S P CAPITAL
FINANCING LTD.

# NOTICE AND AGENDA OF 05TH (2025-26) BOARD MEETING

**November 10, 2025**

**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 05th Board Meeting of the Company for the Financial Year 2025-26 will be held on Friday, November 14, 2025 at 02.30 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.

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: 2025.11.10 13:05:19 +05'30'
**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 take note of Compliances under SEBI (LODR) Regulations, 2015; |
| 6. | To consider and approve the Unaudited Financial Results (including standalone and consolidated) for the second quarter and half year ended as on September 30, 2025 along with the Limited Review Report; |
| 7. | To brief about the operations of the Company; |
| 8. | Any other item, if any with the Permission of Chairman. |

**NOTES ON AGENDA ITEMS OF 05TH 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 take up after confirming that the requisite quorum is present.

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

Minutes of the 4th Board Meeting for the financial year 2025-26 held on September 29, 2025, shall be placed in the meeting for the confirmation, signing and noting by the Board of Directors.

**ITEM NO 5: TO TAKE NOTE OF THE COMPLIANCES UNDER SEBI LODR REGULATIONS, 2015:**

The Compliances for the quarter ended September 30, 2025 are as follows:

| Sr. No. | Regulation | Particular of Compliances |
|---|---|---|
| 5.1 | Reg. 13(3) of Listing Regulations | Quarterly statement on Investor Grievance |
| 5.2 | Reg. 31 of Listing Regulations | Quarterly statement showing the holding of securities and shareholding pattern |
| 5.3 | Reg. 74(5) of SEBI (Depositories and Participants) Reg. 2018 | Certificate by Registrar and Transfer Agent |
| 5.4 | Reg. 76 of SEBI (Depositories and Participants) Reg. 2018 | Reconciliation of Share Capital Audit |
| 5.5 | Reg. 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 | Submission of SDD Certificate |

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5.1 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 September 30, 2025, to the stock exchange.

The status of investor's complaint as on September 30, 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 September 30, 2025 : NIL
- No of investor complaints disposed of during the quarter ended September 30, 2025 : NIL
- No of investor complaints remaining unresolved at the end of the quarter ended September 30, 2025: NIL

5.2 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, 2025 which was filed with the stock exchange will be presented at the meeting for the perusal of the Board.

5.3 Certificate by Registrar and Transfer Agent under Reg 74(5) of SEBI (LODR) Regulations, 2015 for the quarter ended September 30, 2025

A certificate obtained from the Registrar and Transfer Agent under Reg 74(5) of SEBI (LODR) Regulations, 2015 for the quarter ended September 30, 2025, which is been filed with the stock exchange, will be placed at the meeting for the perusal of the Board.

5.4 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, 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.

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

**ITEM NO 6: TO CONSIDER AND APPROVE THE UNAUDITED FINANCIAL RESULTS (INCLUDING STANDALONE AND CONSOLIDATED) FOR THE SECOND QUARTER AND HALF YEAR ENDED AS ON SEPTEMBER 30, 2025 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, 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 second quarter and half year ended September 30, 2025 pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015.

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**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 6: TO BRIEF ABOUT THE OPERATIONS OF THE COMPANY:**

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

**ITEM NO 7: 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: 2025.11.10 13:05:45 +05'30'

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

**Place: Mumbai**