



SAKTHI FINANCE LIMITED

(CIN : L65910TZ1955PLC000145)

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

Tel No : +91 (422) 2231471 – 474/4236200; Fax : +91 (422) 2231915

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act 2013 (“the Act”) read with the Companies (Management and Administration) Rules 2014), as amended and applicable Circulars issued by the Ministry of Corporate Affairs (“MCA”), Government of India, from time to time)

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Thursday, July 10, 2025 at 9.00 a.m.	Friday, August 8, 2025 at 5.00 p.m.

To the members of the Company,

NOTICE is hereby given that in terms of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, as amended (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) as amended, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), as amended and in accordance with the requirements prescribed by the MCA for holding general meetings / conducting postal ballot process through e-Voting by its General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars issued earlier in this regard (collectively “MCA Circulars”) and the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (“SEBI”), to transact the Special Business as set out below by passing a Special Resolution by way of postal ballot only, by voting through electronic means (“remote e-Voting”).

As per Section 102, 110 and other applicable provisions of the Act, if any, the statement relating to the said Special Resolution setting out the material facts and reasons / rationale is annexed to this Postal Ballot Notice (“Notice”) for your consideration and forms part of this Notice.

In compliance with the above MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company / Depository Participants (“DP”) as on the cut-off date i.e., Thursday, July 3, 2025. Accordingly, a physical copy of the Notice along with Postal Ballot

Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Hence, the Members are required to communicate their assent or dissent through the remote e-voting facility only. The details of the procedure to cast the vote forms part of the Notes to this Notice.

In compliance with Regulation 44 of the Listing Regulations and as per Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-Voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at <https://sakthifinance.com/investor-information>.

Members desiring to exercise their vote through the remote e-Voting facility are requested to carefully read the instructions indicated in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-Voting not later than 5:00 p.m. on Friday, August 8, 2025. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors have, at their meeting held on July 4, 2025, appointed Sri. R Sivasubramanian, Practicing Company Secretary (ICSI Membership No. A22289), as the Scrutinizer for conducting the process of remote e-Voting in accordance with the provisions of the Act read with the Rules and the MCA Circulars in a fair and transparent manner.

After the completion of scrutiny of votes cast, the Scrutinizer will submit his report to the Chairman or Vice Chairman and Managing Director or any person authorized by him and the results of remote e-Voting conducted through Postal Ballot (remote e-Voting process) along with the Scrutinizer’s Report shall be announced on or before Tuesday, August 12, 2025 at 5:00 p.m at the Registered Office at 62B, Dr. Nanjappa Road, Coimbatore – 641 018, which will be placed on the Company’s website, www.sakthifinance.com, on the website of the CDSL, www.evotingindia.com and on the notice board of the Company’s Registered Office. The results shall also be communicated to the BSE Limited, where the equity shares / securities of the Company are listed.

SPECIAL BUSINESS

1. Appointment of Sri. K V Ramachandran (DIN: 00322331), as a Director and as an Independent Director of the Company

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

RESOLVED THAT Sri. K V Ramachandran (DIN: 00322331), who was appointed as an Independent Director (Additional) of the Company with effect from July 4, 2025 by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the

time being in force) and Article 81(a) of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT, as recommended by the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in terms of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules 2014, Regulation 17, 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, the appointment of Sri. K V Ramachandran, who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, i.e., from **July 4, 2025 to July 3, 2030** (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (including any Committee of the Board) and the Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the resolution.

Notes

1. The relevant Statement as per Section 102 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules 2014 (“**the Rules**”) and other applicable provisions, if any, of the Act, setting out the material facts relating to the Special Resolution contained in this Notice dated **July 4, 2025** is annexed.
2. In accordance with MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from MUFG Intime India Private Limited (“**MUFG Intime**”) (formerly known as Link Intime India Private Limited), the Company’s Registrar and Transfer Agent (“**RTA**”) / Depositories as at the close of business hours on **Thursday, July 3, 2025 (“Cut-off Date”)** and whose e-mail addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Thursday, July 3, 2025**.
3. The Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-Voting are

mentioned in Note No. 12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.

4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the above Resolution in accordance with the process specified in this Notice.
5. The remote e-Voting shall commence on **Thursday, July 10, 2025, at 9:00 a.m.** and shall conclude on **Friday, August 8, 2025, at 5:00 p.m.** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at **www.sakthifinance.com** and the relevant section of the website of BSE at **www.bseindia.com**, on which the Equity Shares / Securities of the Company are listed.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Statement may send their requests at **investors@sakthifinance.com** from their registered e-mail address mentioning their Name, Folio Number / DP ID and Client ID until the last date of remote e-Voting period of this Postal Ballot i.e. **Friday, August 8, 2025**.
9. The Special Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-Voting i.e. **Friday, August 8, 2025**. Further, the Special Resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
10. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at e-mail id **coimbatore@in.mpms.mufig.com**.

