



Ref: SSFL/Stock Exchange/2020-21/232

Date: March 26, 2021

To

BSE Limited

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

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: Declaration of Results of Postal Ballot

This has reference to our letter dated February 23, 2021 enclosing the Notice of Postal Ballot dated February 23, 2021 under Section 110 of the Companies Act, 2013 ("Act") seeking approval of the Members of the Company through electronic voting (remote e-voting) for the following items as stated in the Notice of Postal Ballot:

Item No.	Description of the Resolution
1	To approve the Spandana Employee Stock Option Scheme, 2021 under the Spandana Employee Stock Option Plan 2018 and grant of Stock Options to the Employees/ Directors of the Company thereunder.
2	To approve the grant of Stock Options to the Employees/Directors of Subsidiary Companies of the Company under the Spandana Employee Stock Option Scheme, 2021.

The Company had appointed Mrs. Monica Sarada (Membership No. ACS 29153), a practicing company secretary (PCS No. 10725), Hyderabad as Scrutinizer for conducting process of remote e-voting in accordance with the provisions of the Act read with Rules made thereunder in a fair and transparent manner. The Scrutinizer has submitted her report.

We inform you that the Special Resolution(s) contained in the Postal Ballot Notice has been passed with requisite majority by the Members of the Company. We are enclosing the voting results and Scrutinizer's report and the same is being placed on the Company's website www.spandanaindia.com.

Thanking you,

For Spandana Sphoorty Financial Limited

Ramesh Periasamy

Company Secretary and Compliance officer

Encl.: As Above

VOTING RESULTS

(Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Company	Spandana Sphoorty Financial Limited
Date of Declaration of Results of Postal ballot	March 26, 2021
Last Date of Receipt of Postal Ballot forms/e-voting	March 25, 2021
Total number of Shareholders as on Cut-off date	15,629
No. of Shareholders Present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group:	
Public:	
No of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution (1)								
Resolution required: (Ordinary / Special)				Special Resolution				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Description of resolution considered				Approve the Spandana Employee Stock Option Scheme, 2021 under the Spandana Employee Stock Option Plan 2018 and grant of Stock Options to the Employees/ Directors of the Company thereunder.				
<i>Category</i>	<i>Mode of voting</i>	<i>No. of shares held</i>	<i>No. of votes polled</i>	<i>% of Votes polled on outstanding shares</i>	<i>No. of votes - in favour</i>	<i>No. of votes - against</i>	<i>% of votes in favour on votes polled</i>	<i>% of Votes against on votes polled</i>
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,01,14,099	4,01,14,099	100.00	4,01,14,099	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	4,01,14,099	4,01,14,099	100.00	4,01,14,099	0	100.00	0
Public- Institutions	E-Voting	1,41,24,782	1,06,92,077	75.70	67,71,819	39,20,258	63.33	36.67
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,05,56,052	1,06,92,077	75.70	67,71,819	39,20,258	63.33	36.67
Public- Non Institutions	E-Voting	1,00,76,602	8,06,787	8.01	8,06,204	583	99.93	0.07
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,36,45,332	8,06,787	8.01	8,06,204	583	99.93	0.07
Total		6,43,15,483	5,16,12,963	80.25	4,76,92,122	39,20,841	92.40	7.60

Resolution (2)								
Resolution required: (Ordinary / Special)				Special Resolution				
Whether promoter / promoter group are interested in the agenda / resolution?				No				
Description of resolution considered				Approve the grant of Stock Options to the Employees/Directors of Subsidiary Companies of the Company under the Spandana Employee Stock Option Scheme, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,01,14,099	4,01,14,099	100.00	4,01,14,099	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	4,01,14,099	4,01,14,099	100.00	4,01,14,099	0	100.00	0
Public-Institutions	E-Voting	1,41,24,782	1,06,92,077	75.70	67,71,819	39,20,258	63.33	36.67
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,41,24,782	1,06,92,077	75.70	67,71,819	39,20,258	63.33	36.67
Public- Non Institutions	E-Voting	1,00,76,602	8,06,787	8.01	8,06,188	599	99.93	0.07
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,00,76,602	8,06,787	8.01	8,06,188	599	99.93	0.07
Total		6,43,15,483	5,16,12,963	80.25	4,76,92,106	39,20,857	92.40	7.60

REPORT OF SCRUTINIZER

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended]

To

The Chairman

SPANDANA SPHOORTY FINANCIAL LIMITED

Plot No: - 31 & 32, Ramky Selenium Towers, Tower A

Ground Floor, Financial Dist, Nanakramguda,

Hyderabad, Telangana - 500032

Dear Sir,

Subject: Submission of voting results of Postal Ballot through e-voting of **SPANDANA SPHOORTY FINANCIAL LIMITED** (CIN: L65929TG2003PLC040648) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Resolution(s) contained in the Postal Ballot Notice dated February 23, 2021.

I, Monica Sarda, Practicing Company Secretary (ACS-29153, C.P-10725) was appointed by the Board of Directors of SPANDANA SPHOORTY FINANCIAL LIMITED ('the Company') vide its resolution dated February 09, 2021, as the Scrutinizer for the purpose of scrutinizing the Postal Ballot process (through e voting only) in connection with the Resolution(s) contained in the Postal Ballot Notice dated February 23, 2021.

The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 & the rules made thereunder including MCA General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 ('MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot including voting by electronic means.

My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report on the votes cast "in favour" or "against" the resolution(s) on the reports generated from the e-voting system provided by KFin Technologies Private Limited ('KFintech'), the authorized Service provider for extending the facility of electronic voting to the Members of the Company.

I submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated February 23, 2021 for passing of Special Resolution(s) mentioned in the said notice to its Members.

