

CTL/DEB/25-26/20891/001

November 04, 2025

To

Debenture Holder/s,

**Re: Non-Convertible Debentures issued by Spandana Sphoorthy Financial Limited - Breach of Financial & Rating Covenants**

This refers to the Non-Convertible Debentures of Rs. **100,00,00,000 (Rupees One Hundred Crores only)** issued by **Spandana Sphoorthy Financial Limited (Issuer)** bearing ISIN – INE572J07513 (NCDs). We find that you are the debenture holder of the said NCDs.

As per the terms of the said issue, Issuer is required to comply with the relevant covenants as mentioned in Debenture Trust deed dated 29<sup>th</sup> December 2022 ("DTD"). We have received certificate from statutory auditor of the issuer dated October 31, 2025 and find that the said Issuer has breached the following covenants as mentioned in the said certificate.

**FINANCIAL COVENANTS**

- (a) *The Company shall ensure that Gross NPA / Gross Net Portfolio of the company shall not exceed 7% of the Gross Loan Portfolio for the Financial Year 2023 and thereafter 5%*
- (b) *The Company Shall maintain a minimum Tangible Net Worth of Rs. 2800,00,00,000 (Rupees Two Thousand Eight Hundred Crores only)*
- (c) *The earnings of the company shall remain positive.*

As per SEBI guidelines, being the debenture trustee in respect of the said NCDs, we hereby request as under:

- (a) Please inform us as to whether any waiver has been granted by you for the said breach or any further action in the said matter.
- (b) As per SEBI Regulations, a meeting of debenture holders is expected to be held for seeking the instructions on the action to be taken in case of Breach of covenants and the manner thereof as per the relevant clauses of DTD. We propose to hold the virtual meeting with you on **25<sup>th</sup> November, 2025 at 11 AM** mainly for getting the instruction of debenture holders for the relevant action as per the DTD and any further course of action in the matter. The other details, including the link for the virtual meeting will be sent shortly. However, in case you wish to have early meeting or dispense with the said meeting, we may be informed specifically at the earliest.

Please inform in case you need any information / documents with us in the above matter. Needless to add the communications in this behalf may please be sent under the signature of the Authorised Official of your Company.

Please acknowledge.

Please note that the intimation of this notice is place on our website.



Your faithfully,

Authorised Signatory

*Vihang*



**Name: Vihang Chavan**

**Designation: Manager**



## AGENDA OF THE NOTICE

Breach of Covenants by **Spandana Sphoorthy Financial Limited**, under INE572J07513.

As per the intimation received, for the quarter ended September 30, 2025, we have noticed that the Issuer company have breached the Financial Covenant as stated in Schedule 2 of the Debenture Trust Deed (DTD) entered between **Spandana Sphoorthy Financial Limited** (the Issuer Company) and **Catalyst Trusteeship Limited** (the Debenture Trustee) dated 29<sup>th</sup> December, 2022.

Therefore, we now propose to convene a meeting virtual meeting of all Debenture Holders on **25<sup>th</sup> November 2025 at 11:00 AM.**

### Agenda Item 1

To Elect the Chairman for the meeting.

### Agenda Item 2

To take roll call of participants those attending through video conferencing or other audio and visual means.

### Agenda Item 3

To discuss "Breach of Covenant" under Debenture Trust Deed dated 29<sup>th</sup> December 2022 (DTD) between Issuer and Debenture Trustee.

### Agenda Item 4

To discuss the further course of action.

### Agenda Item 5

Any other item with the permission of the Chair.

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CTL/DEB/25-26/20891/002

November 04, 2025

To

Debenture Holder/s,

**Re: Non-Convertible Debentures issued by Spandana Sphoorthy Financial Limited - Breach of Financial & Rating Covenants**

This refers to the Non-Convertible Debentures of Rs. **100,00,00,000 (Rupees One Hundred Crores only)** issued by **Spandana Sphoorthy Financial Limited (Issuer)** bearing ISIN – INE572J07745 (NCDs). We find that you are the debenture holder of the said NCDs.

As per the terms of the said issue, Issuer is required to comply with the relevant covenants as mentioned in Debenture Trust deed dated 21<sup>st</sup> April 2023 ("DTD"). We have received certificate from statutory auditor of the issuer dated 31<sup>st</sup> October, 2025 and find that the said Issuer has breached the following covenants as mentioned in the said certificate.

**FINANCIAL COVENANTS**

- (a) *Gross NPA not to exceed 5% of Gross Loan Portfolio*
- (b) *Company to maintain a minimum net worth of Rs. 2800 Crores*
- (c) *Earning after tax net income (excluding extraordinary income) to remain positive. The said covenant to be tested on quarterly and annual basis.*

As per SEBI guidelines, being the debenture trustee in respect of the said NCDs, we hereby request as under:

- (a) Please inform us as to whether any waiver has been granted by you for the said breach or any further action in the said matter.
- (b) As per SEBI Regulations, a meeting of debenture holders is expected to be held for seeking the instructions on the action to be taken in case of Breach of covenants and the manner thereof as per the relevant clauses of DTD. We propose to hold the virtual meeting with you on **25<sup>th</sup> November, 2025 at 2 PM** mainly for getting the instruction of debenture holders for the relevant action as per the DTD and any further course of action in the matter. The other details, including the link for the virtual meeting will be sent shortly. However, in case you wish to have early meeting or dispense with the said meeting, we may be informed specifically at the earliest.

