

NOTICE

SPANDANA SPHOORTY FINANCIAL LIMITED

CIN: L65929TG2003PLC040648

Registered Office: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081

Phone: +9140-45474750 | **Email:** secretarial@spandanasphoorty.com | **Website:** www.spandanasphoorty.com

Invitation to attend the Twenty first (21st) Annual General Meeting (“AGM”) to be held on Tuesday, July 30, 2024 at 03.00 P.M (IST)

Dear Members,

You are cordially invited to attend the AGM of Spandana Sphoorty Financial Limited (the “Company”) to be held on Tuesday, July 30, 2024, at 03.00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The notice convening the AGM is attached herewith.

To enable ease of participation of the Members, we are providing below key details of the meeting, for your reference:

S No.	Particulars	Details
1.	Link for live webcast of the AGM and for participation through Video Conferencing (VC / OAVM)	https://emeetings.kfintech.com/
2.	Link for remote e-voting	NSDL: https://eservices.nsdl.com CDSL: https://web.cdslindia.com/myeasi/home/login
3.	Username and password for VC / OAVM	Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ Kfin Technologies Limited (Kfintech).
4.	Helpline number for VC / OAVM participation and e-voting	Contact KFin Technologies Limited by writing at evoting@kfintech.com ; Tel No.: 1800 309 4001 (Toll free) or Company by writing at secretarial@spandanasphoorty.com
5.	Cut-off date for e-voting	Tuesday, July 23, 2024
6.	Time period for remote e-voting	Commences on Friday, July 26, 2024 at 9.00 a.m. (IST) and ends on Monday, July 29, 2024 at 5.00 p.m. (IST)
7.	Last date for publishing results of the e-voting	on or before Wednesday, July 31, 2024
8.	Registrar and Share Transfer Agent contact details	Ms. Shobha Anand, Vice President KFin Technologies Limited (Unit: Spandana Sphoorty Financial Limited) E-mail: einward.ris@kfintech.com ; Tel No.: 1800 309 4001 (Toll free)
9.	Company's contact details	Mr. Vinay Prakash Tripathi, Company Secretary E-mail: secretarial@spandanasphoorty.com Tel No.: +9140-45474750

Yours truly,

For **Spandana Sphoorty Financial Limited**

Vinay Prakash Tripathi
Company Secretary

SPANDANA SPHOORTY FINANCIAL LIMITED

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Notice of Twenty First (21st) Annual General Meeting

Notice is hereby given that the Twenty First (21st) Annual General Meeting ("AGM") of the Members of Spandana Sphoorty Financial Limited ("Company") will be held on Tuesday, July 30, 2024 at 03.00 p.m. (IST) through electronic mode [video conferencing ("VC") or other audio-visual means ("OAVM")] to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon.

To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors and the Auditors thereon and in this regard to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the standalone financial statements and consolidated financial statements of the Company for the financial year ended March 31, 2024, and the Report of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Sunish Sharma (DIN: 00274432), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Sunish Sharma (DIN: 00274432) who retires by rotation at this Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

3. To appoint a director in place of Mr. Neeraj Swaroop (DIN: 00061170), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") and

Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Neeraj Swaroop (DIN: 00061170) who retires by rotation at this Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

4. Appointment of BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and Circular No. RBI/2021-22/25-Ref. No. DoS. CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines") and Frequently Asked Questions dated June 11, 2021, issued by Reserve Bank of India ("RBI") as amended from time to time, approval of the Members of the Company be and is hereby accorded, for the appointment of BSR & Co. LLP, Chartered Accountants (Firm Registration No101248W/W-100022) as Statutory Auditors of the Company to hold office for a term of three consecutive years from conclusion of the 21st Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company to be held in the calendar year 2027, subject to their continuity of fulfilment of the applicable eligibility norms.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 142, 179 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company (including any committee thereof) be and are hereby authorised to fix the remuneration payable to the Statutory Auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESSES:**5. Appointment of Ms. Saakshi Gera (DIN:08737182) as a Non- Executive Nominee Director of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and relevant circulars issued by the Reserve Bank of India (“RBI”), from time to time, the Articles of Association of the Company and further to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Saakshi Gera (DIN: 08737182), who was appointed as an Additional (Non- Executive Nominee) Director of the Company on behalf of Kedaara Capital I Limited with effect from May 22, 2024 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

