



Ref: SSFL/Stock Exchange/2025-26/073

September 18, 2025

To  
BSE Limited,  
Department of Corporate Services  
P. J. Towers, 25<sup>th</sup> Floor,  
Dalal Street,  
Mumbai – 400001  
Scrip Code: 542759

To  
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: Disclosure under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).**

**Ref: Company letter No. SSFL/Stock Exchange/2025-26/064 dated August 22, 2025 and SSFL/Stock Exchange/2025-26/072 dated September 18, 2025.**

Pursuant to the applicable provisions of SEBI LODR Regulations and in continuation to aforementioned letters, we hereby inform that the following resolutions were duly passed with requisite majority by the Members of the Company at their Twenty-second (22<sup>nd</sup>) Annual General Meeting (“AGM”) held on Tuesday, September 16, 2025 at 03:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”):

**Ordinary Business:**

1. Adoption of Audited Standalone Financial Statements;
2. Adoption of Audited Consolidated Financial Statements;
3. To appoint a director in place of Mr. Ramachandra Kasargod Kamath (DIN: 01715073), who retires by rotation and being eligible, offers himself for reappointment; and
4. To appoint a director in place of Mr. Neeraj Swaroop (DIN: 00061170), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

5. Appointment of Alwyn Jay & Co., Company Secretaries, as the Secretarial Auditors of the Company; and
6. Issue of Non-Convertible Debentures (NCDs) on Private Placement Basis.

The details as required under the SEBI LODR Regulations read with SEBI Master Circular dated November 11, 2024, bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155 (“SEBI Master Circular”) are enclosed as **Annexure-A**.

Kindly take the above on record.

Thanking you.

Your Sincerely,  
**For Spandana Sphoorty Financial Limited**

**Vinay Prakash Tripathi**  
Company Secretary

*Encl: as above*

**Spandana Sphoorty Financial Limited**

CIN - L65929TG2003PLC040648

Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City,

TSIIC, Raidurg Panmaktha, Hyderabad – 500081, Telangana

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**Annexure-A**

**Details as required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:**

**Re-appointment of Directors:**

Sr. No.	Particulars	Mr. Ramachandra Kasargod Kamath	Mr. Neeraj Swaroop
1.	<b>Reasons for change viz. appointment, resignation, removal, death or otherwise</b>	Re-appointment of Mr. Ramachandra Kasargod Kamath (DIN: 01715073), as Non-Executive Nominee Director, liable to retire by rotation, who offered himself for re-appointment.	Re-appointment of Mr. Neeraj Swaroop (DIN: 00061170), as Non-Executive Nominee Director, liable to retire by rotation, who offered himself for re-appointment.
2.	<b>Date of appointment/ Cessation &amp; term of appointment</b>	September 16, 2025	September 16, 2025
3.	<b>Brief profile</b>	Mr. Ramachandra Kasargod Kamath holds a Bachelor's Degree in Commerce from the University of Mysore. He has been an honorary fellow of the Indian Institute of Banking & Finance since 2009 and was certified as an associate of the Indian Institute of Bankers in 1994. He previously worked with Corporation Bank for 28 years, where his last held position was general manager. He served as Chairman and Managing Director of Punjab National Bank for five years. Earlier to this, he was Executive Director at Bank of India and Chairman and Managing Director at Allahabad Bank. He was also the Chairman of the Indian Banks Association for two years. Currently, he serves as the Independent Non Executive Chairman of Niwas Housing Finance Pvt Ltd, and as a Director on the Boards of PNB MetLife India Insurance Co. Ltd., Coantus Finserve Private Limited, New Opportunity Consultancy Private Limited, Ashimara Housing Private Limited and Manipal Payment and Identity Solutions Limited (formerly known as MCT Cards & Technology Private Limited).	Mr. Neeraj Swaroop is an experienced professional with over 40 years in FMCG and Financial Services industry. He has built and led businesses across geographies in India and Asia. Currently, he is an operating partner at Kedaara Capital, and on the boards of a few companies. His last full time role was with Standard Chartered as Regional CEO, South East Asia and Singapore. Previously he has worked with Pond's India, Hindustan Unilever, Bank of America, and HDFC Bank in various leadership roles. He has also held Board positions at Bank of Permata Indonesia, CDSL India, PNB Metlife India and Standard Chartered subsidiaries in Malaysia, Thailand, Vietnam, Mauritius and Nepal. He holds a Mechanical Engineering Degree from IIT - Delhi, a post-graduate diploma in Business Administration from IIM - Ahmedabad and a postgraduate diploma in Retail Bank Management from the University of Virginia. He also serves as a Director and Chairperson on the Board of Directors of Avanse Financial Services Limited, HDFC Securities Limited and SBFC Finance Limited.

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4.	Disclosure of relationships between directors	Not Applicable	Not Applicable
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**Appointment of Secretarial Auditors:**

Sr. No.	Particulars	Details
1.	Reasons for change viz. appointment, resignation, removal, death or otherwise	The Members of the Company has appointment of M/s. Alwyn Jay & Co., Company Secretaries (Firm Reg. No. P2010MH021500), as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive financial years i.e. from FY 2025-26 to FY 2029-30.
2.	Date of appointment/ Cessation & term of appointment	July 15, 2025 and term of 5 (Five) consecutive financial years i.e. from FY 2025-26 to FY 2029-30.
3.	Brief profile	M/s. Alwyn Jay & Co. ('firm') is a Company Secretaries firm from Mumbai, registered with the Institute of Company Secretaries of India, led by 4 (four) partners, CS. Alwyn Prakash D'souza, CS. Jay D'Souza, CS. Ronald D'Mello and CS. Vijay Sonone. The firm provides professional services in the field of corporate laws, FEMA, commercial laws, contract laws and labour laws. It also advises clients on extensive range of matters including finance, taxation, joint ventures, foreign collaborations and transfer pricing guidelines.  The firm has also acted as the Secretarial Auditor of the Company for FY 2024-25.
4.	Disclosure of relationships between directors	Not Applicable

**Non-Convertible Debentures:**

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Non-Convertible Debentures
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Private Placement
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	An amount not exceeding Rs. 4,000 crore (Rupees four thousand crore only) (inclusive of such premium on face value as may be fixed on such securities) at such price as may be permissible under law.
4.	Size of the issue	Up-to an amount not exceeding ₹ 40,00,00,00,000/- (Rupees four thousand crore only) on private placement basis
5.	Whether proposed to be listed? If yes, name of the stock exchange(s)	Yes, to be listed  Exchange for listing to be ascertained
6.	Tenure of the instrument -	

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	date of allotment and date of maturity	as may be determined by the Board or any of the Committee authorized in this regard, from time to time
7.	Coupon/interest offered, schedule of payment of coupon/interest and principal	
8.	Charge/security, if any, created over the assets	
9.	Special right/interest/privileges attached to the instrument and changes thereof	
10.	delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	None
11.	details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not applicable
12.	details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;	as may be determined by the Board or any of the Committee authorized in this regard, from time to time

Note 1 - This is the renewal of limit under section 42 of the Companies Act, 2013 as approved by the Members of the Company at its AGM held on September 16, 2025 and the same is valid for a period of one year from September 16, 2025.

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