

SAKTHI FINANCE

AN EDIFICE BUILT ON TRUST

SAKTHI FINANCE LIMITED

(CIN : L65910TZ1955PLC000145)

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

Phone: (0422) 2231471-74, 4236200

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

NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty First Annual General Meeting (**AGM**) of the members of the Company will be held on **Monday, 24th September 2018 at 12.00 Noon 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. Adoption of 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 2018 and the attached Reports of the Board of Directors and Auditors be and are hereby considered and adopted.

2. Confirmation of Interim and *pro rata* Dividend on Preference Shares

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

RESOLVED THAT an Interim Dividend of ₹ 10 per share on the 1,05,000 numbers of 10% Redeemable Cumulative Preference Shares of ₹ 100 each for the year ended 31st March 2018, declared by the Board of Directors on 28th March 2018 out of the profits of the company for the said year pursuant to Section 123(3) of the Companies Act 2013, be and is hereby confirmed.

RESOLVED FURTHER THAT the *pro rata* (interim) dividend of ₹ 0.76 per share on the 8,35,000 numbers of 9% Redeemable Cumulative Preference Shares of ₹ 100 each for the year ended 31st March 2018, declared by the Board of Directors on 28th March 2018 out of the profits of the company for the said year pursuant to Section 123(3) of the Companies Act 2013, be and is hereby confirmed.

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 ₹ 1 per equity share as recommended by the Board of Directors, be declared for the financial year ended 31st March 2018 on 5,00,00,000 numbers of equity shares of ₹ 10 each out of profits of the company for the said financial year as well as the previous financial years and the said dividend be paid to those shareholders whose names stand on the Register of Members in case the 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 shares are held in the electronic form, as on **Monday, 17th September 2018**.

4. Re-appointment of Dr M Manickam (DIN : 00102233), Director retiring by rotation, as a Director

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

RESOLVED THAT Dr. M. Manickam, holding DIN:00102233, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

5. Continuation of Directorship of Sri P S Gopalakrishnan (DIN 00001446), Non-Executive Independent Director for the remaining period of his present tenure, i.e. till 26th September 2019

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

RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (**Listing Regulations**),

as amended on 9th May 2018 and the applicable provisions of the Companies Act 2013, if any / Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Sri P S Gopalakrishnan (DIN 00001446), aged 83 years, as a Non-Executive Independent Director of the Company from 1st April 2019 till the conclusion of his present tenure, i.e. 26th September 2019, be and is hereby approved.

6. Issue of Secured or Unsecured, Redeemable, Non-Convertible Debentures (NCDs) and / or other Debt Securities on Private Placement basis

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 the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include the committee duly constituted / authorised committee of the Board) to offer, issue and allot, in one or more series or tranches, Secured or Unsecured Non-Convertible Debentures (NCDs), Subordinated bonds and / or other Debt Securities on private placement basis, listed/ unlisted, any time during a period of one year commencing from the date of this Annual General Meeting up to an amount not exceeding ₹ 750 crores within the overall borrowing limits of the Board of Directors in one or more tranches.

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

- a. decide whether to issue any tranche as secured or unsecured;
- b. decide whether to list any of the tranches;
- c. finalise the other terms and conditions including the rate of interest, tenure and security cover thereof, the consideration of the issue, utilisation 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; 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.

NOTES

1. At the 60th Annual General Meeting (AGM) held on 25th September 2017, M/s P K Nagarajan & Co., Chartered Accountants (Firm Regn No : 016676S) were appointed as Statutory Auditors of the Company for a term of five (5) years up to the conclusion of the 65th Annual General Meeting (AGM) of the Company. Pursuant to Section 139 of the Companies Act 2013, as amended, the ratification of their appointment is not required, in terms of notification No S.O 1833(E) dated 7th May 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, the ratification of their appointment is not proposed to be considered at this Annual General Meeting. It may be noted that the Auditors have provided the necessary certificates confirming their eligibility to undertake the audit for the financial year ending 31st March 2019.
2. 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 5 and 6 is annexed.
3. The relevant details relating to the Director seeking re-appointment under Item No 4, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (**Listing Regulations**) and as required under Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India is also annexed.
4. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote and such a proxy/ proxies need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty members and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights.**

5. The proxy form duly stamped and executed should be deposited at the Registered Office of the Company not less than forty eight hours before the time fixed for 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.
6. 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.
7. A route map showing directions to reach the venue of the 61st Annual General Meeting (AGM) is given at the end of the Notice.