6. Issue of Non-Convertible Debentures (NCDs) on Private Placement Basis.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and in accordance with Rule 14(2) and other applicable provisions of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, Guidelines Issued by Reserve Bank of India for Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by Non-Banking Financial Companies and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory / Regulatory Authority, as may be applicable and the Memorandum and Articles of Association of the Company and subject to the consents, approvals, permissions and sanctions of the concerned Statutory and Regulatory Authorities, if any, and to the extent necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (the “Board”, which term shall include

any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this Resolution) to create, offer, invite, issue and allot subordinated or unsubordinated, perpetual or non-perpetual, listed or unlisted, secured or unsecured, non-convertible debentures (hereinafter collectively referred as “Securities”) on a private placement basis during a period of one year from the date of passing of this Resolution up to an amount not exceeding ₹ 40,00,00,00,000/- (Rupees four thousand crore only) on such terms and conditions, at par or premium or discount, in one or more tranches to such person or persons including but not limited to one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, alternative investment funds, pension/provident funds and individuals as the case may be, as the Board may decide in its absolute discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) be and is hereby authorized to determine and consider the terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the Securities are to be issued, time, securities to be offered, the number of securities, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard and matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the Members of the Company

**By Order of the Board of Directors
of Spandana Sphoorty Financial Limited**

Vinay Prakash Tripathi
Company Secretary
Date: June 04, 2024
Place: Hyderabad

Registered and Corporate Office:**Spandana Sphoorty Financial Limited**

CIN: L65929TG2003PLC040648

Registered Office: Galaxy, Wing B, 16th Floor, Plot No.1,

Sy No 83/1, Hyderabad Knowledge City, TSIC,

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E-mail: secretarial@spandanasphoorty.com

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Notes:

1. Ministry of Corporate Affairs ("MCA") has vide its various circulars issued from time to time (the latest circular being dated September 25, 2023) ("MCA Circulars") permitted the holding of the AGM through VC/OAVM. In compliance with the provisions of the Companies Act 2013 (the Act), MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the 21st AGM is being held through VC/OAVM on Tuesday, July 30, 2024 at 03.00 p.m. (IST). The deemed venue of the AGM shall be the registered office of the Company. The procedure for joining the AGM through VC/OAVM is mentioned in the Notice.
2. As the AGM is being held through VC / OAVM, the attendance slip and route map is not annexed to this Notice.
3. Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for the AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Pursuant to the MCA Circulars and SEBI Circulars, the Notice calling the AGM along with the Annual Reports (Financial Statements, Board's report, Auditor's report or other documents required to be attached therewith) is being sent electronically to the Members.
5. 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 2000 Members on a first come first served basis. This will not include large Members (Members 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.
6. 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.
7. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.
8. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.spandanaspooorty.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.
9. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.
10. The Company has appointed Mr. Y. Ravi Prasada Reddy, Practicing Company Secretary (Membership No. FCS 5783) (PCS No.5360), Hyderabad, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
11. Explanatory Statement pursuant to Section 102(1) of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@spandanaspooorty.com.

Brief profile of the Directors proposed to be appointed / re-appointed is given towards the end of this Notice pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India. The Company has received the requisite consents/ declarations for the appointment/ re-appointment of the Directors mentioned in the Notice of the AGM as stipulated under the Act and the rules made thereunder.
12. Members attending the AGM through VC/OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for the business specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote again.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast at the AGM and through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or Managing Director or any other person authorized in writing, who shall countersign the same.

14. The results shall be declared within 48 hours of the conclusion of the AGM and shall be deemed to be passed on the date of the AGM. The Results, along with the Scrutinizer's Report, shall be placed on the website of the Company at www.spandanaspooorty.com and shall be communicated to BSE and NSE where the equity shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.
15. As an ongoing endeavour to enhance Investor experience and leverage new technology, our registrar and transfer agents, KFIN Technologies Limited have been continuously developing new applications. Below is a list of applications that have been developed for the Members.

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms. URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFIN is the only RTA which has enabled the option and can be accessed via the link <https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>

KYC Status: Members can access the KYC status of their folio. The webpage has been created to ensure that Members have the requisite information regarding their folios. URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest

and Dividend status, FAQs, ISR Forms and full suite of other investor services. URL: <https://kprism.kfintech.com/signin.aspx>

Members are also notified that KFin Technologies Limited, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at HYPERLINK "<https://ris.kfintech.com/default.aspx>"[https://ris.kfintech.com/default.aspx#>Investor Services > Investor Support](https://ris.kfintech.com/default.aspx#>Investor%20Services%20>Investor%20Support).

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page : <https://kprism.kfintech.com/signup>.

