

NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Seventh (67th) Annual General Meeting ("AGM") of the members of the Company will be held on **Tuesday, 10th September 2024 at 11.00 a.m ("IST")** through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

You are requested to make it convenient to attend the meeting.

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March 2024 and the attached Reports of the Board of Directors and Auditors be and are hereby considered and adopted.

2. Confirmation of Interim Dividend on Redeemable, Cumulative, Preference Shares as Final Dividend

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 123(3) of the Companies Act 2013 ("the Act"), an Interim Dividend of ₹ 8.25 per share (8.25%) on 10,36,000 Redeemable, Cumulative, Preference Shares of ₹ 100 each declared by the Board of Directors on 8th February 2024, an Interim Dividend of ₹ 8.25 per share (8.25%) on 4,64,000 Redeemable, Cumulative, Preference Shares of ₹ 100 each and an Interim Dividend of ₹ 9 per share (9%) on 14,39,150 Redeemable, Cumulative, Preference Shares of ₹ 100 each declared by the Board of Directors on 27 March 2024 for the financial year ended 31st March 2024 on pro rata basis and paid out of the profits of the company be and are hereby confirmed as final dividend.

3. Declaration of dividend on Equity Shares

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

RESOLVED THAT a dividend of ₹ 0.80 (8%) per equity share, as recommended by the Board of Directors, be declared for the financial year ended 31st March 2024 on 6,47,05,882 equity shares of ₹ 10 each out of the profits of the company for the said financial year and the said dividend be paid to those equity shareholders whose names stand on the Register of Members in case the equity shares are held in physical form and also to the beneficial holders of the dematerialised shares as per the details provided by the Depositories in case the equity shares are held in the electronic form, as on **Tuesday, 3rd September, 2024**.

4. Reappointment of Sri M Srinivaasan (DIN: 00102387), Director retiring by rotation, as a Director being eligible, offers himself to be reappointed

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

RESOLVED THAT Sri M Srinivaasan, holding DIN: 00102387, who retires by rotation and being eligible for reappointment, be and is hereby reappointed as a Director of the Company.

5. Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules 2014, RBI Circular No.RBI/2021-22/25 Ref. No. DoS. CO.ARG/ SEC.01/ 08.91.001/2021-22 dated 27 April 2021 issued by Reserve Bank of India ("RBI") on "Guidelines for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCS (including HFCs)" ("RBI Guidelines") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. P N Raghavendra Rao & Co, Chartered Accountants (ICAI Firm Registration No: 003328S), be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of three (3) consecutive years from the conclusion of the 67th AGM till the conclusion of the 70th AGM of the Company on such remuneration plus out of pocket expenses, if any, as may be mutually agreed between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things and to take all decisions as it may deem fit in its absolute discretion to give effect to the above resolution

SPECIAL BUSINESS

6. Appointment of Sri. M Bhaskar (DIN: 02919393) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 and pursuant to Regulations 17 and 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Sri. M Bhaskar (DIN: 02919393), who was appointed as an Additional Director of the Company with effect from 8th August 2024 as per Section 161(1) of the Act and Article 81(a) of the Articles of Association of the Company in the

category of Non-Executive Independent Director and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 161 of the Act proposing the candidature of Sri. M Bhaskar for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of five (5) consecutive years commencing from 8th August 2024 to 7th August 2029 (both dates inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the above resolution.

7. Appointment of Sri. Advait Kurlekar (DIN: 00808669) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 and pursuant to Regulations 17 and 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (**"Listing Regulations"**), as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Sri. Advait Kurlekar (DIN: 00808669), who was appointed as an Additional Director of the Company with effect from 8th August 2024 as per Section 161(1) of the Act and Article 81(a) of the Articles of Association of the Company in the category of Non-Executive independent Director and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 161 of the Act proposing the candidature of Sri. Advait Kurlekar for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of five (5) consecutive years commencing from 8th August 2024 to 7th August 2029 (both dates inclusive) not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the above resolution.

8. Issue of Secured Redeemable, Non-Convertible Debentures ("NCDs") and / or other Debt Securities on private placement basis for an amount not exceeding ₹ 500 crores

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act 2013 (**"the Act"**) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 (**"the Rules"**) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (including any statutory modification(s) or re-enactment thereof for the time being in force) (**"NCS Regulations"**) read with the Master Circular, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (**"Listing Regulations"**) read with Master Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Papers and other Circulars, guidelines and notifications issued by Securities and Exchange Board of India (**"SEBI"**) as applicable, Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulations) Directions 2023 (**"RBI-MD-SBR"**) read with the circulars, notifications and guidelines issued by Reserve Bank of India, if applicable (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), Reserve Bank of India (Commercial Papers and Non-Convertible Debentures of original maturity up to one year) Directions 2024 (**"RBI Master Directions"**), the Memorandum and Articles of Association of the Company and subject to such other approvals as may be prescribed by regulatory authorities from time to time, the approval of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as **"the Board"**) which term shall be deemed to include any Committee duly constituted / authorized Committee of the Board) to make invitation(s), to subscribe and offer(s), issue and allot, Listed, Secured, Redeemable, Non-Convertible Debentures (**"NCDs"**), and/or other Debt Securities etc. on private placement basis, at such face value as may be permissible under the Act and RBI directions on private placement basis, for cash at par, premium and discount, in one or more tranches, for an amount not exceeding ₹ 500 crores, within the overall borrowing limits of the Company approved by the members

RESOLVED FURTHER THAT the Board be and is hereby authorized to:

- decide whether to issue NCDs, in one or more series or tranches;
- decide to list the tranches;
- finalize the other terms and conditions including the rate of interest, tenor and security cover thereof, the

consideration of the issue, utilization of the issue proceeds and all matters connected to it;

- d. decide on the timing of each tranche.
- e. decide on the persons to whom it can be issued, including companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals or such other person / persons eligible to subscribe; and
- f. do all such acts, deeds and things and give such directions and further to execute such documents, deeds, instruments and writings as may be deemed necessary, proper and desirable or expedient to give effect to the above Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Person(s) and /or Officer(s) of the Company, to give effect to the above resolutions.

