



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: +9140-45474750 | Email: secretarial@spandanasphoorty.com | Website: www.spandanasphoorty.com

Dear Members,

Invitation to attend the Nineteenth Annual General Meeting ("AGM") on Wednesday, September 21, 2022 at 03.00 P.M (IST)

You are cordially invited to attend the AGM of Spandana Sphoorty Financial Limited (the "Company") to be held on Wednesday, September 21, 2022 at 03.00 P.M (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The notice convening the AGM is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

S No.	Particulars	Details
1	Link for live webcast of the AGM and for participation through Video Conferencing (VC / OAVM)	https://emeetings.kfintech.com/
2	Link for remote e-voting	NSDL: https://eservices.nsdl.com CDSL: https://web.cdslindia.com/myeasi/home/login
3	Username and password for VC / OAVM	Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ Kfin Technologies Limited (Kfintech).
4	Helpline number for VC / OAVM participation and e-voting	Contact KFin Technologies Limited by writing at evoting@kfintech.com or Company by writing at secretarial@spandanasphoorty.com
5	Cut-off date for e-voting	Wednesday, September 14, 2022
6	Time period for remote e-voting	Commences on Friday, September 16, 2022 at 9.00 a.m. (IST) and ends on Tuesday, September 20, 2022 at 5.00 p.m. (IST)
7	Last date for publishing results of the e-voting	on or before Friday, September 23, 2022
8	Registrar and Share Transfer Agent contact details	Mrs. Shobha Anand, Deputy Vice President (Unit: Spandana Sphoorty Financial Limited) KFin Technologies Limited E-mail: einward.ris@kfintech.com ; Tel No.: 1800 309 4001 (Toll free)
8	Company's contact details	Mr. Ramesh Periasamy, Company Secretary and Compliance officer E-mail: secretarial@spandanasphoorty.com Tel No.: +9140-45474750

Yours truly,

Sd/-

Ramesh Periasamy

Company Secretary and Compliance Officer



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NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting ("AGM") of the Members of Spandana Sphoorty Financial Limited ("Company") will be held on Wednesday, September 21, 2022, at 03.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Audited 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, 2022, together with the Report of the Board of Directors and the Auditors thereon and in this regard to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Audited Financial Statements including the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, and the Report of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Sunish Sharma (DIN: 00274432).

To appoint a director in place of Mr. Sunish Sharma, (DIN: 00274432), who retires by rotation and, being eligible, has offered himself for reappointment and in this regard, to consider and, if deem 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, has 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. To appoint a director in place of Mr. Amit Sobti (DIN: 07795874).

To appoint a director in place of Mr. Amit Sobti, (DIN: 07795874), who retires by rotation, being eligible, and has desired to retire at this Meeting. Therefore, it is proposed to appoint Mr. Neeraj Swaroop (DIN: 00061170) as a Director to fill the vacancy arising pursuant to retirement of Mr. Amit Sobti (DIN: 07795874), who shall be liable to retire by rotation. In this regard, to consider and, if deem fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Neeraj Swaroop, (DIN: 00061170) be and is hereby appointed as a Director, whose period of office shall be liable to retire by rotation, to fill the vacancy caused by the retirement of Mr. Amit Sobti, (DIN: 07795874), who does not seek for re-appointment."

"FURTHER RESOLVED THAT Mr. Neeraj Swaroop (DIN: 00061170), shall be entitled to a remuneration of ₹5,00,000/- (Rupees Five Lakh only) per quarter subject to the maximum permissible limit as defined under Section 197 of the Companies Act, 2013 and rules made thereunder."