8. Record Date, Book Closure and Dividend

- a. **Monday, 17th September 2018** has been fixed as the Record Date for payment of dividend to equity shareholders.
- b. The Register of Members (Equity Shareholders) and Share Transfer Books of the company will remain closed from **Tuesday, 18th September 2018 to Monday, 24th September 2018, both days inclusive.**
- c. The dividend, if declared at the Annual General Meeting, will be paid on or before **24th October 2018** to those persons or their mandatees:
 - whose names appear as Beneficial Owners as at the end of the business hours on **Monday, 17th September 2018** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the equity shares held in electronic form; and
 - whose names appear as Members in the Register of Members of the Company as holders of equity shares after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agent on or before **Monday, 17th September 2018.**

9. Unclaimed Dividends

Transfer to Investor Education and Protection Fund

- Pursuant to Sections 124, 125 of the Companies Act 2013, all unclaimed dividends up to the financial year ended 31st March 1997 and for the year ended 31st March 2007 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 to Registrar of Companies, Stock Exchange Building, Second Floor, 683-686, Trichy Road, Singanallur, Coimbatore - 641 005 in the prescribed form.
- 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 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
2014-15: Dividend on Equity Shares	28th September 2022
2015-16: Dividend on Equity Shares	29th October 2023
2016-17: Dividend on Equity Shares	29th October 2024

- Members who have not encashed their dividend warrants for the above years are requested to make their claims to the Company without delay. **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 is also required to transfer the shares in respect of which the dividend was so unclaimed to IEPF under Section 124(5) of the Companies Act 2013 and the IEPF Rules.**
- The full details of unclaimed dividends and shares for the financial years 2010-11 to 2016-2017 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>.

10. Payment of Dividend through electronic means

- 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.
 - 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 Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. **The members have to advise such changes only to their depository participant.**
11. **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 SHALL SUBMIT THEIR PAN DETAILS PARTICULARLY WITH THE PHOTO COPY OF PAN CARD TO THE COMPANY / REGISTRAR.**
12. **SEBI HAS, BY ITS NOTIFICATION NO. SEBI/LAD-NRO/GN/2018/24 DATED 8TH JUNE 2018, MANDATED THAT THE SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, WITH EFFECT FROM 5TH DECEMBER 2018. IN VIEW OF THIS, MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT DEPOSITORY PARTICIPANTS FOR ASSISTANCE IN THIS REGARD.**
13. Members holding shares:
- a. in physical form are requested to:
 - intimate to the Company's Registrars and Share Transfer Agent, 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.
 - consolidate their holdings into a single folio in case they hold shares under multiple folios with the identical order of name.
 - b. in electronic form are requested to intimate to the respective Depository Participants, the changes, if any, in their registered addresses at an early date.
14. Members are requested to quote their Folio Number / Client ID/ DP ID in all their correspondences.
15. Electronic copy of the Notice of the 61st Annual General Meeting of the Company 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 it. For members who have not registered their e-mail ID, physical copies of the Notice of the 61st Annual General Meeting of the Company indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Electronic copy of the Annual Report for the year 2018 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 physical copy of it. For members who have not registered their e-mail ID, physical copies of the Annual Report for the year 2018 is being sent in the permitted mode.
17. Members may also note that the Notice of the 61st Annual General Meeting and the Annual Report for the year 2018 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 any working day. Even after registering for e-communication, members are entitled to receive such communication and documents 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 investors **e-mail id: investors@sakthifinance.com.**

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 61st Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- a. The e-voting period begins on **Friday, 21st September 2018 (9.00 a.m)** and ends on **Sunday, 23rd September 2018 (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, 17th September 2018**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. The shareholder should log on to the e-voting website **www.evotingindia.com**
- c. Click on Shareholders
- d. 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.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are first time user, follow the steps given below:

For members holding Shares in Demat form and Physical 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 first two letters of their name and the last 8 digits of the sequence number in the PAN field.● 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
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 login If both the details are not recorded with the depository or company, please enter the member's ID / Folio Number in the Dividend Bank details field as mentioned in instruction (d)

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form 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 login 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for "Sakthi Finance Limited" on which you choose to vote.

- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the changed 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.
- r. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- s. **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login 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 login 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.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com** under help section or write an e-mail to **helpdesk.evoting@cdslindia.com**.

Other instructions

- The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date, **Monday, 17th September 2018**.
- 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.
- The facility of voting through Ballot Paper shall be made available at the venue of AGM. The Members who have not cast their vote earlier by remote e-voting can exercise the right to vote on the resolutions at the Annual General Meeting venue by being present in person/proxy.
- A Member can opt only for one mode of voting i.e. either through remote e-voting or by Ballot at the AGM. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and vote through Ballot shall be treated as invalid.
- 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 61st Annual General Meeting of the Company viz. on or before **26th September 2018** and communicated to BSE Limited, where the equity shares of the Company are listed.

9th August 2018
Coimbatore

By Order of the Board
For Sakthi Finance Limited

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 No 5 and 6 of the accompanying Notice dated 9th August 2018.

Item No. 5

Sri P S Gopalakrishnan has been a Non-Executive Independent Director of the Company since 2006. He is the former Chairman of IFCI Limited, Indian Overseas Bank and Oriental Bank of Commerce.

He was appointed as a Non-Executive Independent Director by the shareholders at the 57th Annual General Meeting held on 27th September 2014, for a consecutive term of five years from 27th September 2014 to 26th September 2019, not liable to retire by rotation.

Sri P S Gopalakrishnan is more than 75 years (aged 83 years) and hence his continuation of Directorship as a Non-Executive Independent Director, with effect from 1st April 2019 requires the approval of members by way of a Special Resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018.

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that in view of his rich and varied experience in banking and finance, his continued association would be of immense benefit to the company.

Hence, the Board of Directors recommend the proposal set out in the Notice (Item No 5 of the Notice) for consideration and approval of the members.

Except Sri P S Gopalakrishnan, none of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the resolution.

Item No.6

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.

Borrowings through NCDs, Subordinated bonds and other debt securities, issued on private placement basis constitute significant source of funds for the Company. The borrowings of the Company presently aggregate approximately to ₹ **805.12 crore**, of which Secured or Unsecured NCDs, Subordinated bonds and other debt securities, privately placed, aggregate approximately to ₹ **254.10 crore**.

The Company expects to borrow up to ₹ 750 crore by way of NCDs, Subordinated bonds and other debt securities for a period of one year during the period from the date of passing of this resolution. The issue proceeds are expected to be used to finance the hire purchase operations of the Company and for general corporate purposes.

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

Hence, the Board of Directors recommend the proposal set out in the Notice (Item No 6 of the Notice) for 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, Subordinated 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
For Sakthi Finance Limited