NOTES:

1. Convening of Annual General Meeting through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility

Pursuant to the General Circular number 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA") read with its earlier Circulars 20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 02/2021 dated 13 January 2021, 21/2021 dated 14th December 2021, 02/2022 dated 5th May 2022 and 10/2022 dated 10th December 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") has, by its Circular Nos. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023, SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/ HO/CFD/ CMD2/ CIR/P/2022/62 dated 13th May 2022, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI /HO /CFD /CMD1 /CIR /P/ 2020/79 dated 12th May 2020 respectively (collectively referred to as "SEBI Circulars"), permitted companies whose AGMs are to be conducted on or before 30th September 2024, to hold their AGMs through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") not requiring the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") read with the above circulars issued in this regard, the 67th AGM of the Company is being held through VC/OAVM. The deemed venue for the 67th AGM shall be the Registered Office of the Company situated at 62, Dr Nanjappa Road, Coimbatore – 641 018, Tamilnadu, India.

Since the AGM will be held through VC / OAVM in accordance with the MCA / SEBI Circulars, the route map is not attached to the Notice.

2. In terms of Clause 3.A.II. of the General Circular No 20/2020 dated 5th May 2020, issued by MCA the matters of Special Business as appearing at Item Nos. 6 to 8 of the accompanying Notice are considered to be unavoidable by the Board and hence form part of this Notice.

3. Statement under Section 102 of the Act

The relevant Statement as required under Section 102 of the Act setting out the material facts in respect of Business under Item Nos. 5 to 8 are annexed

4. The relevant details of Director seeking re-appointment under Item No. 4 and appointment of Independent Directors under item Nos. 6 and 7 pursuant to Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is set out in **Annexure-1**.

5. Proxy(ies)

In terms of the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on behalf of the members and the Proxy need not be a Member of the Company. Since the AGM is conducted through VC/ OAVM only, the requirement of physical attendance of the members at the AGM has been dispensed with. Hence the facility for appointment of Proxy by members will not be available for this AGM and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

6. Quorum

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 Act.

Since the ensuing AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with.

7. Corporate Representations

Members of the Company under the category of Institutional Investors, if any, are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM to the scrutinizer at murali@skmco.com or coimbatore@linkintime.co.in.

8. Electronic dispatch of the AGM Notice and the Annual Report 2024

In terms of Section 101 and 136 of the Act read with the rules made thereunder and Regulation 36 of the Listing Regulations and in compliance of MCA and SEBI Circulars, the Notice of the 67th AGM along with the Annual Report for the year 2024 is being sent by electronic mode only to

the members whose e-mail addresses are registered with the Company / Depository Participants.

Members may also note that the Notice of 67th AGM along with the Annual Report for the year 2024 will also be made available on the Company's website, www.sakthifinance.com for their download. Members can request for a physical copy of the Annual Report 2024 by sending a request to the e-mail, investors@sakthifinance.com.

9. Record Date and Dividend

Tuesday, 3rd September 2024 has been fixed as the Record Date for payment of dividend to the equity shareholders.

The dividend on equity shares for the year ended 31st March 2024, as recommended by the Board of Directors and if declared at the AGM, will be paid/ dispatched by the Company, through permitted modes, on or after **Tuesday, 10th September 2024** to those shareholders or their mandatees:

- a. whose names appear as Members in the Register of Members of the Company as at the close of the business hours on **Tuesday, 3rd September 2024** in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission/ transposition of shares and lodged with the Company or Registrar and Transfer Agent on or before **Tuesday, 3rd September 2024**; and
- b. whose names appear as Beneficial Owners as at the close of the business hours on **Tuesday, 3rd September 2024** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in dematerialised form.

10. Tax Deducted at Source on Dividend

In terms of the provisions of the Income Tax Act 1961 ("IT Act"), dividend paid or distributed by a Company on or after 1st April 2020 shall be taxable in the hands of the members. Hence, the Company is required to deduct Tax at Source ("TDS") at the time of payment of dividend to the members at the prescribed rates. Details of the applicable tax rates for various categories of members and documentation required from them to claim exemption/ lower tax rates is set out in **Annexure-2** forming part of this Notice. Members are requested to update their Permanent Account Number ("PAN") with the Company/ Link Intime India Private Limited (in case shares are held in physical mode) and with depositories (in case shares are held in demat mode).

Members are requested to send the forms to the E-mail id, investors@sakthifinance.com, on or before **Tuesday, 3rd September 2024**. No documents will be accepted after **Tuesday, 3rd September 2024**.

In case the tax on dividend is deducted at a higher rate in the absence of receipt of the above details / documents

from the Members, there would still be an option available with the Members to file the return of income and claim an appropriate refund, if found eligible

11. Electronic Credit of Dividend

SEBI has made it mandatory for all Companies to use the bank account details provided by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to the Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service ("ECS")/National Electronic Clearing Service ("NECS")/National Electronic Fund Transfer ("NEFT") / Real Time Gross Settlement ("RTGS")/Direct Credit, etc.

The procedure for updation of mandate for receiving dividends directly in bank account through electronic clearing system or any other means in a timely manner is given below:

In case Equity Shares are held in physical form

Members are requested to send the following documents in original to Link Intime India Private Limited, "Surya", 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028 for change in / updation of bank details.

- a. Form ISR-1 along with the supporting documents. The Form is available on the website of the Company <https://www.sakthifinance.com/investor-information>.
- b. Form ISR-2 duly signed by the Shareholders
 - i. Copy of Bank Statement with Bank Name, Bank Account Number and IFS Code attested by Bank Manager or
 - ii. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - iii. Self-attested PAN Card copy of all holders; and
 - iv. Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the First holder as registered with the Company.

In case Equity Shares are held in electronic form

Members may note that their bank account details as provided by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/ addition/deletion in such bank account details. Accordingly, the Members holding equity shares in demat mode are requested to update their Electronic Bank Mandate with their respective Depository Participants ("DPs").

Further, please note that the instructions, if any, already given by the Members in respect of equity shares held in physical form, will not be automatically applicable to the dividend paid on equity shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate the Company shall dispatch the dividend warrant/ bankers' cheque/demand draft to such Members by post/courier/permitted modes.

12. Issuance of Securities only in Demat Mode

As per the Regulations 39 and 40 of the Listing Regulations, the Company shall issue securities in dematerialized form only while processing any requests from shareholders holding shares in physical mode in respect of i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission and viii. Transposition ("service requests").

