



Ref: SSFL/Stock Exchange/2024-25/74

August 16, 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,

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")- Postal Ballot Notice.**

Pursuant to Regulation 30 of the SEBI LODR Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated August 16, 2024 along with explanatory statement, seeking approval of the Members through electronic voting (remote e-voting) for the following resolutions:

1. To approve the request received from Ms. Padmaja Gangireddy along with persons acting in concert, belonging to the Promoter and Promoter Group of the Company, for re-classification from the "Promoter and Promoter Group" category to "Public" category of shareholder.
2. To approve the amendments to the existing Articles of Association of the Company.

The Notice is being sent only through electronic means to the Member whose name appear on the Register of Members/list of Beneficial Owners maintained by Depositories/Registrar and Share Transfer Agent of the Company, as on **cut-off date** being **Friday, August 9, 2024**.

The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent, as the agency for providing e-voting facility to all the Members.

The e-voting period will commence from **Saturday, August 17, 2024, at 09.00 a.m. (IST)** and will end on **Sunday, September 15, 2024, at 5.00 p.m. (IST)**.

The results of remote e-voting will be declared on or before **Monday, September 16, 2024**, at the Registered Office of the Company. The Scrutinizer's Report will be placed on the website of the Company [www.spandanaspchoorty.com](http://www.spandanaspchoorty.com) and the Stock Exchanges.

Kindly take the same 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@spandanaspchoorty.com](mailto:contact@spandanaspchoorty.com) | [www.spandanaspchoorty.com](http://www.spandanaspchoorty.com)



SPANDANA

**SPANDANA SPHOORTY FINANCIAL LIMITED**

**CIN: L65929TG2003PLC040648**

**Regd. Office:** Galaxy, Wing B, 16<sup>th</sup> Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad – 500081, Telangana

**Website:** [www.spandanaspfoorty.com](http://www.spandanaspfoorty.com) | **Phone No.:** 040-45474750 | **E-mail:** [secretarial@spandanaspfoorty.com](mailto:secretarial@spandanaspfoorty.com)

**NOTICE OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Saturday, August 17, 2024, at 09.00 a.m. (IST)	Sunday, September 15, 2024, at 5.00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘MGT Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**‘SS-2’**), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2023 dated September 25, 2023, (collectively the **‘MCA Circulars’**), to transact the special business as set out hereunder by passing the resolutions being set out below by way of postal ballot only, by voting through electronic means (**‘remote e-Voting’**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof (**‘Statement’**) is annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms part of this Notice.

**SPECIAL BUSINESS:**

**ITEM NO.1: TO APPROVE THE REQUEST RECEIVED FROM MS. PADMAJA GANGIREDDY ALONG WITH PERSONS ACTING IN CONCERT, BELONGING TO THE PROMOTER AND PROMOTER GROUP OF THE COMPANY, FOR RE-CLASSIFICATION FROM THE “PROMOTER AND PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY OF SHAREHOLDER:**

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

**“RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s) or re-enactments thereof and other applicable laws as may be applicable; and subject to necessary approval from BSE Limited and National Stock Exchange of India Limited (collectively “stock exchanges”) where the equity shares of the Company are listed, and such other appropriate Statutory Authorities as may be required, consent of the members be and is hereby accorded

for re-classification of the following persons belonging to the promoter and promoter group of the Company (collectively referred to as “Outgoing Promoters”), from the “Promoter and Promoter Group” category to the “Public” category shareholder:

S No.	Name	Promoter / Promoter Group category	No. of Equity shares held as on August 09, 2024	Percentage of Shareholding (%)
1.	Padmaja Gangireddy	Promoter	60,74,729	8.51
2.	Vijaya Sivarami Reddy Vendidandi	Promoter Group	1,09,151	0.15
<b>Total</b>			<b>61,83,880</b>	<b>8.66</b>

**RESOLVED FURTHER THAT** the Outgoing Promoters’ confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter Group” to “Public” category shareholder.

**RESOLVED FURTHER THAT** on approval of the Stock Exchanges upon application for re-classification of the Outgoing Promoters, the Company shall effect such re-classification in the statement of shareholding pattern from immediate succeeding quarter, under Regulation 31 of Listing Regulations and shall also comply with other applicable Regulations/ provisions, if any.

**RESOLVED FURTHER THAT** the Director(s) and the Company Secretary be and are hereby severally authorised to perform and execute all such acts, deeds, matters and things, as may be necessary, including but not limited to making intimation/filings to stock exchange(s), seeking approvals from stock exchange(s), and to execute all other documents required to be filed in this regard and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard and incidental thereto.”

