

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on Financial Year ended on 31.03.2019**

*Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.*

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U65929TG2003PLC040648
2	Registration Date	10/03/2003
3	Name of the Company	Spandana Sphoorty Financial Limited
4	Category/Sub-category of the Company	Company Limited by shares
5	Address of the Registered office & contact details	Plot No: - 31 & 32, Ramky Selenium Towers, Tower A Ground Floor, Financial Dist, Nanakramguda, Hyderabad Telangana- 500032
6	Whether listed company	Unlisted
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited) Karvy Selenium, Tower- B, Plot No 31 & 32., Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032, India. Tel: +91 04 67161500 Toll Free No: 18003454001 Email Id : einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
<i>(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)</i>			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial service activities,except insurance and pension funding	6499	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Kangchenjunga Limited	-	Holding	59.14%	2(87)
2	Caspian Financial Services Limited	U65999TG2017PLC120042	Subsidiary	100%	2(87)
3	Criss Financial Holdings Limited	U65993TG1992PLC014687	Subsidiary	97.54%	2(87)

IV. SHARE HOLDING PATTERN								
<i>(Equity share capital breakup as percentage of total equity)</i>								
(i) Category-wise Share Holding								
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
<b>A. Promoters</b>								
<b>(1) Indian</b>								
a) Individual/ HUF	73,70,849	-	73,70,849	24.77%	1,16,70,067	-	1,16,70,067	19.57%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%
<b>Sub Total (A) (1)</b>	<b>73,70,849</b>	<b>-</b>	<b>73,70,849</b>	<b>24.77%</b>	<b>1,16,70,067</b>	<b>-</b>	<b>1,16,70,067</b>	<b>19.57%</b>
<b>(2) Foreign</b>								
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%
c) Bodies Corp.	1,09,42,328	-	1,09,42,328	36.77%	3,52,70,269	-	3,52,70,269	59.14%
d) Any other	-	-	-	0.00%	-	-	-	0.00%
<b>Sub Total (A) (2)</b>	<b>1,09,42,328</b>	<b>-</b>	<b>1,09,42,328</b>	<b>36.77%</b>	<b>3,52,70,269</b>	<b>-</b>	<b>3,52,70,269</b>	<b>59.14%</b>
<b>TOTAL (A)</b>	<b>1,83,13,177</b>	<b>-</b>	<b>1,83,13,177</b>	<b>61.54%</b>	<b>4,69,40,336</b>	<b>-</b>	<b>4,69,40,336</b>	<b>78.71%</b>
<b>B. Public Shareholding</b>								
<b>1. Institutions</b>								
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%
b) Banks / FI	-	50,000	50,000	0.17%	45,500	4,500	50,000	0.08%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>50,000</b>	<b>50,000</b>	<b>0.17%</b>	<b>45,500</b>	<b>4,500</b>	<b>50,000</b>	<b>0.08%</b>

<b>2. Non-Institutions</b>								
<b>a) Bodies Corp.</b>								
i) Indian	47,21,124	-	47,21,124	15.87%	38,54,849	-	38,54,849	6.46%
ii) Overseas	9,86,723	51,62,118	61,48,841	20.66%	61,48,841	-	61,48,841	10.31%
<b>b) Individuals</b>								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	0.00%	15,63,885	-	15,63,885	2.62%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	0.00%	23,180	-	23,180	0.04%
<b>c) Others (specify)</b>								
Non Resident Indians	-	11,634	11,634	0.04%	-	11,634	11,634	0.02%
Trusts	2,74,143	-	2,74,143	0.92%	2,74,143	-	2,74,143	0.46%
Alternate Investment Fund	2,37,899	-	2,37,899	0.80%	7,66,815	-	7,66,815	1.29%
<b>Sub-total (B)(2):-</b>	<b>62,19,889</b>	<b>51,73,752</b>	<b>1,13,93,641</b>	<b>38.29%</b>	<b>1,26,31,713</b>	<b>11,634</b>	<b>1,26,43,347</b>	<b>21.20%</b>
<b>Total Public (B)</b>	<b>62,19,889</b>	<b>52,23,752</b>	<b>1,14,43,641</b>	<b>38.46%</b>	<b>1,26,77,213</b>	<b>16,134</b>	<b>1,26,93,347</b>	<b>21.29%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%
<b>Grand Total (A+B+C)</b>	<b>2,45,33,066</b>	<b>52,23,752</b>	<b>2,97,56,818</b>	<b>100.00%</b>	<b>5,96,17,549</b>	<b>16,134</b>	<b>5,96,33,683</b>	<b>100.00%</b>

