

SFL:LR30:043:2025-26

May 29, 2025

BSE Limited
(BSE Code:511066)
25 Floor, Phiroze Jeejeebhoy Towers
Dalai Street, Fort
Mumbai - 400 001

ISIN: INE302E01014

Through: BSE On-line filing portal

Dear Sir/Madam,

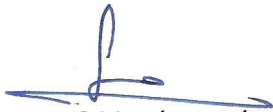
Annual Secretarial Compliance Report for the year ended March 31, 2025 as per Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations") read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

In terms of Regulation 24(A) of the Listing Regulations read with SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, we submit an Annual Secretarial Compliance Report of the Company for the year ended March 31, 2025 issued by M/s Sriram Krishnamurthy & Co, Company Secretaries and Secretarial Auditors of the Company.

The above disclosure is also being made available on the website of the Company, www.sakthifinance.com.

We request you to take the document on record.

Yours faithfully
For Sakthi Finance Limited



S Venkatesh
Company Secretary and
Chief Compliance Officer
FCS 7012



End: (1)



Sriram Krishnamurthy & Co.,
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries

Annual Secretarial Compliance Report

for the financial year ended 31st March 2025

[Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,

Sakthi Finance Limited

[CIN: L65910TZ1955PLC000145]

62, Dr. Nanjappa Road, Coimbatore – 641 018.

A. We have examined:

- (i) all the **documents and records** made available to us and information, explanation and representations provided by the key managerial personnel of **Sakthi Finance Limited** ('the listed entity');
- (ii) the **filings/** submissions made by the listed entity to the stock exchange viz; BSE Limited (BSE), on which its Equity shares and Non-convertible securities are listed;
- (iii) **website** of the listed entity; and
- (iv) other documents / filings as may be relevant, which have been relied upon to make this Report,

for the financial year ended 31st March 2025 ('the year' / 'the financial year' / 'review period') in respect of compliance by the listed entity with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') and the regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**'), rules made thereunder and the regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (SEBI).

B. The **specific Regulations** whose provisions and the circulars / guidelines issued thereunder, have been examined are:

- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (iii) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) SEBI (Issue and listing of Non-convertible Securities) Regulations, 2021; and
- (v) SEBI (Depositories and Participants) Regulations, 2018.

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Date: 2025.05.29 17:40:54 +05'30'

T-1, "Shobana", 3rd Floor, 17, Nandanam Main Road, Nandanam Extension, Chennai – 600 035.

ICSI Firm Unique Identification Number: P1994TN045300

E-mail ID: skco.cs@gmail.com Mobile: 94440 80328

Annual Secretarial Compliance Report of Sakthi Finance Limited
for the financial year ended 31st March 2025

C. Based on such examination, **we hereby report** as follows:

C.1 The listed entity has complied with the provisions of the specific Regulations and circulars/ guidelines issued thereunder, as detailed in paragraph (B) above, during the review period, subject to the reporting made hereinafter.

C.2 The listed entity was not required to comply with the following SEBI Regulations during the review period, since there were no relevant transactions:

- (i) SEBI (Buy-back of Securities) Regulations, 2018;
- (ii) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- (iii) SEBI (Share based employee benefits and Sweat Equity) Regulations, 2021;

C.3 The listed entity was not required to take any action to comply with the observations made in previous report for the financial year ended 31st March 2024 ('previous year'), or reports pertaining to the periods prior to the previous year.

C.4 The listed entity has complied with the specific requirements set-out in Circular Numbers 20230316-14 dated 16th March 2023 and 20230410-41 dated 10th April 2023 issued by BSE, as detailed hereunder, during the review period.