**By Order of the Board of Directors
of Spandana Spooorty Financial Limited**

Vinay Prakash Tripathi
Company Secretary
Date: June 04, 2024
Place: Hyderabad

**Registered and Corporate Office:
Spandana Spooorty Financial Limited**

CIN: L65929TG2003PLC040648

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Phone: +9140-45474750

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.
- ii. Further, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Friday, July 26, 2024 at 9.00 a.m. (IST) and ends on Monday, July 29, 2024 at 5.00 p.m. (IST).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Members holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual Members holding securities in demat mode."
- viii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, July 23, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member, as on the cut-off date should treat this Notice for information purpose only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- ix. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

i. Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Individual Members holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p>A. User already registered for IDEAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsd.com 2. Click on the "Beneficial Owner" icon under 'IDEAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDEAS e-Services:</p> <ol style="list-style-type: none"> 1. To register click on link: https://eservices.nsd.com 2. Select "Register Online for IDEAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Proceed with completing the required fields. 4. Follow steps given in points 1 <p>C. Alternatively by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsd.com/ 2. 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 (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. 5. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Members holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with your registered user id and password. 4. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Proceed with completing the required fields 3. III. Follow the steps given in point A. <p>C. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit URL: www.cdslindia.com 2. Provide your Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication, user will be provided links for the respective e-voting service provider i.e. Kfintech where the e-voting is in progress.
Individual Members (holding securities in Demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
Individual Members 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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Members 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 22 55 33.

Details on Step 2 are mentioned below:

II) Login method for remote e-voting for Members other than individual Members holding securities in demat mode and Members holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8134, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the "EVEN" i.e.; 8134 - AGM" and click on "Submit".
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number

in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- i. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id yvavifcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- a. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login

credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.

- b. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- c. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- d. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- e. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company between July 29, 2024, 09:00 a.m. (IST) and July 29, 2024, 05:00 p.m. (IST) shall only be considered and responded during the AGM.
- f. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- g. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- h. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- i. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS:

- i. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They

can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from July 29, 2024, 09:00 a.m. (IST) to July 29, 2024, 05:00 p.m. (IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- ii. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from July 29, 2024, 9:00 a.m. (IST) to July 29, 2024, 05:00 p.m. (IST).
- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 21, 2021, being the cut-off date, are entitled to vote on the resolutions set forth in this AGM Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 1. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- vi. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Explanatory Statement in respect of Special Business pursuant to the provisions of Section 102 of the Companies Act, 2013.

The following explanatory statement sets out all material facts relating to the Special Business specified in the Notice of 21st AGM.

Item No. 5

The Board on the recommendation of the Nomination & Remuneration Committee through circular resolution dated May 21, 2024, approved the appointment of Ms. Saakshi Gera (DIN: 08737182) as Additional Director of the Company with effect from May 22, 2024, who holds office till the date of this Annual General Meeting.

Ms. Gera holds office as an Additional Director till the date of this AGM and is eligible for being appointed as a Non-Executive Nominee Director of the Company. Pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Ms. Gera requires approval of the Members by way of Ordinary Resolution.

Both the Nomination and Remuneration Committee and the Board are of the opinion, after evaluation of her qualifications, experience and other attributes, that her induction on the Board would be of immense benefit to the Company and it is desirable to avail her service as Director to strengthen the management of the Company.

Approval of the Members is being sought as required in terms of Sections 161 and other applicable provisions of the Companies Act, 2013, by way of an Ordinary Resolution.

The Board recommends the resolution as set out at Item No. 5 of this Notice for Member's approval, by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Members of the Company had accorded their approval through Special Resolution passed at the 20th Annual General Meeting of the Company held on August 01, 2023 for making offer(s) or invitation(s) to subscribe to, and allot subordinated or unsubordinated, perpetual or non-perpetual, listed or unlisted, secured or unsecured, non-convertible debentures (hereinafter collectively referred as "NCDs") up to an aggregate amount of ₹ 40,00,00,00,000/- (Rupees four thousand crore only) on a private placement basis, for the period of one year on such terms and conditions as may be determined by the Board. The said approval remains valid till July 31, 2024.

Members are requested to note that considering the business plan and growth of the Company and to enable the Company to raise funds by way of issuance of NCDs, the Board of Directors of the Company ("Board") at their meeting held on April 29, 2024, subject to the approval of the Members of the Company, accorded their approval to create, offer, invite, issue and allot NCDs, on a private placement basis during a period of one year from the date of passing of this resolution up to an amount not exceeding ₹ 40,00,00,00,000/- (Rupees four thousand crore only). Further, the Board has authorized the Management Committee ("Committee") to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc.