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares
1	Padmaja Gangireddy	58,79,366	19.76%	0%	1,16,70,067	19.57%	5.27%
3	Kangchenjunga Limited	1,09,42,328	36.77%	0%	3,52,70,269	59.14%	0%
	<b>TOTAL</b>	<b>1,68,21,694</b>	<b>56.53%</b>	<b>0.00%</b>	<b>4,69,40,336</b>	<b>78.71%</b>	<b>5.27%</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year No. of shares
				No. of shares	% of total shares	
1	Padmaja Gangireddy					
	At the beginning of the year			58,79,366	19.76%	
	Changes during the year	20-06-2018	Conversion	11,35,085	3.81%	
		20-06-2018	Conversion	2,83,771	0.95%	
		20-06-2018	Conversion	2,83,771	0.95%	
		20-06-2018	Conversion	2,83,771	0.95%	
		20-06-2018	Conversion	2,83,771	0.95%	
		20-06-2018	Conversion	14,88,544	5.00%	
		21-06-2018	Allot	20,31,988	6.83%	
	At the end of the year			1,16,70,067	19.57%	1,16,70,067
2	Kangchenjunga Limited					
	At the beginning of the year			1,09,42,328	36.77%	
	Changes during the year	15-05-2018	Conversion	97,67,263	32.82%	
		15-05-2018	Conversion	49,54,819	16.65%	
		15-05-2018	Conversion	87,58,017	14.69%	
		14-06-2018	Transfer	8,47,842	1.42%	
	At the end of the year			3,52,70,269	59.14%	14,91,483

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year No. of shares
				No. of shares	% of total shares	
1	Valiant Mauritius Partners FDI Ltd					
	At the beginning of the year			46,32,570	15.57%	
	Changes during the year			-	0.00%	
	At the end of the year			46,32,570	7.77%	46,32,570
2	JM Financial India Trust II - JM Financial India Fund II					
	At the beginning of the year			-	0.00%	
	Changes during the year	14-06-2018	Transfer	18,37,312		
		14-08-2018	Transfer	93,433	0.31%	
		14-08-2018	Transfer	9,70,099	3.26%	
		14-11-2018	Transfer	44,118	0.15%	
	At the end of the year			29,44,962	9.90%	29,44,962
3	Vijaya Siva Rami Reddy Vendidandi					
	At the beginning of the year			14,91,483	0.00%	
	Changes during the year			-	0.00%	
	At the end of the year			14,91,483	0.00%	14,91,483
4	JM Financial Products Limited					
	At the beginning of the year			29,76,821	10.00%	
	Changes during the year		Transfer	8,78,028		
			Transfer	(18,37,312)	-6.17%	
			Transfer	(93,433)	-0.31%	
			Transfer	(9,70,099)	-3.26%	
			Transfer	(44,118)		
	At the end of the year			9,09,887	3.06%	9,09,887
5	Helion Venture Partners II LLC					
	At the beginning of the year			7,85,135	2.64%	
	Changes during the year			-	0.00%	
	At the end of the year			7,85,135	1.32%	7,85,135

