



Ref: SSFL/Stock Exchange/2022-23/75

Date: September 22, 2022

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: Company letter No: SSFL/Stock Exchange/2022-23/050 dated August 04, 2022 and SSFL/Stock Exchange/2022-23/74 dated September 22, 2022.

Pursuant to the applicable provisions of SEBI LODR Regulations and in continuation to aforementioned letters, we hereby inform that the following resolutions were passed by the Members of the Company through requisite majority at its Nineteenth (19th) Annual General Meeting (“AGM”) held on Wednesday, September 21, 2022 at 03:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”):

Ordinary Resolutions:

1. Adopted the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon;
2. Re-appointed Mr. Sunish Sharma (DIN: 00274432) as a Director of the Company, who retires by rotation, and being eligible, offered himself for re-appointment;
3. Appointed Mr. Neeraj Swaroop (DIN: 00061170) as a Director of the Company including a remuneration of ₹5 lakhs per quarter, liable to retire by rotation, to fill the vacancy arose pursuant to retirement of Mr. Amit Sobti (DIN: 07795874), who did not seek for re-appointment;
4. Re-appointed Walker Chandiook & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for 2 (two) years and authorized the Board of Directors of the Company to fix their remuneration;

Special Resolutions:

5. Approved the issue Non-Convertible Debentures (NCDs) on Private Placement Basis up to an amount not exceeding ₹4,000 crores only;
6. Re-appointed Ms. Abanti Mitra (DIN: 02305893) as an Independent Director of the Company for the second term of 5 (five) years, including a remuneration of ₹5 lakhs per quarter and shall not be liable to retire by rotation; and
7. Appointed Mr. Animesh Chauhan (DIN: 02060457) as an Independent Director of the Company for a term of 5 (five) years, including a remuneration of ₹5 lakhs per quarter and shall not be liable to retire by rotation.

Spandana Sphoorty Financial Limited

CIN - L65929TG2003PLC040648

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

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Further, Mr. Sobti ceased to be a Director of the Company pursuant to his retirement at the conclusion of the 19th AGM held on September 21, 2022.

The details as required under the SEBI LODR Regulations read with SEBI Circular No. CIR/ CFO /CMD/4/2015 dated September 09, 2015 are enclosed as **Annexure-A**.

Details with respect to Statutory Auditor of the Company as required under Regulation 30 read with Part A of Schedule III of the LODR Regulations are enclosed herewith as **Annexure-B**.

We request you to take the above information on record.

Thanking you.

Your Sincerely,
For Spandana Sphoorty Financial Limited

Ramesh Periasamy
Company Secretary and Compliance Officer

Encl: as above

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Annexure-A

The details as required under the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/ CFO /CMD/4/2015 dated September 09, 2015:

- Ms. Abanti Mitra (DIN: 02305893)

S. No.	Details of events that need to be provided	
		Re-appointment of Ms. Abanti Mitra (DIN: 02305893) as an Independent Director for the second term of 5 (five) years, not liable to retire by rotation.
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Re-appointment
2.	Date of Appointment/Cessation	w.e.f. May 4, 2022
3.	Brief profile (in case of appointment)	<p>Ms. Abanti Mitra holds a post graduate diploma in rural management from the Institute of Rural Management. She has experience spanning over 21 years across various roles. She is also a Director at Positron Consulting Services Private Limited ("Positron"), focusing on fund raises (debt, equity and private equity funds), operations, policy reviews and due diligence. At Positron, she also leads the Fund Raises for alternate investment funds as well as being an expert in the lending space, leads the Fintech work with Positron. Her prior work profile spans across microfinance ratings of over 40 Microfinance Institutions across India, Bangladesh, East Timor & Indonesia as a management executive at Micro-Credit Ratings International Limited and as a manager at ICICI Bank Limited.</p> <p>She is also an independent director on the board of Vedant Fashions Limited and Criss Financial Limited.</p>
4.	Disclosure of relationships between directors (in Not applicable case of appointment of a director)	None
5.	Shareholding in the Company	4,247 shares

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- Mr. Animesh Chauhan (DIN: 02060457)

