Secretarial Audit Report of the Company for the financial year 2025-26 as issued by M/s. Shobha Ambure and Associates, Practicing Company Secretaries;
13.	To take note of the Related Party Transactions for the First Quarter ended June 30, 2026, reviewed by the Audit committee;
14.	To consider and fix the date, time and place of 43rd Annual General Meeting of the Company and to approve draft notice of the Annual General Meeting;
15.	To consider and determine book closure & Record dates for the purpose of 43rd Annual General Meeting;
16.	To consider and determine the cut-off date for E-Voting and to Grant Authority to any Director/Company Secretary to publish advertisement in newspaper as per Section 108 of the Companies Act, 2013;
17.	To appoint National Depository Services Limited (NSDL) for providing E-Voting facility;
18.	To appoint Mr. Martinho P. Ferrao, Company Secretary as Scrutinizer for Providing Results of E-Voting facility;
19.	Any other item, if any with the Permission of Chairman.

NOTES ON AGENDA ITEMS OF 03RD BOARD MEETING FOR THE YEAR 2026-27:

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

The Board 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 Directors 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: CONFIRMATION OF MINUTES OF THE PREVIOUS BOARD MEETING:

Minutes of the 02nd Board Meeting for the financial year 2026-27 held on July 03, 2026, shall be placed in the meeting for the confirmation and signatures of the Chairman of the Meeting.

ITEM NO 5: TO TAKE NOTES OF THE MINUTES OF THE COMMITTEES MEETING:

Minutes of the 02nd Audit Committee meeting for the financial year 2026-27 held on July 03, 2026, shall be placed in the meeting for the noting and record purpose.

ITEM NO 6: TO TAKE NOTE OF THE COMPLIANCES UNDER SEBI LODR REGULATIONS, 2015:

The Compliances for the quarter ended June 30, 2026 are as follows:

Sr. No.	Regulation	Particular of Compliances
6.1	Reg 27(2) of SEBI (LODR) Regulations, 2015 and SEBI circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and BSE circular No.: 20260102-4 dated January 02, 2025	Quarterly Integrated Governance Report (including quarterly investor grievance report)
6.2	Reg. 31 of SEBI (LODR)	Quarterly statement showing the

	Regulations, 2015	holding of securities and shareholding pattern
6.3	Reg. 74(5) of SEBI (Depositories and Participants) Reg. 2018	Certificate by Registrar and Transfer Agent
6.4	Reg. 76 of SEBI (Depositories and Participants) Reg. 2018	Reconciliation of Share Capital Audit
6.5	Reg. 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Submission of SDD Certificate

6.1 Quarterly statement of Integrated Governance Report (including quarterly investor grievance report) pursuant to SEBI circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and BSE circular No.: 20260102-4 dated January 02, 2026:

The Board is hereby informed that pursuant to the SEBI circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and BSE circular No.: 20260102-4 dated January 02, 2026, the listed entities are required to file the Integrated Governance Report within 30 days from the end of each quarter.

The statement for the quarter ended June 30, 2026 which was filed with the stock exchange on July 22, 2026 will be presented at the meeting for the perusal of the Board.

6.2 Quarterly statement showing the holding of securities and shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015:

The Board is hereby informed that pursuant to the requirements of Regulation 31 of the Listing Regulations, the quarterly statement showing the holding of securities and shareholding pattern is required to be filed with the stock exchanges within 21 days of the end of each quarter and this statement is to be presented before the Board of Directors of the Company.

The statement for the quarter ended June 30, 2026 which was filed with the stock exchange on July 09, 2026 will be presented at the meeting for the perusal of the Board.

6.3 Certificate by Registrar and Transfer Agent under Reg 74(5) of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2026:

A certificate obtained from the Registrar and Transfer Agent under Reg 74(5) of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2026, which is been filed with the stock exchange on July 09, 2026, will be placed at the meeting for the perusal of the Board.

6.4 Reconciliation of Share Capital Audit:

The Board is hereby requested to note that Pursuant to Reg. 76 of SEBI (Depositories and Participants) Reg. 2018 the Company is required to submit a Reconciliation of Share Capital Audit Report, reconciling the total shares held in both the depositories, viz., NSDL and CDSL and in physical form with the total issued / paid up capital, to all the Stock Exchanges where the securities of the Company are listed, within 30 days of the end of each quarter and this certificate is to be presented before the Board of Directors of the Company.

The certificate for the quarter ended June 30, 2026, issued by M/s Martinho Ferrero & Associates, Company Secretary which was filed with the stock exchanges on July 27, 2026 will be presented before the meeting for the perusal of the Board.