Sl. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor (PCS)
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Compliant with mandatory standards
2.	Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entity. (b) All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations / circulars/ guidelines issued by SEBI.	Yes Yes	Board approval taken Reviewed and updated wherever required
3.	Maintenance and disclosures on Website: (a) The listed entity is maintaining a functional website. (b) Timely dissemination of the documents / information under a separate section on the website.	Yes Yes	Nil As confirmed by the listed entity

Annual Secretarial Compliance Report of Sakthi Finance Limited
for the financial year ended 31st March 2025

Sl. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor (PCS)
	Maintenance and disclosures on Website: (c) Web-links provided in annual corporate governance reports under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are accurate and specific, which redirects to the relevant document(s) / section of the website.	Yes	Web-link redirects to the website
4.	Disqualification of Director(s): None of the directors of the listed entity are disqualified under Section 164 of the Companies Act, 2013, as confirmed by the listed entity.	Yes	Confirmed by the directors and the listed entity
5.	Details related to subsidiaries of the listed entity have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA NA	The listed entity does not have any subsidiary
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per the policy on preservation of documents and archival policy prescribed under the SEBI (Listing Obligations and Disclosure Regulations), 2015.	Yes	The listed entity is maintaining records under the SEBI Regulations mentioned in paragraph B above.
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	Done during the financial year

Annual Secretarial Compliance Report of Sakthi Finance Limited
for the financial year ended 31st March 2025

Sl. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor (PCS)
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	Yes NA	Prior approval obtained No such instance during the financial year
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, within the time-limits prescribed thereunder.	Yes	As confirmed by the listed entity
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	No action taken during the review period

Annual Secretarial Compliance Report of Sakthi Finance Limited
for the financial year ended 31st March 2025

Sl. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by the Auditor (PCS)
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular issued by SEBI for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by listed entities.	Yes	There was change in statutory auditors during the year in compliance with RBI Guidelines, as detailed in paragraph C.5 below.
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI Regulation / circular/ guidance note etc., except as reported above.	Yes	No specific instances of non-compliance were observed during the review period.

C.5 The terms of appointment of Statutory Auditors of the listed entity are in compliance with the provisions of paragraph 6(A) and 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019. The following change took place in the Statutory Auditors during the year:

M/s. P N Raghavendra Rao & Co., Chartered Accountants [ICAI Firm Registration Number: 003328S] were appointed as Statutory Auditors of the Company, at the 67th Annual General Meeting held on 10th September 2024 (67th AGM), to hold office for a term of 3 (three) consecutive years from the conclusion of the 67th AGM till the conclusion of the 70th AGM, in the place of M/s. CSK Prabhu & Co., Chartered Accountants [ICAI Firm Registration Number: 002485S], who completed their 3 (three) year term as Statutory Auditors of the Company at the conclusion of the 67th AGM of the Company, in accordance with Reserve Bank of India Guidelines for appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27 April 2021 ("RBI Guidelines").

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Annual Secretarial Compliance Report of Sakthi Finance Limited
for the financial year ended 31st March 2025

C.6 The listed entity was not required to comply with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since there was no relevant transaction during the review period.

D. This Report is to be read along with our submissions in Annexure – I to this Report.

For **Sriram Krishnamurthy & Co.,**
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification Number: **P1994TN045300**]
[Peer Review Certificate No.6684/2025]

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Date: 2025.05.29 17:45:23 +05'30'

K Sriram

Partner (Membership No.**F6312**)

C.P. No.2215

UDIN: F006312G000493161

Place: Chennai

Date: **29th May 2025**

**Annual Secretarial Compliance Report of Sakthi Finance Limited
for the financial year ended 31st March 2025**

Annexure – I to the Annual Secretarial Compliance Report

To,

Sakthi Finance Limited

[CIN: L65910TZ1955PLC000145]

62, Dr. Nanjappa Road, Coimbatore – 641 018.

Our Annual Secretarial Compliance Report of even date for the **financial year ended 31st March 2025** is to be read along with this letter.

1. Responsibility of the Management:

The Company's management is responsible for maintenance of secretarial records, making the requisite statutory / regulatory disclosures / filings, compliance with the provisions of corporate and other applicable laws, rules, regulations and standards and ensuring the authenticity of the records, documents and information furnished to us for the purposes of this Report.

2. Auditors' responsibility:

Our responsibility as the Secretarial Auditors is to express an opinion on the compliance with the applicable laws and maintenance of records based on our audit.