Members may note that the Notice will also be available on the Company's website **www.sakthifinance.com**, website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com** and on the website of CDSL, **www.evotingindia.com**.

i. Registration of e-mail address permanently with Company/DP:

Members are requested to register it with their DPs concerned, in respect of electronic holding and with MUFG Intime, in respect of physical holding, by writing to MUFG Intime. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / MUFG Intime to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

ii. Alternatively, those Shareholders who have not registered their e-mail addresses are required to send an e-mail request to evoting@cdslindia.com along with the following documents for getting User Id and Password and registration of e-mail ids for e-Voting for the resolution set out in this Notice:

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card by e-mail to investors@sakthifinance.com.
 - b. In case shares are held in electronic mode, please provide DP ID/CL ID (16 digit DP ID / CL ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investors@sakthifinance.com. If you are an Individual shareholder holding securities in electronic mode, you are requested to refer to the log-in method explained in Step 1(b) under Note 12 i.e. Log-in method for e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode.
 - c. Alternatively, shareholder/members may send a request to evoting@cdslindia.com for getting User Id and Password for e-Voting by providing above mentioned documents.
 - d. In terms of SEBI Circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in electronic mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.
11. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

12. Voting through electronic means:

In compliance of Sections 108, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, MCA's General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars issued in this regard (collectively "MCA Circulars") in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all the Members, to enable them to cast their votes electronically.

During this period, Members holding shares either in physical form or in electronic form, as on the **cut-off Date i.e. Thursday, July 3, 2025**, may cast their vote electronically. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The details of the process and manner for remote e-Voting are explained below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode:

- a. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.
- b. In terms of the above SEBI Circular, Log-in method for e-Voting for Individual shareholders holding securities in Demat mode in CDSL / NSDL is given below:

Type of shareholders	Log-in Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can log-in through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to log-in to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on log-in icon and New System Myeasi Tab and then use their existing Myeasi user name and password.2. After successful log-in of Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on log-in and New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will

	<p>authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Log-in” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your Sixteen Digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name (i.e., NSDL) and you will be redirected to e-Voting service provider website

	<p>for casting your vote during the remote e-Voting period.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (“DP”)	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at above mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. Login method for e-Voting for shareholders holding shares in physical mode and shareholders other than individuals holding in Demat mode.
1. The shareholders should log on to the e-Voting website **www.evotingindia.com**.
 2. Click on “Shareholders/Members” module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in physical mode should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat mode and had logged on to **www.evotingindia.com** and voted on an earlier e-Voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

	For shareholders holding shares in physical mode and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares both in Demat and physical mode)
	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- b. After entering these details appropriately, click on “SUBMIT” tab.
- c. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat mode 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 to be also 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.

- d. For shareholders holding shares in physical mode, the details can be used only for e-Voting on the Resolution contained in this Notice.
- e. Click on the EVSN for the **“Sakthi Finance Limited”** on which you choose to vote.
- f. 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.
- g. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- h. 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.
- i. Once you **“CONFIRM”** your vote on the Resolution, you will not be allowed to modify your vote.
- j. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the voting page.
- k. If a demat account holder has forgotten the login 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.
- l. There is also optional provision to upload Board Resolution / Power of Attorney, if any. The said uploaded document will be made available to scrutinizer for verification.
- m. Additional Facility for Non – Individual Members and Custodians – For Remote e-Voting only.
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the **“Corporates”** module.
 - 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 will be mapped and can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify it.
- Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote at least 48 hours before the meeting to the Scrutinizer and to the Company at the e-mail address, **coimbatore@in.mpms.mufig.com**, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify it.
- Members of the Company including Institutional Investors are encouraged to vote on the Resolution proposed in this Notice.

13. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES

- For Physical shareholders: Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by e-mail to RTA at **coimbatore@in.mpms.mufig.com**.
- For Demat shareholders: Please update your e-mail id and mobile Number with your respective Depository Participant (“DP”).
- For Individual Demat shareholders: Please update your e-mail id and mobile number with your respective Depository Participant (“DP”) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an e-mail to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an e-mail to **helpdesk.evoting@cdslindia.com** or call at toll free no. 1800 21 09911.

Any query in relation to the Resolution proposed to be passed through Postal Ballot may be addressed to: Sri S Venkatesh, Company Secretary and Chief Compliance Officer, Sakthi Finance Limited, Regd Office: 62B, Dr. Nanjappa Road, Coimbatore – 641018. Tel No : +91 (422) 2231471-474, 4236207; Fax : +91 (422) 2231915; E-mail id : **investors@sakthifinance.com**; website : **www.sakthifinance.com**.

