

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 42ND (FORTY-SECOND) ANNUAL GENERAL MEETING OF THE MEMBERS OF S P CAPITAL FINANCING LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 3:00 P.M. INDIAN STANDARD TIME ("IST") THROUGH BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements:

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025 together with the Reports of the Directors' and the Auditor's thereon and other reports.

2. To take note of declaration & payment of first interim dividend on equity shares and to declare final dividend on equity shares for the Financial Year ended 31st March, 2025:

To consider and take note of declaration & payment of first interim dividend of ₹ 1.00/- (Rupees One Only) per equity share of ₹ 10/- (Rupees Ten Only) each paid in the month of September 2024 and to declare final dividend of ₹ 0.50/- (Rupees Fifty Paise Only) per equity share of ₹ 10/- (Rupees Ten Only) each, for the Financial Year ended 31st March, 2025.

3. To take note of declaration & payment of Interim Dividend on Non-Convertible, Non-Cumulative Redeemable Preference Shares for the Financial Year 2024–25:

To consider and take note of declaration & payment of Interim Dividend at the rate of 5% (i.e., ₹5 per share) on 30,00,000 Non-Convertible, Non-Cumulative Redeemable Preference Shares of ₹100 each, amounting to ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs only), for the financial year 2024–25, as approved and declared by the Board of Directors at its meeting held on August 27, 2024.

4. To approve re-appointment of Director liable to retire by rotation

To appoint a director in place of Mrs. Meena Sureshchand Jain (DIN: 00004413) as Director who retires by rotation and being eligible, offers herself for re-appointment.

5. Appointment of M/s. R C Jain & Associates LLP, (FRN: 103952W) Chartered Accountants as Statutory Auditors of the Company;

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. R C Jain & Associates LLP, (FRN: 103952W) Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in financial year 2029-30 on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise and further to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution."

SPECIAL BUSINESS:

- 6. Re-appointment of Mr. Rajendra Ladakchand Jain (DIN: 00473752) as an Independent Director of the Company for second term:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra Ladakchand Jain (DIN: 00473752) as an Independent Director of the Company, not liable to retire by rotation, for a second term of four (4) consecutive years commencing from September 30, 2025 to September 30, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution.”

- 7. Approval for Mrs. Meena Sureshchand Jain (DIN: 00004413), Non-Executive, Non-Independent Director of the Company who will be attending age of 75 years, under Regulation 17(1A):**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for continuation of Mrs. Meena Sureshchand Jain (DIN: 00004413) as a Non-Executive Non Independent Director of the Company liable to retire by rotation, who would attain the age of 75 years on December 17, 2026.”

- 8. Approval for Mr. Arun Kumar Nayar Non-Executive, Independent Director of the Company who will be attending age of 75 years, under Regulation 17(1A):**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for continuation of Mr. Arun Kumar Nayar (DIN: 02015803) as a Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, who would attain the age of 75 years on June 30, 2026.”

- 9. Appointment of M/s Shobha Ambure and Associates, Practicing Company Secretaries (Mem. No. F10828) as the Secretarial Auditors for the term of five consecutive years:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. Shobha Ambure and Associates, Practicing Company

Secretaries (Certificate of Practise No: 15264), as the Secretarial Auditor of the Company for a first term of five consecutive financial years from conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the financial year 2029-30, to conduct the secretarial audit of the Company as prescribed under the applicable laws for each such financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to fix the remuneration payable to the Secretarial Auditor for each year during the term and to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.”

**On behalf of Board of Directors
S P CAPITAL FINANCING LTD**

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

Date: August 12, 2025

Place: Mumbai

Registered office:

**The Ruby, 5SC, 5th Floor, South Wing,
Level 8th JK Sawant Marg, Dadar West-400 028,
Mumbai, Maharashtra.**

CIN: L74140MH1983PLC029494

Website: www.spcapital.in

Email: spcapitalfin@gmail.com

NOTES:

1. The Ministry of Corporate Affairs has vide its General Circular no. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Companies Act” or the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. National Securities Depositories Limited (‘NSDL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The registered office of the Company shall be deemed to be the venue of the AGM. The procedure for participating in the meeting through VC/ OAVM is explained below and is also available on the website of the Company at www.spcapital.in
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting, provided that such members are required to send Authority letter or Board Resolution under

