



Ref: SSFL/Stock Exchange/2024-25/027

Date: May 29, 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  
BandraKurla Complex, Bandra (E)  
Mumbai - 400051

Scrip Code: 542759

Symbol: SPANDANA

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024.**

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s RPR & Associates, Company Secretaries, for the financial year ended March 31, 2024.

Kindly take the above on record.

Thanking you.

Yours sincerely,

**For Spandana Sphoorty Financial Limited**

Vinay Prakash  
Tripathi

Digitally signed by  
Vinay Prakash Tripathi  
Date: 2024.05.29  
10:43:43 +05'30'

**Vinay Prakash Tripathi**  
**Company Secretary and Compliance Officer**

*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

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**Annual Secretarial Compliance Report of Spandana Sphoorty Financial Limited  
for the financial year ended March 31, 2024**

*[Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and amendments thereof]*

We, M/s. RPR and Associates, Company Secretaries, Hyderabad, have examined:

(a) all the documents and records made available to us and explanation provided by M/s. Spandana Sphoorty Financial Limited (CIN: L65929TG2003PLC040648), having its registered office at Galaxy, Wing B, 16<sup>th</sup> Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad-500081 ("the listed entity");

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) website of the listed entity; and

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification/report,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - No Buyback of securities during the review period.

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 1993;

(i) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company);

and circulars/ guidelines issued thereunder and the additional affirmations as per the circulars issued by the stock exchanges on March 16, 2023, and subsequent amendments thereon;

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure "A"**:

The listed entity has taken the following actions to comply with the observations made in previous reports as given in **Annexure "B"**:

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/)	Observations/ Remarks by PCS
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI</li> </ul>	Yes	-
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes	-





4.	<b><u>Disqualification of Director:</u></b>  None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b>  (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	Yes	-
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-



11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in Annexure A & B.	No	Refer Annexures A and B of this Report
12.	<b><u>Additional Non-compliances, if any:</u></b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Refer Note.1

**Note:**

1. The Company was in non-confirmation of certain financial covenants agreed with the debenture holders in relation to a few ISINs. However, the Company has been regular in serving all its borrowings. Necessary disclosures in this regard were made by the Company along with the Financial Results for respective quarters during the year.

The compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019: *Not applicable during the review period.*

Place: Hyderabad  
Date: April 29, 2024

UDIN: F005783F000263007



**For RPR & ASSOCIATES**  
Company Secretaries

  
**Y Ravi Prasada Reddy**  
Proprietor

FCS No. 5783, C P No. 5360

Peer Review Certificate No. 1425/2021

**Annexure A**

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/Fine/ Show Cause Notice/Warning, etc.					
1	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Record Date	Regulation 60(2)	Delay in submission of notice of Record Date	National Stock Exchange of India Limited	Fine	Delay in submission of the notice of Record Date for ISIN: INE572J07455 for the period ended October 31, 2023	10,000	The listed entity paid the fine amount	The Company has paid the required fine amount.	Nil
2	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Record Date	Regulation 60(2)	Delay in submission of notice of Record Date	National Stock Exchange of India Limited	Fine	Delay in submission of the notice of Record Date for ISIN: INE572J07489 for the period ended October 31, 2023	10,000	The listed entity paid the fine amount	The Company has paid the required fine amount.	Nil



## Annexure B

The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.					
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Record Date	Regulation 60(2)	Delay in submission of the notice of Record Date	BSE Limited	Fine	Delay in submission of the notice of Record Date for ISIN: INE572J07117 for the month of March, 2021	10,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
2.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Record Date	Regulation 60(2)	Delay in submission of the notice of Record Date	BSE Limited	Fine	Delay in submission of the notice of Record Date for ISIN: INE572J07117 for the month of June, 2021	20,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil





3.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Record Date	Regulation 60(2)	Delay in submission of the notice of Record Date	BSE Limited	Fine	Delay in submission of the notice of Record Date for ISIN: INE572J07125 for the month of Sep, 2021	10,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
4.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Record Date	Regulation 60(2)	Delay in submission of the notice of Record Date	BSE Limited	Fine	Delay in submission of the notice of Record Date for ISIN: INE572J07240 for the month of Feb, 2022	20,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
5.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Furnishing prior intimation with respect to date of payment of interest / redemption amount	Regulation 50(1)	Delay in furnishing prior intimation with respect to date of payment of interest / redemption amount	BSE Limited	Fine	Delay in furnishing prior intimation with respect to date of payment of interest / redemption amount for ISIN: INE572J07158 for the month of Feb, 2021	1,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil





6.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Furnishing prior intimation with respect to date of payment of interest / redemption amount	Regulation 50(1)	Delay in furnishing prior intimation with respect to date of payment of interest / redemption amount	BSE Limited	Fine	Delay in furnishing prior intimation with respect to date of payment of interest / redemption amount for ISIN: INE572J07158 for the month of Aug, 2021	1,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
7.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Disclosure of information related to payment obligations	Regulation 57(1)	Delay in disclosure of information related to payment obligations	BSE Limited	Fine	Delay in disclosure of information related to payment obligations for ISIN: INE572J07117 for the month of Jan, 2021	2,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
8.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds.	Regulation 52(7)	Delay in submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds.	BSE Limited	Fine	Delay in submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds for the quarter ended March, 2022	56,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil



9.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds.	Regulation 52(7)	Delay in submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds.	National Stock Exchange of India Limited	Fine	Delay in submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds for the quarter ended March, 2022	56,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
10	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of Record Date	Regulation 60(2)	Delay in submission of the notice of Record Date	National Stock Exchange of India Limited	Fine	Delay in submission of the notice of Record Date for the month of Oct, 2021	10,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
11	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- disclosure of line items prescribed under Regulation 52(4) along with the quarterly / annual financial results	Regulation 52(4)	Delay in disclosure of line items prescribed under Regulation 52(4) along with the half yearly / annual financial results	BSE Limited	Fine	Delay in disclosure of line items prescribed under Regulation 52(4) along with the financial results for the half year ended March, 2022	42,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil



12	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- submission of the financial results within the period prescribed under this regulation	Regulation 33	Delay in submission of the financial results within the period prescribed under this regulation	BSE Limited	Fine	Delay in submission of the financial results for the quarter and year ended March 31, 2022	21,0000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
13	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- disclosure of line items prescribed under Regulation 52(4) along with the quarterly / annual financial results	Regulation 52(4)	Delay in disclosure of line items prescribed under Regulation 52(4) along with the half yearly / annual financial results	National Stock Exchange of India Limited	Fine	Delay in disclosure of line items prescribed under Regulation 52(4) along with the financial results for the half year ended March, 2022	42,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
14	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- submission of the financial results within the period prescribed under this regulation	Regulation 33	Delay in submission of the financial results within the period prescribed under this regulation	National Stock Exchange of India Limited	Fine	Delay in submission of the financial results for the quarter and year ended March 31, 2022	2,10,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil





15	Application was filed voluntarily to SEBI for contravention with the SEBI Circular no. CIR/CFD/CMD1/114/29 issued under Section 11(1) of the SEBI Act, 1992 and Regulations 18(3), 30(2) and 36(5) of the SEBI LODR. Final order was passed by SEBI on October 25, 2022 upon payment of Rs.25,00,000/- (Rupees Twenty Five Lakhs only).	SEBI Circular no. CIR/CFD/CMD1/114/29 issued under Section 11(1) of the SEBI Act, 1992 and Regulations 18(3), 30(2) and 36(5) of the SEBI LODR.	Compliance with the RBI Directions resulted in contravention of the SEBI Circular and the SEBI LODR	Nil (Application was filed voluntarily to SEBI)	Fine	LRR has not been issued by the resigning auditor for the Q3FY2022	25,00,000	The listed entity paid the fine amount	The Company has paid the required fine amount and necessary controls have been put in place to avoid such instances in future.	Nil
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Place: Hyderabad  
Date: April 29, 2024

UDIN: F005783F000263007



For RPR & ASSOCIATES  
Company Secretaries

*Y Reddy*  
Y Ravi Prasada Reddy  
Proprietor

FCS No. 5783, C P No. 5360

Peer Review Certificate No. 1425/2021