S P CAPITAL
FINANCING LTD.

# NOTICE AND AGENDA OF 04TH (2026-27) BOARD MEETING

**October 30, 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 04th Board Meeting of the Company for the Financial Year 2026-27 will be held on Wednesday, November 04, 2026 at 03:15 p.m. at the registered office of the Company situated 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):**
Board 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. Board 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 Board 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: 2026.10.30 16:00:25 +05'30'
**Arun Omprakash Sonar**
**Company Secretary & Compliance Officer**
**Membership No.: A68976**

**Place: Mumbai**

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**AGENDA ITEMS FOR THE BOARD MEETING:**

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|---|---|
| 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 Compliances under SEBI (LODR) Regulations, 2015; |
| 7. | To consider and approve the Unaudited Financial Results (including standalone and consolidated) for the second quarter and half year ended as on September 30, 2026 along with the Limited Review Report; |
| 8. | To take note of the Related Party Transactions (RPTs) for the Second Quarter ended September 30, 2026, reviewed by the Audit committee; |
| 9. | To consider and approve Interim Dividend for the F.Y 2026-27; |
| 10. | To consider and approve the opening of a separate Bank Account for payment of proposed interim dividend for the F.Y.2026-27; |
| 11. | To take note of the resignation of CS Arun Sonar from the position of Company Secretary (CS) of the Company and to consider and approve the consequential matters, if any. |
| 12. | To consider and approve the appointment of CS Janvi Kargutkar as Company Secretary (CS) of the Company. |
| 13. | To brief about the operations of the Company; |
| 14. | Any other item, if any with the Permission of Chairman. |

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**NOTES ON AGENDA ITEMS OF 04TH 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 03rd Board Meeting for the financial year 2026-27 held on August 14, 2026, shall be placed in the meeting for the confirmation, signing and noting by the Board of Directors.

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

Minutes of the 03rd Audit Committee meeting, 01st Nomination and Remuneration committee meeting and 01st Stakeholder Relationship committee meeting for the financial year 2026-27 held on August 14, 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 September 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.: 20250102-4 dated January 02, 2025 | Quarterly Integrated Governance Report (including quarterly investor grievance report) |

| | | |
|---|---|---|
| 6.2 | Reg. 31 of Listing Regulations | Quarterly statement showing the 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.: 20250102-4 dated January 02, 2025:**

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.: 20250102-4 dated January 02, 2025, 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 September 30, 2026 which was filed with the stock exchange on October 28 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 September 30, 2026 which was filed with the stock exchange on October 05 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 September 30, 2026**

A certificate obtained from the Registrar and Transfer Agent under Reg 74(5) of SEBI (LODR) Regulations, 2015 for the quarter ended September 30, 2026, which is been filed with the stock exchange on October 13 2026 will be placed at the meeting for the perusal of the Board.

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**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 September 30, 2026, issued by M/s Martinho Ferrero & Associates, Company Secretary which was filed with the stock exchanges on October 17 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 October 05 2026 will be presented at the meeting for the perusal of the Board.

**ITEM NO 7: TO CONSIDER AND APPROVE THE UNAUDITED FINANCIAL RESULTS (INCLUDING STANDALONE AND CONSOLIDATED) FOR THE SECOND QUARTER AND HALF YEAR ENDED AS ON SEPTEMBER 30, 2026 ALONG WITH THE LIMITED REVIEW REPORT:**

The Chairman shall place the Unaudited Financial results (including standalone and consolidated) for the second quarter and half year ended as on September 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 second quarter and half year ended September 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."

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**ITEM NO.8: TO REVIEW THE RELATED PARTY TRANSACTIONS (RPTS) FOR THE SECOND QUARTER ENDED SEPTEMBER 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 9: TO CONSIDER AND APPROVE INTERIM DIVIDEND FOR THE F.Y 2026-27:**

The Board is hereby informed that the Company intends to declare Interim Dividend on the Equity shares and Preference shares of the Company for the Financial Year 2026-27.

The Board is requested to kindly consider and declare the interim dividend for the Financial Year 2026-27.

**ITEM NO 10: TO CONSIDER AND APPROVE THE OPENING OF A SEPARATE BANK ACCOUNT FOR PAYMENT OF PROPOSED INTERIM DIVIDEND FOR THE F.Y 2026-27:**

In terms of the provisions of the Companies Act, 2013 and to ensure proper segregation, control, and timely disbursement of the Interim Dividend amount, it is considered appropriate to open a separate bank account exclusively for the purpose of payment of the proposed Interim Dividend on the Equity shares and Preference shares.

The said bank account shall be utilised only for crediting the Interim Dividend amount and for making payments to the eligible Equity and Preference shareholders of the Company.

Accordingly, the approval of the Board is sought for opening a separate bank account and for authorising the designated officials of the Company to operate the same for the said purpose.

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**ITEM NO. 11: TO TAKE NOTE OF THE RESIGNATION OF CS ARUN SONAR FROM THE POSITION OF COMPANY SECRETARY (CS) OF THE COMPANY AND TO CONSIDER AND APPROVE THE CONSEQUENTIAL MATTERS, IF ANY.:**

The Chairman shall inform the Board that CS Arun Sonar has tendered his resignation from the position of Company Secretary of the Company with effect from September 17 2026. The resignation letter shall be placed before the Board for its consideration.

The Board, after consideration, may take note of and accept the resignation by passing the following resolution:

**"RESOLVED THAT** the resignation of CS Arun Sonar from the position of Company Secretary of the Company, with effect from November 04 2026, be and is hereby taken on record and accepted.

**RESOLVED FURTHER THAT** the Board places on record its appreciation for the services and contributions rendered by CS Arun Sonar during his tenure as Company Secretary of the Company.

**RESOLVED FURTHER THAT** Mr. Sureshchand Premchand Jain and/or any other Director of the Company be and are hereby authorised to sign and submit the necessary forms, returns and documents with the Registrar of Companies and other statutory authorities, as applicable, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

**ITEM NO 12: TO CONSIDER AND APPROVE THE APPOINTMENT OF CS JANVI KARGUTKAR AS COMPANY SECRETARY (CS) OF THE COMPANY:**

The Chairman shall inform the Board that it is proposed to appoint CS Janvi Kargutkar as the Company Secretary of the Company with effect from November 04 2026, pursuant to the applicable provisions of the Companies Act, 2013, and the rules made thereunder.

The Board, after consideration, may approve the appointment by passing the following resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, CS Janvi Kargutkar be and is hereby appointed as the Company Secretary of the Company with effect from November 04 2026, on such terms and conditions as may be mutually agreed upon.

**RESOLVED FURTHER THAT** Mr. Sureshchand Premchand Jain and/or any other Director of the Company be and are hereby authorised to sign and execute the necessary

documents and to make the requisite filings with the Registrar of Companies and other statutory authorities, as applicable, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

**ITEM NO 13: TO BRIEF ABOUT THE OPERATIONS OF THE COMPANY:**

The Board is requested to review, discuss about the operation of the Company

**ITEM NO 14: 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: 2026.10.30 16:00:58 +05'30'

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

**Place: Mumbai**