

S P CAPITAL FINANCING LTD

"The Ruby", 5SC, 5th Floor, South Wing, Level 8th, JK Sawant Marg, Dadar west, Mumbai- 400028.

Tel. 40372424/22824945/22834051 Fax No. 22844052

CIN: L74140MH1983PLC029494, Scrip Code: 530289

Website: www.spcapital.in, Email Id: spcapitalfin@gmail.com

Notice and Agenda of 03rd (2023-24) Board Meeting

01st August, 2023

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 03rd Board Meeting of the Company for the Financial Year 2023-24 will be held on Thursday, 10th August, 2023 at 4:00 PM by video-conferencing. The venue of the meeting shall be deemed to be the registered office of the Company at "The Ruby", 5SC, 5th Floor, South Wing, Level 8th, JK Sawant Marg, Dadar West-400 028, 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


Pratik Tirlotkar
Company Secretary & Compliance Officer
Membership No.:A70908



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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 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 first quarter ended as on 30 th June, 2023 along with limited review report;
8.	To consider and approve draft Annual report of the company for the FY 2022-23;
9.	To consider the re-appointment of an Internal Auditor for the FY 2023-24;
10.	To consider the re-appointment of a Secretarial Auditor for the FY 2023-24;
11.	To fix date, time and place for convening the 40 th Annual General Meeting of the company and approved the draft notice of the same;
12.	To fix the record date for the purpose of payment of dividend for the FY 2022-23;
13.	To determine dates for closure of Register of Members & Share transfer books;
14.	To determine the cut-off date for E-voting and to grant authority to any Director/ Company Secretary to publish advertisement in Newspaper as per section 108 of the Companies Act, 2013;
15.	To appoint National Depository Services Limited (NSDL) for providing e-voting facility;
16.	To appoint M/s. Martinho Ferrao and Associates, Company Secretaries as a scrutinizer for conducting e-voting at 40 th Annual General Meeting of the Company;
17.	Any other item, if any with the Permission of Chairman.



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NOTES ON AGENDA ITEMS OF 03RD BOARD MEETING FOR THE YEAR 2023-24:

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 2nd Board Meeting for the financial year 2023-24 held on 18th July, 2023 which was circulated to the Directors of the company, shall be placed in the meeting for the confirmation and signatures of the Chairman of the Meeting.

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

Minutes of the 1st Audit committee meeting for the financial year 2023-24 held on 18th May, 2023 which was circulated among the Directors, 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:



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The Compliances for the quarter ended June 30, 2023 were as follows:

Sr. No.	Regulation	Particular of Compliances
6.1	Reg. 31 of Listing Regulations	Quarterly statement showing the holding of securities and shareholding pattern
6.2	Reg. 13(3) of Listing Regulations	Quarterly statement on Investor Grievance
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
6.6	Reg. 27 (2) of Listing Regulations	Submission of CG-Non applicability certificate

ITEM NO 7: TO CONSIDER AND APPROVE THE UNAUDITED FINANCIAL RESULTS (INCLUDING CONSOLIDATED AND STANDALONE) FOR THE QUARTER ENDED JUNE 30, 2023:

The Chairman shall place the un-audited result with limited review report for the 1st quarter ended on June 30, 2023 before the board for their approval subject to some modification, if any.

ITEM NO 8: TO CONSIDER AND APPROVE ANNUAL REPORT OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23:

The Chairman shall place the draft Annual Report including Director's Report for the FY 2022-23 before the Board for their approval subject to modification, if any.

ITEM NO 9: TO CONSIDER THE RE-APPOINTMENT OF AN INTERNAL AUDITOR FOR THE FINANCIAL YEAR 2023-24:



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The Chairman shall consider the re-appointment of M/s. M.M. Dubey & Co. as an Internal Auditor of the company for the financial year 2023-24.

ITEM NO 10: TO CONSIDER THE RE-APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2023-24:

The Chairman shall consider the re-appointment of M/s. Sherlyn Rebello & Associates, Company Secretaries as Secretarial Auditor of the company for the financial year 2023-24.

ITEM NO 11: TO FIX DATE, TIME AND PLACE FOR CONVENING THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY AND APPROVED THE DRAFT NOTICE OF THE SAME:

The Board members are requested to fix date, time and place for convening the 40th Annual General Meeting of the company and approve the draft notice of the same.

ITEM NO 12: TO FIX THE RECORD DATE FOR THE PURPOSE OF PAYMENT OF DIVIDEND FOR THE FY 2022-23:

The Board shall discuss and fix the record date for the purpose of payment of dividend for the FY 2022-23.

ITEM NO 13: TO DETERMINE DATES FOR CLOSURE OF REGISTER OF MEMBERS & SHARE TRANSFER BOOKS:

The same shall be discuss and decide at the meeting.

ITEM NO 14: TO DETERMINE THE CUT-OFF DATE FOR E-VOTING AND TO GRANT AUTHORITY TO ANY DIRECTOR/ COMPANY SECRETARY TO PUBLISH ADVERTISEMENT IN NEWSPAPER AS PER SECTION 108 OF THE COMPANIES ACT, 2013;

The Board members are requested to decide the cut-off date for E-voting and to authorize any Director/Company Secretary to publish advertisement in newspaper as per section 108 of the Companies Act, 2013;



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ITEM NO 15: TO APPOINT NATIONAL DEPOSITORY SERVICES LIMITED (NSDL) FOR PROVIDING E-VOTING FACILITY;

As per section 108 of the Companies Act, 2013 read with the companies (Management and Administration) Rules, 2014, every listed company is required to provide the members e-voting facility to cast the vote.

The same shall be discussed at the meeting.

ITEM NO 16: TO APPOINT M/S. MARTINHO FERRAO AND ASSOCIATES, COMPANY SECRETARIES AS A SCRUTINIZER FOR CONDUCTING E-VOTING AT 40TH ANNUAL GENERAL MEETING OF THE COMPANY;

The chairman shall consider the appointment of M/s. Martinho Ferrao & Associates, Company Secretaries as a scrutinizer for conducting e-voting at 40th Annual General Meeting of the company;

ITEM NO 17: 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


Pratik Tirlotkar
Company Secretary and Compliance Officer
Membership No.: A70908

