

☪ SAKTHI FINANCE

AN EDIFICE BUILT ON TRUST

SAKTHI FINANCE LIMITED

(CIN : L65910TZ1955PLC000145)

Registered Office: 62, Dr Nanjappa Road, Coimbatore – 641 018

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E-mail: sakthif_info@sakthifinance.com Website: www.sakthifinance.com

NOTICE TO MEMBERS

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of the members of the Company will be held on Monday, 28th September 2015 at 4.30.p.m at Smt. Padmavathi Ammal Cultural Centre, 1548, Avanashi Road, Peelamedu, Coimbatore - 641 004 to transact the following business.

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

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2015 including audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To confirm the Interim Dividend of ₹ 10 per share declared by the Board of Directors on Preference Shares.
3. To declare a *pro rata* dividend of ₹ 0.03 per share on Preference Shares (new).
4. To declare a dividend of ₹ 1 per share on Equity Shares.
5. To appoint a Director in place of Sri M Srinivaasan (DIN : 00102387), who retires by rotation and is eligible for appointment.

6. Ratification of appointment of Statutory Auditors

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

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder and pursuant to the recommendations of the Audit Committee and the Board, the appointment of M/s P N Raghavendra Rao & Co, Chartered Accountants (Firm Registration No.003328S) as the Statutory Auditors of the Company, to hold office up to the conclusion of the 59th Annual General Meeting of the Company (in respect of the financial year ending 31st March 2016), based on the approval by the Members at the 57th Annual General Meeting of the Company held on 27th September 2014 for a three year term, be and is hereby ratified and the Board of Directors be and is hereby authorised to fix their remuneration on the recommendation of Audit Committee.

SPECIAL BUSINESS

7. Appointment of Smt Priya Bhansali as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Priya Bhansali (DIN 00195848) who was appointed as an Additional Director of the Company on 31st March 2015 pursuant to Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and who has provided a declaration under Section 149(7) of the Companies Act 2013 confirming that she meets the criteria of independence, be and is hereby appointed as a Director in the category of an Independent Director to hold office for five (5) consecutive years commencing from the conclusion of forthcoming Annual General Meeting and she is not liable to retire by rotation.

8. Appointment of Sri K P Ramakrishnan as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act 2013 read with Companies (Appointment and Qualification

of Directors) Rules 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri. K P Ramakrishnan (DIN 07029959) who was appointed as an Additional Director of the Company on 30th May 2015 pursuant to Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and who has provided a declaration under Section 149(7) of the Companies Act 2013 confirming that he meets the criteria of independence, be and is hereby appointed as a Director in the category of an Independent Director to hold office for five (5) consecutive years commencing from the conclusion of forthcoming Annual General Meeting and he is not liable to retire by rotation.

9. Reappointment of Sri M Balasubramaniam as Managing Director of the Company

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

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act 2013 read with Rules made thereunder, approval of the company be and is hereby given to the appointment of Sri M Balasubramaniam (DIN: 00377053) as Managing Director of the company for a further period of five years with effect from 29th September 2015.

RESOLVED FURTHER THAT as Managing Director, Sri M Balasubramaniam be paid the following remuneration and perquisites, subject to the overall limits for payment of Managerial remuneration laid down under Section 197 read with Schedule V to the Companies Act 2013.

Salary	₹ 3,00,000 per month
Perquisites	Not exceeding the Annual Salary as may be decided by the Board of Directors from time to time. In addition to the salary, Sri M Balasubramaniam shall also be entitled to the following perquisites: a. Contribution to Provident and Superannuation Funds to the extent not taxable under the Income Tax Act 1961 b. Gratuity at the rate of half a month's salary for each completed year of service and c. Encashment of leave at the end of tenure as per the rules of the Company
Commission	3% on the Net Profits of the Company, subject to a maximum ceiling specified in Section V of Part II of Schedule V to the Companies Act 2013.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay to Sri M Balasubramaniam, the remuneration by way of salary and perquisites not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) or such other limit as may be prescribed by the government from time to time as minimum remuneration.