Section 113 of the Companies Act, 2013 before the date of this AGM to the Company on the e-mail ID of spcapitalfin@gmail.com

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.spcapital.in/investorrelations.php>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
9. The Board of Directors has appointed M/s. Martinho Ferrao & Associates, Company Secretary in Practice having Membership No.: FCS:6221 and Certificate of Practice No.: 5676, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
10. An explanatory statement pursuant to Section 102 (1) of the Companies Act with respect to Item No. 4, 5, 6, 7, 8 and 9 and details under Regulation 17(1A), 36 (3) & (5) of the SEBI Listing Regulations with respect to Item No. 4, 5, 6, 7, 8 and 9 of the notice set out above is annexed hereto. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode basis the request being sent on spcapitalfin@gmail.com.
11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Pvt Ltd. (BSSPL) in case the shares are held by them in physical form.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank

account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to BSSPL in case the shares are held by them in physical form.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to BSSPL in case the shares are held in physical form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, September 27, 2025 at 9.00 A.M. and ends on Monday, September 29, 2025 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 23, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 23, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under

	<p>e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step

2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mferraocs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to spcapitalfin@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to spcapitalfin@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@spcapital.in. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@spcapital.in from Sunday, September 21, 2025 (09.00 a.m IST) to Saturday, September 27, 2025 (05.00 p.m IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other information:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of

the total votes cast in favour or against, if any, to the Chairman or Director or a person authorised by him in writing, who shall countersign the same.

2. The results of the electronic voting shall be declared to the Stock Exchange on or before Thursday, October 02, 2025. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at www.spcapital.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.
3. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, upon the request being sent on cs@spcapital.in
4. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Friday, September 26, 2025 through email on cs@spcapital.in the same will be replied by the Company suitably.
5. The details as stipulated under Regulation 17(1A), 36 (3) & (5) of SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under Item Nos. 4, Appointment of Statutory Auditor of the Company under Item Nos. 5, Appointment of independent director for second term under Item Nos. 6, Approval of Non-Executive Independent Director and Non-Executive Non Independent Director attaining age of 75 years under Item Nos. 7 & 8, and Appointment of Secretarial Auditor of the Company under Item Nos. 9 of this Notice, are annexed.
6. **NOTE TO SHAREHOLDERS:**

We hereby inform that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:

- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

**On behalf of Board of Directors
S P Capital Financing Limited**

**Date: August 12, 2025
Place: Mumbai**

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

ANNEXURE-1 TO THE NOTICE**EXPLANATORY STATEMENT****Statement Pursuant to Section 102 (1) of the Companies Act, 2013 ("Act")**

The following explanatory statement sets out material facts relating to the special business set out in the accompanying Notice of Annual General Meeting ("AGM"):

ITEM NO.05-

M/s. JMT & Associates, Chartered Accountants (FRN:104167W), were appointed as the Statutory Auditors of the Company at the 38th Annual General Meeting ("AGM") held on September 30, 2021 for a two term of five consecutive years, in accordance with the provisions of Section 139 of the Companies Act, 2013 ("the Act"). Their term expires at the conclusion of this 42nd AGM, and they are not eligible for reappointment due to the completion of the maximum tenure permitted under the Act.

Based on the recommendation of the Audit Committee and after considering the diverse professional experience, the Board of Directors, at its meeting held on August 12, 2025, has recommended the appointment of M/s. R C Jain & Associates LLP, (FRN: 103952W) Chartered Accountants, as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM until the conclusion of the 47th AGM, subject to approval of the shareholders.

