

NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Eighth (68th) Annual General Meeting ("AGM") of the members of the Company will be held on **Saturday, September 27, 2025 at 12.00 Noon** through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

You are requested to make it convenient to attend the meeting.

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

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

RESOLVED THAT the Audited Financial Statements for the financial year ended March 31, 2025 and the attached Reports of the Board of Directors and Auditors be and are hereby considered and adopted.

2. Confirmation of Interim Dividend on Redeemable, Cumulative, Preference Shares as Final Dividend

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

RESOLVED THAT in terms of Section 123(3) of the Companies Act 2013 ("the Act"), an Interim Dividend of ₹ 8.25 per share (8.25 per cent) on 3,31,000 Redeemable, Cumulative, Preference Shares of ₹ 100 each amounting to ₹ 1.35 Lakhs (including tax deduction of ₹ 0.08 Lakhs) declared by the Board of Directors at their meeting held on May 25, 2024 for the financial year ended March 31, 2025 and an Interim Dividend 9 per share (9 per cent) on 21,55,150 Redeemable, Cumulative, Preference Shares of ₹ 100 each amounting to ₹ 181.66 Lakhs (including tax deduction of ₹ 4.78 Lakhs), declared by the Board of Directors at their meeting held on March 25, 2025 for the financial year ended March 31, 2025 on *pro rata* basis and paid out of the profits of the company be and are hereby confirmed as final dividend.

3. Declaration of dividend on Equity Shares

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

RESOLVED THAT a dividend of ₹ 0.80 (8 per cent) per equity share, as recommended by the Board of Directors, be declared for the financial year ended March 31, 2025 on 6,47,05,882 equity shares of ₹ 10 each to be paid out of the profits of the Company for the said financial year and the said dividend be paid to those equity shareholders whose names stand on the Register of Members in case the equity shares are held in physical form and also to the beneficial holders of the dematerialised shares as per the details provided by the Depositories in case the equity shares are held in the electronic form, as on **Saturday, September 20, 2025**.

4. Re-appointment of Dr S Veluswamy (DIN : 05314999), Director retiring by rotation, as a Director being eligible, offers himself for re-appointment

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

RESOLVED THAT Dr S Veluswamy, holding DIN : 05314999, who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company.

SPECIAL BUSINESS

5. Appointment of Secretarial Auditor

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

RESOLVED THAT in terms of Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time read with the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, including any amendment, modification or variation thereof and based on the recommendations of the Audit Committee and the Board of Directors, Sri R. Dhanasekaran (ICSI Membership No. FCS7070), Company Secretary in Practice, having Certificate of Practice No. 7745 allotted by the Institute of Company Secretaries of India ("ICSI"), who has confirmed his eligibility and has also given his consent for appointment as Secretarial Auditors in terms of Regulation 24A(1A) of the Listing Regulations and other applicable rules, be and is hereby appointed as Secretarial Auditor of the Company for a term of five (5) consecutive years to hold office from the financial year 2025-26 till the financial year 2029-30.

RESOLVED FURTHER THAT the approval of the members be and is hereby given to the Board of Directors of the Company (including any Committee constituted by the Board of Directors) to fix the remuneration during his term of appointment as may mutually be agreed between the Board of Directors of the Company (including any Committee constituted thereof) and the Secretarial Auditor, from time to time, during his tenure of appointment, in addition to applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by him and to avail any other services, certificates or reports as may be permissible under applicable laws and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the above resolution.

6. Appointment of Smt. Susheela Balakrishnan (DIN: 07140637) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT in accordance with Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 and pursuant to Regulations 17, 17(1A) and 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations 2015 ("Listing Regulations"), as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Smt. Susheela Balakrishnan (DIN: 07140637), who was appointed as an Additional Director (Independent) of the Company with effect from August 14, 2025 as per Section 161(1) of the Act and Article 81(a) of the Articles of Association of the Company in the category of Non-Executive, Independent Director and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 161 of the Act proposing the candidature of Smt. Susheela Balakrishnan for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 14, 2025 to August 13, 2030 (both days inclusive) and she shall continue to act as an Independent Director notwithstanding the fact that she has already attained the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors 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 above resolution.

7. Appointment of Sri. S Shivram (DIN: 07946245) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT in accordance with Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 and pursuant to Regulations 17 and 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Sri. S Shivram (DIN: 07946245), who was appointed as an Additional Director (Independent) of the Company with effect from September 1, 2025 as per Section 161(1) of the Act and Article 81(a) of the Articles of Association of the Company in the category of Non-Executive, Independent Director and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 161 of the Act proposing the candidature of Sri. S. Shivram for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of

5 (five) consecutive years commencing from September 1, 2025 to August 31, 2030 (both dates inclusive).