**ITEM NO.2 TO APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary approvals as may be required, if any, from any Statutory Authority, the consent of Members be and is hereby accorded to amend the Articles of Association of the Company as under:

- i. The existing definition of the Promoter under **Article 2(pp)** to be substituted, to be read as:

*““Promoter” shall mean Kangchenjunga Limited.”*

- ii. The existing **Article 42(c)** stands omitted.

iii. The existing **Article 44(c)** stands omitted.

iv. The existing **Article 70(a)** shall be modified to read as under:

***“Quorum for Board Meetings***

*Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of calculating quorum.*

*Subject to Applicable Law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company, the quorum for all Board meetings of the Company shall require to have at least 1 (one) Investor Designee Nominee Director, who shall be required to be present throughout the meeting. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested present at the meeting being not less than two, shall be the quorum during such meeting.*

*If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act”*

v. The existing **Article 74** shall be modified to read as under:

***“COMMITTEES AND DELEGATION BY THE BOARD***

*The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.*

*Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time-to-time revoke and discharge any such committee of the Board either wholly or in part and either as to Persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.*

*The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the*

*meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.*

*The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.*

*Subject to Applicable Law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company, each of the Audit Committee, the Risk Management Committee and the Nomination and Remuneration Committee shall have at least 1 (one) Investor Designee Nominee Director, as a member."*

**RESOLVED FURTHER THAT** the Director(s) and the Company Secretary be and are hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising and executing necessary documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as may be deemed necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto."

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

**Sd/-**

**Vinay Prakash Tripathi  
Membership No. A18976  
Company Secretary**

**Place: Hyderabad  
Date: August 16, 2024**

## **NOTES:**

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolutions contained in the above Notice is appended and forms part of the Notice.
2. The Board of Directors of the Company has appointed Mr. Y Ravi Prasada Reddy (Membership No. FCS 5783), Proprietor, RPR & Associates, Company Secretaries (CP No. 5360), Hyderabad, as Scrutinizer for conducting the E-voting process in accordance with the law and in a fair and transparent manner.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by e-mail to all the Members whose e-mail addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the record of KFin Technologies Limited ('KFintech'), Registrar and Share Transfer Agent of the Company and hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
4. The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on Friday, August 09, 2024. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
5. You are requested to carefully read the instructions before exercising the vote and complete the e-voting on or before 5.00 p.m. (IST) on Sunday, September 15, 2024.
6. **The Company is offering only Remote E-voting facility to its Members to enable them cast their vote.** A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the resolution or till the end of the voting period, whichever is earlier.

### **7. Voting through electronic means**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, August 09, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

### **8. The instructions for E-voting are as under:**

Step 1: Access to Depositories e-Voting system in case of individual shareholders.

Step 2: Access to KFintech e-Voting system in non-individual shareholders.

### **Details on Step 1 are mentioned below:**

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

Type of shareholders	Login Method
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<p><a href="#">Individual Shareholders holding securities in demat mode with NSDL</a></p>	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “ Access to e-Voting”.</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> </li> <li>3. <b>Alternatively, by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p>	<ol style="list-style-type: none"> <li>1. <b>Existing user who has opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>2. <b>User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> </li> <li>3. <b>Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</li> </ol> </li> </ol>
<p><a href="#">Individual Shareholder login through</a></p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> </ol>

<a href="#">their demat accounts / Website of Depository Participant</a>	<p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>
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**Important note:**

Members who are unable to retrieve User ID / Password are advised to use “Forgot user ID and Forgot Password” option available at respective websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) i.e. 8278, 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.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. 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.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVEN” i.e., 8278 - Postal Ballot” and click on “Submit”
  - vii. 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.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm or 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).
- xii. 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 on its behalf 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 [yrvifcs@gmail.com](mailto:yrvifcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

**B.** Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced on or before Monday, September 16, 2024 through e-mail and the resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company at [www.spandanaspooorty.com](http://www.spandanaspooorty.com) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Ltd at <https://evoting.kfintech.com>.

### **C. General Instructions**

- i. The Remote E-voting period commences from 9.00 a.m. (IST) on Saturday, August 17, 2024 and ends at 5.00 p.m. (IST) on Sunday, September 15, 2024. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of Friday, August 9, 2024, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company, and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
- iii. Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed on the last date of voting i.e. on Sunday, September 15, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website

[www.spadanasphoorty.com](http://www.spadanasphoorty.com) and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.

