

SFL:AGM2015:141:2015-16

30th September 2015

BSE Limited
Floor 25, P.J. Towers
Dalal Street, Fort
Mumbai – 400 001

Fax No: 022- 22723121 / 22723719 /

22722309

Scrip Code: 511066

Email: <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a>

Kind Attn: Ms.Gunjan Jain

Asst.Manager, DCS

Madam,

## <u>Intimation of voting results at the 58th Annual General Meeting of the Company</u> <u>held on 28th September 2015 in terms of Clause 35A of the Listing Agreement</u>

We request you to refer our letter no. SFL:AGM2015:138:2015-16 dated 28th September 2015.

We wish to inform that the shareholders of the Company have approved all the items of business set out in the Notice dated 7th August 2015. The information pursuant to Clause 35A of the Listing Agreement is furnished below.

### 1) Particulars of AGM

SI.No	De	escription		Particulars
1	Date of Annual Ge	neral Meeting		28th September 2015
2	Total number of sh	areholders on	record date	14546
	(Cut- off date)	<u> </u>		
	No. of Shareholder	s present in th	e meeting eit	her in person or through proxy
	Shareholders	Present in Person	Present through Proxy	Total
3	Promoter and Promoter Group	14	14	
	Public	193	1	194
	Total	207	208	
4	No of Shareholde through Video conf		the meeting	Video Conferencing facility was not made available

# Ф SAKTHI FINANCE

# AN EDIFICE BUILT ON TRUST

## ii) Agenda-wise voting details:

SI No	Details of Agenda	Resolution required Ordinary / Special	Mode of Voting	Result
1	Adoption of the Financial Statements of the company for the year ended 31st March, 2015 and the reports of Board of Directors and Auditors	Ordinary	E-Voting & Poll	
2	Confirmation of Interim Dividend of Rs. 10 per share on Preference Shares	Ordinary	E-Voting & Poll	
3	Declaration of <i>pro rata</i> Dividend of Re.0.03 per share on Preference shares for the year ended 31st March 2015	Ordinary	E-Voting & Poll	
4	Declaration of dividend of Re.1 per share on Equity Shares for the year ended 31st March 2015	Ordinary	E-Voting & Poll	
5	Re-appointment of Sri. M. Srinivaasan as Director, who retires by rotation	Ordinary	E-Voting & Poll	All the resolutions
6	Ratification of appointment of M/s P.N.Raghavendra & Co, Chartered Accountants, as Statutory Auditors for the Financial year 2015-16	Ordinary	E-Voting & Poll	were passed with requisite majority
7	Appointment of Smt. Priya Bhansali as an Independent Director of the Company	Ordinary	É-Voting & Poll	
8	Appointment of Sri.K.P. Ramakrishnan as an Independent Director of the Company	Ordinary	E-Voting & Poll	
9	Reappointment of Sri.M.Balasubramaniam as Managing Director of the Company	Ordinary	E-Voting & Poll	
10	Private Placement of Secured, Redeemable, Non-Convertible, Debentures (SRNCD's) or other debt Securities	Special	E-Voting & Poll	



As required under Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, Company provided the following modes of voting.

- a. E-Voting facility to all the Shareholders.
- b. Physical Ballot to those shareholders who requested for the same.
- c. Poll process provided to those shareholders who did not participate in e-voting but attended the AGM.

The e-voting was held from 25th September 2015 to 27th September 2015.

In this connection, we enclose the following documents:

- a. Consolidated Voting Results in the prescribed format (Annexure -1).
- b. Consolidated Scrutinizers' Report (Annexure 2).

We also enclose three copies of Speech delivered by the Chairman at the 58th AGM (Annexure – 3).

We request you to take the documents on record.

Yours faithfully For Sakthi Finance Limited

S. Venkatesh

Company Secretary

Encl :(5)

