

September 27, 2014

**REPORT OF SCRUTINIZER  
[E-VOTING]**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
Sakthi Finance Limited  
Regd.off: No.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 9<sup>th</sup> August, 2014 to act as Scrutinizer for the 57<sup>th</sup> (Fifty Seventh) Annual General Meeting of the Equity Shareholders of "**Sakthi Finance Limited**" to be held on 27<sup>th</sup> September 2014 at 3.30 pm at Smt.Padmavathi Ammal Cultural Centre, 1548,Avanashi Road, Peelamedu, Coimbatore 641004 for the purpose of scrutinizing the E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The E-Voting period remained open from 09.00 AM on Sunday 21<sup>st</sup> September, 2014 upto 06.00 PM on Tuesday 23<sup>rd</sup> September, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 22<sup>nd</sup> August, 2014 (cut-off date), who were entitled 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.
3. The Votes cast through E-Voting were unblocked on 24<sup>th</sup> September, 2014 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.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
5. In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange Limited and Madras Stock Exchange of India Limited, the Company has 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 postal ballot. The postal ballot forms were dispatched to the shareholders along with the Notice of 57<sup>th</sup> Annual General Meeting of the Company and a self addressed Business Reply Envelope. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 22<sup>nd</sup> August, 2014. The last date for receipt of the physical ballot forms was on 23<sup>rd</sup> September 2014. The physical ballot forms received upto the last date stated above, were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. S.K.D.C. Consultants Limited, Coimbatore.

6. In tune with the Instructions contained in the instructions given for e-voting and postal ballot voting sent along with the Notice dated 9<sup>th</sup> August, 2014, in respect of members who have voted in both modes (i.e. Postal Ballot Form and through E-Voting), I have considered only E-Voting by not reckoning the voting done through Postal Ballot Form.
7. The abstract of share holders who have not voted either For or Against and abstained from voting is given below

sl.	Resolution	No.of persons	No.of votes
1	Adoption of Financial Statements for the year ended 31.03.2014 (Ordinary resolution)	4	900
2	Confirmation of payment of Interim Dividend of Rs.10 per share on Preference shares (Ordinary resolution)	3	850
3	Declaration of Dividend of Rs.1 per share on Equity shares (Ordinary resolution)	6	6775
4	Appointment of M/s P N Raghavendra Rao & Co as Auditors and to fix their remuneration. (Ordinary resolution)	5	1000
5	Appointment of Sri.A.Shanmugasundaram, as an Independent Director. (Ordinary resolution)	5	1000
6	Appointment of Sri.S.Ragothaman, as an Independent Director. (Ordinary resolution)	3	300
7	Appointment of Dr.A.Selvakumar, as an Independent Director. (Ordinary resolution)	6	1100
8	Appointment of Sri.P.S.Gopalakrishnan as an Independent Director. (Ordinary resolution)	6	1100
9	Issue of Non Convertible Debentures on private placement basis.(Special Resolution)	9	1500
10	Issue of Redeemable Cumulative Preference Shares for an amount not exceeding Rs.20 Crores on private placement basis. (Special Resolution)	13	2001

8. Fifty one Ballot Forms for 13878 shares, were incomplete and/ or were otherwise defective.
9. Facility was also provided at the Annual General Meeting for casting of vote by way of a poll for share holders who had not voted either electronically or through postal ballot. A separate report is being given in respect of the poll conducted at the AGM.
10. I have collated the votes received through E-Voting, Postal Ballot Process and Poll at AGM 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 31.03.2014 (Ordinary resolution)	E-Voting	7	6001	100.000	0	0	0.000
	Postal Ballot	382	34378079	99.998	11	659	0.002
	Poll at AGM	41	16670	100.000	0	0	0.000
	<b>Total</b>	<b>430</b>	<b>34400750</b>	<b>99.998</b>	<b>11</b>	<b>659</b>	<b>0.002</b>
2 Confirmation of payment of Interim Dividend of Rs.10 per share on Preference shares (Ordinary)	E-Voting	7	6001	100.000	0	0	0.000
	Postal Ballot	372	34375329	99.990	22	3459	0.010
	Poll at AGM	40	16570	99.400	1	100	0.600
	<b>Total</b>	<b>419</b>	<b>34397900</b>	<b>99.990</b>	<b>23</b>	<b>3559</b>	<b>0.010</b>
3 Declaration of Dividend of Rs.1 per share on Equity shares (Ordinary resolution)	E-Voting	7	6001	100.000	0	0	0.000
	Postal Ballot	378	34371154	99.995	14	1809	0.005
	Poll at AGM	40	16570	100.000	0	0	0.000
	<b>Total</b>	<b>425</b>	<b>34393725</b>	<b>99.995</b>	<b>14</b>	<b>1809</b>	<b>0.005</b>