10. Private placement of Secured, Redeemable, Non-Convertible Debentures (SRNCDS) and / or other Debt Securities

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 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the rules, regulations, guidelines and circulars as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other requirements 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 offer, issue and allot, in one or more tranches, secured or unsecured Non-Convertible Debentures (NCDs), subordinated bonds and / or other debt securities on private placement basis during the period commencing from the fifty eighth Annual General Meeting until the conclusion of the fifty ninth Annual General Meeting up to an amount not exceeding ₹ 500 crore within the overall borrowing limits of the Company as approved by the Members on such terms and conditions as may be decided by the Board of Directors from time to time (including committees thereof), to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board of Directors of the Company (including the Committees thereof) may deem fit and on

terms most beneficial to the Company including the rate of interest, tenure and security cover thereof, the consideration of the issue, utilisation of the issue proceeds and all matters connected thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions and execute such documents, deeds, instruments and writings as may be deemed necessary, proper, desirable or expedient to give effect to the above Resolution.

NOTES

1. The Statement as required under Section 102 of the Companies Act 2013 setting out the material facts in respect of Special Business under Item Nos.7 to 10 is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is attached. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
3. As required under Clause 49(VIII)(E) of the Listing Agreement, the relevant details of directors seeking appointment /re-appointment under Item Nos. 7 to 9 are annexed. The Directors have furnished the requisite declarations for their appointment/re-appointment.
4. 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 Annual General Meeting.
5. The Register of Members and Share Transfer Books of the company will remain closed from Tuesday, 22nd September 2015 to Monday, 28th September 2015, both days inclusive.
6. The dividend, if declared at the Annual General Meeting, will be paid after 28th September 2015 to those persons or their mandatees:
 - a. whose names appear as Beneficial Owners as at the end of the business hours on Monday, 21st September 2015 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 electronic form; and
 - b. whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Share Transfer Agents on or before Monday, 21st September 2015.
7. All unclaimed dividends up to the financial year ended 31st March 1994 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed their dividend warrant(s) for the said years are requested to forward their claims to Registrar of Companies, Stock Exchange Building, Second Floor, 683 – 686, Trichy Road, Singanallur, Coimbatore – 641 005 in the prescribed Form No.II under The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules 1978.

The Company has also transferred all unclaimed dividends for the financial years ended 31st March 1995 to 1997 and for the year ended 31st March 2007 which remained unclaimed for a period of seven years to the Investor Education and Protection Fund. Members are informed that no claims shall lie against the fund or the company in respect of individual amounts which were unclaimed or unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of each such claim.

The unclaimed dividends in respect of the following years will be transferred to the Investor Education and Protection Fund (IEPF) on various dates as detailed below:

Financial Year	Due date for credit to IEPF
2010-11: Dividend on Equity Shares	28th September 2018
2011-12 Dividend on Equity Shares	27th September 2019
2012-13 Dividend on Equity Shares	26th September 2020
2013-14 Dividend on Equity Shares	27th September 2021

Members who have not encashed their dividend warrants for the above years are requested to claim the warrants before the above transfers.

The details of unclaimed dividends for the financial years 2010-11 to 2013-14 are available on the company's website at **www.sakthifinance.com**.

8. Shareholders are requested to provide Bank Account details such as Name of Account holder, Account Number, IFS Code and name of bank and branch to facilitate electronic transfer of dividend amount. The details may please be provided well in time in the form given in the Annual Report which will be sent to the members of the company.
9. Members holding shares in electronic form are informed that Bank particulars registered against their respective depository account will be used by the company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the members.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars.
11. Members holding shares:
 - a. in physical form are requested to:
 - i. intimate to the Company's Registrars and Share Transfer Agents, SKDC Consultants Limited, "Kanapathy Towers", Third Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006, the changes, if any, in their registered address at an early date.
 - ii. consolidate their holdings into a single folio in case they hold shares under multiple folios in the identical order of name.
 - b. in electronic form are requested to intimate to the respective Depository Participant, the changes, if any, in their registered addresses at an early date.
12. Members are requested to quote their Folio Number / Client ID / DP ID in all their correspondences.
13. Electronic copy of the Annual Report for 2015 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of it. For members who have not registered their e-mail ID, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 58th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail ID, physical copies of the Notice of the 58th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.sakthifinance.com for their download. The physical copies of the documents will also be available at the Company's Registered Office in Coimbatore for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for it, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: svenkatesh_shares@sakthifinance.com.

