

☪ SAKTHI FINANCE

AN EDIFICE BUILT ON TRUST

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: corp.compliance@bseindia.com

Kind Attn: Ms.Gunjan Jain
Asst.Manager, DCS

Madam,

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

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

| Sl.No | Description | Particulars | | |
|-------|--|--|------------------------------|--------------|
| 1 | Date of Annual General Meeting | 28th September 2015 | | |
| 2 | Total number of shareholders on record date (Cut- off date) | 14546 | | |
| 3 | No. of Shareholders present in the meeting either in person or through proxy | | | |
| | Shareholders | Present in Person | Present through Proxy | Total |
| | Promoter and Promoter Group | 14 | - | 14 |
| | Public | 193 | 1 | 194 |
| | Total | 207 | 1 | 208 |
| 4 | No of Shareholders attended the meeting through Video conferencing | Video Conferencing facility was not made available | | |

Sakthi Finance Limited

62, Dr. Nanjappa Road Coimbatore - 641 018 | T: 0422 2231471/4 | F: 0422 2231915 | W: www.sakthifinance.com

CIN : L65910TZ1955PLC000145

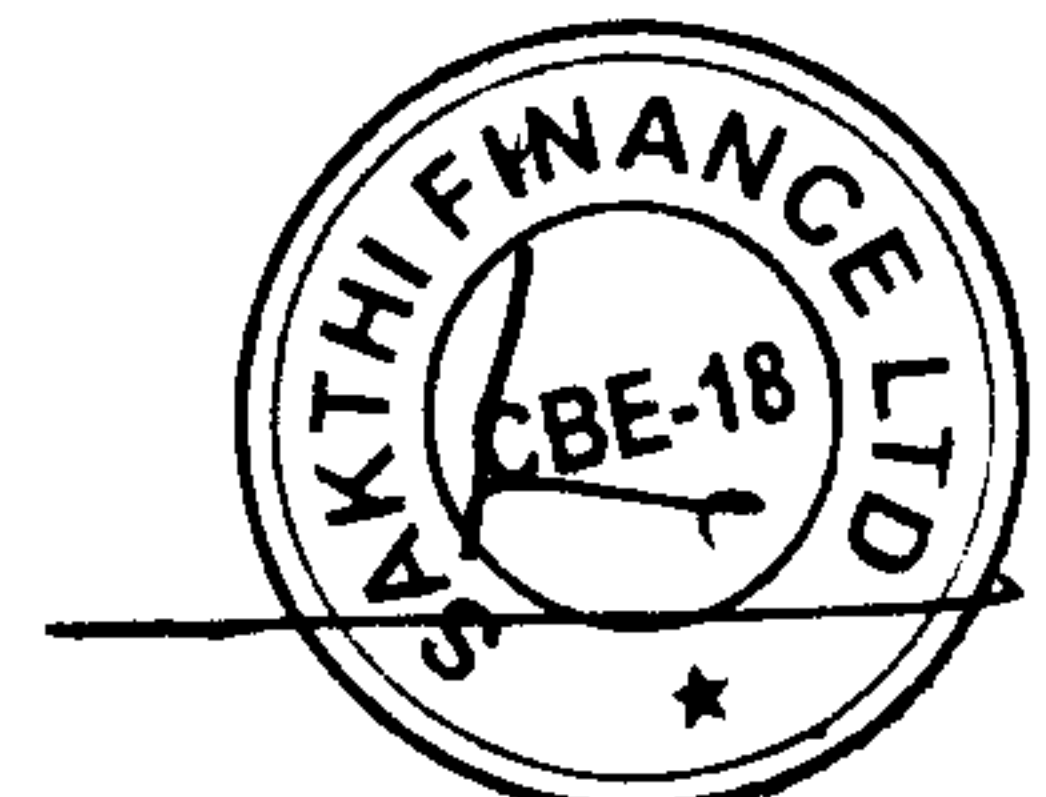


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ii) Agenda-wise voting details:

| 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 | All the resolutions were passed with requisite majority |
| 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 | |
| 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 | |
| 7 | Appointment of Smt. Priya Bhansali as an Independent Director of the Company | Ordinary | E-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 | |



 **SAKTHI FINANCE**
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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)


