



Ref: SSFL/Stock Exchange/2022-23/17

Date: May 26, 2022

To
BSE Limited,
Department of Corporate Services
P. J. Towers, 25th 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, 2022

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular Ref. No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s RPR & Associates, Company Secretaries in Practice, for the financial year ended March 31, 2022.

We request you to kindly take on record the aforesaid information.

Thanking you.

Your Sincerely,
For Spandana Sphoorty Financial Limited

Ramesh Periasamy
Company Secretary and Compliance Officer

Encl: As above



**Secretarial Compliance Report of Spandana Sphoorty Financial Limited
for the Financial Year ended March 31, 2022**

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

I. Y. Ravi Prasada Reddy, Company Secretary in whole-time practice, having CP No. 5360 and Proprietor of RPR & Associates, Company Secretaries, Hyderabad, have examined:

- a) all the documents and records made available to us and explanation provided by **Spandana Sphoorty Financial Limited ("the listed entity")**;
- b) the filings/submissions made by the listed entity to BSE Limited and National Stock Exchange of India Limited ("**the stock exchanges**");
- c) website of the listed entity;
- d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("**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 ("**LODR**");
- 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 (Buyback of Securities) Regulations, 2018;#
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

RAVI
PRASADA
REDDY
YEDDULA
Digitally signed
by RAVI PRASADA
REDDY YEDDULA
Date: 2022.05.24
17:47:40 +05'30'

Page 1 of 3

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;#

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;

and circulars/ guidelines issued thereunder including the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its Statutory Auditors.

The Regulations or Guidelines, as the case may be were not applicable to the Company for the period under review.

and based on the above examination, I hereby report that, during the Review Period:

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:

S No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 33, 52, 54 of LODR	Delay in submission of Q2FY22 results with the stock exchanges.	The Company paid the penalty to the stock exchanges for delay in submission of Q2FY22 results.
2	Para 6 of SEBI Circular No.CIR /CFD/CMD1/114/2019 dated October 18, 2019	S. R. Batliboi & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, who resigned on January 28, 2022 had not issued Limited Review Report for the Q3FY22.	Pursuant to Reserve Bank of India circular Ref. No. DoS.CO.ARG/SEC.01/08.91.0 01/2021-22 dated April 27, 2021, S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors who have completed 8 years with the Company would not be eligible to continue as Statutory Auditors of the Company after Q2FY22. The Company has made an application with SEBI for relinquishment of the deviation.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
1	Stock Exchanges	Delay in submission of financial results for Q2FY22.	Levying of penalty for delay in submission of financial results for Q2FY22.	The Company paid the required penalty to the Stock Exchanges.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not applicable

**For RPR & Associates
Company Secretaries**

RAVI PRASADA REDDY
YEDDULA
Digitally signed by
RAVI PRASADA REDDY
YEDDULA
Date: 2022.05.24
17:48:13 +05'30'

**Y. Ravi Prasada Reddy
Proprietor**

FCS No. 5783, CP No. 5360

UDIN: F005783D000378496

Peer Review Certificate No. 1425/2021

Place: Hyderabad

Date: May 24, 2022