The shareholders shall submit duly filled in Form ISR-4 along with requisite documents to RTA. The form ISR-4 is available in the website of the Company at <https://>

Brief procedure for updation of PAN, Bank Account, KYC and nomination details is given hereunder:

Type of Holder	Process to be followed		
Shareholders holding shares in physical form	Send a written request in the prescribed forms to Link Intime India Private Limited either by e-mail (duly e-signed) at coimbatore@linkintime.co.in or by post (Self attested and dated) to Link Intime India Private Limited, "Surya", 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028		
	To register PAN, e-mail address, bank details and other KYC details or updation therein	Form ISR-1	For forms, please refer Company's website at https://www.sakthifinance.com/investor-information/
	To update signature of securities holder	Form ISR-2	
	Declaration to opt out nomination	Form ISR-3	
	Form for requesting issue of Duplicate Certificate and other service requests for securities held in physical mode	Form ISR-4	
	For nomination as provided in the Rule 19(1) of the Companies (Share Capital and debenture) Rules 2014	Form SH-13	
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee	Form SH-14	

14. Procedure for Inspection of Registers and Documents

The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, Memorandum and Articles of Association (new) and any other relevant documents referred to in the Notice shall be made available electronically for inspection without any fee by the members during the AGM. Members seeking to inspect such documents can send e-mail to e-mail to csubramaniam@sakthifinance.com

All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m and 1.00 p.m. up to the date of the AGM.

www.sakthifinance.com/investor-information/. The RTA/ Company shall verify and process the service requests and thereafter issue a "Letter of Confirmation" to the shareholders in lieu of the physical share certificates. The "Letter of Confirmation" shall be valid for 120 days from the date of its issuance within which shareholders shall make a request to the Depository Participant for dematerializing the said shares. In case the shareholder fails to submit the demat request within the above period, RTA / Company shall credit the securities to Suspense Escrow Demat Account of the Company

13. Instructions to Furnish/Update PAN, Bank Account, KYC and Nomination Details

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 has mandated all physical shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details and Specimen Signature) with Companies. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes ("CBDT").

15. Transfer of Unclaimed/Unpaid Dividend and Shares to Investor Education and Protection Fund ("IEPF")

In accordance with Sections 124 and 125 of the Act, all unclaimed dividends up to the financial year ended 31st March 1997 and for the years ended 31st March 2007, 2011, 2012, 2013, 2014, 2015 and 2016 which remained unclaimed for a period of seven years have been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government. Members who have not encashed their dividend warrant(s) for the said years are requested to forward their claims by submitting Form IEPF-5, which is available on the website, www.iepf.gov.in.

The unclaimed dividends in respect of the following years will be transferred to IEPF on various dates as detailed below:

Financial Year	Due date for transfer to IEPF
2016-17: Dividend on Equity Shares	1st November 2024
2017-18: Dividend on Equity Shares	31st October 2025
2018-19: Dividend on Equity Shares	30th October 2026
2019-20: Dividend on Equity Shares	23rd January 2028
2020-21: Dividend on Equity Shares	4th November 2028
2021-22: Dividend on Equity Shares	5th November 2029
2022-23: Dividend on Equity Shares	28th October 2030

The Company urges all the Members to encash/claim their respective dividend(s) during the prescribed period. Members who have not encashed the dividend warrants so far in respect of the above periods are requested to make their claim to Link Intime India Private Limited well in advance of the above due dates.

The members may note that in case dividend is not claimed for seven consecutive years, besides transfer of the unclaimed dividend to IEPF, the Company shall transfer the shares in respect of which the dividend was so unclaimed to the dematerialized account of IEPF under Section 124(5) of the Act and the IEPF Rules. Accordingly, the Company has transferred 5,63,187 equity shares of ₹ 10 each to the dematerialized account of IEPF authority during the financial years 2018, 2019, 2020, 2021, 2022 and 2023.

The Company had sent individual notices to all the members whose shares were due to be transferred to IEPF Authority and had also published newspaper advertisements in this regard.

The details of such unclaimed dividends and shares for the financial years are available on the Company's website at www.sakthifinance.com and on the website of Ministry of Corporate Affairs at <https://www.iepf.gov.in>.

16. Green Initiative

Members are requested to support the Green Initiative by registering / updating their e-mail address, with the Depository Participant (in case of shares held in dematerialized form) or with Link Intime India Private Limited (in case, equity shares are held in physical form).

17. Scrutinizer

Sri. K. Murali Mohan, Chartered Accountant (ICAI Membership No. 14328) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Results declared along with Scrutinizer's Report shall be placed on the notice board of the Company, the Company's website, www.sakthifinance.com, and on the website of CDSL, www.evotingindia.com within two days after the voting on the Resolutions at the Sixty Seventh AGM of the Company and communicated to BSE Limited, where the equity shares of the Company are listed.

To facilitate Members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangement with Link Intime India Private Limited for registration of e-mail address in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address to Link Intime India Private Limited are required to provide

their e-mail address to Link Intime India Private Limited on or before 5:00 p.m. ("IST") on **Tuesday, 3rd September 2024**. This Notice and the procedure for remote e-Voting along with the log-in ID and password for remote e-Voting will be sent to the e-mail address provided by the member.

18. In case of any queries, Members may write to investors@sakthifinance.com or helpdesk.evoting@cdslindia.com.

19. Permanent Registration of their E-Mail Address

Members are requested to register their e-mail address, in respect of electronic holdings with their Depository Participants concerned and in respect of physical holdings with the Company's RTA, Link Intime India Private Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Phone : (0422) 4958995, 2539835-836, , E-mail: or coimbatore@linkintime.co.in.

20. Those Members who have already registered their e-mail address are requested to keep their e-mail address validated with their Depository Participants / Link Intime India Private Limited to facilitate servicing of notices/ documents / Annual Reports and other communications electronically to their e-mail address in future.

21. Online Dispute Resolution ("ODR") Mechanism:

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. In terms of this, after exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/> login and it can also be accessed through the Company's Website at <https://www.sakthifinance.com/investor-information>

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER

Pursuant to the provisions of Section 108 of the Act 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 Circulars issued by the Ministry of Corporate Affairs dated 13th January 2021, in continuation and read with its earlier Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.

Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Tuesday, 3rd September 2024**, shall be entitled to avail the facility

of remote e-voting as well as e-voting during the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date shall treat this Notice as an intimation only.

A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. **Tuesday, 3rd September 2024**, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or e-voting during the AGM by following the procedure mentioned in this part.