Voting details for the business transacted at the 58th Annual General Meeting held on 28th September 2015

| PARTICULARS | Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
|---|---|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Resolution No 1 - Ordinary Resolun. Adoption of Financial Statements for the year ended 31st March 2015 and Reports of Directors and Auditors | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11295618 | 63.137 | 11295411 | 207 | 99.998 | 0.002 |
| | Grand Total | 50000000 | 43083220 | 86.166 | 43083013 | 207 | 99.999 | 0.001 |
| Resolution No 2 - Ordinary Resolun. Confirmation of payment of Interim Dividend of Rs.10 per share on Preference shares | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11296218 | 63.140 | 11295216 | 1002 | 99.991 | 0.009 |
| | Grand Total | 50000000 | 43083820 | 86.168 | 43082818 | 1002 | 99.998 | 0.002 |
| Resolution No 3 - Ordinary Resolun. Declaration of pro rata Dividend of Rs.0.03 per share on Preference Shares (New) | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11295248 | 63.135 | 11293496 | 1752 | 99.984 | 0.016 |
| | Grand Total | 50000000 | 43082850 | 86.166 | 43081098 | 1752 | 99.996 | 0.004 |
| Resolution No 4 - Ordinary Resolun. Declaration of Dividend of Re.1 per share on Equity shares. | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11296048 | 63.139 | 11295441 | 607 | 99.995 | 0.005 |
| | Grand Total | 50000000 | 43083650 | 86.167 | 43083043 | 607 | 99.999 | 0.001 |
| Resolution No 5 - Ordinary Resolun. Appointment of Sri.M.Srinivasan, Director who is retiring by rotation. | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31251434 | 97.335 | 31251434 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11296418 | 63.141 | 11294661 | 1757 | 99.984 | 0.016 |
| | Grand Total | 50000000 | 42547852 | 85.096 | 42546095 | 1757 | 99.996 | 0.004 |

Voting details for the business transacted at the 58th Annual General Meeting held on 28th September 2015

| PARTICULARS | Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
|---|---|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Resolution No 6 - Ordinary Resolun. Ratification of Appointment of M/s P N Raghavendra Rao & Co as Statutory Auditors and to fix their remuneration. | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11296243 | 63.140 | 11294991 | 1252 | 99.989 | 0.011 |
| | Grand Total | 50000000 | 43083845 | 86.168 | 43082593 | 1252 | 99.997 | 0.003 |
| Resolution No 7 - Ordinary Resolun. Appointment of Smt. Priya Bhansali, as an Independent Director. | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11296148 | 63.140 | 11295221 | 927 | 99.992 | 0.008 |
| | Grand Total | 50000000 | 43083750 | 86.168 | 43082823 | 927 | 99.998 | 0.002 |
| Resolution No 8 - Ordinary Resolun. Appointment of Sri. K.P.Rama krishnan as an Independent Director. | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11296048 | 63.139 | 11295196 | 852 | 99.992 | 0.008 |
| | Grand Total | 50000000 | 43083650 | 86.167 | 43082798 | 852 | 99.998 | 0.002 |
| Resolution No 9 - Ordinary Resolun. Reappointment of Sri. M.Bala subramaniam as Managing Director. | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31251434 | 97.335 | 31251434 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11129318 | 62.207 | 11128966 | 352 | 99.997 | 0.003 |
| | Grand Total | 50000000 | 42380752 | 84.762 | 42380400 | 352 | 99.999 | 0.001 |
| Resolution No 10 - Special Resolun. Issue of NCDs, subordinated debts and other debt securities for an amount not exceeding Rs.500 crore on private placement basis | Promoter and Promoter Group Public - Institutional holders | 32107125 2200 | 31787602 | 99.005 | 31787602 | 0 | 100.000 | 0.000 |
| | Public - Others | 17890675 | 11295528 | 63.136 | 11291796 | 3732 | 99.967 | 0.033 |
| | Grand Total | 50000000 | 43083130 | 86.166 | 43079398 | 3732 | 99.991 | 0.009 |

For SAKTHI FINANCE LIMITED,



S. VENKATESH
Company Secretary

K. Murali Mohan F.C.A.
Chartered Accountant

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 7th August, 2015 to act as Scrutinizer for the 58th (Fifty Eighth) Annual General Meeting of the Equity Shareholders of "Sakthi Finance Limited" held on 28th 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 Companies Act, 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 28th 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. 21st 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 25th September, 2015 up to 05.00 PM on Sunday 27th 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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Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : murali@skmcoca.com