3. The audit was conducted in accordance with applicable auditing standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit in a manner so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
5. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31st March 2025 but before the issue of this report.
6. We have considered compliance related actions taken by the Company based on independent legal / professional opinion / certification obtained as being in compliance with law, wherever there was scope for multiple interpretations.
7. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our reporting.

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Annual Secretarial Compliance Report of Sakthi Finance Limited
for the financial year ended 31st March 2025

8. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Companies Act, 2013.
9. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
10. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company during the year.
11. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some mis-statements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For **Sriram Krishnamurthy & Co.,**
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification Number: **P1994TN045300**]
[Peer Review Certificate No.6684/2025]

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Date: 2025.05.29 17:47:19 +05'30'

K Sriram
Partner (Membership No.**F6312**)
C.P. No.2215
UDIN: F006312G000493161

Place: Chennai
Date: **29th May 2025**

General information about company	
Scrip Code*	511066
NSE Symbol*	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE302E01014
Name of the listed entity	Sakthi Finance Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Date of Reporting to Exchange	29-05-2025
Whether any observations reported by the Secretarial Auditor	No
The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.	Yes
In previous, Any actions taken against the listed entity/its promoters/directors/its material subsidiaries either by SEBI or by stock exchanges (including under the Standard operating procedures issued by SEBI through various circulars).	No
Is there any observation made in the previous report	No
Name of the Certifying Firm	Sriram Krishnamurthy & Co
Name of the practicing Company Secretary issuing the report	K Sriram
Membership Type	FCS
ACS/FCS No.	6312
UDIN	F006312G000493161
CP No.	2215
Place of PCS	Chennai
PCS Report Date	29-05-2025

Regulations			
Sr No	Regulation	Applicability during the period under review (Yes/No)	Any Observation (Yes/No)
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes	No
2	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	No	No
3	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes	No
4	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No	No
5	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	No	No
6	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	Yes	No
7	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes	No
8	Specify any other regulation applicable to the Company		
1	SEBI (Depositories and Participants) Regulations, 2018	Yes	No
2	Securities Contracts (Regulation) Act, 1956	Yes	No
3	SEBI and Exchange Board of India, 1992	Yes	No

Affirmation			
Sr No	Regulation	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Compliant with mandatory standards
2	Adoption and timely updation of the Policies		
(a)	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Board approval taken
(b)	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	Reviewed and updated wherever required
3	Maintenance and disclosures on Website		
(a)	The Listed entity is maintaining a functional website	Yes	Nil
(b)	Timely dissemination of the documents/ information under a separate section on the website	Yes	As confirmed by the Listed Entity
(c)	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	Web-link redirects to the website
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Confirmed by the Directors and the listed entity
5	Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The listed entity does not have any subsidiary
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations	Yes	The listed entity is maintaining records under the SEBI Regulations
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Done during the Financial Year
8	Related Party Transactions		
(a)	The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	Prior approval obtained
(b)	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	No such instance during the Financial Year
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder	Yes	As confirmed by the listed entity
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	No	No action taken during the review period
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	Yes	There was change in Statutory Auditors during the year in compliance with RBI Guidelines

Date & Time of Download : 29/05/2025 18:58:25

BSE ACKNOWLEDGEMENT

Acknowledgement Number	9905119
Date and Time of Submission	5/29/2025 6:57:39 PM
Scripcode and Company Name	511066 - Sakthi Finance Ltd
Subject / Compliance Regulation	Compliances-Reg.24(A)-Annual Secretarial Compliance
Submitted By	S Venkatesh
Designation	Company Secretary & Compliance Officer

Disclaimer : - Contents of filings has not been verified at the time of submission.

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 2905202506580924	Date & Time : 29/05/2025 06:58:09 PM
Scrip Code	: 511066	
Entity Name	: Sakthi Finance Limited	
Compliance Type	: Annual Secretarial Compliance Report (ASCR)	
Date of Report	: 29/05/2025	
Mode	: E-Filing	