



SPANDANA

SPANDANA SPHOORTY FINANCIAL LIMITED

CIN: L65929TG2003PLC040648

Registered Office: Plot No: - 31 & 32, Ramky Selenium Towers, Tower A, Ground Floor,
Financial Dist, Nanakramguda, Hyderabad, Telangana-500032

Phone: +91 040 48126666 | Email: secretarial@spandanaindia.com | Website: www.spandanaindia.com

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting ("AGM") of the Members of Spandana Sphoorty Financial Limited (the "Company") will be held on Wednesday, September 30, 2020 at 3.00 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS

1. Adoption of financial statements and the Reports of the Board of Directors and Auditors.

To receive, consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, and the Reports of the Board of Directors ("Board") and the Auditors thereon.

2. Re-appointment of Mr. Amit Sobti as a Director.

To appoint a director in place of Mr. Amit Sobti, (DIN: 07795874), who retires by rotation and, being eligible, seeks reappointment and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Amit Sobti, (DIN: 07795874) who retires by rotation at this Meeting, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

3. Re-appointment of Mr. Sunish Sharma as a Director.

To appoint a director in place of Mr. Sunish Sharma, (DIN: 00274432), who retires by rotation and, being eligible, seeks reappointment and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Sunish Sharma, (DIN: 00274432) who retires by rotation at this Meeting, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

By Order of the Board of Directors
For Spandana Sphoorty Financial Limited

Sd/-

Padmaja Gangireddy

Managing Director
(DIN: 00004842)

August 31, 2020
Hyderabad

Spandana Sphoorty Financial Limited
CIN: L65929TG2003PLC040648
Registered Office: Plot No: - 31 & 32, Ramky Selenium Towers,
Tower A, Ground Floor, Financial District,
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Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted to hold the Annual General Meeting for the calendar year 2020 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Seventeenth Annual General Meeting ("AGM") of the Company is being held through VC / OAVM. The proceedings of the AGM shall be deemed to have been conducted at the Registered office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Company is providing a facility to the Members as on the cut-off date, being Wednesday, September 23, 2020, (the "**Cut-Off Date**") to exercise their right to vote by electronic voting systems ("e-Voting") on any or all of the items of business specified in the accompanying Notice. Details of the process and manner of attending the meeting through VC/OAVM and e-Voting along with the User ID and Password are provided under **Annexure A**. Any person who acquires the equity shares of the Company and becomes a Member after the dispatch of the Notice, and holds shares as on the Cut-Off Date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Members participation in the decision-making process.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/ jpg format) of its board or governing's body resolution/authorization etc., authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-Voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to yvavfcs@gmail.com with a copy marked to evoting@nsdl.co.in and may also upload the same at <https://www.evoting.nsdl.com/>.
7. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
8. Institutional investors, who are members of the Company, are encouraged to attend and vote at the AGM.
9. In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for F.Y.2019-20 will also be available on

the Company's website www.spandanaindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

10. The voting rights of Members shall be in proportion to their equity shares of the paid up equity share capital of the Company as on September 23, 2020 being Cut-off Date.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. The facility for participation at the AGM through electronic means will be made available for at least 1,000 Members on 'first come, first served' basis, in accordance with the MCA Circulars. Members holding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. will be allowed to attend the AGM without restriction on account of 'first come, first served' basis in accordance with the MCA Circulars.
13. The Annual Report along with this Notice and other documents are being sent, through electronic mode in pursuance to the MCA Circulars to all the Members whose name appears in the Register of Members as on Friday, September 4, 2020.
14. The Register of Directors and Key Managerial Personnel and their Shareholdings, other Statutory Registers prescribed under the Act and the Certificate from Auditors of the Company certifying that the ESOP Plan/Scheme of the Company is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection from the date of circulation of this Notice up to the date of the AGM, i.e. Wednesday, September 30, 2020. Members seeking to inspect such documents can send an email to secretarial@spandanaindia.com.
15. The Board of Directors has appointed Mr. Y. Ravi Prasada Reddy, Practising Company Secretary (Membership No. FCS 5783), Hyderabad as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner and he has consented to act as Scrutinizer.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant for the equity shares are held by them in electronic form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant for the shares are held by them in electronic form.
18. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow conducting of voting using electronic system for all those members who are participating in the AGM and who have not cast their votes by availing the remote e-Voting facility.
19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast at the AGM and through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director or any other person authorized in writing, who shall countersign the same.
20. The results shall be declared within 48 hours of the conclusion of the AGM and shall be deemed to be passed on the date of the AGM. The Results, along with the Scrutinizer's Report, shall be placed on the website of the Company at www.spandanaindia.com and on the website of NSDL at www.evoting.nsdl.com and shall be communicated to BSE and NSE where the equity shares of the Company are listed The Results shall also be displayed on the Notice Board at the Registered Office of the Company.