The remote e-voting will commence on **Saturday, 7th September 2024 at 9.00 a.m.** and will conclude on **Monday, 9th September 2024 at 5.00 p.m.** During this period, the members of the Company holding equity shares either in physical mode or in demat mode as on the cut-off date i.e. **Tuesday, 3rd September 2024** may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their shares on the paid-up equity share capital of the Company as on the cut-off date i.e. **Tuesday, 3rd September 2024**.

The Company has appointed Sri. K. Murali Mohan, Chartered Accountant (Membership No. 14328) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting during the AGM, in a fair and transparent manner.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY /DEPOSITORIES

For members holding shares in Physical form : Please provide necessary details like Folio No, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), Aadhaar (self-attested scanned copy) by e-mail to investors@sakthifinance.com or coimbatore@linkintime.co.in

For members holding equity shares in Demat form: Please update your e-mail id and mobile no. with your respective Depository Participant ("DP").

For Individual Demat Shareholders: Please update your email id and mobile no. with your respective depository participant ("DP") which is mandatory while e-Voting and joining virtual meetings through Depository.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding equity shares in demat mode.

Step 2: Access through CDSL e-voting system in case of shareholders holding equity shares in physical mode and non-individual shareholders in demat mode.

a. The voting period commences on **Saturday, 7th September 2024 at 9:00 a.m.** and concludes on **Monday, 9th September 2024 at 5:00 p.m.** During this period, shareholders of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Tuesday, 3rd September 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Members who have already voted prior to the meeting date would not be entitled to vote during the Meeting.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 and Regulation 44 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed entities in India. This requires registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

c. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single log-in credentials, through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

d. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Members are advised to update the details of their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

e. Pursuant to above SEBI Circular, log-in method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of Member	Log-in Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL's Easi / Easiest facility, can log-in through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log-in to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on log-in icon and select New System Myeasi. After successful log-in, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/Easi Registration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting login. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting service providers.
Individual Members holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Log-in" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Log-in" which is available under 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to NSDL

	Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Members (holding securities in Demat mode) log-in through their Depository Participants	You can also log-in using the log-in credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful log-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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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 log-in through Depository i.e. CDSL and NSDL

Log-in type	Helpdesk
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in log-in can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in log-in can 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

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

f. Log-in method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual shareholders holding securities in demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Log-in.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Members and other than individual members holding shares in Demat Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated/sent by the Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to log-in. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical mode will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their log-in

password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN of the Company, SAKTHI FINANCE LIMITED on which you choose to vote.
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p. If a demat account holder has forgotten the log-in password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- q. There is also an optional provision to upload Board Resolution / Power of Attorney, if any, uploaded which will be made available to scrutinizer for verification.
- r. **Additional facility for Non – Individual Members and Custodians - For remote e-voting only**
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the log-in details, a Compliance User should be created using the admin login and password.
 - The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the log-in will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodians, if any, should be uploaded in PDF format in the system for the scrutiniser to verify it.
 - Alternatively, Non Individual members are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote to the Scrutinizer and to the Company at the email address viz investors@sakthifinance.com, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify it.

INSTRUCTIONS FOR MEMBERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC / OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful log-in as per the instructions mentioned above for remote e-Voting.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
4. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants 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 above glitches.
7. For ease of conduct, members who would like to ask questions may send their questions in advance at least 7 (Seven) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at investors@sakthifinance.com and register themselves as a speaker.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

9. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.sakthifinance.com and on the website of CDSL i.e. www.cdslindia.com within two days of the passing of the Resolutions at the 66th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
12. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
13. Contact Details:

Company	Sakthi Finance Limited CIN: L65910TZ1955PLC000145 Regd. Office : 62, Dr Nanjappa Road, Coimbatore – 641 018 Phone : (0422) 2231471-74, 4236200 E-mail ID : sakthif_info@sakthifinance.com, investors@sakthifinance.com Website : www.sakthifinance.com
Registrar and Transfer Agent	Link Intime India Private Limited "Surya", 35, Mayflower Avenue, Behind Senthil Nagar Sowripalayam Road, Coimbatore – 641 028 Phone : (0422) 4958995, 2539835-836 E-mail ID : coimbatore@linkintime.co.in Website : www.linkintime.co.in
e-Voting Agency	Central Depository Services (India) Limited E-mail ID : helpdesk.evoting@cdslindia.com Toll free no. : 1800 22 55 33
Scrutinizer	K. Murali Mohan FCA (Membership No. 14328), Chartered Accountant, Coimbatore

QUERIES

In case you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact Toll free No. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call Toll free No 1800 22 55 33.

OTHERS

In case of joint holders attending the AGM, only such joint holder who is higher in order of name will only be entitled to vote.

Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on investors@sakthifinance.com, at least 7 days before the date of the meeting to enable the management to respond quickly.

STATEMENT OF MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT 2013

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 8 of the accompanying Notice dated 8th August 2024.

ORDINARY BUSINESS

Item No.5

Appointment of Statutory Auditors

M/s C S K Prabhu & Co, Chartered Accountants (Firm Registration No: 0024855), the existing Statutory Auditors, have been Statutory Auditors of the Company for the last three consecutive years, which is the maximum term for Statutory Auditors of Non-Banking Financial Companies as per RBI Circular on "Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" ("RBI Guidelines") dated 27th April 2021.

Members of the Company had, at the 64th Annual General Meeting ("AGM") of the Company held on 30th September 2021, appointed M/s CSK Prabhu & Co, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the 64th AGM till the conclusion of the 67th AGM.

In terms of the above RBI Guidelines, they have completed their term of three consecutive years with the Company and as per RBI Guidelines, the firm would be ineligible for re-appointment for such cooling period as specified in RBI Guidelines.

In view of the RBI Guidelines, the Company is required to appoint an audit firm to act as the Statutory Auditors of the Company for conducting the audit for a term of three (3) consecutive years.

In accordance with the requirement of the above RBI Guidelines, the Audit Committee and the Board of Directors have, based on the criteria of full-time partners, statutory and branch audit experience of the firm, capability, independent assessment, audit experience of NBFCs / banks etc, recommended the appointment of M/s P N Raghavendra Rao & Co , Chartered Accountants (Firm Registration No: 0033285), to act as the Statutory Auditors of the Company for a term of three (3) consecutive years to hold office from the conclusion of the 67th AGM till the conclusion of the 70th AGM of the Company to be held in the calendar year 2027, subject to the firm satisfying the eligibility norms each year.