- iv. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech by submitting the ISR Forms or contact Ms. C Shobha Anand, Vice President, Toll Free No. 1800 309 4001, at [Unit: Spandana Sphoorty Financial Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

## EXPLANATORY STATEMENT

*[Pursuant to Section 102(1) of the Companies Act, 2013 ('Act')]*

The following explanatory statement sets out all the material facts relating to **Item No(s). 1 & 2** mentioned in the accompanying Notice.

### **Item No(s). 1 & 2:**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), along with amendments thereto, provide a regulatory mechanism for re-classification of person belonging to Promoter(s)/Promoter Group Shareholder category to Public Shareholder category of the Company subject to fulfilment of conditions as provided therein.

In this regard, the Company had received a request letter from Ms. Padmaja Gangireddy along with Person Action in Concert on June 28, 2024, belonging to the Promoter and Promoter Group of the Company (collectively referred to as "Outgoing Promoter"), for re-classification from the "Promoter and Promoter Group" shareholder category to the "Public" shareholder category under Regulation 31A of Listing Regulations.

The shareholding of Outgoing Promoters of the Company is as follows:

<b>S No.</b>	<b>Name</b>	<b>"Promoter/Promoter Group" Category</b>	<b>No. of Equity shares held as on August 09, 2024</b>	<b>Percentage of Shareholding (%)</b>
1.	Padmaja Gangireddy	Promoter	60,74,729	8.51
2.	Vijaya Sivarami Reddy Vendidandi	Promoter Group	1,09,151	0.15
<b>Total</b>			<b>61,83,880</b>	<b>8.66</b>

Ms. Gangireddy ceased to be a Director of the Company with effect from May 27, 2023 and since her cessation from the Board, Ms. Gangireddy has not been involved in the affairs of the Company in any manner or capacity.

The Outgoing Promoters seeking reclassification, pursuant to the provisions of Regulation 31A (3) of the Listing Regulations, have confirmed that:

- i. They, together with persons acting in concert with them, do not hold more than ten per cent of the total voting rights in the Company;
- ii. They do not exercise control over the affairs of the Company whether directly or indirectly;
- iii. They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v. They do not act as a Key Managerial Person in the Company;
- vi. They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii. They are not fugitive economic offenders.

Further, the aforesaid Outgoing Promoters have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the Listing Regulations.

The Outgoing Promoters in their request for re-classification have also provided their consent to renounce special rights conferred to them in their capacity of being a Promoter, as specifically provided in the Article of Association of the Company. Accordingly, it is proposed

to carry out amendment to the Articles of Association to remove special rights provided to the Outgoing Promoters and align the Articles in line with removal of such powers and remove references of Individual Promoters. Further, any special rights as provided in the Articles of Association, if any, with respect to the Company through formal or informal arrangements including through any shareholder's agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

In view of the above, and on the basis of the rationale and the confirmations received from the Outgoing Promoters, the Board of Directors of the Company, at its meeting held on July 04, 2024 considered the request made by the Outgoing Promoters and in compliance with Regulation 31A of the Listing Regulations approved the request for re-classification subject to approval of the Members, the Stock Exchanges, and such other appropriate statutory authorities as may be required.

Further, the Board of Directors of the Company, at its meeting held on July 04, 2024 and August 1, 2024, considered the proposed amendments in the Articles of Associations, pursuant to aforesaid reclassification and approved the same, subject to approval of the Members and such other appropriate statutory authorities as may be required.

In accordance with Regulation 31A(3)(a)(iii) of the Listing Regulations, promoter(s) and persons related to the promoter(s) seeking re-classification from the 'promoter and promoter group' category to the 'public' category of shareholders, holding more than one percent of the total voting rights in the Company, *inter-alia* requires approval of the Members of the Company by way of an ordinary resolution. Therefore, the aforesaid request for re-classification of Outgoing Promoters is being placed before the members of the Company for approval by way of an ordinary resolution.

In accordance with Section 14 of the Companies Act, amendment to the Article of Association of the Company, *inter alia* requires approval of the members of the Company by way of a special resolution. Therefore, the aforesaid request for amendment in the existing Article of Association of the Company is being placed before the members of the Company for approval by way of a special resolution.

The Company is in compliance with the requirement of minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchanges and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

Further, the promoter(s) seeking reclassification and persons related to them shall not vote to approve such reclassification request.

None of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in item No. 1 & 2 of the Notice.

**By Order of the Board of Directors of  
Spandana Sphoorty Financial Limited**  
Sd/-  
**Vinay Prakash Tripathi**  
**Membership No. A18976**  
**Company Secretary**

**Place: Hyderabad**  
**Date: August 16, 2024**