



NOTICE AND AGENDA OF 06TH (2025-26) BOARD MEETING

February 02, 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.**

Notice is hereby given that the 06th Board Meeting of the Company for the Financial Year 2025-26 will be held on Tuesday, February 10, 2026 at 12.30 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.

Kindly make it convenient to attend the Meeting.

**By Order of Board of Directors
For S P Capital Financing Ltd**

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

Place: Mumbai



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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 note minutes of the previous committee meeting;
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 third quarter ended as on December 31, 2025 along with the Limited Review Report;
8.	To consider and approve Interim Dividend for the F.Y 2025-26;
9.	To consider and approve the opening of a separate Bank Account for payment of proposed interim dividend for the F.Y 2025-26;
10.	To brief about the operations of the Company;
11.	Any other item, if any with the Permission of Chairman.



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NOTES ON AGENDA ITEMS OF 06TH BOARD MEETING FOR THE YEAR 2025-26:

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 be taken up after confirming that the requisite quorum is present.

ITEM NO 4: CONFIRMATION OF MINUTES OF THE PREVIOUS BOARD MEETING:

Minutes of the 05th Board Meeting for the financial year 2025-26 held on November 14, 2025, shall be placed in the meeting for the confirmation, signing and noting by the Board of Directors.

ITEM NO 5: CONFIRMATION OF MINUTES OF THE PREVIOUS COMMITTEE MEETING:

Minutes of the 04th Meeting of the Audit Committee for the financial year 2025-26 held on November 14, 2025, shall be placed in the meeting for the confirmation and noting by the Board of Directors.

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

The Compliances for the quarter ended December 31, 2025 are as follows:

Sr. No.	Regulation	Particular of Compliances
6.1	Reg. 13(3) of Listing Regulations	Quarterly statement on Investor Grievance
6.2	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



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6.3	Reg. 31 of Listing Regulations	Quarterly statement showing the holding of securities and shareholding pattern
6.4	Reg. 74(5) of SEBI (Depositories and Participants) Reg. 2018	Certificate by Registrar and Transfer Agent
6.5	Reg. 76 of SEBI (Depositories and Participants) Reg. 2018	Reconciliation of Share Capital Audit
6.6	Reg. 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Submission of SDD Certificate

6.1 Quarterly statement on Investor Grievance under Regulation 13(3) of the Listing Regulations

It is hereby informed to the Board of Directors in terms of the Regulation 13(3), Chapter III of SEBI LODR, 2015, the company was required to furnish the status of investor's complaint as on December 31, 2025, to the stock exchange.

The status of investor's complaint as on December 31, 2025 is given herewith for the perusal and noting of the Board as under:

- No of investor complaints at the beginning of the quarter: NIL
- No of investor complaints received during the quarter ended December 31, 2025 : NIL
- No of investor complaints disposed of during the quarter ended December 31, 2025: NIL
- No of investor complaints remaining unresolved at the end of the quarter ended December 31, 2025: NIL

6.2 Quarterly statement of Integrated Governance Report pursuant to SEBI circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2025 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, 2025 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 December 31, 2025 which was filed with the stock exchange will be presented at the meeting for the perusal of the Board.

6.3 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 December 31, 2025 which was filed with the stock exchange will be presented at the meeting for the perusal of the Board.

6.4 Certificate by Registrar and Transfer Agent under Reg 74(5) of SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2025

A certificate obtained from the Registrar and Transfer Agent under Regulation 74(5) of SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2025, which is been filed with the stock exchange, will be placed at the meeting for the perusal of the Board.

6.5 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 December 31, 2025, issued by M/s Martinho Ferrero & Associates, Company Secretary which was filed with the stock exchanges will be presented before the meeting for the perusal of the Board.

6.6 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 will be presented at the meeting for the perusal of the Board.



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ITEM NO 7: TO CONSIDER AND APPROVE THE UNAUDITED FINANCIAL RESULTS (INCLUDING STANDALONE AND CONSOLIDATED) FOR THE THIRD QUARTER ENDED ON DECEMBER 31, 2025 ALONG WITH THE LIMITED REVIEW REPORT

The Chairman shall place the Unaudited Financial results (including standalone and consolidated) for the third quarter ended as on December 31, 2025 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 third quarter ended December 31, 2025 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 CONSIDER AND APPROVE INTERIM DIVIDEND FOR THE F.Y 2025-26;

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 2025-26.

The Board is requested to kindly consider and declare the interim dividend for the Financial Year 2025-26.

ITEM NO 9: TO CONSIDER AND APPROVE THE OPENING OF A SEPARATE BANK ACCOUNT FOR PAYMENT OF PROPOSED INTERIM DIVIDEND FOR THE F.Y 2025-26;

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.



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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.

ITEM NO 10: TO BRIEF ABOUT THE OPERATIONS OF THE COMPANY:

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

ITEM NO 11: 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
Company Secretary & Compliance Officer
Membership No.: A68976

Place: Mumbai