M/s P N Raghavendra Rao & Co, Chartered Accountants (Firm Registration No: 0033285) is five decades old Chartered Accountant firm registered with The Institute of Chartered Accountants of India ("ICAI"). The firm was established and registered with ICAI in the year 1975. The firm has its Head Office at Coimbatore and has branch offices at Pune and Chennai. The firm is primarily engaged in providing audit and assurance services to a large set of clientele of varied sectors. They hold a valid Peer Review Certificate from the Peer Review Board of ICAI.

Disclosures as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") are given below:

a	Proposed statutory audit fee payable to auditors	Not exceeding an amount of ₹ 22.00 lakhs as statutory audit fees for the year ending 31st March 2025. The above fees excludes limited review and certification fees, applicable taxes and reimbursement of expenses.
b	Terms of appointment	M/s. P N Raghavendra Rao & Co, Chartered Accountants is recommended for appointment for a term of three consecutive years from the conclusion of the 67th AGM till the conclusion of the 70th AGM
c	Material change in fee payable	Due to increased operations, fees has been suitably increased.
d	Basis of recommendation and auditor's credentials	The recommendations are based on the fulfilment of the eligibility criteria prescribed by RBI Guidelines and the Companies Act 2013 with regard to the full-time partners, statutory and branch audit experience of the firm, capability, independent assessment, audit experience of NBFCs /banks etc.

	<p>Brief Profile of M/s P N Raghavendra Rao & Co, Chartered Accountants</p> <p>M/s P N Raghavendra Rao & Co ("PNR & Co") is a firm of Chartered Accountants (FRN: 0033285) headquartered in Coimbatore. The firm was founded in the year 1975 by Sri.P N Raghavendra Rao. The firm has its offices at Coimbatore, Pune and Chennai.</p> <p>The firm has experience in the Audit of the following Sectors: Sugar, Textiles, Automobile, Auto Components, Transportation, Alcoholic Products, IT and Software, Real Estate, Renewable Energy, Non-Banking Financial Companies, Banking Companies, Iron and Steel, Cement, Educational Institutions. Medical and Hospital, Elder Care, Hotels etc.</p> <p>The firm holds a valid Peer Review Certificate from the Peer Review Board of ICAI, New Delhi.</p>
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PNR & Co have declared / confirmed as under that:

- their appointment, if made, will be within the limits specified under the Act and that they are qualified to be appointed as Statutory Auditors in terms of the provisions of Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules 2014 and the RBI Guidelines.
- they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and hold valid certificate issued by the Peer Review Board of ICAI, New Delhi.
- their firm or any partner of the firm has no business relationship with the Company or its Promoter Company. They do not have any common partners and they are not under the same network of audit firms.
- there are no proceedings against the firm or any partner of the firm with respect to professional matters of conduct under the Chartered Accountants Act 1949 and the rules and regulations made thereunder or before any competent authority or any Court; and
- they do not have any affiliation / association with the rotated firm (M/s. CSK Prabhu & Co, Chartered Accountants) or with the Promoter of the Company.

Accordingly, the Board of Directors recommend the Ordinary Resolution set out in Item No.5 of the accompanying Notice for the consideration and approval of the members.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the passing of the Ordinary Resolution.

SPECIAL BUSINESS

Item No.6

Appointment of Sri. M Bhaskar (DIN: 02919393) as an Independent Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and pursuant to Sections 152 and 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Articles of Association of the Company, appointed Sri. MBhaskar (DIN: 02919393), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 8th August 2024 to 7th August 2029, additional Director will be recognised in the category of Non-Executive independent Director, subject to the approval of the Members at 67th AGM.

The detailed profile of Sri. M Bhaskar is given in the Annexure to the Notice of the 67th AGM.

The Company has received a notice from a Member under Section 160 of the Act, proposing the candidature of Sri. MBhaskar for the office of Independent Director of the Company.

The Company has received from Sri. M Bhaskar consent, declarations, confirmations and disclosures as per the requirements of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**"), including the following:

- consent in writing to act as director under Section 152(5) of the Act in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014.
- declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules 2014 that he is not disqualified under sub-section (2) of Section 164 of the Act from being appointed as a director of the Company.
- declaration confirming that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.
- confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

- e. confirmation in compliance with Securities and Exchange Board of India ("SEBI") Order dated 14th June 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 dated 20th June 2018 stating that he is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.
- f. confirmation that he satisfies the 'Fit and Proper' criteria as prescribed by the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions 2023 ("MD-SBR 2023").
- g. confirmation that Directorships/Committee Memberships are within the statutorily permitted limits; and
- h. confirmation that he is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs ("IICA").

Further, the Board of Directors have adopted a skill matrix consisting of core skills/ expertise /competencies required to be collectively possessed by the Board of Directors of the Company in the context of the running the business of the Company. As per self- assessment of the skill/ expertise/ competence made by Sri M Bhaskar and evaluated by the NRC and the Board of Directors, Sri. M Bhaskar possesses the required skill sets, expertise and experience as per the skill matrix approved by the Board of Directors of the Company and also meets the "Fit and Proper" criteria for director as prescribed under MD-SBR 2023.

In the opinion of the Board of Directors of the Company, Sri. M Bhaskar meets the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is a person of integrity and is independent of the management. The Board of the Directors considered that the appointment of Sri M Bhaskar as an Independent Director of the Company would immensely benefit the Company and it is desirable to avail his services as an Independent Director.

The proposed appointment is in line with the requirements of the Articles of Association of the Company, the Company's "Policy on Fit and Proper Criteria for appointment of Directors" and Nomination and Remuneration Policy of the Company.

Sri M Bhaskar shall be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act and for re-imbursment for expenses incurred in connection with attending Board / Committee meetings.

As per Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting of the Company or up to the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1c) of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, Sri. M Bhaskar can hold the office as an Additional Director (Independent) up to 10 September 2024, the date of 67th AGM.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall require approval of members by way of a Special Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of appointment would be available for electronic inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and will also be available on the website of the Company, www.sakthifinance.com.

Accordingly, the Board of Directors recommend passing of the Special Resolution as set out in Item No. 6 of the accompanying Notice for the approval of the members.