M/s. R C Jain & Associates LLP have confirmed their eligibility and willingness to accept the appointment as Statutory Auditors of the Company in accordance with the provisions of Section 139, 141, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Details as required under Regulation 36(5) of the SEBI (LODR) Regulations, 2015 are as under:

Particulars	Details
Proposed Auditor	M/s. R C Jain & Associates LLP, Chartered Accountants
Firm Registration Number	103952W
Term of Appointment	Five consecutive years from the conclusion of this AGM until the conclusion of the 47 th AGM
Reason for Change	Retirement of existing Statutory Auditors due to completion of their term
Credentials and experience	M/s. R C Jain & Associates LLP, is a Practising Chartered Accountants with over more than 39 years of diverse professional experience.
Proposed fees payable to the statutory auditor	The proposed remuneration to be paid to statutory auditors for the financial year ending 31 March 2026, is Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses.
Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable

The Board recommends the passing of the resolution as an Ordinary Resolution as set out in Item no. 05 of this notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 04.

ITEM NO.06-

Mr. Rajendra Ladakchand Jain (DIN: 00473752) was appointed as an Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the applicable provisions of Regulation 17 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

He holds office as an Independent Director for a term of five consecutive years from September 30, 2020 and his current term expires on September 30, 2025.

Based on the recommendation of the Nomination and Remuneration Committee and after evaluating the performance and contribution of Mr. Rajendra Ladakchand Jain during his tenure, the Board of Directors, at its meeting held on August 12, 2025, has approved the re-appointment of Mr. Rajendra Ladakchand Jain as an Independent Director of the Company for a second term of Four consecutive years commencing from September 30, 2025 to September 30, 2029, not liable to retire by rotation, subject to the approval of shareholders by way of a special resolution. The NRC has considered his diverse skills, leadership capabilities, expertise in finance sector, as being key requirements for this role.

Mr. Rajendra Ladakchand Jain has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations. The Company has also received the requisite declaration from him in this regard.

In the opinion of the Board, Mr. Rajendra Ladakchand Jain continues to fulfil the conditions specified in the Act and SEBI LODR Regulations for appointment as an Independent Director and is independent of the management.

The Company has received all statutory disclosures / declarations, including

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and,
- (iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and

The other details of Mr. Rajendra Ladakchand Jain in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in Annexure I to this Notice.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the passing of the resolution as a Special Resolution as set out in Item no. 6 of this notice for the approval of members.

ITEM NO. 07-

Mrs. Meena Sureshchand Jain (DIN: 00004413) was appointed as a Non-Executive Non-Independent Director of the Company effective March 25, 2015, to hold office up to 30 September 2015.

Mrs. Meena Sureshchand Jain will attain the age of seventy-four years on December 17, 2025. As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 01, 2019, no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect.

Mrs. Meena Jain, is the Women Director of the company and also a partner of Meena Investment Corporation, involved in the activity of Investment. She has experience in the field of Finance and Hotel Industry.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Mrs. Meena Sureshchand Jain has been an integral part of the Board and during her tenure, has provided valuable insights to the Company and her continuation as a Non-Executive Non-Independent Director will be in the interest of the Company. Her oversight and strategic guidance are vital to the Company's success. Consequently, they recommend her continued membership on the Board.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sureshchand Premchand Jain, Managing Director of the Company & Mrs. Meena Sureshchand Jain, director of the Company and her relatives to the extent of their shareholding, to whom the resolution relates, is/are interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the passing of the resolution as a Special Resolution as set out in Item no. 07 of this notice for the approval of members.

ITEM NO.08-

Mr. Arun Kumar Nayar (DIN: 02015803) was appointed as a Non-Executive Independent Director of the Company effective August 13, 2024, to hold office up to 30 September 2029.

Mr. Arun Kumar Nayar will attain the age of seventy-four years on 30 September 2025. As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 01, 2019, no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect.

Mr. Arun Kumar Nayar has a vast 40 Years of experience in the field of management and administration.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Mr. Arun Kumar Nayar has been an integral part of the Board and during his tenure, has provided valuable insights to the Company and his continuation as a Non-Executive Independent Director will be in the interest of the Company. His oversight and strategic guidance are vital to the Company's success. Consequently, they recommend his continued membership on the Board.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Arun Kumar Nayar and his relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the passing of the resolution as a Special Resolution as set out in Item no. 08 of this notice for the approval of members.

ITEM NO.09-

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, w.e.f. December 13, 2024, all listed entities incorporated in India shall appoint a Secretarial Auditor for not more than one term of five consecutive years; or a firm of Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its members in its Annual General Meeting.