Voting through electronic means

In compliance with provisions of Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their right to vote at the 58th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

- a. Log on to the e-voting website www.evotingindia.com
- b. Click on "Shareholders" tab
- c. Now enter your User ID:
 - (i) For CDSL : 16 digits beneficiary ID
 - (ii) For NSDL : 8 character DP ID followed by 8 Digits Client ID
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company (6 Digit Alpha Numeric)
 - (iv) Next enter the image verification Code as displayed and click on Login.
- d. If you are holding shares in electronic form and had logged on to www.evotingindia.com and voted on an earlier e-voting of the Company, then your existing password must be used.
- e. For shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	Enter your 10 digit alpha numeric PAN issued by Income tax Department (applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none">1. Members who have not updated their PAN with the Company / Depository participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field.2. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with Sequence Number R1, then enter RA00000001 in the PAN field
DOB	Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said demat account or folio Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank Details field as mentioned in instruction (iv).

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. For Members holding shares in physical form, the login details can be used only for e-voting on the resolution contained in this Notice. On logging in, members holding shares in physical form will be directed to the Company selection screen.
- h. Members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the electronic holders for voting on resolutions of other companies, as well, 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. Click on EVSN for Sakthi Finance Limited.
- j. On the voting page, you will see Resolution Description and against it 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.
- k. Click on the "Resolutions File" Link if you wish to view the entire Notice.
- l. After selecting the Resolution you have decided to vote, 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 "CANCEL" and accordingly modify your vote.
- m. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the voting done by you.
- o. If an electronic account holder has forgotten the set password, then he has a "Forgot Password" option to reset the password.

- p. Note for Institutional Shareholders:
- Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, they have to create a Compliance user ID using the admin login and password. The Compliance user ID would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify it.
- q. In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) e-voting user manual available at www.evotingindia.co.in under help section or write an e-mail to helpdesk.evoting@cdslindia.com

Other instructions

- a. The e-voting period will commence on Friday, 25th September 2015 (9:00 a.m) and ends on Sunday, 27th September 2015 (5:00 p.m). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Monday, 21st September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. The voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date, Monday, 21st September 2015.
- c. Mr.K. Murali Mohan, Chartered Accountant (Membership No. 14328) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. In terms of Clause 35B of the Listing Agreement, those members who do not have access to e-voting facility may return the duly completed Ballot Form in the enclosed Self Addressed Business Reply Envelope so as to reach the Scrutinizer not later than 27th September 2015.

Members have the option to request for a physical copy of the Ballot Form by sending an e-mail to svenkatesh@sakthifinance.com by mentioning their Folio No./ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutiniser not later than 27th September 2015. Ballot Forms received after this date will be treated as invalid.

A Member can opt only for one mode of voting i.e. either e-voting or by Ballot. If a member casts votes by both these mode, then voting done through e-voting shall prevail and vote cast through Ballot shall be treated as invalid.

- e. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.sakthifinance.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the Resolutions at the 58th AGM of the Company on 28th September 2015 and communicated to BSE Limited, where the equity shares of the Company are listed.

By Order of the Board

7th August 2015
Coimbatore

S Venkatesh
Company Secretary
Membership No: FCS 7012

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.7 to 10 of the accompanying Notice dated 7th August 2015.

