S P CAPITAL

FINANCING LTD.

Date: August 06, 2026

To,
General Manager
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001

Ref: BSE Scrip Code No.530289

Subject: Submission of Consolidated Scrutinizer's Report and Voting Results under Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results of the Postal Ballot and Scrutinizer's Report;

Dear Sir(s),

This is in furtherance to our Letter dated July 06, 2026 regarding Notice of Postal Ballot dated July 03, 2026 and in compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), the Company had sought the Members approval for the businesses set out in the Notice through Postal Ballot E-Voting process. In this regard, we would like to inform you that the abovesaid resolutions have been duly approved by the members of the Company with requisite majority, as on the last date specified for receipt of votes through remote e-voting process, i.e., on August 05, 2026 please find enclosed herewith the following:

(a) Details of the Voting Results in compliance of Regulation 44 of SEBI (Listing Regulations and Disclosure Requirements), 2015, as **(Annexure 'A')**

(b) Report of Scrutinizer dated August 06, 2026 pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014; and

(c) Results of Voting pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. It may also please be noted that as per the Report of the Scrutinizer dated August 06, 2026 issued by Mr. Martinho P. Ferrao, Practicing Company Secretary, all the 2 (two) Resolutions as per Notice of of Postal Ballot dated July 03, 2026 stand passed with requisite majority.

We request you to take the above on your records.

Thanking you,
Yours sincerely,
For **S P Capital Financing Limited**,

ARUN OMPRAKASH SONAR

Digitally signed by ARUN OMPRAKASH SONAR
Date: 2026.08.06 17:13:34 +05'30'

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

Encl: as above

S P CAPITAL
FINANCING LTD.

ANNEXURE A

Home Validate

Voting results	
Record date	03-07-2026
Total number of shareholders on record date	2683
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	**2**
Disclosure of notes on voting results	Add Notes

Prev

ARUN OMPRAKASH SONAR
Digitally signed by ARUN OMPRAKASH SONAR
Date: 2026.08.06 17:13:58 +05'30'

S P CAPITAL

FINANCING LTD

Home Validate

Resolution (1)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	To approve Material Related Party Transaction limits with Pride Hotels Limited ('Pride')

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4263200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4263200	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1749000	434053	24.8172	410119	23934	94.4859	5.5141
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1749000	434053	24.8172	410119	23934	94.4859	5.5141
Total		6012200	434053	7.2195	410119	23934	94.4859	5.5141
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

ARUN OMPRAKASH SONAR

Digitally signed by ARUN OMPRAKASH SONAR
Date: 2026.08.06 17:14:13 +05'30'

S P CAPITAL

F I N A N C I N G L T D .

Home Validate

Resolution (2)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To approve increase in the borrowing powers in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4263200	3437300	80.6272	3437300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4263200	3437300	80.6272	3437300	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1749000	434053	24.8172	399119	34934	91.9517	8.0483
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1749000	434053	24.8172	399119	34934	91.9517	8.0483
Total		6012200	3871353	64.3916	3836419	34934	99.0976	0.9024
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

ARUN OMPRAKASH SONAR

Digitally signed by ARUN OMPRAKASH SONAR
Date: 2026.08.06 17:14:28 +05'30'

MARTINHO FERRAO & ASSOCIATES
Company Secretaries
Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001
Tel: +91 22 2202 4366 Email: mferraocs@yahoo.com Website : www.csmartinhoandassociates.com

SCRUTINIZER'S REPORT

The Chairman,
S P Capital Financing Limited
The Ruby, 5SC, 5th Floor, South Wing,
Level 8th JK Sawant Marg,
Dadar West, Mumbai - 400028

Dear Sir/Madam,

Subject: Scrutinizer's Report on voting through e-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.

The Board of Directors of S P Capital Financing Limited *(hereinafter referred to as "the Company')* at their meeting held on July 03, 2026, have appointed me as the Scrutinizer to scrutinize the e-voting conducted in respect of the Resolution as circulated/stated in the Postal Ballot Notice dated July 03, 2026 ('Notice') in a fair and transparent manner.

1. The items for which approval of the Members of the Company was sought as stated in the Notice are mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1	Ordinary	To approve Material Related Party Transaction limits with Pride Hotels Limited ('Pride')
2	Special	To approve increase in the borrowing powers in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the Secretarial Standard on the General Meetings ('SS-2') issued by the Institute of Company Secretaries of India each as amended, read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated

Martinho Ferrao & Associates
F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

5th May 2020 and 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs (collectively the "MCA Circulars") and Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the Securities and Exchange Board of India for seeking approval of the Members of the Company to transact the Business as set out in the Notice of Postal Ballot dated July 03, 2026 by passing the said Resolution through Postal Ballot, only by way of remote e-voting process.

