



Ref: SSFL/Stock Exchange/2024-25/066

July 31, 2024

To
BSE Limited,
Department of Corporate Services
P. J. Towers, 25th Floor,
Dalal Street,
Mumbai - 400001
Scrip Code: 542759

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

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Ref: SSFL/Stock Exchange/2024-25/039 dated July 08, 2024 and SSFL/Stock Exchange/2024-25/064 dated July 30, 2024.

Pursuant to the applicable provisions of SEBI LODR Regulations and in continuation to aforementioned letters, we hereby inform that the following resolutions were duly passed with requisite majority by the Members of the Company at their Twenty-First (21st) Annual General Meeting ("AGM") held on Tuesday, July 30, 2024 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

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, offered himself for re-appointment;
3. To appoint a director in place of Mr. Neeraj Swaroop (DIN: 00061170), who retires by rotation and being eligible, offered himself for re-appointment;
4. Appointment of BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company;

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 details as required under the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as **Annexure-A**.

Kindly take the above on record.

Thanking you.

Your 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 | www.spandanaspooorty.com



Annexure-A

The details as required under the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

- Mr. Sunish Sharma (DIN: 00274432)

| S. No. | Details of events that need to be provided | |
|--------|--|---|
| | | Re-appointment of Mr. Sunish Sharma (DIN: 00274432) as Non-Executive Nominee Director, liable to retire by rotation, who offered himself for re-appointment. |
| 1. | Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise; | Re-appointment |
| 2. | Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment; | w.e.f. July 30, 2024 |
| 3. | Brief profile (in case of appointment) | <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. 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, Purple, 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> |

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SPANDANA

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| 4. | Disclosure of relationships between directors (in case of appointment of a director) | None |
|----|--|------|

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- Mr. Neeraj Swaroop (DIN: 08737182)

| S. No. | Details of events that need to be provided | |
|--------|--|--|
| | | Re-appointment of Mr. Neeraj Swaroop (DIN: 00061170) as Non-Executive Nominee Director, liable to retire by rotation, who offered himself for re-appointment. |
| 1. | Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise; | Re-appointment |
| 2. | Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment; | w.e.f. July 30, 2024 |
| 3. | Brief profile (in case of appointment) | 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. |
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | None |

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- Mr. Saakshi Gera (DIN: 08737182)

| S. No. | Details of events that need to be provided | |
|--------|--|--|
| 1. | Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise; | Appointment of Mr. Saakshi Gera (DIN: 08737182) as Non-Executive Nominee Director, liable to retire by rotation Appointment |
| 2. | Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment; | w.e.f. July 30, 2024 |
| 3. | Brief profile (in case of appointment) | <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> |
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | None |

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- BSR & Co. LLP, Chartered Accountants

| S. No. | Details of events that need to be provided | Appointment BSR & Co. LLP, Chartered Accountants as Statutory Auditor of the Company |
|--------|---|--|
| 1. | Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise; | <p>The term of existing Statutory Auditors viz. M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), expired at the conclusion of 21st AGM held on July 30, 2024.</p> <p>Pursuant to Reserve Bank of India notification no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Notification"), the Board of Directors of the Company has appointed BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company for a term of 3 (Three) consecutive years from the conclusion of 21st AGM till the conclusion of 24th AGM, subject to approval of the Members of the Company.</p> |
| 2. | Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment; | BSR & Co. LLP, Chartered Accountants, will hold office for a period of 3 years from the conclusion of the 21 st AGM held on July 30, 2024 till the conclusion of the 24 th AGM of the Company to be held in the year 2027, subject to the said firm continuing to fulfil the applicable eligibility norms as prescribed under the Reserve Bank of India notification no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021. |
| 3. | Brief profile (in case of appointment) | BSR & Co. LLP, Chartered Accountants ("BSR & Co.") is registered with the Institute of Chartered Accountants of India (ICAI) with Firm Registration Number: 101248W/W-100022. The office of BSR & Co. is at 14 th Floor, Central Wing Tower 4, Nesco Center Western Express Highway, Goregaon (East) Mumbai – 400063, Maharashtra, India. It provides audit, tax, and advisory services with significant experience in Indian businesses, multinationals, and listed companies in India across industry sectors and so on. It has experience across variety of industries, market segments and geographical corridors, wherein it has 14 offices across India with 120 partners and an employee strength of over 5,000 professionals. |
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | None |

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- Issue of Non-Convertible Debentures

| | |
|---|--|
| Size of the issue | Up-to an amount not exceeding ₹ 40,00,00,00,000/- (Rupees four thousand crore only) on private placement basis |
| Whether proposed to be listed? If yes, name of the stock exchange(s) | Refer note 1 |
| Tenure of the instrument - date of allotment and date of maturity | Refer note 1 |
| Coupon/interest offered, schedule of payment of coupon/interest and principal | Refer note 1 |
| Charge/security, if any, created over the assets | Refer note 1 |
| Special right/interest/privileges attached to the instrument and changes thereof | Refer note 1 |
| Delay in payment of interest/principal amount for a period of more than three months from the due date or default in payment of interest/principal | Not Applicable |
| Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any | Not Applicable |
| Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures | Refer note 1 |

Note 1 - This is the renewal of limit under section 42 of the Companies Act, 2013 as approved by the Members of the Company at its AGM held on July 30, 2024 and the same is valid for a period of one year from July 30, 2024.

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