S Venkatesh

Company Secretary
Membership No: FCS 7012

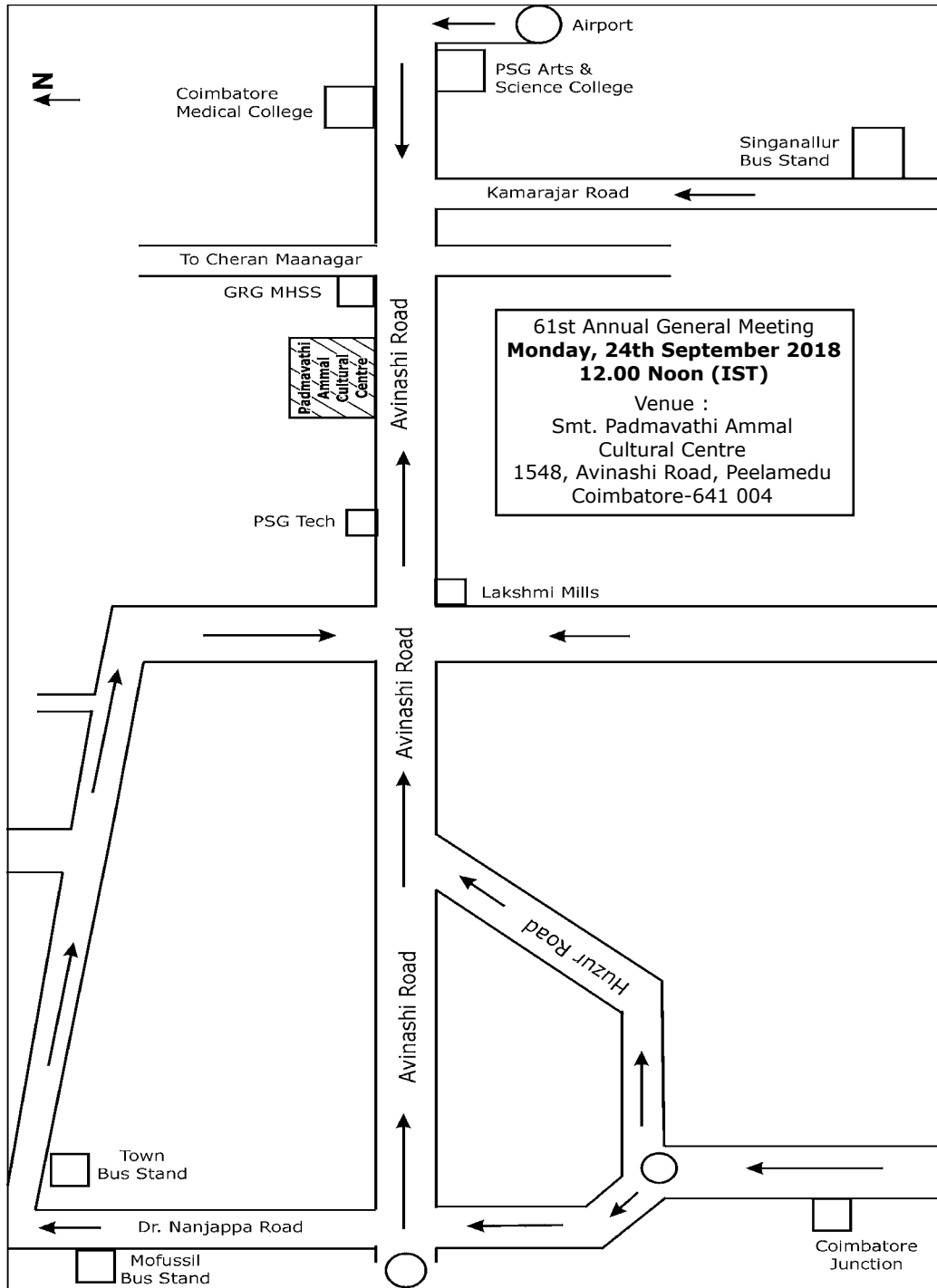
9th August 2018
Coimbatore

**DETAILS OF DIRECTORS SEEKING REAPPOINTMENT/CONTINUATION OF APPOINTMENT
AT THE 61ST 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	Dr. M. Manickam	P S Gopalakrishnan
Director Identification Number (DIN)	00102233	00001446
Date of birth and age	24th March 1956, 62 years	23rd August 1935, 83 years
Date of appointment on the board	11th December 1990	12th December 2006
Qualifications	Masters Degree in Statistics from Madras University and a Masters Degree in Business Administration from University of Michigan, USA	B.Com, LLB, AIB (London), Fellow of Economic Development Institute of World Bank, Washington
No of Board Meetings attended during the year	5	5
Expertise in specific functional areas	He has an experience of about 36 years in the field of Business and Industries. He plays an advisory role in SFL. He is the Chairman and Managing Director of Sakthi Sugars Limited. He is also Chairman and Managing Director of Sakthi Auto Component Limited. In recognition of his contribution for Management of Agro Processing Industries and Agricultural Development, he was awarded the "Doctor of Science" (Honoris Causa) by Tamilnadu Agricultural University, Coimbatore in July 2010. He was the President of Indian Sugar Mills Association (1996-97).	He is the Former Chairman of IFCI Ltd., Indian Overseas Bank and Oriental Bank of Commerce and has got rich and varied experience in the field of Banking and Finance
Directorships held in other companies	<ul style="list-style-type: none"> a. ABT Auto Investments Limited b. A B T Info Systems Private Ltd c. A B T Limited d. ABT Foods Retailing (India) Ltd e. Anamallais Bus Transport Private Limited f. Kovai Medical Center and Hospital Limited g. Nachimuthu Industrial Association h. Sakthi Auto Component Limited i. Sakthi Global Auto Holdings Ltd j. Sakthi Properties (Coimbatore) Limited k. Sakthi Sugars Limited l. Sri Chamundeswari Sugars Ltd m. The Gounder and Company Auto Limited 	<ul style="list-style-type: none"> a. Dharani Sugars and Chemicals Limited b. Kothari Sugars and Chemicals Limited c. Shriram General Insurance Company Limited

Membership / Chairmanship of committees across public companies	Stakeholders' Relationship Committee: Member: Sakthi Sugars Limited	Audit Committee: Chairman: Kothari Sugars and Chemicals Ltd Member: Dharani Sugars and Chemicals Ltd Nomination and Remuneration Committee: Chairman: Kothari Sugars and Chemicals Ltd Dharani Sugars and Chemicals Ltd
No of equity shares held	92,813	Nil
Last drawn Remuneration	Nil	Nil