4. Re-appointment of Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

To consider and approve re-appointment of Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration. In this regard, to consider and, if deem fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and Circular No. RBI/2021-22/25-Ref. No. DoS. CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines") and Frequently Asked Questions dated June

11, 2021 issued by Reserve Bank of India ("RBI") as amended from time to time, approval of the Members of the Company be and is hereby accorded, for the appointment of Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company to hold office from conclusion of the 19th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2024, subject to their continuity of fulfilment of the applicable eligibility norms."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 142, 179 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company (including any committee thereof) be and are hereby authorised to fix the remuneration payable to the Statutory Auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESSES:

5. Issue of Non-Convertible Debentures (NCDs) on Private Placement Basis.

To consider and, if deem fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provision of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Rule 14(2) and other applicable provisions of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, Guidelines Issued by Reserve Bank of India for Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by Non-Banking Financial Companies and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory / Regulatory Authority, as may be applicable and the Memorandum and Articles of Association of the Company and subject to the consents, approvals, permissions and sanctions of the concerned Statutory and Regulatory Authorities, if any and to the extent necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this Resolution) to create, offer, invite, issue and allot subordinated or unsubordinated, perpetual or non-perpetual, listed or unlisted, secured or unsecured, non-convertible debentures (hereinafter collectively referred as "Securities") on a private placement basis during a period of one year from the date of passing of this Resolution up to an amount not exceeding ₹4000,00,00,000/- (Rupees Four Thousand Crore Only) on such terms and conditions, at par or premium or discount, in one or more tranches to such person or persons including but not limited to one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, alternative investment funds, pension/provident funds and individuals as the case may be, as the Board may decide in its absolute discretion."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) be and is hereby authorized to determine and consider the terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the Securities are to be issued, time, securities to be offered, the number of securities, tranches, issue price, tenor, interest rate, premium/discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard and matters connected therewith or incidental thereto."

6. Re-appointment of Ms. Abanti Mitra (DIN: 02305893) as an Independent Director of the Company for the second term.

To consider and, if deem fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provision of Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by Reserve Bank of India and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors ("Board"), Ms. Abanti Mitra (DIN: 02305893), be and is hereby re-appointed as the Independent Director of the Company for the second term of 5 (five)

years with effect from May 04, 2022 up to May 03, 2027 (both days inclusive), on such terms and conditions, including a remuneration of ₹5,00,000/- (Rupees Five Lakh only) per quarter subject to the maximum permissible limit as defined under Section 197 of the Companies Act, 2013 and rules made thereunder AND THAT during the said tenure Ms. Abanti Mitra shall not be liable to retire by rotation.”

7. Appointment of Mr. Animesh Chauhan (DIN: 02060457) as an Independent Director of the Company.

To consider and, if deem fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Master Direction-Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by Reserve Bank of India and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”), Mr. Animesh Chauhan (DIN: 02060457), who was appointed as “Additional Director” in the category of Independent Director on the Board of the Company w.e.f. August 04, 2022 and who holds office as such up to the conclusion of AGM, be and is hereby appointed as a Independent Director of the Company for a period of 5 (five) years with effect from August 04, 2022 till August 03, 2027 (both days inclusive), on such terms and conditions, including a remuneration of ₹5,00,000/- (Rupees Five Lakh only) per quarter subject to the maximum permissible limit as defined under Section 197 of the Companies Act, 2013 and rules made thereunder AND THAT during the said tenure Mr. Animesh Chauhan shall not be liable to retire by rotation.”

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

Sd/-

Ramesh Periasamy

Company Secretary and Compliance Officer

Date: August 04, 2022
Place: Hyderabad

Registered and Corporate Office:

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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E-mail: secretarial@spandanaspheerty.com | Website: www.spandanaspheerty.com

Phone: +9140-45474750

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 (collectively referred as "MCA circulars") issued by the Ministry of Corporate Affairs issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Deemed venue for the 19th AGM shall be registered office of the Company.
2. As the AGM is being held through VC / OAVM, the route map is not annexed to this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for the AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 2000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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 Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.
7. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.spandanashpoorty.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.
8. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
9. The Company has appointed Mr. Y. Ravi Prasada Reddy, Practising Company Secretary (Membership No. FCS 5783) (PCS No.5360), Hyderabad, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
10. Explanatory Statement pursuant to Section 102(1) of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@spandanashpoorty.com.

Brief profile of the Directors proposed to be appointed / re-appointed is given towards the end of this Notice pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India. The Company has received the requisite consents/ declarations for the appointment/ re-appointment of the Directors mentioned in the Notice of the AGM as stipulated under the Act and the rules made thereunder.