6.5 Structural Digital Database Certificate under Reg. 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015:

The Structural Digital Database Certificate under Reg. 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as submitted to the Stock Exchange on July 01, 2026 will be presented at the meeting for the perusal of the Board.

ITEM NO 7: TO CONSIDER AND APPROVE UNAUDITED FINANCIAL RESULTS (INCLUDING STANDALONE AND CONSOLIDATED) FOR THE FIRST QUARTER ENDED AS ON JUNE 30, 2026 ALONG WITH THE LIMITED REVIEW REPORT;

The Chairman shall place the Quarterly Unaudited Financial results (including standalone and consolidated) for the first quarter ended as on June 30, 2026 along with the Limited Review Report at the meeting.

The Board after consideration may approve the same by passing the following Resolution with or without modification(s):

"**RESOLVED THAT** the Board hereby approves the Quarterly Unaudited Financial results (including standalone and consolidated) for the first quarter ended June 30, 2026 pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the Board hereby authorise Mr. Sureshchand Premchand Jain and/or any other director of the Company to sign the financial results and for intimating the same to various Authorities including but not limited to Stock Exchange, Registrar of Companies., etc."

ITEM NO 8: TO APPROVE THE DIRECTOR'S REPORT INCLUDING CORPORATE GOVERNANCE REPORT AND OTHER ANNEXURES AND REPORTS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26;

The draft Director's Report for the financial year 2025-26 along with the Corporate Governance Report and other Annexures and Reports will be placed at the meeting for consideration of the Board members:

The Board is requested to consider and approve the draft director's report along with the annexures by passing the following resolution with or without modification(s):

"**RESOLVED THAT** draft of the Director's report for the Financial Year ended 31st March, 2026 along with the Corporate Governance Report and other Annexures and Reports as placed before the meeting, be and are hereby considered, approved and taken on record by the Board of Directors.

RESOLVED FURTHER THAT Mr. Sureshchand P. Jain and Mrs. Meera Sureshchand Jain, Managing Director and Director of the Company be and is hereby authorized to sign the Directors' Report, on behalf of the Board of Directors.

RESOLVED FURTHER THAT Mr. Sureshchand P. Jain, Managing Director be and are hereby authorized to necessary filing and to do such works and deeds as may be required to give effect to the above resolution including filing of necessary e-forms with ROC."

ITEM NO 9: TO APPROVE RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING AND RECOMMEND THE SAME FOR SHAREHOLDERS APPROVAL;

The board 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.

Mr. Sureshchand Premchand Jain (DIN: 00004402) has been associated with the Company since the year 1983 and has contributed significantly towards the growth of the company. The Nomination and Remuneration Committee has reviewed the profile and performance of the Director and recommended his re-appointment to the Board.

The Board is requested to consider and approve the re-appointment of Mr.

Sureshchand Premchand Jain (DIN: 00004402), and recommend the same to the shareholders at the AGM 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 Board recommends the re-appointment of Mr. Sureshchand Premchand Jain (DIN: 00004402), Director who is liable to retire by rotation and being eligible, has offered himself for re-appointment, for approval of the members at the ensuing Annual General Meeting.

RESOLVED FURTHER THAT Directors or the Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

ITEM NO 10: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. SATYENDRA & ASSOCIATES, CHARTERED ACCOUNTANT, (FRN: 148825W) AS THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27;

The term of the existing Internal Auditor, M/s. M.M. Dubey & Co, Chartered Accountants (FRN:104167W), has expired upon completion of their tenure under Section 138 of the Companies Act, 2013.

In accordance with the provisions of Section 138 and other applicable provisions of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, it is proposed to appoint M/S. Satyendra & Associates, Chartered Accountant, (FRN: 148825W), as the Internal Auditors of the Company for the financial year 2026-27, to conduct the internal audit of the Company and to assist the Board and the Audit Committee in evaluating and strengthening the Company's internal control systems and processes.

The board members are requested to consider and approve the appointment by passing the following resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the board be and is hereby accorded for the appointment of M/S. Satyendra & Associates, Chartered Accountant, (FRN: 148825W) as Internal Auditors of the Company for the financial year 2026-27 on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of the Company, as may be mutually agreed upon between the Board of Directors and the Internal Auditors.

RESOLVED FURTHER THAT Directors or the Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

ITEM NO 11: TO CONSIDER AND TAKE NOTE OF THE INTERNAL AUDIT REPORT OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 AS ISSUED BY M/S. M.M DUBEY & CO., CHARTERED ACCOUNTANT;

The Internal Audit of the Company for the financial year 2025-26 was conducted by M/s. M.M. Dubey & Co., Chartered Accountants. The Internal Auditor has submitted the Internal Audit Report for the said financial year covering the review of the Company's internal controls, processes, systems and other relevant areas within the scope of the audit.