RESOLVED FURTHER THAT the Board of Directors 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 above resolution.

8. Appointment of Sri. S Chandrasekhar (DIN: 00011901) as a Non-Executive, Non-Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

RESOLVED THAT in accordance with Section 152 and all other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Sri. S Chandrasekhar (DIN: 00011901), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from September 1, 2025 under Section 161 of the Act and Article 81(a) of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive, Non-Independent Director of the Company and he is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors 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 above resolution.

9. Re-appointment of Sri M Balasubramaniam (DIN : 00377053) as Managing Director of the Company for a period of five (5) consecutive years with effect from September 29, 2025 to September 28, 2030 (both days inclusive) and payment of remuneration

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT in accordance with Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), RBI's Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions 2023 ("RBI-MD-SBR") as amended, the provisions of Articles

of Association of the Company and based on the recommendations of Nomination and Remuneration Committee ("**NR Committee**"), Audit Committee and the Board of Directors and subject to such other approval, permissions and sanctions as may be required, approval of the Company be and is hereby given for the re-appointment of Sri M Balasubramaniam (DIN: 00377053) as Managing Director of the Company for a period of five (5) consecutive years with effect from September 29, 2025 to September 28, 2030, (both days inclusive), who is not liable to retire by rotation and that Sri M Balasubramaniam be paid remuneration on the following terms and conditions and he shall continue to hold such position even after attaining the age of seventy (70) years during his tenure.

Salary	₹ 3.00 lakhs per month
Perquisites	Not exceeding the Annual Salary as may be decided by the Board of Directors from time to time. In addition to the salary, Sri M Balasubramaniam shall also be entitled to the following perquisites: a. Contribution to Provident and Superannuation Funds to the extent not taxable under the Income Tax Act 1961; b. Gratuity at the rate of half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure as per the rules of the Company
Commission	3 per cent on the Net Profits of the Company, subject to a maximum ceiling specified in Section I of Part II of Schedule V to the Act

RESOLVED FURTHER THAT approval of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which shall be deemed to include the NR Committee of the Board) to have the liberty to grant increments and to alter, modify, vary, amend or change etc the terms and conditions, from time to time, during his tenure as Managing Director of the Company, as may be agreed to between the Company and Managing Director under the applicable provisions of the Act / RBI Directions.

RESOLVED FURTHER THAT the approval for payment of remuneration in the event of loss or inadequacy of profit shall be for a period not exceeding three years during the said tenure of five years.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Sri M Balasubramaniam as Managing Director, the Company has no profit or its profits are inadequate, the Company may pay to Sri M Balasubramaniam, the above remuneration by way of salary and perquisites not exceeding the limits specified under Section II of Part II of Schedule V to the Act (including any statutory modification or re-enactment thereof for the time being in force) or such other limit as

may be prescribed by the government, from time to time, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable to give effect to the Resolution.

10. Issue of Secured, Redeemable, Non-Convertible Debentures ("NCDs") and / or other Debt Securities etc, on private placement basis for an amount not exceeding ₹ 250 crores

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT pursuant to the provisions of Sections 42, 71 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 the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 ("**the Rules**") and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("**NCS Regulations**") read with the Master Circular, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**") read with Master Circular for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Papers and other Circulars, guidelines and notifications issued by the Securities and Exchange Board of India ("**SEBI**") as applicable, RBI's Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions 2023 ("**RBI-MD-SBR**") as amended, read with the circulars, notifications and guidelines issued by Reserve Bank of India, as applicable (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), Reserve Bank of India (Commercial Papers and Non-Convertible Debentures of original maturity up to one year) Directions 2024 ("**RBI Master Directions**"), the Memorandum and Articles of Association of the Company and subject to such other approvals as may be prescribed by regulatory authorities from time to time, the approval of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee duly constituted / authorized Committee of the Board) to make invitation(s), to subscribe and offer(s), issue and allot, Listed, Secured, Redeemable, Non-Convertible Debentures ("**NCDs**"), Issuance of Commercial Papers ("**CPs**") and/or other Debt Securities etc. on private placement basis, at such face value as may be permissible under the Act and RBI directions, for cash at par, premium and discount, in one or more tranches, for an amount not exceeding ₹ 250 crores, within the overall borrowing limits of the Company approved by the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to:

- decide whether to issue NCDs, in one or more series or tranches;
- decide whether to issue Commercial Papers, in one or more series or tranches;
- decide to list the tranches;
- finalize the other terms and conditions including the rate of interest, tenor and security cover thereof, the consideration of the issue, utilization of the issue proceeds and all matters connected to it;
- decide on the timing of each tranche.
- decide on the persons to whom it can be issued, including companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals or such other person / persons eligible to subscribe; and
- do all such acts, deeds and things and give such directions and further to execute such documents, deeds, instruments and writings as may be deemed necessary, proper and desirable or expedient to give effect to the above Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel(s) and /or Officer(s) of the Company, to give effect to the resolutions.

11. Increasing the Authorised Share Capital of the Company

To consider and if thought fit, to pass, the following resolutions as **Ordinary Resolutions**:

RESOLVED THAT in accordance with Section 61 and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from ₹ 130,00,00,000 (Rupees One Hundred and Thirty Crore Only) divided into 10,00,00,000 Equity Shares of ₹ 10 each and 30,00,000 Redeemable, Cumulative, Preference Shares of ₹ 100 each to ₹ 150,00,00,000 (Rupees One Hundred and Fifty Crores Only) divided into 10,00,00,000 Equity Shares of ₹ 10 each and 50,00,000 Redeemable, Cumulative, Preference Shares of ₹ 100 each.

RESOLVED FURTHER THAT the Board of Directors ("the Board", which term shall be deemed to include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable in relation to all matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary and Chief Compliance Officer or Key Managerial Personnel or any other officer of the Company to give effect to the above resolution.

12. Alteration of Capital Clause 5 in the Memorandum of Association of the Company

To consider and if thought fit, to pass, the following resolutions as **Special Resolutions**:

RESOLVED THAT in accordance with the provisions of Section 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Articles of Association of the Company, the contents of the existing Clause 5 of the Company's Memorandum of Association be and is hereby altered by substituting in its place the following new Clause 5:

- The Authorized Share Capital of the Company is ₹ 150,00,00,000 (Rupees One Hundred and Fifty crore only) divided into 10,00,00,000 Equity Shares of ₹ 10 (Rupees Ten) each and 50,00,000 Redeemable, Cumulative, Preference Shares of ₹ 100 (Rupees One Hundred) each, with power to increase, reduce, re-classify, consolidate, sub-divide or otherwise dealt with in accordance with the Articles of Association of the Company and the provisions of the Act and the Rules made thereunder and other statutory / regulatory requirements as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors ("the Board", which term shall be deemed to include any Committee authorised by the Board to exercise its powers, including powers conferred on the Board by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable in relation to all matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary and Chief Compliance Officer or Key Managerial Personnel or any other officer of the Company to give effect to the above resolution.

13. Alteration of Capital Clause (Article 3) of the Articles of Association of the Company

To consider and if thought fit, to pass, the following resolutions as **Special Resolutions**:

RESOLVED THAT in accordance with the provisions of Section 14 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") and Articles of Association of the Company, the contents of the existing Article 3 of the Company's Articles of Association be and is hereby altered by substituting in its place the following new Article 3:

- The Authorised Share Capital of the Company shall be as per Clause 5 of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors / 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 above resolution.

14. Issue of Redeemable, Cumulative, Preference Shares on Private Placement basis for an amount not exceeding ₹ 2,000 Lakhs

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

RESOLVED THAT pursuant to the provisions of Sections 42, 55 and any other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, any other applicable laws for the time being in force and subject to such other approvals as may be required from regulatory authorities from time to time, approval of the Company be and is hereby given to the Board of Directors ("**the Board**") (which term shall be deemed to include any Committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot, in one or more tranches, 20,00,000 (Twenty lakhs only) Redeemable, Cumulative, Preference Shares ("**Preference Shares**") of the face value of ₹ 100 each for cash at par for an amount not exceeding ₹ 2,000 lakh (Rupees Two Thousand lakh only) on private placement basis to persons identified by the Board of Directors in their absolute discretion, whether or not such persons are members of the Company, on such terms and conditions as may be decided by the Board and subject to the following rights:

- The Preference Shares shall rank for dividend and in repayment of capital in priority to the equity shares for the time being of the Company. The payment of dividend shall be on a cumulative basis.
- The said shares shall carry a fixed cumulative preference dividend to be determined by the Board of Directors at the time of issue of preference shares on the capital for the time being paid-up thereon.
- The said shares shall, on winding up, be entitled to rank as regards repayment of capital and arrears of dividend, whether declared or not, up to the date of commencement of the winding up in priority to the equity shares but shall not be entitled to any further participation in the profits or surplus assets or surplus funds.
- The said shares will not be converted into equity shares.
- The voting rights of the persons holding the said shares shall be in accordance with the provisions of Section 47(2) of the Act.
- The said shares shall be redeemable not later than the date determined by the Board of Directors at the time of issue or such other date as may be determined by the Board of Directors provided that it does not exceed twenty years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution to any Director(s) or Committee of Directors or any Officer(s) of the Company, as it may consider appropriate to give effect to the resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to do all such

acts, deeds and matters and things as they may, at their discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard as they may, in their absolute discretion, deem fit and proper to give effect to the resolution.

NOTES:

1. Convening of Annual General Meeting through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") facility

The Ministry of Corporate Affairs ("**MCA**") has, by its Circular dated September 19, 2024 read with its earlier circulars dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "**MCA Circulars**") and the latest SEBI 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**"), permitted companies whose AGMs are to be conducted on or before September 30, 2025, to hold their AGMs through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") not requiring the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**") read with the above Circulars issued in this regard, the 68th AGM of the Company is being held through VC/OAVM. The deemed venue for the 68th AGM shall be the Registered Office of the company situated at 62, Dr Nanjappa Road, Coimbatore – 641 018, Tamilnadu, India.

Since the AGM will be held through VC / OAVM in accordance with the MCA / SEBI Circulars, the route map is not attached to the Notice.

- In terms of Clause 3.A.II. of the General Circular No 20/2020 dated May 5, 2020, issued by MCA, the matters of Special Business as appearing at Item Nos. 5 to 14 of the accompanying Notice are considered to be unavoidable by the Board and hence form part of this Notice.
- Statement under Section 102 of the Act
The relevant Statement as required under Section 102 of the Act setting out the material facts in respect of Special Business under Item Nos. 5 to 14 are annexed.
- The relevant details of Directors seeking appointment / re-appointment under Item Nos 4 and 6 to 9 pursuant to Regulation 36(3) of the Listing Regulations and Appointment of Secretarial Auditor under Item No. 5 pursuant to Regulation 36(5) of the Listing Regulations as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is set out in **Annexure-1**.

5. Proxy(ies)

In terms of the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on behalf of the members and the Proxy need not be a Member of the Company. Since the AGM is conducted through VC/ OAVM only, the requirement of

physical attendance of the members at the AGM has been dispensed with. Hence the facility for appointment of Proxy by members will not be available for this AGM and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

6. Quorum

The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Since the ensuing AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with.

7. Corporate Representations

Members of the Company under the category of Institutional Investors, if any, are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM to the scrutinizer at r.sivasubramanian@rediffmail.com.

8. Electronic dispatch of the AGM Notice and the Annual Report 2025

In terms of Section 101 and 136 of the Act read with the rules made thereunder and Regulation 36 of the Listing Regulations and in compliance of MCA and SEBI Circulars, the Notice of the 68th AGM along with the Annual Report for the year 2025 is being sent by electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participants.

Members may also note that the Notice of 68th AGM along with the Annual Report for the year 2025 will also be made available on the Company's website, www.sakthifinance.com for their download. Members can request for a physical copy of the Annual Report 2025 by sending a request to the e-mail, investors@sakthifinance.com.

9. Record Date and Dividend

Saturday, September 20, 2025 has been fixed as the Record Date for payment of dividend to the equity shareholders.

The dividend on equity shares for the year ended March 31, 2025, as recommended by the Board of Directors and if declared at the AGM, will be paid/ dispatched by the Company, through permitted modes, on or after **Saturday, September 27, 2025** to those shareholders or their mandates:

- whose names appear as Members in the Register of Members of the Company as at the end of the business hours on **Saturday, September 20, 2025** in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission/ transposition of shares and lodged with the Company or Registrar and Transfer Agent on or before **Saturday, September 20, 2025**; and
- whose names appear as Beneficial Owners as at the end of the business hours on **Saturday, September 20, 2025** in the list of Beneficial Owners to be furnished

by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in dematerialised form.