In terms of Section 71 of the Companies Act, 2013 ("Act") read with Section 23 and 42 of the Companies Act, 2013 and Rule 14(1) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 which inter alia states that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a Special Resolution, for each of the offers or invitations. However in case of offer or invitation for non-convertible debentures, it shall be sufficient if the

Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Accordingly, the approval of the Members is sought by way of special resolution to create, offer(s) or invitation(s) to subscribe to, issue and allot subordinated or unsubordinated, perpetual or non-perpetual listed or unlisted, secured or unsecured, non-convertible debentures under private placement, in one or more tranches, for an amount not exceeding ₹ 40,00,00,00,000/- (Rupees four thousand crore only), and as per the terms to be decided by the Board and/or the Committee, during the period of one year from the date of passing of the Special Resolution set out in Item No. 6 of this Notice.

The Board recommends the resolution as set out in Item No. 6 of this Notice for Members' approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of the NCDs that may be subscribed by any entity in which any of the Directors or

Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

**By Order of the Board of Directors
of Spandana Sphoorty Financial Limited**

Vinay Prakash Tripathi
Company Secretary
Date: June 04, 2024
Place: Hyderabad

Registered and Corporate Office:

Spandana Sphoorty Financial Limited

CIN: L65929TG2003PLC040648

Registered Office: Galaxy, Wing B, 16th Floor, Plot No.1,

Sy No 83/1, Hyderabad Knowledge City, TSIC,

Raidurg Panmaktha, Hyderabad,

Rangareddi, Telangana – 500081

E-mail: secretarial@spandansphoorty.com

Website: www.spandanasphoorty.com

Phone: +9140-45474750

ANNEXURE TO NOTICE

Annexure-A

Information as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and SS-2 - Secretarial Standard on General Meetings with respect to Director's appointment:

1. Mr. Sunish Sharma	
Date of Birth and Age	25-10-1974 and 49 Years
DIN	00274432
Date of first appointment on the Board	31-03-2017
Nationality	Indian
Brief resume, experience and qualification	<p>Mr. Sunish Sharma is the Founder and Managing Partner of Kedaara Capital. Prior to co-founding Kedaara, Mr. Sharma served as a Managing Director at the global private equity firm, General Atlantic (GA). Mr. Sharma has 25 years of industry experience primarily encompassing the full life-cycle of private equity in India across sectors. Prior to GA, he worked as a management consultant at McKinsey in India for over 6 years.</p> <p>Mr. Sharma is a gold medalist from Indian Institute of Management, Calcutta where he did his Master of Business Administration after graduating with honours from Delhi University. Mr. Sharma also holds a cost accounting degree.</p> <p>Mr. Sharma currently serves on the board of/led the investments in Lenskart, Dairy Day, Vedant/Manyavar, K12 Technologies, Avanse, Purpille, GS Lab, GAVs Technologies, Care Health Insurance Ajax and Spandana. In the past, he has served on several other boards/led investments in Mahindra Logistics, Manjushree, Bill Forge, Hexaware Limited, IndusInd Bank, Jubilant Lifesciences, Genpact, Cyient Limited, and IBS Software Services amongst others.</p> <p>Mr. Shamra strongly believes education is the best way to give back to the society, and is one of the Founders of Ashoka University. He is also one of the founders of Young India Fellowship, launched in 2011. He was profiled as one of the "25 hottest young executives below 40 in India" by Business Today, the leading business magazine in India. Further, in the 20th anniversary issue of Business Today, he was also profiled as one of the Top 20 professionals which represent the future of Indian Business, "The Next Big Guns". He has also been profiled as one of "Asia's 25 most influential people in private equity" by Asian Investor.</p>
Terms and Conditions of Appointment	Appointed as Non-Executive Director liable to retire by rotation, as a Nominee Director of Kedaara Capital I Limited.
Remuneration to be paid and received from the Company in the Financial Year (2023-24)	Nil
Number of Meetings of the Board attended during the Financial Year (2023-24)	6 Meetings attended out of 7 Board Meetings held
Membership/ Chairmanship of the Committees of the Company	Member of Nomination and Remuneration Committee
Directorship held in other Listed Companies in India	0 (Zero)
Committee Chairmanship / Membership in other public companies*	Nil
listed entities from which the Director has resigned in the past three years	Nil
Shareholdings in the Company including shareholding as a beneficial owner	Nil
Relationship between Directors & Key Managerial Personnel	Mr. Sunish Sharma is not related to any Director or Key Managerial Personnel of the Company.