Item No.7

As per Section 161(1), Smt Priya Bhansali, who was appointed as an Additional Director (non-executive Independent Director) on 31st March 2015, holds office up to the date of the ensuing Annual General Meeting.

In compliance of Companies Act 2013, amended Listing Agreement and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors have proposed to appoint Smt Priya Bhansali, as an Independent Director of the Company for a term of five (5) consecutive years, commencing from the conclusion of forthcoming Annual General Meeting.

A detailed profile of the proposed Independent Director is given in the Annexure to the Notice of the Annual General Meeting.

Notice has been received from a Member proposing the candidature of the above Director for the office of a Director of the Company. Requisite deposit amount of ₹ 1,00,000 has also been received.

The proposed Independent Director has given a declaration to the Board that she meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013. In the opinion of the Board, Smt Priya Bhansali fulfills the conditions specified in the Companies Act 2013 and the Rules made thereunder for appointment as an Independent Director and is independent of the management.

The Board of Directors consider that the Independent Director's continued association would be of immense benefit to the Company and hence it is desirable to continue to avail her services as an Independent Director.

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

The Board of Directors recommend the resolution for the approval of members.

Except Smt Priya Bhansali, none of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested, in the Resolution.

Item No.8

As per Section 161(1), Sri K P Ramakrishnan, who was appointed as an Additional Director (non-executive Independent Director) on 30th May 2015, holds office up to the date of the ensuing Annual General Meeting.

In compliance of Companies Act 2013, amended Listing Agreement and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors have proposed to appoint Sri K P Ramakrishnan, as an Independent Director of the Company for a term of five (5) consecutive years, commencing from the conclusion of the forthcoming Annual General Meeting.

A detailed profile of the proposed Independent Director is given in the Annexure to the Notice of the Annual General Meeting.

Notice has been received from a Member proposing the candidature of the above Director for the office of a Director of the Company. Requisite deposit amount of ₹ 1,00,000 has also been received.

The proposed Independent Director has given a declaration to the Board that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013. In the opinion of the Board, Sri K P Ramakrishnan fulfills the conditions specified in the Companies Act 2013 and the Rules made thereunder for appointment as an Independent Director and is independent of the management.

The Board of Directors consider that the Independent Director's continued association would be of immense benefit to the Company and hence it is desirable to continue to avail his services as an Independent Director.

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

The Board of Directors recommend the resolution for the approval of members.

Except Sri K P Ramakrishnan, none of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested, in the Resolution.

Item No.9

Sri M.Balasubramaniam has been the Managing Director of the Company since 1990. His present term of office as Managing Director is valid up to 28th September 2015. Considering his significant contributions made to the company during his tenure of office, the Board of Directors have, at their meeting held on 7th August 2015, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members, reappointed him as Managing Director for a further period of five (5) years with effect from 29th September 2015 on the terms and conditions set out in the resolutions which are placed before the members for their approval.

He is also the Managing Director of Sakthi Sugars Limited from June 2013.

Under his able leadership, the Company has gained from strength to strength. Further, considering the qualifications and expertise, his continued association would be of immense benefit to the Company.

Details of his Directorships in other companies and Committee Memberships held in other public companies are given in the Annexure to the notice.

Sri M Balasubramaniam is deemed to be concerned or interested as it relates to his reappointment and remuneration. Dr M Manickam, Chairman and Sri M Srinivaasan, Director are interested in the reappointment of Sri M Balasubramaniam as relatives. None of the other Directors or Key Managerial Personnel or their relatives have any concern or interest in the resolution.

The Board of Directors recommend the resolutions for the approval of members.

Item No.10

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

NCDs, sub-ordinated bonds and other debt securities, issued on private placement basis constitute significant source of funding for the Company.

The approval of the Members is being sought by way of Special Resolution for the proposed issue of NCDs, sub-ordinated bonds and other debt securities. Further, Members are requested to authorize the Board (including any committee thereof) to offer and issue NCDs, sub-ordinated bonds and other debt securities on private placement basis, in one or more tranches, within the overall borrowing limits of the Company, as approved by the members from time to time.

