



Ref: SSFL/Stock Exchange/2024-25/064

July 30, 2024

To  
BSE Limited,  
Department of Corporate Services  
P. J. Towers, 25<sup>th</sup> Floor,  
Dalal Street,  
Mumbai – 400001

To  
National Stock Exchange of India Limited,  
Listing Department  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051

Scrip Code: 542759

Symbol: SPANDANA

Dear Sir/Madam,

**Subject: Proceedings of Twenty-First (21<sup>st</sup>) Annual General Meeting (“AGM”) held on Tuesday, July 30, 2024.**

Pursuant to the provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder; and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the 21<sup>st</sup> AGM of the Company was held on Tuesday, July 30, 2024 at 03:00 p.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue to transact the business as stated in the Notice dated June 04, 2024, convening the AGM.

Pursuant to Regulation 30 read with Schedule III-Part A-Para A of the SEBI LODR Regulations, we have enclosed herewith the summary of proceedings of AGM.

It may please be noted that the voting results along with the Report of Scrutinizer will be submitted separately to the Stock Exchanges in the format specified under Regulation 44 of the SEBI LODR Regulations.

A copy of the combined Scrutinizer’s Report on remote e-voting of the AGM will also be made available on the website of the Company [www.spandanaspooorty.com](http://www.spandanaspooorty.com) immediately upon filing the same with the Stock Exchanges.

Kindly take the above on record.

Thanking You,

Yours Sincerely,  
**For Spandana Sphoorty Financial Limited**

**Vinay Prakash Tripathi**  
Company Secretary

*Encl: As above*

**Spandana Sphoorty Financial Limited**

CIN - L65929TG2003PLC040648

Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City,

TSIIC, Raidurg Panmaktha, Hyderabad – 500081, Telangana

Ph: +9140-45474750 | [contact@spandanaspooorty.com](mailto:contact@spandanaspooorty.com) | [www.spandanaspooorty.com](http://www.spandanaspooorty.com)



## **Proceedings of Twenty-first Annual General Meeting**

The Twenty-first Annual General Meeting (“AGM”) of Spandana Sphoorty Financial Limited (“the Company”) was held on Tuesday, July 30, 2024, at 03:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The Ministry of Corporate Affairs vide its circulars dated May 5, 2020; January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 read with various circulars issued by MCA (the latest being September 25, 2023) and the Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020; January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred as “SEBI circulars”) has dispensed with sending hard copy of Annual reports to Members. However, the hard copy of the Annual Report for FY2024 was sent to Members on request. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company which is the deemed venue of the Meeting.

Mr. Vinay Prakash Tripathi, Company Secretary welcomed the Members joining over VC and explained the e-voting process at the AGM. Since this AGM was held through VC/OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

Ms. Abanti Mitra, Independent Director, Chairperson of the Board of Directors presided over the AGM. The requisite quorum being present, the Chairperson called the Meeting to order.

Mr. Deepak Calian Vaidya, Independent Director; Ms. Dipali Hemant Sheth, Independent Director and Chairperson of the Nomination and Remuneration Committee; Mr. Vinayak Prasad, Independent Director and Chairperson of the IT Strategy Committee; Mr. Ramachandra Kasargod Kamath, Non-Executive Nominee Director and Chairperson of the Corporate Social Responsibility Committee and Stakeholders’ Relationship Committee; Mr. Sunish Sharma, Non-Executive Nominee Director; Ms. Saakshi Gera, Non-Executive Nominee Director; Mr. Neeraj Swaroop, Non-Executive Nominee Director and Chairperson of the Risk Management Committee; Mr. Shalabh Saxena, Managing Director and Chief Executive Officer and Chairperson of the Asset-Liability Management Committee; and Mr. Ashish Kumar Damani, President & Chief Financial Officer and Mr. Vinay Prakash Tripathi, Company Secretary were present at the AGM through VC from their respective residence/office. Mr. Animesh Chauhan, Independent Director couldn’t attend the Meeting due to his preoccupancy.

Mr. Manish Gujral, Partners and Mr. Rohit Mittal, Director (Audit), representing Walker Chandiook & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, and Mr. Ravi Prasada Reddy, Practicing Company Secretary, representing RPR & Associates, Secretarial Auditors of the Company & Scrutinizer also attended the AGM through VC.

The Chairperson welcomed the Members to the AGM and delivered her speech. Thereafter, she requested Mr. Shalabh Saxena, Managing Director and Chief Executive Officer, to address the Members of the Company.

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Mr. Saxena updated the Members of the Company on the sectoral outlook and business highlights of the Company.

Thereafter, the Company Secretary informed about the regulatory aspects relating to participation at the AGM through VC to the Members.

The Company Secretary also informed that Notice of AGM, Annual Report for FY2024, Audited Accounts & Auditors' Report thereon of Subsidiary Companies for FY2024, the Register of Directors and Key Managerial Personnel and their shareholdings, Register of Contracts and Secretarial Auditors Certificate on the ESOP Schemes of the Company as required to be kept at the AGM were made available electronically for inspection by the Members.

It was further informed that there were no qualifications in the Auditors' Reports on the Standalone and Consolidated Annual Audited Financial Statements and the Secretarial Audit Report for the financial year ended March 31, 2024, except as mentioned in such Reports and the Company's response which was forming part of the Annual Report.

Members were further informed that as required by the Companies Act, 2013 and SEBI LODR Regulations, the Company had provided remote e-voting facility through KFin Technologies Limited ("KFin") to enable Members holding shares, as on the cut-off date i.e. July 23, 2024 to cast their vote on all the resolutions set out in the Notice of the AGM as per the timelines mentioned in the AGM Notice. The remote e-voting period commenced on Friday, July 26, 2024 (09.00 a.m. IST) and ended on Monday, July 29, 2024 (5:00 p.m. IST). The remote e-voting module was disabled by KFin thereafter.

The Members who attended the AGM through VC/OAVM facility but had not cast their votes through remote e-voting facility were provided an opportunity to cast their votes through Insta Poll system during the AGM.

Members were provided a facility to ask questions or express their views through the VC platform on the business to be transacted at the AGM. Member(s) asked questions/expressed their views. Mr. Saxena addressed the queries of the Member(s).

The following items of business, as per the Notice of the AGM dated June 04, 2024, were transacted at the Meeting:

**ORDINARY BUSINESS:**

1. Adoption of Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon;
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;
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;
4. Appointment of BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company;

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**SPECIAL BUSINESS:**

5. Appointment of Ms. Saakshi Gera (DIN:08737182) as a Non- Executive Nominee Director of the Company
6. Issue of Non-Convertible Debentures (NCDs) on Private Placement basis;

The Company Secretary informed that Mr. Y. Ravi Prasad Reddy, Practicing Company Secretary (Membership No. FCS 5783), Hyderabad had been appointed as the Scrutinizer to scrutinize the e-voting process (remote e-voting and voting at the AGM) in a fair and transparent manner.

The Company Secretary further informed that the Scrutinizer's Report will be submitted to the Stock Exchanges and also placed on the Company's website [www.spandanasphoorty.com](http://www.spandanasphoorty.com) and on the website of KFin at <https://evoting.kfintech.com> along with the voting results.

The Company Secretary then requested the activation of Insta Poll window for the Members attending the AGM who had not cast their votes by Remote E-voting.

The AGM commenced at 03:00 p.m. and concluded at 03:43 p.m. (including the time allowed for voting through Insta Poll at the AGM).

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