The Company has confirmed that the electronic copy of the Notice and Explanatory Statement along with the process of remote e-voting in terms of the MCA Circulars were sent to those members whose e-mail addresses were registered with the Company/Depositories and whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, July 03, 2026 ("cut-off date"). In order to facilitate those Members who had not yet registered their email IDs, a proper procedure was laid down to get their email IDs registered with the Registrar and Transfer Agent so that they could also participate in the e-voting facility extended by the Company.

The Company has engaged the services of National Securities Depository Limited, as the Electronic Voting Service Provider (hereinafter referred to as "NSDL" or "EVSP") who had made necessary arrangements to facilitate e-voting by the Members of the Company on their website www.evoting.nsdl.com. Members were required to communicate their assent or dissent only through Postal Ballot by remote e-voting system in terms of the said Circulars.

The Company and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. https://www.spcapital.in/investorrelations.php and www.evoting.nsdl.com. The Notice was also uploaded on the website of the stock exchanges where the securities of the Company are listed viz. www.bseindia.com. The Company and the EVSP have complied with all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.

The total number of members as on the Cut-off date were 2,683. The voting period commenced on Tuesday, July 07, 2026 at 9.00 a.m. (IST) and ended on Wednesday, August 05, 2026 at 5.00 p.m. (IST). For those Members whose email IDs were not available, a Public Notice with regard to the Company's Postal Ballot Notice was published on July 07, 2026 in The Free Press Journal (English) and Navshakti (Marathi) providing the requisite information and contact details for registering email IDs and queries on e-voting.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and the SEBI Listing Regulations

Martinho Ferrao & Associates
F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

relating to the item being placed for approval of the Members through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the Resolution stated in the Notice, based on the reports generated from the e-voting system provided by NSDL.

SUMMARY OF VOTES CAST

The e-voting process concluded at 17:00 hours on Wednesday, August 05, 2026. The register containing the details of the e-voting, vis-a-vis the compilation of the data containing the Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by NSDL on their website i.e., www.evoting.nsdl.com which were duly scrutinized. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Wednesday, August 05, 2026 at 5.00 p.m. (IST), the remote e-voting module was disabled for voting by NSDL. The remote e-voting summary statement was thereafter downloaded from e-voting website of NSDL i.e. www.evoting.nsdl.com.

On scrutiny, I report that out of 2683 Members holding shares as on the cut-off date, i.e. Friday, July 03, 2026, 88 Members have exercised their votes through remote e-voting. The details of Postal Ballot results for the items placed for consideration is given below:

SUMMARY OF E-VOTING THROUGH POSTAL BALLOT

1. **To approve Material Related Party Transaction limits with Pride Hotels Limited ('Pride'):**

Method of voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members voted	No. of votes cast by them	Percentage	No. of members voted	No. of votes cast by them	Percentage
Remote e-voting	51	4,10,119	94.4860	20	23,934	5.5140
Total	**51**	**4,10,119**	**94.4860**	**20**	**23,934**	**5.5140**

Martinho Ferrao & Associates
F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

Results:
Percentage of votes cast in favour : 94.4860%
Percentage of votes cast against : 5.5140%

2. **To approve increase in the borrowing powers in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013:**

Method of voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members voted	No. of votes cast by them	Percentage	No. of members voted	No. of votes cast by them	Percentage
Remote e-voting	67	38,36,419	99.0977	21	34,934	0.9023
Total	**67**	**38,36,419**	**99.0977**	**21**	**34,934**	**0.9023**

Results:
Percentage of votes cast in favour : 99.0977%
Percentage of votes cast against : 0.9023%

i) As the number of votes cast in favour of resolution 1 and 2 are 94.4860 and 99.0977 respectively, I report that the Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in Notice has been passed with a requisite majority by the shareholders. The Resolutions are deemed to be passed as on the last date specified for remote e-voting i.e. Wednesday, August 05, 2026.

ii) I further report that the Chairman or any other person as authorized in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred herein on or before Friday, August 07, 2026 as intimated to the Stock Exchanges.

It is to be noted that:

1. The votes cast does not include abstained and invalid votes.

Martinho Ferrao & Associates
F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

I further report that, Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records are maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them recording the consent or otherwise received from the Members by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of the Company.

Thanking You,

Yours faithfully,

For Martinho Ferrao & Associates,
Company Secretaries

Martinho Ferrao & Associates
F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

Martinho Ferrao
Proprietor
Membership No.: F6221
COP No.: 5676
PR: 7535/2025
UDIN: F006221H001037812

For S P Capital Financing Limited

S P CAPITAL FINANCING LIMITED

Arun Sonar
Company Secretary
Membership No.: A68976

Date: August 06, 2026
Place: Mumbai