*My*



4	Appointment of M/s P N Raghavendra Rao & Co as Auditors and to fix their remuneration. (Ordinary resolution)	E-Voting	7	6001	100.000	0	0	0.000
		Postal Ballot	379	34377554	99.997	14	1184	0.003
		Poll at AGM	38	15970	96.379	2	600	3.621
		<b>Total</b>	<b>424</b>	<b>34399525</b>	<b>99.995</b>	<b>16</b>	<b>1784</b>	<b>0.005</b>
5	Appointment of Sri.A.Shanmugasundaram, as an Independent Director. (Ordinary resolution)	E-Voting	7	6001	100.000	0	0	0.000
		Postal Ballot	368	34374704	99.988	25	4034	0.012
		Poll at AGM	40	16570	100.000	0	0	0.000
		<b>Total</b>	<b>415</b>	<b>34397275</b>	<b>99.988</b>	<b>25</b>	<b>4034</b>	<b>0.012</b>
6	Appointment of Sri.S.Ragothaman, as an Independent Director. (Ordinary resolution)	E-Voting	7	6001	100.000	0	0	0.000
		Postal Ballot	371	34375904	99.990	24	3534	0.010
		Poll at AGM	40	16570	100.000	0	0	0.000
		<b>Total</b>	<b>418</b>	<b>34398475</b>	<b>99.990</b>	<b>24</b>	<b>3534</b>	<b>0.010</b>
7	Appointment of Dr.A.Selvakumar, as an Independent Director. (Ordinary resolution)	E-Voting	7	6001	100.000	0	0	0.000
		Postal Ballot	373	34375979	99.992	19	2659	0.008
		Poll at AGM	40	16570	100.000	0	0	0.000
		<b>Total</b>	<b>420</b>	<b>34398550</b>	<b>99.992</b>	<b>19</b>	<b>2659</b>	<b>0.008</b>
8	Appointment of Sri.P.S.Gopalakrishnan as an Independent Director. (Ordinary resolution)	E-Voting	7	6001	100.000	0	0	0.000
		Postal Ballot	368	34374704	99.989	24	3934	0.011
		Poll at AGM	40	16570	100.000	0	0	0.000
		<b>Total</b>	<b>415</b>	<b>34397275</b>	<b>99.989</b>	<b>24</b>	<b>3934</b>	<b>0.011</b>
9	Issue of Non Convertible Debentures on private placement basis. (Special Resolution)	E-Voting	6	4001	66.672	1	2000	33.328
		Postal Ballot	354	34364746	99.961	35	13492	0.039
		Poll at AGM	35	7152	43.162	5	9418	56.838
		<b>Total</b>	<b>395</b>	<b>34375899</b>	<b>99.928</b>	<b>41</b>	<b>24910</b>	<b>0.072</b>
10	Issue of Redeemable Cumulative Preference Shares for an amount not exceeding Rs.20 Crores on private placement basis. (Special Resolution)	E-Voting	6	4001	66.672	1	2000	33.328
		Postal Ballot	349	34364745	99.962	36	12992	0.038
		Poll at AGM	35	7152	43.162	5	9418	56.838
		<b>Total</b>	<b>390</b>	<b>34375898</b>	<b>99.929</b>	<b>42</b>	<b>24410</b>	<b>0.071</b>

11. 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 57<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.MUARALI MOHAN)  
SCRUTINIZER