UPDATION OF KYC DETAILS

Members holding shares in physical form are requested to furnish PAN, Nomination, Contact details, Bank Account details and Specimen signature for their corresponding folio numbers (“KYC”) by sending an e-mail request along with duly signed Form ISR-1 and other relevant forms to our RTA at the e-mail ID: coimbatore@in.mpms.mufig.com.

Accordingly, Member’s folios will not be frozen nor would be referred to administering authority on account of non-submission of KYC. The said SEBI circular can be accessed on the Company’s website at <https://www.sakthifinance.com/investor-information/>.

ELECTRONIC PAYMENT OF DIVIDEND / INTEREST / REDEMPTION FROM APRIL 1, 2024 TO PHYSICAL SECURITY HOLDERS

SEBI had, by its circular dated November 3, 2021, further amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 1, 2024 upon furnishing all the above details in entirety.

If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 1, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 1, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

By Order of the Board
For Sakthi Finance Limited
S Venkatesh
Company Secretary and
Chief Compliance officer
FCS 7012

Place : Coimbatore
Date : July 4, 2025

Registered Office:
Sakthi Finance Limited
(CIN : L65910TZ1955PLC000145)
62B, Dr. Nanjappa Road, Coimbatore - 641 018
Phone : (0422) 2231471 -74, 4236200
E-mail : sakthif_info@sakthifinance.com; investors@sakthifinance.com
Website : www.sakthifinance.com

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. 1 of the accompanying Notice dated July 4, 2025.

SPECIAL BUSINESS

Item No.1

Appointment of Sri. K V Ramachandran (DIN: 00322331), as a Director and as an Independent Director of the Company

Sri M Bhaskar (DIN:02919393), who was appointed as an Independent Director by the members at the 67th Annual General Meeting of the Company held on September 10, 2024 for a term of five (5) consecutive years commencing from August 8, 2024 to August 7, 2029, passed away suddenly on May 21, 2025. This has resulted into a vacancy of an Independent Director with effect from May 21, 2025 and in terms of Regulation 17(1E) of Listing Regulations, such vacancy shall be filled up by the company at the earliest and in any case, not later than three months from the date of vacancy.

Accordingly, the Board of Directors have, as recommended by the Nomination and Remuneration Committee (“NRC”) and as per Sections 152 and 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Article 81(a) of the Articles of Association of the Company, appointed Sri. K V Ramachandran (DIN: 00322331), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from July 4, 2025 to July 3, 2030, both days inclusive, subject to the approval of the Members by passing a special resolution through Postal Ballot.

Accordingly, as per Regulation 17(1C) of the SEBI Listing Regulations, approval of the Shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a period of three months from the date of such vacancy, whichever is earlier. Further, in terms of Regulations 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a Special resolution. Accordingly, the appointment of Sri. K V Ramachandran requires the approval of the members by passing a special resolution through Postal Ballot.

The detailed profile of Sri. K V Ramachandran is given in the Annexure to the Notice.

The Company has received a notice from a Member under Section 160 of the Act, proposing the candidature of Sri. K V Ramachandran for the office of Independent Director of the Company.

The Company has received from Sri. K V Ramachandran, consent, declarations, confirmations and disclosures as per the requirements of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”), including the following:

- a. consent in writing to act as director under Section 152(5) of the Act in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014.
- b. declaration in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules 2014 that he is not disqualified under sub-section (2) of Section 164 of the Act from being appointed as a director of the Company.
- c. declaration confirming that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.
- d. confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation, which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- e. confirmation in compliance with Securities and Exchange Board of India (“SEBI”) Order dated 14 June 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018 stating that he is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.
- f. confirmation that he satisfies the ‘Fit and Proper’ criteria as prescribed by the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions 2023 (“RBI-MD-SBR”).
- g. confirmation that Directorships/Committee Memberships are within the statutorily permitted limits; and
- h. confirmation that he is registered with the Independent Directors’ Databank maintained by the Indian Institute of Corporate Affairs (“IICA”).
- i. exemption Certificate from undertaking the on-line proficiency self-assessment test conducted by IICA.

Further, the Board of Directors have adopted a skill matrix consisting of core skills/ expertise /competencies required to be collectively possessed by the Board of Directors of the Company in the context of running the business of the Company. As per self-assessment of the skill/ expertise/ competence made by Sri. K V Ramachandran and evaluated by the NRC and the Board of Directors and the Board is also cognizant of skills and experience of Sri. K V Ramachandran, who possesses the required skill sets, expertise and experience as per the skill matrix in the areas of industrial and business management, strategy and finance and accounting etc. approved by the Board of Directors of the Company and also meets the “Fit and Proper” criteria for appointment of director as prescribed under RBI-MD-SBR.