The said Internal Audit Report shall be placed before the Board for their consideration and taking note thereof. The board members are requested to review the observations and recommendations contained in the Report and provide such directions, as may be considered appropriate.

ITEM NO 12: TO CONSIDER AND TAKE NOTE OF THE SECRETARIAL AUDIT REPORT OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 AS ISSUED BY M/S SHOBHA AMBURE AND ASSOCIATES, PRACTICING COMPANY SECRETARIES;

The Secretarial Audit report as issued by M/s. Shobha Ambure and Associates for the financial year 2025-26 will be placed at the meeting for the consideration of the committee members.

ITEM NO 13: TO TAKE NOTE OF THE RELATED PARTY TRANSACTIONS FOR THE FIRST QUARTER ENDED JUNE 30, 2026, REVIEWED BY THE AUDIT COMMITTEE;

Pursuant to the provisions of Regulations 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the related party transactions undertaken by the company during the first quarter ended on June 30, 2026 are subject to review by the Audit Committee on periodic basis.

The details of the related party transactions undertaken by the company during the fourth quarter ended on June 30, 2026 and reviewed by the Audit committee shall be placed before the board for their noting. The Board is requested to note the same.

ITEM NO 14: TO CONSIDER AND FIX THE DATE, TIME AND PLACE OF 43RD ANNUAL GENERAL MEETING OF THE COMPANY AND TO APPROVE DRAFT NOTICE OF THE ANNUAL GENERAL MEETING;

The Board members are hereby requested to consider and fix the Date, Time and Place of 43rd Annual General Meeting of the Company and to approve draft Notice of the Annual General Meeting which will be placed at the meeting.

ITEM NO 15: TO CONSIDER AND DETERMINE BOOK CLOSURE & RECORD DATES FOR THE PURPOSE OF 43RD ANNUAL GENERAL MEETING;

The Board is hereby informed that the register of members and share transfer books of the company is required to be closed for the purpose of taking record of shareholders of the company before the Annual General Meeting of the Company and for determining entitlement to dividend.

Hence the Board is requested to consider and fix the same.

ITEM NO 16: TO CONSIDER AND DETERMINE THE CUT – OFF DATE FOR E-VOTING AND TO GRANT AUTHORITY TO ANY DIRECTOR/COMPANY SECRETARY TO PUBLISH ADVERTISEMENT IN NEWSPAPER AS PER SECTION 108 OF THE COMPANIES ACT, 2013;

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the eligibility of the shareholders to vote by electronic means or in the general meeting, shall be determined on the cut-off date which shall not earlier than seven days before the date of general meeting.

Hence the Board is hereby requested to consider and determine the cut-off date for the purpose of e-voting.

ITEM NO 17: TO APPOINT NATIONAL DEPOSITORY SERVICES LIMITED (NSDL) FOR PROVIDING E-VOTING FACILITY;

The Board is hereby informed that as per provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations, 2015, the Company is compulsory required to provide the members the facility to exercise their vote for business to be transacted in the notice of Annual General Meeting by electronic means through e-voting facility.

It is hereby proposed to appoint National Depository Services Limited (NSDL) being found more suitable to provide members who are holding shares in physical or dematerialized form.

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FINANCING LTD.

ITEM NO 18: TO APPOINT MR. MARTINHO P. FERRAO, COMPANY SECRETARY AS SCRUTINIZER FOR PROVIDING RESULTS OF E-VOTING FACILITY;

The Board is hereby informed that the Company needs to appoint a Scrutinizer to scrutinize the e-voting process as well as the voting by way of poll, to be conducted at the ensuing Annual General Meeting, in a fair and transparent manner. It is hereby proposed to appoint Mr. Martinho P. Ferrao, Prasticing Company Secretaries, (ICSI Membership no. F5676) as Scrutinizer.

The Board is requested to consider and approve the appointment as above by passing the following resolution with or without modification(s):

"**RESOLVED THAT** consent of the Board be and is hereby accorded for appointment of Mr. Martinho P. Ferrao, Practicing Company Secretaries, (ICSI Membership no. F5676) as Scrutinizer to Scrutinize the e-voting process as well as the voting by way of poll, to be conducted at the ensuing Annual General Meeting, in a fair and transparent manner on terms and conditions as mutually agreed.

RESOLVED FURTHER THAT the Board be and is hereby authorized Company Secretary to submit the scrutinizer report issued by the Scrutinizer to the Stock exchange within the stipulated time period."

ITEM NO 19: 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 15:43:27 +05'30'
Arun Omprakash Sonar
Company Secretary & Compliance Officer
Membership No.: A68976