SAKTHI FINANCE LIMITED, CBE					ANI	NNEXURE I		
Voting deta	ails for the business trai	nsacted at the	58th Annual G	eneral Meeting	held on 28th S	eptember	2015	
		No. of shares	>	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on	% of Votes against on
PARTICULARS	Promoter/ Public	(1)	polled (2)	shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	es [(4	
Recolution No 1 - Ordinary Recolun		7.04	1 0 1					
4 <u>2</u>	ublic Inctitution	271/0175	31/8/602	99.005	31/8/602	0	100.000	0.000
the year ended 31st March 2015 and	S	2200						
Reports of Directors and Auditors	Public - Others	17890675	11295618	63.137	11295411	207	99.998	0.002
	Grand Total	20000000	43083220	86.166	43083013	207	99.99	0.001
- Ordina	Promoter and Promoter Group	32107125	31787602	99.005	31787602	0	8	_ <b> </b>
Confirmation of payment of Interim Dividend of Rs. 10 per share on	Public - Institutional holders	2200						• 1
	Public - Others	19	11296218	63.140	11295216	1002	99.991	0.00
	Grand Total	20000000	43083820	86.168	182	1002		0.00
,	romoter						• [	
No 3 - Ordinary Keso	Promoter Group	3210/125	31787602	99.005	31787602	0	100.000	0.000
Rs.0.03 per share on Preference	olders	2200						
New)	Public - Others	17890675	11295248	63.135	11293496	1752	99.984	0.016
	Grand Total	20000000	43082850	86.166	43081098	1752	96.66	0.004
	romoter an	0.40			1			
No 4 - Ordinary Res	Promoter Group Public - Institutional	271/0175	31/8/602	99.005	31/8/602	0	100.000	0.000
ation of D	olders	2200						
Silale on Equity Silales.	Public - Others	17890675	11296048	63.139	11295441	607	99.995	0.005
	Grand Total	20000000	43083650	86.167	43083043	209	99.999	8
	Promoter and							
Resolution No 5 - Ordinary Resolun.	romot	32107125	31251434	97.335	31251434	0	100.000	0.000
nt of Sri.M.Sriniv	Public - Institutional holders	2200						
2	ublic	17890675	11296418	63.141	11294661	1757	99.984	0.016
	Grand Total	20000000	254785		254609	1757	966 66	0
						<b>-</b> [	<u>نا</u> ز	12.4%