Details pursuant to Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, in respect of appointment of Sri M Bhaskar are also given in the Annexure to the Notice.

Except Sri. M Bhaskar, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Special Resolution proposed in **Item No. 6** of the accompanying Notice.

Item No.7

Appointment of Sri. Advait Kurlekar (DIN : 00808669) as an Independent Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and pursuant to Sections 152 and 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Articles of Association of the Company, appointed Sri. Advait Kurlekar (DIN: 00808669), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 8th August 2024 to 7th August 2029, additional Director will be recognised in the category of Non-Executive independent Director, subject to the approval of the Members at 67th AGM.

The detailed profile of Sri. Advait Kurlekar is given in the Annexure to the Notice of the 67th AGM.

The Company has received notice from a Member under Section 160 of the Act, proposing the candidature of Sri. Advait Kurlekar for the office of Independent Director of the Company.

The Company has received consent, declarations, confirmations and disclosures as per the requirements of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") from Sri Advait Kurlekar, including the following:

- a. consent in writing to act as director under Section 152(5) of the Act in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014.

- b. declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules 2014 that he is not disqualified under sub-section (2) of Section 164 of the Act from being appointed as a director of the Company.
- c. declaration confirming that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.
- d. confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- e. confirmation in compliance with Securities and Exchange Board of India ("SEBI") Order dated 14 June 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/ 14/2018-19 of dated 20 June 2018 stating that he is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.
- f. confirmation that he satisfies the criteria of 'Fit and Proper' as prescribed by the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions 2023 ("MD-SBR 2023").
- g. confirmation that Directorships/Committee Memberships of him are within the statutorily permitted limits and
- h. confirmation that he is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs ("IICA").

Further, the Board of Directors have adopted a skill matrix consisting of core skills/ expertise /competencies required to be collectively possessed by the Board of Directors of the Company in the context of the running the business of the Company. As per self- assessment of the skill/ expertise/ competence made by Sri. Advait Kurlekar and evaluated by the NRC and the Board of Directors, Sri. Advait Kurlekar possesses the required skill sets, expertise and experience as per the skill matrix approved by the Board of Directors of the Company and also meets the "Fit and Proper Criteria" for director as prescribed under MD-SBR 2023. In the opinion of the Board of Directors of the Company, Sri. Advait Kurlekar meets the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is a person of integrity and is independent of the management.

The Board of Directors considered that appointment of Sri. Advait Kurlekar as an Independent Director of the Company would immensely benefit the Company and it is desirable to avail his services as an Independent Director.

The proposed appointment is in line with the requirements of the Articles of Association of the Company, the Company's "Policy on Fit and Proper Criteria for appointment of Directors and Nomination and Remuneration Policy of the Company.

Sri. Advait Kurlekar shall be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act and for re-imbursement for expenses incurred in connection with attending Board / Committee meetings.

As per Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting of the Company or up to the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, Sri. Advait Kurlekar can hold the office as an Additional Director (Independent) up to 10 September 2024, the date of 67th AGM.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall require approval of members by way of a Special Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of appointment would be available for electronic inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and will also be available on the website of the Company, www.sakthifinance.com.

Accordingly, the Board of Directors recommend passing of the Special Resolution as set out in **Item No. 7** of the accompanying Notice for the approval of the members.

Details pursuant to Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, in respect of appointment of Sri. Advait Kurlekar are also given in the **Annexure** to the Notice.

Except Sri. Advait Kurlekar, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Special Resolution proposed at **Item No. 7** of the accompanying Notice.

Item No.8

Issue of Secured, Redeemable, Non-Convertible Debentures ("NCDs") and / or other Debt Securities on private placement basis for an amount not exceeding ₹ 500 crores

As per Section 42 and 71 of the Companies Act 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 ("Rules"), a Company which offers or makes an invitation to subscribe to Non-Convertible Debentures ("NCDs") on private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once in a year for all the offers and invitations for such during the year.

Accordingly, the members had approved issue of NCDs at a face value of ₹ 1,00,000 each up to ₹ 50 crore by postal ballot on 29 April 2024 which is valid up to one year from the date of passing the resolution.

Borrowings through NCDs and other debt securities, issued on private placement basis, form a significant source of funds for the Company.

The approval of the Members is being sought by way of a Special Resolution for the proposed issue of NCDs and/or other Debt Securities up to an amount of ₹ 500 Crore. Further, Members are requested to authorize the Board (including any committee thereof) to offer and issue NCDs on private placement basis, in one or more series or tranches, within the overall borrowing limits of the Company, as approved by the members (₹ 2,500 Crores) on 5 April 2014 through Postal Ballot.

The issue proceeds are expected to be used to fund the hire purchase finance operations of the Company and for general working capital requirements and Redemption of NCDs.

Disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules 2014, to the extent applicable, the material facts in relation to the above issue of NCDs and other debt securities are as follows:

Particulars of the offer including date of passing of Board resolution	Secured Redeemable, Non-Convertible Debentures ("NCDs") and Other Debt Securities in one or more series or tranches Date of Board Meeting : 8th August 2024
Kinds of securities offered and the price at which security is being offered	NCDs of Face Value of NCDs: ₹ 1,00,000 each or such other amount as may be applicable and decided by the Board.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable
Name and address of valuer who performed valuation	Not applicable
Amount which the company intends to raise by way of such securities	For an amount not exceeding ₹ 500 crores in aggregate
Material Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	Terms NCDs: 15 to 120 months Other Debt Securities : At the discretion of the Board of Directors at the time of Issue. Interest Rate: Not exceeding 12% per annum. Mode of payment: NEFT / Cheque / DD Repayment: NEFT / Cheque / DD on the date of maturity
Proposed time schedule for which the offer letter is valid	Valid for 1 year from the conclusion of the 67th Annual General Meeting
Purposes and objects of the offer	To finance the business operations and increased working capital requirements of the Company and redemption of NCDs.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Promoters or Directors may subscribe to the offer.
Principal terms of assets charged as security, if applicable	Secured NCDs: Security cover will be 100% of the Issue size

Accordingly, the Board of Directors recommend the Special Resolution set out in **Item No 8** of the accompanying Notice for the consideration and approval of the members.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, except to the extent of NCDs and other debt securities that may be subscribed to by their relatives or companies/firms in which they are interested.

