

CTL/DEB/25-26/23255

30th January 2026

To

Debenture Holder/s of Spandana Sphoorthy Financial Limited,

Re: Non-Convertible Debentures issued by Spandana Sphoorthy Financial Limited - Breach of Financial 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 21st April, 2023 ("DTD"). We have received certificate from statutory auditor of the issuer on 28th January, 2026 and find that the said Issuer has breached the following covenants as mentioned in the said certificate.

2.3.4. Financial Covenants

(f) Company to maintain a minimum net worth of Rs. 2800 Crores.

(g) 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 **23rd February, 2026 at 11:30 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.

Your faithfully,

Authorised Signatory



Name: Divya Dubey

Designation: Assistant Manager

AGENDA OF THE NOTICE

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

As per the Statutory Auditor's Certificate received for the quarter ended 31st December, 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 21st April, 2023.

Therefore, we now propose to convene a virtual meeting of all Debenture Holders on **23rd February, 2026 at 11:30 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 21st 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.