Promoter and	SAKTHI FINANCE LIMITED, CBE		•			ANN	ANNEXURE I		
PARTICULARS Promoter/ Public Held (1) (2) (3) (3) (4) (4) (4) (4) (5) (4) (4) (5) (4) (4) (5) (4) (4) (4) (5) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4	Voting deta	for the business tr	cted at th	8th Annua	Meetin	on 28	ě	2015	
Utigon No 6 - Ordinary Resolun.         Promoter and power and power and power to frough a control of source and power to frough a condition of source and a	A A	Promoter/ Public	share (1)	No. of votes polled (2)	% of Votes Polled on shares (3)=[(2)/(1)]*	. of (4)	No. of Votes against (5)	of Votes i favour on otes pollec )=[(4)/(2)] 100	<u> </u>
toty Auditors and to fix their and fortal and fortal as a series are a series and fortal as a series and fortal as a series are a series and fortal as a series are a series and fortal as a series are a series and fortal as a series and fortal as a series are a series and fortal as a series and fortal as a series are a series and fortal as a series are a series and fortal as a series are a series and fortal as a series and fortal as a series are a series and and fortal as a series are and as a series are a series and and as a series are a series an	esolution No 6 - atification of App 1/s P N Raghaven	noter and noter Group ic - Institution	210712	178760	99.005	31787602	0	100.000	0.000
ution No 7 - Ordinary Resolum         Permoter and Promoter and	itors and to fix	lers lic - Other	220	12962	E .	1129491	1252	99 989	5
ution No 7 - Ordinary Resolun Independent Director.         Promoter and Dublic - Institutional Independent Director.         31787602         99.005         31787602         09.905         31787602         09.905         31787602         09.905         09.905         00.0000         00.00		nd Total	5000000	30838	•   •	43082593	1252	99.997	0.003
Intrinent of Snit. Pryag Bhansali, Interpret of Snit. Pryag Bhansali, Anders         Public - Institutional and Promoter and Director.         2200         43083550         86.168         43082221         927         99.992         0.0           ution No 8 - Ordinary Resolun. Public - Others         Promoter and Promoter and Director. Public - Institutional as an Independent Director.         Promoter and Promoter and Director. Public - Institutional as an Independent Director. Public - Institutional as an Independent Director. Public - Institutional as an Independent Director. Public - Institutional Director. Pu	No. 7	noter	210712	178760	99.005	31787602	0		0.000
Utilitie - Others         17890675         11296148         63.140         11295221         92.7         99.992         0.0           Commoter and Lotal         Fromoter and Souther Scients         Fromoter and Promoter Group         32107125         31787602         99.005         31787602         99.005         31787602         99.998         0.0           Ution No 8 - Ordinary Resolun. Politic - Others         Promoter Group Public - Others         12200         43083550         86.167         43082798         85.2         99.992         0.0           And Salary Resolun. Politic - Others         Promoter Group Public - Others         32107125         31251434         97.335         31251434         0.0         100.000         0.0           Amailam as Managing Director. And Cordinary Resolun. Public - Others         Promoter Group Public - Others         1129318         62.207         11128966         35.2         99.999         0.0           And Cordinary Resolun. Politic - Others         Promoter Group Public - Others         32107125         31287602         99.005         31787602         99.005         31787602         99.005           And Cordinary Resolun. Politic - Others         Promoter Group Promote	pointment of Smt. Priya	lic - In lers	20						
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ution No 8 - Ordinary Resolun.         Promoter and policins (Group policins) (Introduced no form) (Int		nd Tot	00000	308375	۳.	43082823	927	96:	· _•
International Public - Institutional International Public - Institutional International Public - Institutional International Public - Ordinary Resolum Promoter Group Of NCDs, subordinated debts of	×	Promoter and Promoter Group	210712	178760	99.005	31787602	0	00	
Lution No 9 - Ordinary Resolun         Promoter and maniam as Managing Director.         Promoter and promoter and promoter and and an aniam as Managing Director.         11296048         63.139         11295196         85.2         99.992         0.           ution No 9 - Ordinary Resolun         Promoter Group aniam as Managing Director.         Promoter Group aniam as Managing Director.         32107125         31251434         97.335         31251434         0         100.000         0           ution No 10 - Special Resolun. and int not exceeding Rs.500 crore and aniam as Managing Director.         Promoter Group aniam as Managing Director.         17890675         11129318         62.207         11128966         352         99.997         0            ution No 10 - Special Resolun. and aniam as Managing Director.         Promoter Group and of NCDs, subordinated debts         32107125         31787602         99.005         31787602         0         100.000         0           promoter Group and of NCDs, subordinated debts         Public - Institutional and debts         2200         43.732         99.967         0           product and bullic - Others         17890675         11295528         63.136         43079398         3732         99.991         0           product and bullic - Others         17890677         11295528         63.136         43079398         3732         99	이 노	Public - Institutional holders	20						
Circulary Resolun         Grand Total         50000000         43083650         86.167         43082798         852         99.998         0           Ution No 9 - Ordinary Resolun         Promoter and public - Institutional and maniam as Managing Director.         Promoter Group and public - Institutional as Managing Director.         32107125         31251434         97.335         31251434         0         100.000         0           Maniam as Managing Director.         Public - Institutional as Managing Director.         Public - Others         17890675         11129318         62.207         11128966         352         99.997         0           Molders         Promoter and of NCDs, subordinated debts         Promoter Group         32107125         31787602         99.005         31787602         0         100.000         0           Anders securities for an int not exceeding Rs.500 crore vote equing Rs.500 crore and bolic - Others         17890675         11295528         63.136         4307938         3732         99.991         0           Anders         Grand Total         50000000         43083130         86.166         43079398         3732         99.991         0	as an Ir	Public - Others	789067	129604	1	11295196	852	99.	•
ution No 9 - Ordinary Resolun.         Promoter and Promoter Group         32107125         31251434         97.335         31251434         0         100.000         0           pointment of Sri. M. Bala maniam as Managing Director.         Public - Institutional as Managing Director.         Public - Others         17890675         11129318         62.207         11128966         352         99.997         0           drion No 10 - Special Resolun. And Interestication and an interest and a public - Institutional and not exceeding Rs. 500 crore and an interest and a public - Others         32107125         31787602         99.005         31787602         0         100.000         0           not dexceeding Rs. 500 crore vate placement basis         Public - Others         17890675         11295528         63.136         3732         99.967         0           grand Total         50000000         43083130         86.166         43079398         3732         99.991         0		Grand Total	00000	308365	.1	43082798	852	96.	
ution No 9 - Ordinary Resolun         Promoter Group         32107125         31251434         97.335         31251434         0         100.000         0           sointment of Sri. M. Bala         holders         2200         42380752         11129318         62.207         11128966         352         99.997         0           grand Total         So000000         42380752         84.762         42380400         352         99.997         0           of NCDs, subordinated debts         Promoter and holders         2200         31787602         99.005         31787602         0         100.000         0           ther debt securities for an int not exceeding Rs.500 crore layed placement basis         Holders         17890675         11295528         63.136         11291796         3732         99.991         0           wate placement basis         Grand Total         50000000         43083130         86.166         43079398         3732         99.991         0		mot						1	
nolders         2200         Public - Others         17890675         11129318         62.207         11128966         352         99.997         0           drion No 10 - Special Resolun. ther debts securities for an int not exceeding Rs.500 crore grand placement basis         Promoter and product and product and product and product and placement basis         32107125         31787602         99.005         31787602         0         100.000         0           of NCDs, subordinated debts securities for an int not exceeding Rs.500 crore grand Total         holders         2200         11295528         63.136         11291796         3732         99.991         0	9-	ter -	210712	125143	7.33	125143	0	9	
wanism as Managing Director.         Public - Others         17890675         11129318         62.207         11128966         352         99.997         0           drion No 10 - Special Resolun. of NCDs, subordinated debts         Promoter and Differ and Solution and Intermediate debts         Promoter Group Promoter Group State and State and State and Intermediate debts are curities for an Intermediate debts and not exceeding Rs.500 crore Public - Others         17890675         11295528         63.136         11291796         3732         99.991         0           wate placement basis         Grand Total         50000000         43083130         86.166         43079398         3732         99.991         0	nt of Sri. M.Ba	د	7						
ution No 10 - Special Resolun. ther debts of Notice and the debts of varied placement basis         Grand Total Promoter and Decimal Resolun. The debt securities for an and the debt securities for an antimated debts. Solve core and the debt securities for an arrange debt securities for a dept securities for arrange debt securities for a dept securities	as Managing	ublic - Othe	90	112931		11128966	352	99	0.003
ution No 10 - Special Resolun.         Promoter and Dromoter and Dromoter Group         32107125         31787602         99.005         31787602         0         100.000         0           of NCDs, subordinated debts         Public - Institutional Holders         2200         2200         2200         2200         2200         3732         99.967         0           int not exceeding Rs.500 crore Public - Others         Public - Others         17890675         11295528         63.136         43079398         3732         99.991         0		nd To	50000000	238075	84.762	42380400	352	666.66	0.001
of NCDs, subordinated debts    Public - Institutional   2200	No 10 -	Promoter and	10712	178760	90 005	21787602			1
Public - Others         17890675         11295528         63.136         11291796         3732         99.967         0.           private placement basis         Grand Total         50000000         43083130         86.166         43079398         3732         99.991         0.	of NCDs, subordinated debts ther debt securities for an	c - In	220					4 1	• •
Private Placellie II Grand Total 50000000 43083130 86.166 43079398 3732 99.991 0.	ount not exceeding Ks.500 cror	ic - Other	067	12955		11291796	3732	96	
	private piacement	Grand Total	2000000	4308313		43079398	3732	99.99	