6	Helion Venture Partners LLC					
	At the beginning of the year			7,31,136	2.46%	
	Changes during the year			-	0.00%	
	At the end of the year			7,31,136	1.23%	7,31,136
7	Kedaara Capital - AIF 1					
	At the beginning of the year			2,37,899	0.80%	
	Changes during the year	15-05-2018	Conversion	2,12,352	0.71%	
		15-05-2018	Conversion	1,07,723	0.36%	
		15-05-2018	Conversion	1,90,408	0.32%	
		14-06-2018	Transfer	18,433		
	At the end of the year			7,66,815	1.29%	7,66,815
8	Spandana Employee Welfare Trust					
	At the beginning of the year			2,74,143	0.92%	
	Changes during the year		Allot	-		
	At the end of the year			2,74,143	0.46%	2,74,143
9	SIDBI					
	At the beginning of the year			50,000	0.17%	
	Changes during the year			-	0.00%	
	At the end of the year			50,000	0.08%	50,000
10	Abdul Feroz Khan					
	At the beginning of the year			-	0.00%	
	Changes during the year	21-06-2018	Allot	72,402	0.12%	
	At the end of the year			72,402	0.12%	72,402
11	JM Financial Trustee Co. Pvt. Ltd					
	At the beginning of the year			17,44,303	0.00%	
	Changes during the year	14-06-2018	Transfer	(8,47,842)	0.00%	
	Changes during the year	14-06-2018	Transfer	(18,433)	0.00%	
	Changes during the year	14-06-2018	Transfer	(8,78,028)	0.00%	
	At the end of the year			-	0.00%	-
12	Bala Deepthi Gangireddy					
	At the beginning of the year			11,364	0.00%	
	Changes during the year			-	0.00%	
	At the end of the year			11,364	0.00%	11,364

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Padmaja Gangireddy						
	At the beginning of the year			5879366	19.76%	58,79,366	19.76%
	Changes during the year	20-06-2018	Conversion	11,35,085	3.81%	11,35,085	
		20-06-2018	Conversion	2,83,771	0.95%	2,83,771	
		20-06-2018	Conversion	2,83,771	0.95%	2,83,771	
		20-06-2018	Conversion	2,83,771	0.95%	2,83,771	
		20-06-2018	Conversion	2,83,771	0.95%	2,83,771	
		20-06-2018	Conversion	14,88,544	5.00%	14,88,544	
		21-06-2018	Allot	20,31,988	6.83%	20,31,988	
	At the end of the year			1,16,70,067	19.57%	1,16,70,067	19.57%
2	Abanti Mitra						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	21-06-2018	Allot	4,247	0.01%	4,247	
	At the end of the year			4,247	0.01%	4,247	0.01%
3	Abdul Feroz Khan						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	21-06-2018	Allot	72,402	0.24%	72,402	
	At the end of the year			72,402	0.24%	72,402	0.24%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding	Unsecured Loans	Deposits	(Amt. Rs./Lacs)	
				Total	Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i) Principal Amount	1,54,344.28	4,136.69	-	1,58,480.97	
ii) Interest due but not paid			-	-	
iii) Interest accrued but not due			-	-	
<b>Total (i+ii+iii)</b>	<b>1,54,344.28</b>	<b>4,136.69</b>	<b>-</b>	<b>1,58,480.97</b>	
<b>Change in Indebtedness during the financial year</b>					
* Addition	58,829.74	3.49	-	58,833.23	
* Reduction			-	-	
<b>Net Change</b>	<b>58,829.74</b>	<b>3.49</b>	<b>-</b>	<b>58,833.23</b>	
<b>Indebtedness at the end of the financial year</b>					
i) Principal Amount	2,13,174.02	4,140.18	-	2,17,314.20	
ii) Interest due but not paid			-	-	
iii) Interest accrued but not due			-	-	
<b>Total (i+ii+iii)</b>	<b>2,13,174.02</b>	<b>4,140.18</b>	<b>-</b>	<b>2,17,314.20</b>	

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of Director		Total Amount (Rs/Lac)
		Padmaja Gangireddy Managing Director		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	522.76		522.76
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	<b>Total (A)</b>	<b>522.76</b>		<b>522.76</b>
	<b>Ceiling as per the Act</b>			<b>2,346.89</b>