S. No.	Details of events that need to be provided	
		Appointment of Mr. Animesh Chauhan (DIN: 02060457) as an Independent Director for a period of 5 (five) years, not liable to retire by rotation.
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
2.	Date of Appointment/Cessation	w.e.f. August 04, 2022
3.	Brief profile (in case of appointment)	<p>Mr. Chauhan, has more than three decades of rich banking experience including handling Overseas operations, Regions and Zonal Offices. Mr. Chauhan holds a Bachelor's degree in Commerce from Jiwaji University. He started his career in 1979 as Direct Recruited Officer in Bank of Baroda and was elevated as General Manager in February 2010. He joined Central Bank of India as Executive Director in August 2013 and he was overseeing the portfolios such as Retail Banking, Information Technology, Transaction Banking, Priority Sector, MSME and Recovery.</p> <p>He was the Managing Director & Chief Executive Officer of Oriental Bank of Commerce for the period December 2014 to June 2017. He was also serving on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Co. Ltd, India Infrastructure Finance Company Limited, Indian Institute of Banking & Finance and member of Indian Bank Association and National Institute of Banking Studies and Corporate Management.</p>
4.	Disclosure of relationships between directors (in Not applicable case of appointment of a director)	None
5.	Shareholding in the Company	None

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- Mr. Neeraj Swaroop (DIN: 00061170)

S. No.	Details of events that need to be provided	
		Appointment of Mr. Neeraj Swaroop (DIN: 00061170) as Non-Executive Director, in capacity of Nominee of Kedaara Capital I Limited, liable to retire by rotation.
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
2.	Date of Appointment/Cessation	w.e.f. August 04, 2022
3.	Brief profile (in case of appointment)	<p>Mr. Swaroop is an experienced professional with over 40 years in the Financial Services and Consumer Goods (FMCG) industry. He has built and led businesses across geographies in India and Asia. Currently, he is an operating partner at Kedaara Capital, visiting faculty at S P Jain Institute of Management, and an independent director on the boards of SBFC Finance, Avanse Capital and HDFC Securities. 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.</p> <p>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.</p>
4.	Disclosure of relationships between directors (in Not applicable case of appointment of a director)	None
5.	Shareholding in the Company	None

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- Mr. Amit Sobti (DIN: 07795874)

S. No.	Details of events that need to be provided	
		Cessation of Mr. Amit Sobti (DIN: 07795874) to be a Director pursuant to retirement at the conclusion of the 19 th AGM held on September 21, 2022.
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Retirement by rotation under the applicable provisions of Companies Act, 2013.
2.	Date of Appointment/Cessation	Retired at the conclusion of 19 th AGM held on September 21, 2022
3.	Brief profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in Not applicable case of appointment of a director)	None
5.	Shareholding in the Company	None

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Annexure - B

Information as required under Regulation 30 - Part A of Schedule III of the LODR Regulations - Appointment of Auditors:

Sr. No.	Particulars	Details
1.	Reasons for change viz. appointment, resignation, removal, death or otherwise	<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 had appointed Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013), as Statutory Auditors of the Company with effect from January 29, 2022 till the conclusion of the 19th AGM to fill casual vacancy arising out of the resignation of S.R. Batliboi & Co. LLP (Erstwhile Auditors), subsequently approved by the Members through Postal Ballot dated January 29, 2022.</p> <p>Further, Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013) have been re-appointed as the Statutory Auditors of the Company for a period of two years to hold office from the conclusion of the 19th AGM till the conclusion of the 21st AGM of the Company to be held in the year 2024.</p>
2.	Date of cessation	NA
3.	Date of appointment/ term of appointment	<p>Walker Chandiok & Co. LLP, Chartered Accountants will hold office from the conclusion of the 19th AGM held on September 21, 2022.</p> <p>The term of appointment will be for a period of 2 years, till the conclusion of the 21st AGM of the Company to be held in the year 2024, subject to the said firm continuing to fulfil the applicable eligibility norms as prescribed under the RBI Notification.</p>
4.	Brief profile	<p><u>Walker Chandiok & Co. LLP:</u></p> <p>Walker Chandiok & Co. LLP, Chartered Accountants (“WCC”) is registered with the Institute of Chartered Accountants of India (ICAI) with Firm Registration Number :001076N/N500013. The office of WCC is 11th Floor, Tower II, One International Center, S B Marg, Prabhadevi (W), Mumbai - 400013 Maharashtra, India. It is a partnership firm since 1935. It provides audit, tax, and advisory services with significant experience in the financial services including banks, NBFCs, insurance, asset management companies, and so on. It has experience across variety of industries, market segments and geographical corridors, wherein it has 13 offices across India with 53 partners and a team of over 1,500 people.</p>

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