8th August 2024
Coimbatore

Registered Office:

62, Dr Nanjappa Road, Coimbatore – 641 018

CIN : L65910TZ1955PLC000145

Phone : (0422) 2231471-74, 4236200

E-mail : investors@sakthifinance.com

Website : www.sakthifinance.com

For Sakthi Finance Limited
C Subramaniam
Company Secretary and Compliance Officer
FCS 6971

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE SIXTY SEVENTH ANNUAL GENERAL MEETING
 (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and
 Secretarial Standard 2 on General Meetings)

Name of the Director	Sri M Srinivaasan
Item No	4
Director Identification Number ("DIN")	00102387
Date of birth and age	2nd September 1966, 58 years
Date of first appointment on the Board	Appointed as Non-Executive Non-Independent Director on the Board of the Company with effect from 18th April 1994
Designation and Category of Director	Non-Executive, Non-Independent
Qualifications	B.E, M.B.A
No of Board Meetings attended during the year out of 9 meetings	5 out of 5
Expertise in specific functional areas	He holds a Bachelor's degree in Engineering from University of Mysore and a Master's Degree in Business Administration from Pennsylvania State University, USA. He has been the Managing Director of Sri Chamundeswari Sugars Limited since 1996. He is also the Joint Management Director of Sakthi Sugars Limited. He has experience of about 31 years in the field of sugar industry. He was the President of South India Sugar Mills Association, Karnataka between 1997-1999 and 2005-2008. He was also the President of Indian Sugar Mills Association, New Delhi, during the year 2012-13.
Directorships held in other Companies	Listed Public Companies Sakthi Sugars Limited Unlisted Public Companies a. A B T Limited b. Sakthi Properties (Coimbatore) Limited c. Sakthi Auto Component Limited d. The Gounder and Company Auto Limited e. Sri Chamundeswari Sugars Limited Private Limited Companies a. A B T Supply Chain Solutions Private Limited b. Chamundeswari Enterprises Private Limited c. Navamalai Holdings Private Limited d. SCSL Agro Private Limited Section 8 Companies Nachimuthu Industrial Association
Memberships / Chairmanships of committee across public companies	Audit Committee – Member: Sakthi Finance Limited, Sri Chamundeswari Sugars Limited Stakeholders' Relationship Committee – Member: Sri Chamundeswari Sugars Limited Information Technology ("IT") Strategy Committee – Member Sakthi Finance Limited
Name of the Listed entity from which the Director has resigned during past three (3) years	Not applicable
Terms and Conditions of re-appointment and details of remuneration sought	Sri M Srinivaasan shall be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act, re-imburement for expenses incurred in connection with attending Board / Committee meetings
No of equity shares held	2,51,355
Details of last drawn remuneration (including sitting fees) from the Company	₹ 2.70 lakhs
Relationship with other Directors	Brother of Dr. M Manickam, Chairman and Sri. M. Balasubramaniam, Vice Chairman and Managing Director

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE SIXTY SEVENTH ANNUAL GENERAL MEETING
 (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and
 Secretarial Standard 2 on General Meetings)

Name of the Director	Sri M Bhaskar
Item No	6
Director Identification Number ("DIN")	02919393
Date of birth and age	20th July 1962, 62 years
Date of first appointment on the Board	Appointed as an Additional Independent Director (Non-Executive) on the Board of the Company with effect from 8 August 2024
Designation and Category of Director	Non-Executive Independent Director
Qualifications	B Com, FCA, Graduate CMA
No of Board Meetings attended during the year out of 5 meetings	Not Applicable
Expertise in specific functional areas	He has been a practicing Chartered Accountant for more than 3 decades specializing in Managerial and Financial Advisory for Corporates covering the Sugar, Steel, Distillery, Paper and Textile and NBFC sectors. He has also served as Past President of The Auditors Association of Southern India, Coimbatore for 2 years. He has Served along with SITRA as the Economic Advisor for LESOTHO, a country in South Africa for the country's development projects. He has also Served as a Honorary Judicial Member in TANGEDCO, Consumer Redressal Forum, Coimbatore Metro for 3 years.
Directorships held in other Companies	Unlisted Public Companies PNR Prime Realty Limited
Memberships / Chairmanships of committee across public companies	Nil
Name of the Listed entity from which the Director has resigned during past three (3) years	Not applicable
No of equity shares held in the Company by himself and on beneficial basis for any other person	Nil
Terms and Conditions of appointment and details of remuneration sought to be paid	Sri M Bhaskar shall be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act re-imburement for expenses incurred in connection with attending Board / Committee meetings.
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Sri. M Bhaskar is a person of integrity and considering his qualifications, extensive knowledge and rich experience in finance and accounting, Managerial and Financial Advisory for Corporates covering the Sugar, Steel, Distillery, Paper and Textile and NBFC sectors, appointment of Sri. M Bhaskar is in the best interest of the Company. His association would be of immense benefit and add value to the Company and therefore, the Board recommends his appointment as an Independent Director to the members. In the opinion of the Board of Directors, Mr. M Bhaskar is independent of the management of the Company and fulfils the conditions specified in the Act, the rules made thereunder and Listing Regulations, for appointment as an Independent Director.
Details of last drawn remuneration (including sitting fees) from the Company	Not applicable
Relationship with other Directors	Nil

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE SIXTY SEVENTH ANNUAL GENERAL MEETING
 (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and
 Secretarial Standard 2 on General Meetings)