ANNEXURE A

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period commences on Sunday, September 27, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yrvifcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mrs. Sarita Mote at saritam@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to secretarial@spandanaindia.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@spandanaindia.com.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@spandanaindia.com.
6. Members who would like to express their views/have questions may send their questions at least three days in advance prior to the date of meeting mentioning their name demat account number/folio number, email id, mobile number at secretarial@spandanaindia.com. The same will be replied by the Company suitably.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

By Order of the Board of Directors
For Spandana Sphoorty Financial Limited

Sd/-
Padmaja Gangireddy
Managing Director
(DIN: 00004842)

August 31, 2020
Hyderabad

Spandana Sphoorty Financial Limited
CIN: L65929TG2003PLC040648
Registered Office: Plot No: - 31 & 32, Ramky Selenium Towers,
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Phone: +91 040 48126666

ANNEXURE TO NOTICE

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and SS2 - Secretarial Standard on General Meetings with respect to Director's re-appointment:

I. Mr. Amit Sobti

Date of Birth and Age	March 4, 1979 and 41 years
DIN	07795874
Date of first appointment	May 29, 2017
Nationality	Indian
Expertise in specific functional areas & Qualifications	Mr. Amit Sobti, holds a bachelor of arts degree (magna cum laude) in business economics and computer science from Brown University. He is currently a senior principal at Ontario Teachers' Pension Plan (Asia) Limited where he leads in advising on private capital investments in India. He has been in this role since 2016. He has over 15 years of experience in private equity, including over two years with Unitas Capital Private Limited, nine years with Warburg Pincus LLC, and two years with Rhone Group LLC.
Terms and Conditions of Appointment	Appointed as Non-Executive Director liable to retire by rotation, as a Nominee Director of Kedaara Capital I Limited. No Remuneration is paid to Non-Executive Non-Independent Director.
Remuneration to be paid and received from the Company in the Financial Year (2019-20)	Nil being a Non-Executive Non-Independent Director.
Number of Meetings of the Board attended during the Financial Year (2019-20)	1 meeting attended out of 7 Board Meetings held.
Directorship held in other companies	Directorship in foreign companies: 1. 2669561 Ontario Limited 2. 2685018 Ontario Limited
Committee Chairmanship / Membership in other public companies	Mr. Sobti does not hold Committee Chairmanship/ Membership in other public companies.
Shareholdings in the Company	NIL.
Relationship between Directors & Key Managerial Personnel	Mr. Sobti is not related to any Director or Key Managerial Personnel of the Company.

**II. Mr. Sunish Sharma**

Date of Birth and Age	October 25,1974 and 45 years
DIN	00274432
Date of first appointment	March 31, 2017
Nationality	Indian
Expertise in specific functional areas & Qualifications	Mr. Sunish Sharma, holds a bachelors' degree in Commerce (Hons.) from the University of Delhi, a masters' in business administration from Indian Institute of Management, Calcutta and is a qualified Cost Accountant. He has extensive private equity investment experience in business services and technology, healthcare, financial services and consumer sectors. He has previously worked with McKinsey & Co. for six years and at the time of leaving he held the position of engagement manager. He has also worked with General Atlantic for eight years where his last held position was managing director. He is the managing partner and co-founder of Kedaara Capital Advisors LLP.
Terms and Conditions of Appointment	Appointed as Non-Executive Director liable to retire by rotation, as a Nominee Director of Kedaara Capital I Limited. No Remuneration is paid to Non-Executive Non-Independent Director.
Remuneration to be paid and received from the Company in the Financial Year (2019-20)	Nil being a Non-Executive Non-Independent Director.
Number of Meetings of the Board attended during the Financial Year (2019-20)	5 meetings attended out of 7 Board Meetings held.
Directorship held in other companies	Vedant Fashions Private Limited
Committee Chairmanship / Membership in other public companies	Mr. Sharma does not hold Committee Chairmanship/ Membership in other public companies.
Shareholdings in the Company	NIL.
Relationship between Directors & Key Managerial Personnel	Mr. Sharma is not related to any Director or Key Managerial Personnel of the Company.