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S. VENKATESH

September 29, 2015

#### REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman
Sakthi Finance Limited
Regd.Office:62,Dr.Nanjappa Road,
Coimbatore-641018

Dear Sir,

I, K.Murali Mohan, FCA Practicing Chartered Accountant, Coimbatore was appointed by the Board of Directors of the Company at their meeting held on 7<sup>th</sup> August, 2015 to act as Scrutinizer for the 58<sup>th</sup> (Fifty Eighth) Annual General Meeting of the Equity Shareholders of "Sakthi Finance Limited" held on 28<sup>th</sup> September 2015 at 04.30 pm at Smt.Padmavathi Ammal Cultural Centre, 1548 Avanashi Road, Coimbatore 641004 for the purpose of scrutinizing the E-Voting process and Physical Ballot voting in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting carried out as per section 108 of the CompaniesAct,2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

- 1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 28<sup>th</sup> August, 2015 to vote on the proposed 10 (Ten) Resolutions as mentioned in the Notice of the Annual General Meeting of "Sakthi Finance Limited" (Item No.1 (One) to 10 (Ten) of the Notice of Annual General Meeting of Sakthi Finance Limited. The Members holding equity shares as on the cut-off date i.e. 21<sup>st</sup> September, 2015 were only considered for e-voting and for voting at the meeting venue.
- 2. The E-Voting period remained open from 09.00 AM on Friday 25<sup>th</sup> September, 2015 up to 05.00 PM on Sunday 27<sup>th</sup> September, 2015.
- 3. In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange Limited, the Company had provided to the shareholders, who do not have access to the E-Voting facility, an option to send their assent or dissent in writing on a ballot form by post.
- 4. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.