11. Item No. 2 and 3, In terms of the provisions of Section 152 of the Act, Mr. Sunish Sharma (DIN: 00274432) and Mr. Amit Sobti (DIN: 07795874) Directors of the Company, retire by rotation at this Meeting. The Board of Directors of the Company recommends the re-appointment of Mr. Sunish Sharma for the approval of the Members. Whereas, Mr. Neeraj Swaroop (DIN: 00061170), a Nominee of Kedaara Capital I Limited, is proposed to be appointed as a Director of the Company in the place of retiring Director, Mr. Amit Sobti, (DIN: 07795874) who retires by rotation at this Meeting, and does not seek for re-appointment.

Mr. Sunish Sharma (DIN: 00274432) and Mr. Neeraj Swaroop (DIN: 00061170) are interested in the resolutions set out in Item No 2 and 3. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 2 and 3 of the Notice.

12. Item No. 4, Reserve Bank of India ("RBI") issued guidelines on appointment of statutory auditor(s) by Non-Banking Financial Company vide Circular RBI/2021-22 /25 Ref. No. DoS. CD.ARG/SEC.01/ 08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines"). In compliance with the aforesaid RBI Guidelines, S. R. Batliboi & Co. LLP, Chartered Accountants, the former statutory auditors of the Company had audited the Company for a continuous period of eight years, which exceeds the tenure of three years as prescribed in RBI Guidelines and being ineligible to continue as Statutory Auditors of the Company from the second half of FY 21-22, had vide their letter dated January 28, 2022, intimated their resignation as statutory auditors of the Company, effective from January 28, 2022.

Accordingly, the Board of Directors of the Company had appointed Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013), as Statutory Auditors of the Company with effect from January 29, 2022, in accordance with RBI guidelines and Statutory Audit Policy and Appointment Procedure of Statutory Auditors of the Company, till the conclusion of the 19th Annual General Meeting to be held in the year 2022, subject to approval of the Members through Postal Ballot.

Subsequently, the Members approved the appointment of Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) Postal Ballot dated January 29, 2022 approved on Monday, February 07, 2022.

The Company now propose to appoint Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of two consecutive years to hold office from the conclusion of the 19th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2024.

13. The Chairperson 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.
14. 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 Chairperson or any other Director or any other person authorized in writing, who shall countersign the same.
15. 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.spandanaspooorty.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.

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

Sd/-

Ramesh Periasamy

Company Secretary and Compliance Officer

Date: August 04, 2022
Place: Hyderabad

Registered and Corporate Office:

Spandana Sphoorty Financial Limited

CIN: L65929TG2003PLC040648

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Phone: +9140-45474750

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Friday, September 16, 2022 at 9.00 a.m. (IST) and ends on Tuesday, September 20, 2022 at 5.00 p.m. (IST).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6910, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., '6910 - AGM" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id rprassociateshyd@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 2 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
 - ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 (fifteen) minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
 - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till Friday, September 16, 2022 shall only be considered and responded during the AGM.
 - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- i. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from Friday, September, 16, 2022 to Saturday, September 17, 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from Friday, September, 16, 2022 to Saturday, September 17, 2022.
- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mrs. Shobha Anand, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 14, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member, as on the cut-off date should treat this Notice for information purpose only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- vi. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

The following statement sets out all material facts relating to the Special Business specified in item No.5, 6 and 7 of the Notice of the AGM.

Item No. 5

Members of the Company had accorded their approval by way of Special Resolution through resolution passed at the 18th annual general meeting of the Company held on September 28, 2021 for making offer(s) or invitation(s) to subscribe to, and allot subordinated or unsubordinated, perpetual or non-perpetual, listed or unlisted, secured or unsecured, non-convertible debentures (hereinafter collectively referred as "NCDs") up to an aggregate amount of ₹4000,00,00,000/- (Rupees Four Thousand Crore Only) under private placement basis, for the period of one year on such terms and conditions as may be determined by the Board. The said approval expires on September 27, 2022.

Members are requested to note that considering the business plan and growth of the Company and to enable the Company to raise funds by way of issuance of NCDs, the Board of Directors of the Company ("Board") at their meeting held on July 11, 2022, subject to the approval of the Members of the Company, accorded their approval to create, offer, invite, issue and allot NCDs, on a private placement basis during a period of one year from the date of passing of this resolution up to an amount not exceeding ₹4000,00,00,000/- (Rupees Four Thousand Crore Only). Further, the Board has authorized the Management Committee ("Committee") to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc.