Name of the Director	Advait Kurlekar
Item No	7
Director Identification Number ("DIN")	00808669
Date of birth and age	30th March 1969, 55 years
Date of first appointment on the Board	Appointed as an Additional Independent Director (Non-Executive) on the Board of the Company with effect from 8 August 2024
Designation and Category of Director	Independent Director
Qualifications	BTech in IIT Mumbai, MMS from S.P Jain Management Institute and Research
No of Board Meetings attended during the year out of 5 meetings	Not Applicable
Expertise in specific functional areas	He has nearly 30 years of experience in industry, Management Consulting and Coaching, having worked in leading organisations like Tata Motors, AF Ferguson and PWC prior to starting Upohan Management Consultants in 2009. He has extensive expertise in the areas of business strategy, balanced scorecard and HR consulting and has led consulting projects across the range of sectors including BFSI, engineering, automotive, retail, Pharma, FMCG, hospitality, media and advertising. He is an alumini of IIT, Mumbai and has studied at Wharton Business School.
Directorships held in other Companies	Listed Public Companies Pradeep Metals Limited Private Limited Companies a. Upohan Management Consultants Private Limited b. Arthavid Financial Consultants Private Limited Section 8 Companies a. SPPU Research Park Foundation b. IIT Mumbai Alumni Association
Memberships / Chairmanships of committee across public companies	Audit Committee – Member: Pradeep Metals Limited Nomination and Remuneration Committee – Member: Pradeep Metals Limited
Memberships / Chairmanships of committee across public Companies	Nil
Name of the Listed entities from which the Director has resigned during past three (3) years	Not applicable
Terms and Conditions of re-appointment and details of remuneration sought	Sri Advait Kurlekar shall be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act, re-imbusement for expenses incurred in connection with attending Board / Committee meetings
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Sri. Advait Kurlekar is a person of integrity and considering his qualifications, extensive knowledge and rich experience in Industry, Management Consulting and Coaching, appointment of Sri. Advait Kurlekar is in the best interest of the Company. His association would be of immense benefit and add value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the members. In the opinion of the Board of Directors, Sri. Advait Kurlekar is independent of the management of the Company and fulfils the conditions specified in the Act, the rules made thereunder and Listing Regulations, for appointment as an Independent Director.
Details of last drawn remuneration (including sitting fees) from the Company	Not applicable
Relationship with other Directors	Nil

TDS INSTRUCTIONS ON DIVIDEND

The Income Tax Act, 1961 ("the IT Act"), as amended by the Finance Act 2020, mandates that dividends paid or distributed by a Company after 1 April 2020 shall be taxable in the hands of the members. Accordingly, the Company shall deduct tax at source (if applicable) at the time of making the payment of the Dividend, if declared at the 67th AGM.

The details given below provides the applicable Tax Deduction at Source ("TDS") provisions under the IT Act for Resident and Non-Resident shareholder categories, who are requested to take note of it

Table 1: For Resident Shareholders

The shareholders are advised to update their PAN (Permanent Account Number), if not already done with depositories (in case shares are held in demat mode) and with the Company's Registrar and Transfer Agents, Link Intime India Private Limited (in case shares are held in physical mode).

Category of Shareholders	TDS Rate	Exemption Applicability / Documents required
Any resident shareholder	10% with Valid PAN or 20% without PAN or Invalid PAN or Inoperative PAN	No TDS in the following cases: If dividend payable or likely to be paid to a resident individual shareholder during financial year 2024-25 does not exceed ₹ 5,000. If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to it. For shareholders who are considered as "Specified Persons" (refer footnote to Table 1) under Section 206AB of IT Act, higher tax rate shall apply. For Shareholders whose PAN are considered as Inoperative, Higher tax rate shall apply under Section 139AA of Income Tax Act Refer Footnote iii. For the purpose of TDS, the Company will verify the status (Specified Person or not) from the Government enabled on-line facility and accordingly will deduct the TDS.
Submitting Form 15G / Form 15H	Nil	Eligible shareholder providing Form 15G [applicable to Individuals (below the age of 60 years)] / Form 15H (applicable to an Individual aged 60 years and above) - on fulfilment of prescribed conditions.
Order under Section 197 of the IT Act	Rate provided in the order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies (Public / Other) or Mutual Funds specified under Section 10 (23D) or Alternative Investment Fund (covered by Notification No. 51/2015 dated 25 June 2015)	Nil	Self-declaration that it has full beneficial interest with respect to shares owned, along with documentary evidence such as self-attested copy of PAN card and registration certificate TDS shall be deducted at applicable rates if any of the above documents are not provided.
Corporation established by or under a Central Act, which is exempt from income-tax	Nil	Self-declaration along with documentary evidence that the person is covered under Section 196 of the IT Act

Footnotes:
Table 1:
'Specified person' means a person who has:

- not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of Section 139 has expired; and

ii. the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.

iii. **Inoperative PAN means** : A Person who is eligible to obtain an Aadhaar Card has to link their PAN and Aadhaar by 30th June 2023. PAN which is not linked with Aadhaar has become inoperative with effect from 1st July 2023.

Table 2: For Non-resident Shareholders

Category of Shareholders	TDS Rate	Exemption Applicability/ Documents required
Any non-resident shareholder [including Foreign Institutional Investors ("FII"), Foreign Portfolio Investors ("FPI")]	20% (plus applicable surcharge and cess) or DTAA rate, whichever is lower	<p>Non-resident shareholders (including FPI and FII shareholders) may opt for tax rate under Double Taxation Avoidance Agreement ("DTAA"). The Tax DTAA rate shall be applied for TDS on submission of following documents to the company :</p> <p>Self-attested copy of the PAN Card, if any, allotted by the Indian authorities.</p> <p>Self-attested copy of Tax Residency Certificate ("TRC") valid as on the AGM date for the FY 2024-25 or the calendar year 2024 obtained from the tax authorities of the country of which the shareholder is resident</p> <p>Self-declaration in Form 10F</p> <p>Self-declaration confirming not having a Permanent Establishment in India, eligibility to DTAA benefit and do not/ will not have place of effective management in India.</p> <p>TDS shall be deducted at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. The rate of surcharge shall be determined considering the dividend paid in the FY 2024-25.</p> <p>The Company is not obligated to apply the DTAA rates at the time of deduction/ withholding on dividend amounts. Application of DTAA rate shall depend upon the completeness of the documents (as required under the provisions of the IT Act) submitted by the non-resident shareholder.</p> <p>For shareholders who are considered as "Specified Persons" (refer footnote to Table 1) under Section 206AB of IT Act, higher tax rate as applicable would be deducted. For the purpose of TDS, the Company will verify the status (Specified Person or not) from the Government enabled on-line facility and deduct TDS accordingly. It may be noted that as per Section 206AB of IT Act, a non-resident who does not have a permanent establishment in India will not be considered as specified person.</p>
Submitting Order under Section 195(3) /197 of the IT Act	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.

Shareholders holding shares under multiple folios / demat accounts under different status / category under a single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

The Forms as mentioned in Table 1 and 2 can be accessed and downloaded from the website of the Company at the web-link <https://www.sakthifinance.com> and submit the applicable Forms to the Company's e-mail id, investors@sakthifinance.com, on or before **Thursday, 3rd September 2024**.