Please inform in case you need any information / documents with us in the above matter. Needless to add the communications in this behalf may please be sent under the signature of the Authorised Official of your Company.

Please acknowledge.

Please note that the intimation of this notice is place on our website.



Your faithfully,

Authorised Signatory

*Vihang*  


Name: **Vihang Chavan**

Designation: **Manager**



## AGENDA OF THE NOTICE

Breach of Covenants by **Spandana Sphoorthy Financial Limited**, under INE572J07745.

As per the intimation received, for the quarter ended September 30, 2025, we have noticed that the Issuer company have breached the Financial Covenant as stated in Clause 2.3.4 of the Debenture Trust Deed (DTD) entered between **Spandana Sphoorthy Financial Limited** (the Issuer Company) and **Catalyst Trusteeship Limited** (the Debenture Trustee) dated 21<sup>st</sup> April 2023.

Therefore, we now propose to convene a meeting virtual meeting of all Debenture Holders on **25<sup>th</sup> November 2025 at 02:00 PM.**

### **Agenda Item 1**

To Elect the Chairman for the meeting.

### **Agenda Item 2**

To take roll call of participants those attending through video conferencing or other audio and visual means.

### **Agenda Item 3**

To discuss "Breach of Covenant" under Debenture Trust Deed dated 21<sup>st</sup> April 2023 (DTD) between Issuer and Debenture Trustee.

### **Agenda Item 4**

To discuss the further course of action.

### **Agenda Item 5**

Any other item with the permission of the Chair.

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CTL/DEB/25-26/20891/003

November 04, 2025

To

Debenture Holder/s,

**Re: Non-Convertible Debentures issued by Spandana Sphoorthy Financial Limited - Breach of Negative Covenants**

This refers to the Non-Convertible Debentures of Rs. **50,00,00,000 (Rupees Fifty Crores only)** issued by **Spandana Sphoorthy Financial Limited (Issuer)** bearing ISIN – INE572J07752 (NCDs). We find that you are the debenture holder of the said NCDs.

As per the terms of the said issue, Issuer is required to comply with the relevant covenants as mentioned in Debenture Trust deed dated September 04, 2024 ("DTD"). We have received certificate from statutory auditor of the issuer dated October 31, 2025 and find that the said Issuer has breached the following covenants as mentioned in the said certificate.

**NEGATIVE COVENANTS***(f) Management covenants**(i) permit any material change in its executive team of the Company comprising of any CXOs; or**(ii) permit any dilution of control over the composition of the board of directors, other than for appointment of an independent director;*

As per SEBI guidelines, being the debenture trustee in respect of the said NCDs, we hereby request as under:

- (a)** Please inform us as to whether any waiver has been granted by you for the said breach or any further action in the said matter.
- (b)** As per SEBI Regulations, a meeting of debenture holders is expected to be held for seeking the instructions on the action to be taken in case of Breach of covenants and the manner thereof as per the relevant clauses of DTD. We propose to hold the virtual meeting with you on **25<sup>th</sup> November, 2025 at 4 PM** mainly for getting the instruction of debenture holders for the relevant action as per the DTD and any further course of action in the matter. The other details, including the link for the virtual meeting will be sent shortly. However, in case you wish to have early meeting or dispense with the said meeting, we may be informed specifically at the earliest.

Please inform in case you need any information / documents with us in the above matter. Needless to add the communications in this behalf may please be sent under the signature of the Authorised Official of your Company.

Please acknowledge.

Please note that the intimation of this notice is place on our website.



Your faithfully,

Authorised Signatory

*Vihang*  


**Name: Vihang Chavan**

**Designation: Manager**





## AGENDA OF THE NOTICE

Breach of Covenants by **Spandana Sphoorthy Financial Limited**, under INE572J07752.

As per the intimation received, for the quarter ended September 30, 2025, we have noticed that the Issuer company have breached the Negative Covenant as stated in Schedule 10.6 (f) of the Debenture Trust Deed (DTD) entered between **Spandana Sphoorthy Financial Limited** (the Issuer Company) and **Catalyst Trusteeship Limited** (the Debenture Trustee) dated 29<sup>th</sup> December, 2022.

Therefore, we now propose to convene a meeting virtual meeting of all Debenture Holders on **25<sup>th</sup> November 2025 at 04:00 PM.**

### **Agenda Item 1**

To Elect the Chairman for the meeting.

### **Agenda Item 2**

To take roll call of participants those attending through video conferencing or other audio and visual means.

### **Agenda Item 3**

To discuss "Breach of Covenant" under Debenture Trust Deed dated 29<sup>th</sup> December 2022 (DTD) between Issuer and Debenture Trustee.

### **Agenda Item 4**

To discuss the further course of action.

### **Agenda Item 5**

Any other item with the permission of the Chair.

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