Members are requested to note that in terms of Section 71 of the Companies Act, 2013 read with Section 23 and 42 of the Companies Act, 2013 and Rule 14(1) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 which inter alia states that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a Special Resolution, for each of the offers or invitations, however in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

Accordingly, the approval of the Members is sought by way of special resolution to create, offer(s) or invitation(s) to subscribe to, issue and allot subordinated or unsubordinated, perpetual or non-perpetual listed or unlisted, secured or unsecured, non-convertible debentures under private placement, in one or more tranches, for an amount not exceeding ₹4000,00,00,000/- (Rupees Four Thousand Crore Only), and as per the terms to be decided by the Board and/or the Committee, during the period of one year from the date of passing of the Special Resolution set out at Item no. 5 of this Notice.

The Board recommends the resolution as set out at Item No. 5 of this Notice for Members' approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of the NCDs that may be subscribed by any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

Item No. 6

Ms. Abanti Mitra (DIN: 02305893) was appointed as an Independent Director of the Company for a period of 5 (Five) years from May 04, 2017 to May 03, 2022. Pursuant to the performance evaluation of Ms. Mitra and considering her knowledge, acumen, expertise and experience in the financial service industry and the invaluable contribution made, continued association as a Member of the Board would be beneficial to the Company. Based on the recommendation received from Nomination and Remuneration Committee, it is proposed to re-appoint Ms. Mitra as an Independent Director, not liable to retire by rotation, for the second term of 5 (five) years, i.e., from May 04, 2022 to May 03, 2027.

Ms. Mitra has given her declaration to the Board of Directors, inter alia, that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent to act as a Director in the prescribed Form DIR-2 under Section 152(5) of the Act and rules made thereunder and declaration in compliance with the 'fit and proper' criteria prescribed under RBI's Circular for directors of NBFCs.

In the opinion of the Board, Ms. Mitra is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management of the Company.

As an Independent Director, Ms. Mitra shall be entitled to a remuneration as mentioned in the resolution, to be paid as per the provisions of the Act.

Copy of letter of appointment of Ms. Mitra setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode/ at the registered office of the Company during normal business hours.

Pursuant to Secretarial Standard-2 specified by the ICSI and Regulation 36 (3) of the SEBI Listing Regulations, detailed profile of Ms. Mitra is given in Annexure A.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 6 of the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution, except the appointee.

Item No. 7

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee have appointed Mr. Animesh Chouhan (DIN: 02060457) as an Additional Director in the capacity of Independent Director of the Company, not liable to retire by rotation, with effect from August 04, 2022 to hold the office up to the conclusion of AGM.

Mr. Chauhan holds office as an Additional Director till the conclusion of AGM and is eligible for being appointed as an Independent Director.

Mr. Chauhan has given his declaration to the Board of Directors, inter alia, that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director in the prescribed Form DIR-2 under Section 152(5) of the Act and rules made thereunder and declaration in compliance with the 'fit and proper' criteria prescribed under RBI's Circular for directors of NBFCs.

Based on the recommendation of the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the financial service industry, it is proposed to appoint Mr. Chauhan as an Independent Director of the Company not liable to retire by rotation, for a term of 5 (five) years, i.e., from August 04, 2022 to August 03, 2027.

In the opinion of the Board, Mr. Chauhan is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company.

As an Independent Director, Mr. Chauhan shall be entitled to a remuneration as mentioned in the resolution, to be paid as per the provisions of the Act.

Copy of letter of appointment of Mr. Chauhan setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode/ at the registered office of the Company during normal business hours.

Pursuant to Secretarial Standard-2 specified by the ICSI and Regulation 36 (3) of the SEBI Listing Regulations, detailed profile of Mr. Chauhan is given in Annexure A.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 7 of the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution, except the appointee.