Given the above, the Board after considering competence and experience of the firm in conducting the audit of the Company, has proposed to appointment of M/s. Shobha Ambure and Associates, Practicing Company Secretaries (Certificate of Practise No: 15264), as secretarial auditors for the first term of five consecutive years with effect from the conclusion of this 42nd Annual General Meeting till the conclusion of the 47th Annual General Meeting of the company to be held in the year 2030. The first year of Secretarial Audit will be for the year ending 31 March 2026. The appointment is subject to the approval of the members of the Company.

The Board of Directors considered experience of the firm in handling secretarial audits, ability of the firm in providing services to the Company and considered it to be suitable for appointment as secretarial auditors.

M/s. Shobha Ambure and Associates, Practicing Company Secretaries (Certificate of Practise No: 15264) has consented to their appointment as Secretarial Auditors and have confirmed that to the Company that their appointment, if made, shall be in compliance with applicable laws.

Details as required under Regulation 36(5) of the SEBI (LODR) Regulations, 2015 are as under:

Particulars	Details
Proposed Secretarial Auditor	M/s. Shobha Ambure and Associates, Practicing Company Secretaries
Certificate of Practise No	15264
Term of Appointment	Five consecutive years from the conclusion of this AGM until the conclusion of the 47 th AGM
Reason for Change	Fresh Appointment
Brief profile and experience	M/s Shobha Ambure & Associates, is the Practicing Company Secretaries firm having experience of around 9 years and has Vast experience in Company Law, SEBI And Capital Market and is Associated with number of Business Houses as Corporate Consultant rendering exclusive Professional Services.
Proposed fees payable to the Secretarial auditor	The proposed remuneration to be paid to Secretarial auditors for the financial year ending 31 March 2026, is Rs. 45,000/- (Rupees Forty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.
Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable

None of the Directors, Key Managerial Personnel or their relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the passing of the resolution as a Special Resolution as set out in Item no. 09 of this notice for the approval of members.

ANNEXURE-2

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

ITEM NO: 4

Name of the Director	Meena Sureshchand Jain (DIN: 00004413)
Age (Years)	73 years
Nationality	Indian
Date of first Appointment on the Board	25/03/2015
Shareholding in the Company	2,75,500
Qualification	Bachelor of Arts
Brief resume and Expertise in specific functional area	Mrs. Meena Jain, is the Women Director of the company and also a partner of Meena Investment Corporation, involved in the activity of Investment. She has experience in the field of Finance and Hotel Industry.
Terms & Conditions of re-appointment/ variation of Remuneration	Nil
Remuneration last drawn	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil
Chairman/Membership in committees of the Board of Directors of other Listed Company in which he/she is a Director	Nil
Inter-se relationship with other directors/ Key Managerial Personnel	Wife of Mr. Sureshchand Premchand Jain, Managing Director of the Company.
No. of Board meetings attended during the year	6
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

ITEM NO: 6

Name of the Director	Rajendra Ladakchand Jain (DIN: 00473752)
Age (Years)	70 years
Nationality	Indian
Date of first Appointment on the Board	13/02/2020
Shareholding in the Company	Nil
Qualification	Non-Graduate
Brief resume and Expertise in specific functional area	Mr. Rajendra Ladakchand Jain, is the Independent Director of the Company. He is an industrialist in the field of Construction and has vast experience of management and administration.
Terms & Conditions of re-appointment/ variation of Remuneration	Nil
Remuneration last drawn	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed	Nil

entities from which the person has resigned in the past three years	
Chairman/Membership in committees of the Board of Directors of other Listed Company in which he/she is a Director	Nil
Inter-se relationship with other directors/ Key Managerial Personnel	Nil
No. of Board meetings attended during the year	6
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is an accomplished industrialist in the field of Construction and infrastructure development. He possesses vast experience spanning over more than 30 years in managing large-scale projects, organizational leadership, and strategic administration. His deep understanding of the construction industry and proven capabilities in managing complex business operations make him well-suited to contribute effectively as an Independent Director on the Board of the Company.