

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **S P Capital Financing Limited (the Company)** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that: -

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor; filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 3. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 4. closure of Register of Members / Security holders, as the case may be;



5. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act, wherever applicable;
6. contracts/arrangements with related parties as specified in section 188 of the Act;
7. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; *(There were no such instances during the period under review)*
8. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; *(There were no such instances during the period under review)*
9. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
10. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and thereof;
11. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
12. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; *(There were no such instances during the period under review)*
13. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; *(There were no such instances during the period under review)*
14. acceptance/ renewal/ repayment of deposits *(There were no such instances during the period under review);*
15. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

16.loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, wherever applicable; (*The Company is a NBFC registered with RBI and hence Section 186 is not applicable in respect of investment and lending activities*);

17.alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.
(*There were no such instances during the period under review*)

Martinho Ferrao & Associates

Company Secretaries



Martinho Ferrao

Proprietor

FCS No.: 6221

C P. No. 5676

UDIN: F006221G002092646

Place: Mumbai

Dated: 28th November 2025