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

Sd/-

Ramesh Periasamy

Company Secretary and Compliance Officer

Date: August 04, 2022

Place: Hyderabad

Registered and Corporate Office:

Spandana Sphoorty Financial Limited

CIN: L65929TG2003PLC040648

Registered Office: Plot No: - 31 & 32, Ramky Selenium Towers,

Tower A, Ground Floor, Financial District,

Nanakramguda, Hyderabad, Telangana-500032

E-mail: secretarial@spandanaspooorty.com | Website: www.spandanaspooorty.com

Phone: +9140-45474750

ANNEXURE TO NOTICE
Annexure-A

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and SS-2 - Secretarial Standard on General Meetings with respect to Director's re-appointment / appointed:

1. Sunish Sharma	
Date of Birth and Age	October, 25, 1974 and 47 years
DIN	00274432
Date of first appointment	March 31, 2017
Nationality	Indian
Brief Resume and Experience	Mr. Sharma is the Managing Partner and co-founder of Kedaara Capital, a private equity investment firm focused on India. Prior to co-founding Kedaara Capital, Sunish served as a Managing Director at the global private equity firm, General Atlantic where he joined from McKinsey and Company in 2004. He has invested in technology, financial services, consumer and pharmaceutical businesses through his career. In the year 2011, he was listed in the "25 hottest young executives below 40 in India" by Business Today and in September 2013, he was profiled as one of "Asia's 25 most influential people in private equity" by Asian Investor. Mr. Sharma graduated with honours from Delhi University and holds an MBA from the Indian Institute of Management, Calcutta where he was a gold medalist.
Terms and Conditions of Appointment	Appointed as Non-Executive Nominee Director liable to retire by rotation, as a Nominee Director of Kedaara Capital I Limited.
Remuneration to be paid and received from the Company in the Financial Year (2021-22)	Nil
Number of Meetings of the Board attended during the Financial Year (2021-22)	13 meetings attended out of 13 Board Meetings held
Membership/ Chairmanship of the Committees of the Company	• Corporate Social Responsibility Committee - Member
Directorship held in other Listed Companies in India	• Vedant Fashions Limited • Care Health Insurance 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.

2. Neeraj Swaroop	
Date of Birth and Age	July, 15, 1958 and 64 years
DIN	00061170
Date of first appointment	August 04, 2022
Nationality	Indian
Brief Resume and Experience	<p>Mr. Swaroop is an experienced professional with over 40 years in the Financial Services and Consumer Goods (FMCG) industry. He has built and led businesses across geographies in India and Asia. Currently, he is an operating partner at Kedaara Capital, visiting faculty at S P Jain Institute of Management, and an independent director on the boards of SBFC Finance, Avanse Capital and HDFC Securities. 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.</p> <p>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.</p>
Nature of expertise in specific functional areas	Retail Banking, Finance and FMCG industries.
Terms and Conditions of Appointment	Appointed as Non-Executive Nominee Director liable to retire by rotation, as a Nominee Director of Kedaara Capital I Limited.
Remuneration to be paid and received from the Company in the Financial Year (2021-22)	Nil
Number of Meetings of the Board attended during the Financial Year (2021-22)	NA
Membership/ Chairmanship of the Committees of the Company	Nil
Directorship held in other Listed Companies (along with listed entities from which resigned in the past three years)	Nil
Committee Chairmanship / Membership in other public companies*	<ul style="list-style-type: none"> • HDFC Securities Limited <ul style="list-style-type: none"> - Audit-Member • Avanse Financial Services Limited <ul style="list-style-type: none"> - Stakeholders' Relationship Committee-Chairperson
Shareholdings in the Company	NIL
Relationship between Directors & Key Managerial Personnel	Mr. Swaroop is not related to any Director or Key Managerial Personnel of the Company.