2. Mr. Neeraj Swaroop

Date of Birth and Age	15-07-1958 and 65 years
DIN	00061170
Date of first appointment on the Board	04-08-2022
Nationality	Indian
Brief resume, experience and qualification	Mr. Neeraj Swaroop is an experienced professional with over 40 years in FMCG and Financial Services industry. He has built and led businesses across geographies in India and Asia. Currently, he is an operating partner at Kedaara Capital, and on the boards of a few companies. His last full time role was with Standard Chartered as Regional CEO, South East Asia and Singapore. Previously he has worked with Pond's India, Hindustan Unilever, Bank of America, and HDFC Bank in various leadership roles. He has also held Board positions at Bank of Permata Indonesia, CDSL India, PNB Metlife India and Standard Chartered subsidiaries in Malaysia, Thailand, Vietnam, Mauritius and Nepal. He holds a Mechanical Engineering Degree from IIT - Delhi, a post-graduate diploma in Business Administration from IIM - Ahmedabad and a postgraduate diploma in Retail Bank Management from the University of Virginia. He also serves as a Director and Chairperson on the Board of Directors of Avanse Financial Services Limited, HDFC Securities Limited and SBFC Finance Limited. He has been a director on our board since August 04, 2022.
Terms and Conditions of Appointment	Appointed as Non-Executive Director liable to retire by rotation, as a Nominee Director of Kedaara Capital I Limited.
Remuneration to be paid and received from the Company in the Financial Year (2022-23)	₹ 30,00,000/-
Number of Meetings of the Board attended during the Financial Year (2022-23)	5 Meetings attended out of 7 Board Meetings held
Membership/ Chairmanship of the Committees of the Company	Member of Corporate Social Responsibility Committee and Chairperson of Risk Management Committee
Directorship held in other Listed Companies of India	Nil
Committee Chairmanship / Membership in other public companies*	1. Avanse Financial Services Limited - Chairperson of Stakeholder Relationship Committee 2. HDFC Securities Limited - Member of Audit Committee 3. SBFC Finance Limited - Member of Audit Committee
Listed entities from which the Director has resigned in the past three years	Nil
Shareholdings in the Company including shareholding as a beneficial owner	Nil
Relationship between Directors & Key Managerial Personnel	Mr. Neeraj Swaroop is not related to any Director or Key Managerial Personnel of the Company.

3. Ms. Saakshi Gera

Date of Birth and Age	15-05-1987 and 37 years
DIN	08737182
Date of first appointment on the Board	22-05-2024
Nationality	Indian
Brief resume, experience and qualification	<p>Ms. Gera has over 14 years of investment experience, encompassing the full lifecycle of private equity in India across a variety of industries such as Tech Services, Financial Services and Healthcare. At Kedaara, Saakshi oversees the investments in Tech Services. She has also been involved in leading/advising Kedaara on ASG, Universal Nutriscience, GS Lab-GAVS and Spandana. Prior to joining Kedaara Capital, Saakshi served as an Executive Director at Goldman Sachs, Principal Investing Arm (India office), where she focused on investments in financial services, IT services and energy sector. Some of the investments she worked on include Max Financial, ReNew Power, Noveltech Feeds, and BPL Medical.</p> <p>Previously, she was part of the investment team at Providence Equity Partners and GTI Capital. She started her career with investment banking at Nomura. Ms. Gera has completed all levels of the CFA program (USA). She has done BA Economics from Delhi University, where she was a rank holder.</p>
Terms and Conditions of Appointment	Appointed as Non-Executive Director liable to retire by rotation, as a Nominee Director of Kedaara Capital I Limited.
Remuneration to be paid and received from the Company in the Financial Year (2023-24)	Nil
Number of Meetings of the Board attended during the Financial Year (2023-24)	NA
Membership/ Chairmanship of the Committees of the Company	Member of Audit Committee, Risk Management Committee, IT Strategy Committee and Chairperson of Management Committee
Directorship held in other Listed Companies of India	Nil
Committee Chairmanship / Membership in other public companies*	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Shareholdings in the Company including shareholding as a beneficial owner	Nil
Relationship between Directors & Key Managerial Personnel	Ms. Saakshi Gera is not related to any Director or Key Managerial Personnel of the Company.

*For the Committee Chairmanship / Membership in other companies, number of memberships in Audit/Stakeholder Committee(s) held in Public Companies alone are considered.