



## SPANDANA SPOORTY FINANCIAL LIMITED

**Registered and Corporate Office:** Galaxy, Wing B, 16<sup>th</sup> Floor, Plot No.1,

Sy No. 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha,

Hyderabad, Telangana- 500081; **Tel:** +91 1800 203 5220

**Contact Person:** Vinay Prakash Tripathi, Company Secretary and Compliance Officer

**E-mail:** shareholders@spandanasporthy.com; **Website:** https://spandanasporthy.com/

**Corporate Identity Number:** L65929TG2003PLC040648

### RIGHTS ENTITLEMENT LETTER

**Ref.No.:** 67269

**Date :** 28-07-2025

**DP ID – Client ID / Folio No.:** 1203230011953151

**Sole/First Holder name :** SANJAY KESHAVMURTHI CHARI HUF .  
NO 11 1ST CROSS NEAR SINGAPURA  
BUS STOP LAKAPPA LAYOUT  
BENGALURU KARNATAKA  
**Address:** KARNATAKA  
560097

Dear Shareholder,

ISSUE OF UP TO 1,73,91,304 PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹230.00 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹220.00 PER RIGHTS EQUITY SHARE) (THE “ISSUE PRICE”) AGGREGATING UP TO ₹400.00 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 10 (TEN) RIGHTS EQUITY SHARE FOR EVERY 41 (FORTY ONE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY (THE “EQUITY SHARES”) HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON JULY 24, 2025 (THE “RECORD DATE”) (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 76 OF THE LETTER OF OFFER.

*\*Assuming full subscription in the Issue, Allotment and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of Basis of Allotment. For further details on Payment Schedule, see “Terms of the Issue – Payment Terms” beginning on page 101 of the Letter of Offer.*

This letter and its enclosures should not be reproduced, transmitted or distributed to any other person.

If you are not permitted to subscribe to Rights Equity Shares or are in any doubt as to whether you are permitted to subscribe to Rights Equity Shares, please treat this letter and the enclosures as being sent to you for information purposes only and you may not apply to subscribe to the Rights Equity Shares.

With reference to above, please find below the details of Equity Shares held by you as on Record Date, i.e., July 24, 2025 along with your Rights Entitlements:

Folio Number / DP or Client ID	No. of Equity Shares held by you on Record date being July 24, 2025	No. of Rights Entitlement
1203230011953151	350	85

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company at <https://spandanasporthy.com/>.

**This is to inform you that the captioned Issue opens for subscription on Friday, August 01, 2025 and closes for subscription on Monday, August 11, 2025.** Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**Procedure for Application in the Issue:** In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Terms of the Issue - Process of making an application in the issue” beginning on page 78 of the Letter of Offer.

**Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:** In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form.

Our Company has opened a separate demat suspense escrow account (namely, “Spandana Sporthy Financial Limited – Unclaimed Suspense Demat Account”) (“**Demat Suspense Account**”) and would credit Rights Entitlements on the basis of the Equity Shares: (a) which are held in the account of the Investor Education and Protection Fund (“IEPF”) authority; or which of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed/ suspense escrow account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (b) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (c) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any or (d) such other cases where our Company is unable to credit Rights Entitlements for any other reasons.

Our Company shall credit the Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are required to provide relevant details / documents as acceptable to our Company or the Registrar (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner and such lapsing of Rights Entitlement may dilute and adverse impact the interest of certain Eligible Equity Shareholders. For details, please see “Terms of the Issue” on page 76 of the Letter of Offer.

**ATTENTION FOR PHYSICAL SHAREHOLDERS:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and/or whose demat account details are not available with our Company or the Registrar, shall be credited in the Demat Suspense Account. For further details, see “Terms of the Issue – Credit of Rights Entitlement in dematerialised account of Eligible Equity Shareholders” beginning on page 91 of the Letter of Offer.

#### Access to Issue Materials:

Investors can access the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Rights Equity Shares under applicable laws) on the websites of:

- our Company at <https://spandanasporthy.com/>;
- the Registrar at <https://rights.kfintech.com>;
- the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

#### Renunciation and Trading of Rights Entitlements:

The Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA NDI Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA NDI Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

For details, please see the section entitled “Terms of the Issue- Renunciation and Trading of Rights Entitlement” on page 92 of the Letter of Offer.