3. Abanti Mitra	
Date of Birth and Age	July, 08, 1978 and 44 years
DIN	02305893
Date of first appointment	May 04, 2017
Nationality	Indian
Brief Resume and Experience	<p>Ms. Abanti Mitra holds a post graduate diploma in rural management from the Institute of Rural Management. She has experience spanning over 21 years across various roles. She is also a Director at Positron Consulting Services Private Limited ("Positron"), focusing on fund raises (debt, equity and private equity funds), operations, policy reviews and due diligence. At Positron, she also leads the Fund Raises for alternate investment funds as well as being an expert in the lending space, leads the Fintech work with Positron. Her prior work profile spans across microfinance ratings of over 40 Microfinance Institutions across India, Bangladesh, East Timor & Indonesia as a management executive at Micro-Credit Ratings International Limited and as a manager at ICICI Bank Limited.</p> <p>She is also an independent director on the board of Vedant Fashions Limited and Criss Financial Limited.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The role and capabilities as required in the case of an independent director are well defined in Nomination and Remuneration Policy.</p> <p>Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Abanti concluded that she possess the relevant skill and capabilities to discharge the role of Independent Directors.</p>
Nature of expertise in specific functional areas	Micro-finance, Policies Management, Corporate Governance.
Terms and Conditions of Appointment	Appointed as an Independent Director for a further tenure of 5 (five) years not liable to retire by rotation.
Remuneration to be paid and received from the Company in the Financial Year (2021-22)	20 lakhs
Number of Meetings of the Board attended during the Financial Year (2021-22)	12 meetings attended out of 13 Board Meetings held
Membership/ Chairmanship of the Committees of the Company	<ul style="list-style-type: none"> • Audit Committee- Chairperson • Nomination and Remuneration Committee-Member • Stakeholders' Relationship Committee- Member • Corporate Social Responsibility Committee – Member • IT Strategy Committee- Chairperson
Directorship held in other Listed Companies (along with listed entities from which resigned in the past three years)	<ul style="list-style-type: none"> • Vedant Fashions Limited
Committee Chairmanship / Membership in other public companies*	<ul style="list-style-type: none"> • Criss Financial Limited <ul style="list-style-type: none"> - Audit Committee- Chairperson • Vedant Fashions Limited <ul style="list-style-type: none"> - Audit Committee- Chairperson - Stakeholders' Relationship Committee-Chairperson
Shareholdings in the Company	4247 shares
Relationship between Directors & Key Managerial Personnel	Ms. Abanti is not related to any Director or Key Managerial Personnel of the Company.

4. Animesh Chauhan	
Date of Birth and Age	July 30, 1957 and 65 years
DIN	02060457
Date of first appointment	August 04, 2022
Nationality	Indian
Brief Resume and Experience	<p>Mr. Animesh Chauhan, has more than three decades of rich banking experience including handling Overseas operations, Regions and Zonal Offices. He started his career in 1979 as Direct Recruited Officer in Bank of Baroda and was elevated as General Manager in February 2010. He joined Central Bank of India on his elevation as Executive Director on August 2013 and he was overseeing the portfolios such as Retail Banking, Information Technology, Transaction Banking, Priority Sector, MSME and Recovery.</p> <p>He was the Managing Director & Chief Executive Officer of Oriental Bank of Commerce for the period December 2014 to June 2017.</p> <p>He was also serving on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Co. Ltd, India Infrastructure Finance Company Limited, Indian Institute of Banking & Finance and member of Indian Bank Association and National Institute of Banking Studies and Corporate Management.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The role and capabilities as required in the case of an independent director are well defined in Nomination and Remuneration Policy.</p> <p>Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Chauhan and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Directors.</p>
Nature of expertise in specific functional areas	Retail Banking, Information Technology and Finance.
Terms and Conditions of Appointment	Appointed as an Independent Director for a tenure of 5 (five) years not liable to retire by rotation.
Remuneration to be paid and received from the Company in the Financial Year (2021-22)	Nil
Number of Meetings of the Board attended during the Financial Year (2021-22)	NA
Membership/ Chairmanship of the Committees of the Company	Nil
Directorship held in other Listed Companies (along with listed entities from which resigned in the past three years)	Nil
Committee Chairmanship / Membership in other companies*	<ul style="list-style-type: none"> • Stock Holding Corporation of India Limited - Audit Committee-Chairperson
Shareholdings in the Company	NIL
Relationship between Directors & Key Managerial Personnel	Mr. Chauhan is not related to any Director or Key Managerial Personnel of the Company.

* For the Committee Chairmanship / Membership in other companies, Number of memberships in Audit/Stakeholder Committee(s) held in Public Companies alone are considered.