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- 5. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.
- 6. The Votes cast through E-Voting were unblocked on 29<sup>th</sup> September, 2015 around 11.00 am in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not in employment of the Company.
- 7. In tune with the Instructions contained in the instructions given for e-voting sent along with the Notice dated 7<sup>th</sup> August, 2015, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Ballot Form.
- 8. 74 Ballot Forms involving 12353 which were incomplete and/ or were otherwise defective had been kept separately.
- 9. I have collated the votes received through E-Voting process, Ballot forms received by post and Physical Ballot forms voted at venue and the same have been furnished hereunder.

	Resolution	Mode		For	didentina kirildakila da serina sina sina kira eta kira eta kira eta kira eta kira eta eta eta eta eta eta eta	Against		
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
	Adoption of Einappiel	E-Voting	6	659	100.000	0	0	0.000
	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2015 and	Ballot forms recd by post	219	39653534	99.999	9	207	0.001
1	Reports of Directors and Auditors (Ordinary resolution)	Ballot form at the AGM	97	3428820	100.000	0	0	0.000
		Total	322	43083013	100.000	9	207	0.000
2		E-Voting	6	659	100.000	0	0	0.000
	Confirmation of payment of Interim Dividend of Rs. 10	Ballot forms recd by post	214	39653339	99.997	15	1002	0.003
	per share on Preference shares (Ordinary resolution)	Ballot form at the AGM	97	3428820	100.000	0	0	0.000
		Toţal	317	43082818	99.998	15	207 (0 20	0.002
	Declaration of are rate	E-Voting	6	659	100.000	0	0	0.000
3	Declaration of pro rata Dividend of Rs.0.03 per share on Preference Shares	Ballot forms recd by post	205	39652219	99.997	17	1152	0.003
	(New) (Ordinary resolution)	Ballot form at the AGM	95	3428220	99.983	2	600	0.017
		Total	306	43081098	99.996	19	1752	0.004

	Declaration of Dividend of	E-Voting	6	659	100.000	0	0	0.00
4	Re.1 per share on Equity shares.	Ballot forms recd by post	219	39653664	99.999	10	507	0.00
	(Ordinary resolution)	Ballot form at the AGM	, 96	3428720	99,997	1	100	0.00
		Total	321	43083043	99.999	11	607	0.00
		E-Voting	6	659	100.000	0	. 0	0.00
5	Appointment of Sri.M.Srinivasan, Director	Ballot forms recd by post	218	39117216	99.997	10	1157	0.00
	who is retiring by rotation. (Ordinary resolution)	Ballot form at the AGM	95	3428220	99.983	2	600	0.01
<b></b>		Total	319	42546095	99.996	12	1757	0.00
	Ratification of Appointment of M/s P N Raghavendra Rao & Co as Statutory Auditors and to fix their remuneration. (Ordinary resolution)	E-Voting	, 6	659	100.000	0	0	0.000
6		Ballot forms recd by post	217	39653714	99.998	12	652	0.002
		Ballot form at the AGM	95	3428220	99.983	2	600	0.017
		Total	318	43082593	99.997	14	1252	0.003
7	Appointment of Smt. Priya Bhansali, as an Independent Director. (Ordinary resolution)	E-Voting	6	659	100.000	0	0	0.000
		Ballot forms recd by post	219	39653944	99.999	11	327	0.00
		Ballot form at the AGM	95	3428220	99.983	2	600	0.017
		Total	320	43082823	99.998	13	927	0.002
		E-Voting	6	659	100.000	0	0	0.000
8	Appointment of Sri. K.P.Ramakrishnan as an Independent Director.	Ballot forms recd by post	219	39653919	99.999	10	252	0.001
	(Ordinary resolution)	Ballot form at the AGM	95	3428220	99.983	2	600	0.017
		Total	320	43082798	99.998	12	852	0.002
		E-Voting,	6	659	100.000	0	0	0.000
9	Reappointment of Sri. M.Balasubramaniam as Managing Director.	Ballot forms recd by post	217	38950921	99.999	11	352	0.001
· :	(Ordinary resolution)	Ballot form at the AGM	97	3428820	100.000	0	0	0.000
		Total	320	42380400	99.999	11	352	0.001

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		E-Voting	6	659	100.000	0	0	0.000
10	Issue of NCDs, subordinated debts and other debt securities for an amount not	Ballot forms recd by post	203	39650019	99.991	22	3732	0.009
	exceeding Rs.500 crore on private placement basis	Ballot form at the AGM	96	3428720	100.000	0	0	0.000
	(Special resolution)	Total	305	43079398	99.991	22	3732	0.009

10. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 58<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of Sakthi Finance Limited, for safe custody.

Thanking you,

Yours faithfully,

(K. MURALI MOHAN) SCRUTINIZER