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

**Fractional Entitlement:** The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 10 (Ten) Equity Share for every 41 (Forty One) Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 41 (Forty One) Equity Shares or not in the multiple of 41, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than 41 (Forty One) Equity Shares as on Record Date shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

#### Issue Schedule:

INDICATIVE TIMETABLE			
<b>Last Date for credit of Rights Entitlements</b>	Friday, July 25, 2025	<b>Finalisation of Basis of Allotment (on or about)</b>	Tuesday, August 12, 2025
<b>Issue Opening Date</b>	Friday, August 01, 2025	<b>Date of Allotment (on or about)</b>	Wednesday, August 13, 2025
<b>Last Date for On Market Renunciation*</b>	Wednesday, August 06, 2025	<b>Date of credit of Rights Equity Shares to demat account of Allottees (on or about)</b>	Wednesday, August 13, 2025
<b>Issue Closing Date**</b>	Monday, August 11, 2025	<b>Date of listing (on or about)</b>	Thursday, August 14, 2025

*Note: The above timetable is indicative in nature and does not constitute any obligation on our Company. While the Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of the Company's equity shares on the Stock Exchanges are taken within the prescribed timelines, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the Stock Exchanges. The commencement of the trading of Equity shares will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.*

\* *Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncee(s) on or prior to the Issue Closing Date.*

\*\* *Our Board or Capital Raising Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

#### NOTICE TO INVESTORS

The distribution of the Draft Letter of Offer, the Letter of Offer, Application Form and Rights Entitlement Letter and any other offering material (collectively, the "Issue Materials") and issue of Rights Entitlement as well as Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, or any other Issue Materials may come or who receive Rights Entitlement and propose to renounce or apply for Rights Equity Shares in the Issue are required to inform themselves about and observe such restrictions. For more details, see "Restrictions on Purchases and Resales" beginning on page 108 of the Letter of Offer.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any of the Issue Materials.

The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Materials shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Materials. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States, except to U.S. QIBs (as defined below), or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company to any filing or registration requirement (other than in India). If the Issue Materials are received by any person in any such jurisdiction, they must not seek to subscribe to the Rights Equity Shares. For more details, see "Restrictions on Purchases and Resales" beginning on page 108 of the Letter of Offer.

Our Company, and the Registrar will not be liable for non-dispatch of physical copies of the Issue Materials, including the Letter of Offer, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders available with the Registrar in their records.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with the Stock Exchanges. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the U.S. Securities Act and (b) to persons outside the United States in reliance on Regulation S under the U.S. Securities Act ("Regulation S"). In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares in the United States by a dealer may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the U.S. Securities Act. For the selling restrictions in certain other jurisdictions, see "Restrictions on Purchases and Resales" beginning on page 108 of the Letter of Offer.

The Rights Equity Shares are transferable only in accordance with the restrictions described in "Restrictions on Purchases and Resales" beginning on page 108 of the Letter of Offer.

Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and in India, without the requirement for our Company to make any filing or registration in any jurisdiction (other than in India). In addition, each purchaser or seller of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in the "Restrictions on Purchases and Resales" beginning on page 108 of the Letter of Offer.

Our Company, in consultation with the Registrar, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted form or dispatched from the United States, except if the applicant is a U.S. QIB, or any jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdiction; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting the Application Form is outside the United States, except if the applicant is a U.S. QIB, and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with the Issue; (iii) where a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of the Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer or the date of such information. The contents of the Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.



Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved, disapproved or recommended by the United States Securities and Exchange Commission, any other federal or state authorities in the United States or the securities authority of any other jurisdiction or any other regulatory authority in any jurisdiction. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of the Letter of Offer. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose, except as set forth in the Issue Materials.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR TO THE ISSUE. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

In case of any queries, you may contact the Company or the Registrar to the Issue.

COMPANY	REGISTRAR TO THE ISSUE
 <b>SPANDANA</b>	 <b>KFINTECH</b> <small>EXPERIENCE TRANSFORMATION</small>
<b>SPANDANA SPOHOORTY FINANCIAL LIMITED</b> <b>Registered and Corporate Office:</b> Galaxy, Wing B, 16th Floor, Plot No.1, Sy No. 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Telangana- 500081 <b>Tel:</b> +91 1800 203 5220 <b>Contact Person:</b> Vinay Prakash Tripathi, Company Secretary and Compliance Officer <b>E-mail:</b> shareholders@spandanaspohorty.com <b>Website:</b> https://spandanaspohorty.com/ <b>Corporate Identity Number:</b> L65929TG2003PLC040648	<b>KFin Technologies Limited</b> Selenium, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032, Telangana, India <b>Tel:</b> +91-40 6716 1500 <b>E-mail:</b> einward.ris@kfintech.com <b>Website:</b> www.kfintech.com <b>Investor grievance ID:</b> spandana.rights@kfintech.com <b>Contact person:</b> M Murali Krishna <b>SEBI Registration No.:</b> INR000000221

**Note:** All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

For **SPANDANA SPOHOORTY FINANCIAL LIMITED**

Sd/-

**Vinay Prakash Tripathi**

**Company Secretary and Compliance Officer**