Relationship with other directors	Brother of Sri. M. Balasubramaniam Vice Chariman and Managing Director and Sri. M. Srinivaasan, Director	None

Route Map to the Venue of 61st Annual General Meeting



☪ SAKTHI FINANCE

AN EDIFICE BUILT ON TRUST

SAKTHI FINANCE LIMITED

(CIN : L65910TZ1955PLC000145)

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

Phone: (0422) 2231471-74, 4236200

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

9th August 2018

Dear Shareholder,

AMENDMENT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 (LISTING REGULATIONS 2015)

SEBI has, by its Notification dated 8th June 2018, inserted a proviso to regulation 40 in Listing Regulations 2015 as detailed below:

"Provided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository".

This regulation will come into force with effect from **5th December 2018**.

As one of our company's esteemed share holders holding physical shares, we request you to take immediate steps to dematerialise your listed shares held in our company with any of the Depository Participants of your choice located in area/ town.

You may please note no physical transfer of shares will be effected after this date, i.e. 5th December 2018.

For your information, we furnish below the procedure as well as the benefits of dematerialisation of your shares.

PROCEDURE FOR DEMATERIALISATION OF SHARES	BENEFITS OF DEMATERIALISATION
<ul style="list-style-type: none">Shareholders should submit the duly filled in Demat Request Form (DRF) along with physical certificate(s) to the DP concernedDP intimates the relevant Depository of such requests through the systemDP submits the DRF and the Certificate(s) to the Company's RTAThe Company's RTA confirms the dematerialization request from DepositoryThe Company's RTA, after dematerialising the certificate(s), updates accounts and informs depository concerned regarding completion of dematerialisationDepository updates its accounts and informs the DPDP updates the demat account of the shareholderThe entire process should be completed within 21 days	<ul style="list-style-type: none">Elimination of bad deliveriesElimination of all risks associated with physical certificatesNo stamp duty on transfersImmediate transfer / trading of securitiesFaster settlement cycleFaster disbursement of non-cash corporate benefits like rights, bonus etcSMS alert facilityLower brokerage is charged by many brokers for trading in dematerialised securitiesPeriodic status reports and information available on internetEase related to change of address of investorElimination of problems related to transmission of demat sharesEase in portfolio monitoringEase in pledging the shares, if any

Yours faithfully
For Sakthi Finance Limited

S VENKATESH
Company Secretary