



RPR & ASSOCIATES

COMPANY SECRETARIES

H.No. 158/C, 2nd Floor,
Vengalrao Nagar,
e-seva Lane, S.R. Nagar,
Hyderabad - 500 038.

FORM NO. MGT.13

REPORT BY THE SCRUTINIZER ON E-VOTING & POSTAL BALLOT
*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To
The Chairman
M/s. Spandana Sphoorty Financial Limited
Plot No: - 31 & 32, Ramky Selenium Towers, Tower A,
Ground Floor, Financial Dist, Nanakramguda,
Hyderabad -500032

Dear Sir,

I, Y. Ravi Prasada Reddy, Whole-time Practicing Company Secretary having CP number : 5360 and Proprietor of RPR & Associates, Company Secretaries, Hyderabad, appointed by the Board of Directors of the Company at the meeting held on 31st October, 2019 to act as the Scrutinizer in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the postal ballot and electronic voting ("e-voting") process in respect of the Resolutions set out in the Postal Ballot Notice dated 31st October, 2019, do hereby submit my report as follows:-

- (i) In compliance with the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company engaged the services of KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) ["KFin"] to provide e-voting facility to its members for enabling them to cast their votes electronically in respect of proposed resolutions.
- (ii) Dispatch of the Postal Ballot Notice along with the Explanatory Statement and the Postal Ballot Form to the Members of the Company was completed on 19th November, 2019. The said documents were sent by the Company in electronic mode to those Members who registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (iii) Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 15th November, 2019 were entitled to cast their votes by postal ballot or e-voting.
- (iv) Voting through postal ballot and e-voting commenced at 9.00 a.m. (IST) on Wednesday, 20th November, 2019 and ended at 5.00 p.m. (IST) on Thursday, 19th December, 2019. E-voting was blocked at 5.00 p.m. (IST) on Thursday, 19th December, 2019 by KFin.
- (v) The votes cast through e-voting were unblocked by me on Thursday, 19th December, 2019 at 5:35 p.m. (IST) in the presence of 2 (two) witnesses, who are not in employment of the Company.
- (vi) All ballot forms received upto 5:00 p.m. (IST) on Thursday, 19th December, 2019 i.e., the last date and time fixed for this purposes and the votes casted by the members through electronic means as downloaded by me from KFin's e-voting website <https://evoting.karvy.com> were considered by me for scrutiny and preparing the report.
- (vii) The postal ballot forms were scrutinized by me and separately numbered and details of every shareholder including their shareholding and other details matched/confirmed with the Register of Members of the Company/list of beneficial owners as on the cut-off date.



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(viii) Based on the report generated from KFin's e-voting website and the Postal Ballot Forms received from the Members, which I have scrutinised, the results of the postal ballot and e-voting on the Resolutions is reported as under:

Item No. 1- Special Resolution

To consider and approve alteration and ratification of provisions of Articles of Association of the Company:

	E-voting*		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Votes in favour of the Resolution	58	48,909,904	9	329	67	48,910,233	99.7662
Votes against the Resolution	6	114,609	0	0	6	114,609	0.2338
Invalid Votes	-	-	-	-	-	-	-

(*Two shareholders holding 17 and 7 shares respectively, casted 10 and 5 shares in favour of the resolution and 7 and 2 shares against the resolution respectively. Hence, they have been included in "Number of Members who voted" for both "Votes in Favour" and "Votes against".)

The above Special Resolution as contained in the Postal Ballot Notice dated 31st October, 2019 has been passed with requisite majority.

Item No. 2- Special Resolution

To approve ratification of Spandana Employee Stock Option Plan 2018 (the "ESOP Plan 2018") and Spandana Employee Stock Option Scheme, 2018 (the "ESOP Scheme 2018"):

	E-voting*		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Votes in favour of the Resolution	59	49,005,471	9	329	68	49,005,800	99.9612
Votes against the Resolution	5	19,042	0	0	5	19,042	0.0388
Invalid Votes	-	-	-	-	-	-	-

(*Two shareholders holding 17 and 7 shares respectively, casted 16 and 1 shares in favour of the resolution and 1 and 6 shares against the resolution respectively. Hence, they have been included in "Number of Members who voted" for both "Votes in Favour" and "Votes against".)

The above Special Resolution as contained in the Postal Ballot Notice dated 31st Oct, 2019 has been passed with requisite majority.



Item No. 3- Special Resolution

To approve ratification of the ESOP Plan 2018 and the ESOP Scheme 2018 for grant of Employee Stock Options to the employees of Subsidiary Companies of the Company:

	E-voting*		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Votes in favour of the Resolution	58	49,005,470	9	329	67	49,005,799	99.9612
Votes against the Resolution	6	19,043	0	0	6	19,043	0.0388
Invalid Votes	-	-	-	-	-	-	-

(*Two shareholders holding 17 and 7 shares respectively, casted 14 and 3 shares in favour of the resolution and 3 and 4 shares against of the resolution respectively. Hence, they have been included in "Number of Members who voted" for both "Votes in Favour" and "Votes against".)

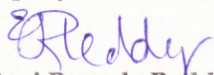
The above Special Resolution as contained in the Postal Ballot Notice dated 31st October, 2019 has been passed with requisite majority.

- (ix) Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in the custody until the Chairman considers, approves and signs the minutes of postal ballot and the same shall be handed over thereafter to the Chairman /person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

For RPR & Associates
Company Secretaries



Y. Ravi Prasada Reddy
Proprietor,
FCS No. 5783, CP No. 5360



Place: Hyderabad
Date: 20th December, 2019

UDIN: F005783A000443264