2. (i) In view of the ongoing Covid 19 pandemic and in compliance with the guidelines and requirements of the MCA Circulars, postal ballot was conducted through e voting only and

accordingly hard copies of the Postal Ballot Notice along with Postal ballot Forms and prepaid business envelope were NOT sent to the members.

(ii) The Company had on Tuesday, February 23, 2021 completed the dispatch of Postal Ballot Notice by sending an e-mail to all the Members who had registered their email IDs with the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited and the record of the KFin Technologies Private Limited ('KFintech'), Registrar and Share Transfer Agent of the Company or with the Depositories / Depository Participants and whose names appeared in the Register of Members / List of Beneficial Owners received from the National Securities and Depository Limited and Central Depository Services (India) Limited as on Friday, February 19, 2021, being the "Cut-off Date" fixed for the purposes of e-voting for Postal Ballot.

3. The Company has provided e-voting through KFIN Technologies Private limited.

4. The Company had in light of the MCA Circulars, offered facility to the members who have not registered their email address and in consequence could not receive the remote e-voting notice to temporarily get their email address registered with the RTA, by clicking the link: <http://ris.kfintech.com/clientservices/postalballot> or by sending a request at evoting@kfintech.com, secretarial@spandanaindia.com or contact KFintech at 1-800-3454-001 or the Company at 040-48126666 between 10.00 am and 5.00 pm on all working days (except Saturday and Sunday) till 48 hours prior to the closure of the voting period and following the registration process as guided thereafter. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the User Id and Password to enable remote e-voting for the Postal Ballot.

5. The Company issued a public notice by way of advertisement published on February 24, 2021 in all editions of 'Financial Express' (English Newspaper) and in Hyderabad edition of 'Nava Telangana' (Telugu Newspaper) giving intimation to its Members that the Postal Ballot Notice containing the Resolutions to be passed through postal ballot/ e-voting has been sent only through electronic mode to all the Members of the Company who have registered their e-mail IDs with the Company or with Depositories / Depository Participants and the manner of registration of e-mail IDs by the Members who are yet to register their e-mail IDs with the Company and regarding completion of dispatch of Postal Ballot Notice by e-mail and containing all the matters as required under the Companies Act, 2013 and relevant rules framed thereunder.

6. The Postal Ballot Notice along with the Explanatory Statement was uploaded on the website of the Company i.e. www.spandanaindia.com and KFintech - <https://evoting.kfintech.com> Postal Ballot Notice was also submitted to BSE Limited and National Stock Exchange of India Limited and the same are also available on their websites.

7. The facility of e-voting remained open from 10.00 a.m. on Wednesday, February 24, 2021 to 5.00 p.m. on Thursday, March 25, 2021 and the e-voting facility was disabled immediately thereafter.

8. After completion of e-voting, votes cast by members, were unblocked in the presence of two witnesses Mr. Vijay Sarda and Mr. Dhiruj Sarda who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolution(s) were derived from report generated from the e-voting website of KFintech i.e., <https://evoting.kfintech.com> in respect of voting through e-voting.

9. The particulars of report downloaded from the website of KFintech e-voting system have been entered in a separate register maintained for the purpose of postal ballot.

10. Summary of result of Remote e-voting on Postal Ballot is given below:

SPECIAL BUSINESS

Item No. 1 – TO APPROVE THE SPANDANA EMPLOYEE STOCK OPTION SCHEME, 2021 (THE ‘ESOP SCHEME 2021’) UNDER THE SPANDANA EMPLOYEE STOCK OPTION PLAN 2018 (THE ‘ESOP PLAN 2018’) AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES / DIRECTORS OF THE COMPANY THEREUNDER: Special Resolution

(i) Voted with Assent (Favour) for the Resolution:

Number of Members Voted	Number of Valid Votes cast (Shares)	% of total number of valid votes cast
34	47,692,122	92.40

(ii) Voted with Dissent (Against) for the Resolution:

Number of Members Voted	Number of Valid Votes cast (Shares)	% of total number of valid votes cast
62	3,920,841	7.60

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of Invalid votes (Shares)
0	0

Result: Based on the above results, I hereby confirm that the special resolution mentioned in Item No. 1 above proposed to members of SPANDANA SPHOORTY FINANCIAL LIMITED stand passed with requisite 3/4th majority.

Item No. 2 – TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES / DIRECTORS OF SUSIDIARY COMPANIES OF THE COMPANY UNDER THE ESOP SCHEME 2021 AND ESOP PLAN 2018: Special Resolution

(i) Voted with Assent (Favour) for the Resolution:

Number of Members Voted	Number of Valid Votes cast (Shares)	% of total number of valid votes cast
33	47,692,106	92.40

(ii) Voted with Dissent (Against) for the Resolution:

Number of Members Voted	Number of Valid Votes cast (Shares)	% of total number of valid votes cast
63	3,920,857	7.60

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of Invalid votes (Shares)
0	0

Result: Based on the above results, I hereby confirm that the special resolution mentioned in Item No. 1 above proposed to members of SPANDANA SPHOORTY FINANCIAL LIMITED stand passed with requisite **3/4th majority**.

11. Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode will remain in my custody until the signing of the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

12. You may, accordingly, declare the results of the postal ballot through e-voting.

Place: Hyderabad

Date: 26/03/2021

Signature:

Name: Monica Sarda
Company Secretary in Practice

C.P. No: 10725

M.No: 29153

PAN No.: AMVPB9721C

UDIN: A029153B004145958



Counter Signed by:

For, SPANDANA SPHOORTY FINANCIAL LIMITED

Company Secretary
(Under Authority by Chairman)