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors								Total Amount (Rs/Lac)
		K.R Kamath	Abanti Mitra	Bharat Dhirajlal Shah*	Jagdish Cappor**	Deepak Calian Vaidya**	Sunish Sharma	Kartikeya Dhruv Kaji	Darius Dinshaw Pandole	
1	Independent Directors									
	Fee for attending board committee meetings	-	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify	20.00	10.00	20.00	16.67	16.67	-	-	-	83.34
	<b>Total (1)</b>	<b>20.00</b>	<b>10.00</b>	<b>20.00</b>	<b>16.67</b>	<b>16.67</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>83.34</b>
2	Other Non-Executive Directors									
	Fee for attending board committee meetings	-	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>20.00</b>	<b>10.00</b>	<b>20.00</b>	<b>16.67</b>	<b>16.67</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>83.34</b>
	<b>Total Managerial Remuneration</b>									<b>606.10</b>
	<b>Overall Ceiling as per the Act</b>									<b>5,163.16</b>

\* Mr. Bharat Dhirajlal Shah appointed as an Independent Director of the Company w.e.f 13th April, 2018.

\*\* Mr. Jagdish Capoor and Mr. Deepak Calian Vaidya appointed as Independent Director w.e.f. 6th June, 2018.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN.	Particulars of Remuneration	Name of Key Managerial Personnel					Total Amount (Rs/Lac)
		CEO	Mr. Deepak Goswami,CFO*	Mr. Rakesh Jhinharia, Company Secretary	Mr. Nitin Agrawal**	Mr. Abdul Feroz Khan#	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	53.40	16.88	89.66	51.90	211.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission						
	- as % of profit	-	-	-	-	-	-
	- others, specify	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>53.40</b>	<b>16.88</b>	<b>89.66</b>	<b>51.90</b>	<b>211.84</b>

\* Mr. Deepak Nath Goswami, Chief Financial Officer and Key Managerial Personnel of the Company, has resigned the Company w.e.f. close of the business hours on 10th April, 2019.

\*\* Mr. Nitin Agrawal was appointed as the Chief Risk Officer of the Company w.e.f 28th May, 2018

# Mr. Abdul Feroz Khan was designated as our Chief Strategy Officer w.e.f 15th May, 2018, upon recommendation of Nomination and Remuneration Committee.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY:</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	None
Punishment	N.A.	N.A.	N.A.	N.A.	None
Compounding	Section 203 of Companies Act, 2013	An application u/s 441 of Companies Act, 2013 for Compounding of offence for non-appointment of Chief Financial Officer during 13.03.2016 to 30.01.2018 was filed.	Compounding fees imposed on Company is Rs. 1,00,000/-	Reginal Director	None
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	None
Punishment	N.A.	N.A.	N.A.	N.A.	None
Compounding	Section 203 of Companies Act, 2013	An application u/s 441 of Companies Act, 2013 for Compounding of offence for non-appointment of Chief Financial Officer during 13.03.2016 to 30.01.2018 was filed.	Compounding fees of Rs. 1,87,800/- imposed on the Managing Director	Reginal Director	None
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	None
Punishment	N.A.	N.A.	N.A.	N.A.	None
Compounding	Section 203 of Companies Act, 2013	An application u/s 441 of Companies Act, 2013 for Compounding of offence for non-appointment of Chief Financial Officer during 13.03.2016 to 30.01.2018 was filed.	Compounding fees of Rs. 96000/- imposed on present Company Secretary and Rs. 85600/- imposed on previous Company Secretary	Reginal Director	None

Date: 28th June, 2019  
Place: Mumbai

For & on behalf of the Board of Directors of Spandana Sphoorty Financial Limited

Sd/-  
Padmaja Gangireddy  
Managing Director  
DIN: 00004842

Sd/-  
Kartikeya Dhruv Kaji  
Director  
DIN:07641723