In the opinion of the Board of Directors of the Company, Sri. K V Ramachandran meets the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is a person of integrity and is independent of the management.

The Board of the Directors consider that the appointment of Sri. K V Ramachandran as an Independent Director Company would immensely benefit the Company and it is desirable to avail his services as an Independent Director.

The proposed appointment is in line with the requirements of the Articles of Association of the Company, the Company's "Policy on Fit and Proper Criteria for appointment of Directors" and Nomination and Remuneration Policy of the Company.

Sri. K V Ramachandran shall be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act and for re-imbursement for expenses incurred in connection with attending Board / Committee meetings.

A copy of the draft letter of appointment setting out the terms and conditions of appointment would be available for electronic inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and will also be available on the website of the Company, www.sakthifinance.com.

Accordingly, the Board of Directors recommend passing of the Special Resolution as set out in Item No. 1 of the accompanying Notice for the approval of the members.

Details in terms of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, in respect of appointment of Sri. K V Ramachandran is given in the **Annexure** to the Notice.

Except Sri. K V Ramachandran, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Special Resolution proposed in Item No.1 of the accompanying Notice.

By Order of the Board
For **Sakthi Finance Limited**
S Venkatesh
Company Secretary and
Chief Compliance officer
FCS 7012

Place : Coimbatore

Date : July 4, 2025

Registered Office:

Sakthi Finance Limited

CIN : L65910TZ1955PLC000145

62B, Dr. Nanjappa Road, Coimbatore - 641 018

Phone : (0422) 2231471 -74, 4236200

E-mail : sakthif_info@sakthifinance.com; Investors@sakthifinance.com

Website : www.sakthifinance.com

DETAILS OF DIRECTOR SEEKING APPOINTMENT

(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	Sri K V Ramachandran
Item No	1
Director Identification Number ("DIN")	00322331
Date of birth and age	25 March 1956 / 69 years
Date of first appointment on the Board	Appointed as a Non-Executive, Independent Director on the Board of the Company for a period of five (5) consecutive years with effect from July 4, 2025 to July 3, 2030, not liable to retire by rotation.
Designation and Category of Director	Non-Executive, Independent Director
Qualifications	He holds: a) a Bachelor's degree in Science from Madras University; and b) a Postgraduate Diploma in Business Management from Xavier School of Management, Jamshedpur.
Number of Board Meetings attended during the year out of 2 meetings	1 (One)
Expertise in specific functional areas, skills and capabilities and Profile	He is an Industrialist having more than three decades of extensive experience in Industrial and Business Management, Finance and Accounting etc. <u>Profile:</u> Sri K V Ramachandran is the Vice Chairman and Managing Director of E L Forge Limited, an automotive components manufacturing Company.
Directorships held in other Companies	<u>Listed Companies</u> 1. E L Forge Limited <u>Unlisted Public Companies</u> 1. Wesco Engineers Limited 2. Coromandel Steels Limited
Memberships / Chairmanships of committee across public Companies	E L Forge Limited 1. Stakeholders' Relationship Committee - Member
Name of the Listed entities from which the Director has resigned during past three (3) years	Sakthi Sugars Limited

Number of equity shares held in the Company by himself and on beneficial basis for any other person	Nil
Terms and conditions of appointment and details of remuneration sought to be paid	<p>Term: Appointed as a Non-Executive, Independent Director (Additional), not liable to retire by rotation, for a term of five consecutive years from July 4, 2025 to July 3, 2030, subject to the approval of the members.</p> <p>Sri. K V Ramachandran shall be entitled to sitting fees for attending the meetings of the Board of Directors and Committees within the limits prescribed under the Act, re-imbursement for expenses incurred in connection with attending Board / Committee meetings.</p>
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company, based on the disclosures and declarations submitted by him and after acknowledging the veracity of it, concludes that Sri. K V Ramachandran is a person of integrity and considering his qualifications, extensive expertise in Industrial and Business Management, Strategy and Finance and Accounting etc, his appointment is in the best interests of the Company. His association would immensely benefit and add value to the Company and therefore, the Board recommends his appointment as an Independent Director (Additional) to the members. In the opinion of the Board of Directors, Sri. K V Ramachandran is independent of the management of the Company and fulfils the conditions specified in the Act, the rules made thereunder and Listing Regulations, for appointment as an Independent Director.</p>
Details of last drawn remuneration (including sitting fees) from the Company	Not applicable
Relationship with other Directors and Key Managerial Personnel	Nil