

February 7, 2020

BSE Limited  
Department of Corporate Services  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort,  
Mumbai 400001

National Stock Exchange of India Limited  
Exchange Plaza  
Plot No.C-1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai – 400 051

Security Code: **542759**

Symbol: **SPANDANA**

Dear Sirs,

**Sub: Submission of disclosure u/r 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Ref: Target Company - Spandana Sphoorty Financial Limited**

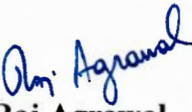
Please find enclosed the disclosure in the prescribed format pursuant to sub-regulation (2) of Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for change in the shareholding of JM Financial India Trust II – JM Financial India Fund II in Spandana Sphoorty Financial Limited.

Kindly acknowledge receipt and take the above on your record.

Thanking you,

Yours sincerely,

**For JM Financial Trustee Company Private Limited  
(Trustees for JM Financial India Trust II)**

  
**Raj Agrawal**  
Authorised Signatory

Encl: a/a

CC: Spandana Sphoorty Financial Limited

**JM Financial Trustee Company Private Limited**

(Trustees for JM Financial India Trust II)

Corporate Identity Number : U65991MH1994PTC078880

**Regd. Office:** 141, Maker Chambers III, Nariman Point, Mumbai 400 021.

**Corporate Office:** 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3223 www.jmfl.com

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Spandana Sphoorty Financial Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Name of the seller:</b> JM Financial India Trust II – JM Financial India Fund II  <b>PAC with the seller:</b> JM Financial Products Limited		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
<b>Details of the acquisition-/ disposal as follows</b>	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition/ disposal under consideration, holding of:</b>			
a) Shares carrying voting rights			
JM Financial India Trust II – JM Financial India Fund II	3,313,314	5.16%	5.16%
JM Financial Products Limited	541,535	0.84%	0.84%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NA	NA	NA
c) Voting rights (VR) otherwise than by shares	NA	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA
<b>e) Total (a+b+c+d)</b>	<b>38,54,849</b>	<b>6.01%</b>	<b>6.01%</b>



**JM Financial Trustee Company Private Limited**

(Trustees for JM Financial India Trust II)

Corporate Identity Number : U65991MH1994PTC078880

**Regd. Office:** 141, Maker Chambers III, Nariman Point, Mumbai 400 021.

**Corporate Office:** 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3223 www.jmfl.com

<b>Details of acquisition/ (sale)</b>			
a) Shares carrying voting rights acquired/ sold			
JM Financial India Trust II – JM Financial India Fund II	(1,701,001)	(2.65%)	(2.65%)
JM Financial Products Limited	Nil	Nil	Nil
b) VRs acquired /sold otherwise than by shares	NA	NA	NA
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NA	NA	NA
d) Shares encumbered / invoked/released by the acquirer	NA	NA	NA
e) <b>Total (a+b+c+/-d)</b>	<b>(1,701,001)</b>	<b>(2.65%)</b>	<b>(2.65%)</b>
<b>After the acquisition/ sale, holding of:</b>			
a) Shares carrying voting rights			
JM Financial India Trust II – JM Financial India Fund II	1,612,313	2.51%	2.51%
JM Financial Products Limited	541,535	0.84%	0.84%
b) Shares encumbered with the acquirer	NA	NA	NA
c) VRs otherwise than by shares	NA	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NA	NA	NA
e) <b>Total (a+b+c+d)</b>	<b>21,53,848</b>	<b>3.36%</b>	<b>3.36%</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se	Open Market - Sale on the floor of the stock exchange.		
Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>Date of Sale of Shares:</b> Sale through multiple tranches with the 2% threshold being crossed on 5 February 2020.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	6,41,77,068 Equity Shares of Rs. 10/- each amounting to Rs. 64,17,70,680/- paid up share capital		


**JM Financial Trustee Company Private Limited**

(Trustees for JM Financial India Trust II)

Corporate Identity Number : U65991MH1994PTC078880

**Regd. Office:** 141, Maker Chambers III, Nariman Point, Mumbai 400 021.

**Corporate Office:** 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3223 www.jmfl.com

Equity share capital/ total voting capital of the TC after the said acquisition / sale	6,41,77,068 Equity Shares of Rs. 10/- each amounting to Rs. 64,17,70,680/- paid up share capital
Total diluted share/voting capital of the TC after the said acquisition/ sale	6,41,77,068 Equity Shares of Rs. 10/- each amounting to Rs. 64,17,70,680/- paid up share capital

(\*) Total share capital/ voting capital are taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For JM Financial Trustee Company Private Limited  
(Trustees for JM Financial India Trust II)**



**Raj Agrawal**  
Authorised Signatory

Place: Mumbai

Date: February 7, 2020

**JM Financial Trustee Company Private Limited**

(Trustees for JM Financial India Trust II)

Corporate Identity Number : U65991MH1994PTC078880

**Regd. Office:** 141, Maker Chambers III, Nariman Point, Mumbai 400 021.

**Corporate Office:** 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3223 www.jmfl.com