Resi : No. 9, Street No. 2, S.N. Das Layout, Coimbatore 641 012. Phone : 0422 2494193

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 29th 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 7th 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 | | | Against | | |
|--|---------------------------|----------------|-----------------|----------------|----------------|--------------|--------------|
| | | No. of Members | No. of Votes | % | No. of Members | No. of Votes | % |
| 1 Adoption of Financial Statements for the year ended 31 st March 2015 and Reports of Directors and Auditors (Ordinary resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | Ballot forms recd by post | 219 | 39653534 | 99.999 | 9 | 207 | 0.001 |
| | Ballot form at the AGM | 97 | 3428820 | 100.000 | 0 | 0 | 0.000 |
| | Total | 322 | 43083013 | 100.000 | 9 | 207 | 0.000 |
| 2 Confirmation of payment of Interim Dividend of Rs.10 per share on Preference shares (Ordinary resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | Ballot forms recd by post | 214 | 39653339 | 99.997 | 15 | 1002 | 0.003 |
| | Ballot form at the AGM | 97 | 3428820 | 100.000 | 0 | 0 | 0.000 |
| | Total | 317 | 43082818 | 99.998 | 15 | 1002 | 0.002 |
| 3 Declaration of pro rata Dividend of Rs.0.03 per share on Preference Shares (New) (Ordinary resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | Ballot forms recd by post | 205 | 39652219 | 99.997 | 17 | 1152 | 0.003 |
| | Ballot form at the AGM | 95 | 3428220 | 99.983 | 2 | 600 | 0.017 |
| | Total | 306 | 43081098 | 99.996 | 19 | 1752 | 0.004 |

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| | | | | | | | | |
|---|---|---------------------------|------------|-----------------|---------------|-----------|-------------|--------------|
| 4 | Declaration of Dividend of Re. 1 per share on Equity shares. (Ordinary resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | | Ballot forms recd by post | 219 | 39653664 | 99.999 | 10 | 507 | 0.001 |
| | | Ballot form at the AGM | 96 | 3428720 | 99.997 | 1 | 100 | 0.003 |
| | | Total | 321 | 43083043 | 99.999 | 11 | 607 | 0.001 |
| 5 | Appointment of Sri.M.Srinivasan, Director who is retiring by rotation. (Ordinary resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | | Ballot forms recd by post | 218 | 39117216 | 99.997 | 10 | 1157 | 0.003 |
| | | Ballot form at the AGM | 95 | 3428220 | 99.983 | 2 | 600 | 0.017 |
| | | Total | 319 | 42546095 | 99.996 | 12 | 1757 | 0.004 |
| 6 | 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 |
| | | 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 | 0.001 |
| | | Ballot form at the AGM | 95 | 3428220 | 99.983 | 2 | 600 | 0.017 |
| | | Total | 320 | 43082823 | 99.998 | 13 | 927 | 0.002 |
| 8 | Appointment of Sri. K.P.Ramakrishnan as an Independent Director. (Ordinary resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | | Ballot forms recd by post | 219 | 39653919 | 99.999 | 10 | 252 | 0.001 |
| | | Ballot form at the AGM | 95 | 3428220 | 99.983 | 2 | 600 | 0.017 |
| | | Total | 320 | 43082798 | 99.998 | 12 | 852 | 0.002 |
| 9 | Reappointment of Sri. M.Balasubramaniam as Managing Director. (Ordinary resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | | Ballot forms recd by post | 217 | 38950921 | 99.999 | 11 | 352 | 0.001 |
| | | Ballot form at the AGM | 97 | 3428820 | 100.000 | 0 | 0 | 0.000 |
| | | Total | 320 | 42380400 | 99.999 | 11 | 352 | 0.001 |

My

| | | | | | | | | |
|----|---|---------------------------|------------|-----------------|---------------|-----------|-------------|--------------|
| 10 | Issue of NCDs, subordinated debts and other debt securities for an amount not exceeding Rs. 500 crore on private placement basis (Special resolution) | E-Voting | 6 | 659 | 100.000 | 0 | 0 | 0.000 |
| | | Ballot forms recd by post | 203 | 39650019 | 99.991 | 22 | 3732 | 0.009 |
| | | Ballot form at the AGM | 96 | 3428720 | 100.000 | 0 | 0 | 0.000 |
| | | 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 58th 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