The Board of Directors recommend the Resolutions at Item No.10 of the accompanying Notice, for the approval of the Members of the Company by way of Special Resolution.

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

By Order of the Board

S Venkatesh

Company Secretary

Membership No: FCS 7012

7th August 2015
Coimbatore

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 58TH ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49(VIII)(E) OF THE LISTING AGREEMENT

Name of Director	M Srinivaasan	Smt Priya Bhansali
Director Identification Number (DIN)	00102387	00195848
Date of birth and age	2nd September 1966 48 years	25th March 1966 49 years
Date of appointment on the board	18th April 1994	31st March 2015
Qualifications	B.E., M.B.A	B.Com, FCA, DISA
No of Board Meetings attended during the year	3	1
Expertise in specific functional areas	He holds a Bachelor's degree in Engineering and a Post Graduate degree in Business Administration. He has got rich and varied experience in sugar industry. At present, he is the Managing Director of Sri Chamundeswari Sugars Limited and Joint Managing Director of Sakthi Sugars Limited.	She is Partner of M/s Kumbhat & Co., Chartered Accountants. She is a practicing Chartered Accountant for more than 2 decades. She has experience and expertise in Direct Taxes, Audit, Joint Ventures, Foreign Direct Investment and International Taxation.
Directorships held in other companies	ABT Limited Sakthi Auto Component Limited Sakthi Management Services (Cbe) Limited Sakthi Properties (Cbe) Limited Sakthi Sugars Limited Sri Chamundeswari Sugars Limited The Gounder and Company Auto Limited Nachimuthu Industrial Association	Ishita Advisory Services Private Limited Sakthi Sugars Limited
Memberships / Chairmanships of committee across public companies	Audit Committee- Member: Sakthi Finance Limited Shareholders' and Investors Grievance Committee – Member: Sri Chamundeswari Sugars Limited	Nil
No of equity shares held	2,51,355	Nil
Last drawn Remuneration	Nil	Nil
Relationship with other directors	Brother of Dr MManickam, Chairman and Sri M Balasubramaniam, Vice Chairman and Managing Director	None

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 58TH ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49(VIII)(E) OF THE LISTING AGREEMENT

Name of Director	K P Ramakrishnan	M Balasubramaniam
Director Identification Number	07029959	00377053
Date of birth and age	16th October 1954, 60 years	6th May 1958, 57 years
Date of appointment on the board	30th May 2015	21st August 1985
No of Board Meetings attended during the year	NA	6
Qualifications	B. Tech (IIT), Chennai	M.Com., M B A
Expertise in specific functional areas	He had been the Chief General Manager of IDBI Bank Limited. Has got more than 30 years experience in Banking and Finance. At present he is the Chief Risk Officer of Shriram EPC Limited, Chennai	He has got rich experience in Finance and Business Administration
Directorships held in other companies	Winsome Yarns Limited	ABT Limited ABT Foods Retailing (India) Limited ABT Foundation Limited Sakthi Auto Component Limited Sakthifinance Financial Services Limited Sakthi Management Services (Cbe) Limited Sakthi Sugars Limited Sri Chamundeswari Sugars Ltd The Gounder and Company Auto Limited ABT Textiles Private Limited Anamallais Bus Transport Private Limited Sri Alagu Tex Private Limited Coimbatore Innovation and Business Incubator Nachimuthu Industrial Association
Memberships / Chairmanships of committee across public companies	Nil	Stakeholders Relationship Committee – Member: Sakthi Finance Limited Sakthi Sugars Limited Sri Chamundeswari Sugars Ltd
No of equity shares held	Nil	1,92,000
Last drawn Remuneration	Nil	₹ 46.12 lakhs
Relationship with other directors	None	Brother of Dr M Manickam, Chairman and Sri M Srinivaasan, Director

Route Map to the Venue of 58th Annual General Meeting