10. Tax Deducted at Source on Dividend

In terms of the provisions of the Income Tax Act 1961 ("IT Act"), dividend paid or distributed by a Company on or after 1st April 2020 shall be taxable in the hands of the members. Hence, the Company is required to deduct Tax Deducted at Source ("TDS") at the time of payment of dividend to the members at the prescribed rates. Details of the applicable tax rates for various categories of members and documentation required from them to claim exemption/ lower tax rates is set out in **Annexure-2** forming part of this Notice. Members are requested to update their Permanent Account Number ("PAN") with the Company / MUFG Intime India Private Limited (in case shares are held in physical mode) and with depositories (in case shares are held in demat mode). Members are requested to send the forms to the E-mail id, investors@sakthifinance.com, on or before **Saturday, September 20, 2025**. No documents will be accepted after **Saturday, September 20, 2025**.

In case the tax on dividend is deducted at a higher rate in the absence of receipt of the above details / documents from the Members, there would still be an option available with the Members to file the return of income and claim an appropriate refund, if found eligible.

11. Electronic Credit of Dividend

SEBI has made it mandatory for all Companies to use the bank account details provided by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to the Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service ("ECS")/National Electronic Clearing Service ("NECS")/National Electronic Fund Transfer ("NEFT") / Real Time Gross Settlement ("RTGS")/Direct Credit, etc.

The procedure for updation of mandate for receiving dividends directly in bank account through electronic clearing system or any other means in a timely manner is given below:

In case Equity Shares are held in physical form

Members are requested to send the following documents in original to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), "Surya", 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028 for change in / updation of bank details.

- Form ISR-1 along with the supporting documents. The Form is available on the website of the Company <https://www.sakthifinance.com/investor-information/>
- Form ISR-2 duly signed by the Shareholders with:
 - Copy of Bank Statement with Bank Name, Bank Account Number and IFS Code attested by Bank Manager or

- ii. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- iii. Self-attested PAN Card copy of all holders; and
- iv. Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the First holder as registered with the Company.

In case Equity Shares are held in electronic form

Members may note that their bank account details as provided by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/ addition/deletion in such bank account details. Accordingly, the Members holding equity shares in demat mode are requested to update their Electronic Bank Mandate with their respective Depository Participants ("DPs").

Further, please note that the instructions, if any, already given by the Members in respect of equity shares held in physical form, will not be automatically applicable to the dividend paid on equity shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ bankers' cheque/demand draft to such Members by post/courier/permitted modes.

12. Issuance of Securities only in Demat Mode

As per the Regulations 39 and 40 of the Listing Regulations, the Company shall issue securities in dematerialized form only while processing any requests from shareholders holding shares in physical mode in respect of i. Issue of duplicate securities certificate; ii. Claim from Unclaimed

Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission and viii. Transposition ("service requests") etc.

The shareholders shall submit duly filled in Form ISR-4 along with requisite documents to RTA. The form ISR-4 is available in the website of the Company at <https://www.sakthifinance.com/investor-information/>. The RTA/ Company shall verify and process the service requests and thereafter issue a "Letter of Confirmation" to the shareholders in lieu of the physical share certificates. The "Letter of Confirmation" shall be valid for 120 days from the date of its issuance within which shareholders shall make a request to the Depository Participant for dematerializing the said shares. In case the shareholder fails to submit the demat request within the above period, RTA / Company shall credit the securities to Suspense Escrow Demat Account of the Company.

13. Instructions to Furnish/Update PAN, Bank Account, KYC and Nomination Details

SEBI has, by its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, mandated all physical shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details and Specimen Signature) with Companies. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes ("CBDT").

Non-updation of KYC, Bank account and Nomination will result in freezing of the folio of the Physical shareholders by the RTA and it shall be reverted to normal status only upon receipt of all the KYC and Nomination details and dematerialization of holdings. Brief procedure for updation of PAN, Bank Account, KYC and nomination details is given hereunder:

Type of Holder	Process to be followed		
Shareholders holding shares in physical form	Send a written request in the prescribed forms to MUFG Intime India Private Limited either by e-mail (duly e-signed) at coimbatore@in.mpms.mufg.com or by post (Self attested and dated) to MUFG Intime India Private Limited, "Surya", 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028.		
	To register PAN, e-mail address, bank details and other KYC details or updation therein	Form ISR-1	For forms, please refer Company's website at https://www.sakthifinance.com/investor-information/
	To update signature of securities holder	Form ISR-2	
	Declaration to opt out nomination	Form ISR-3	
	Form for requesting issue of Duplicate Certificate and other service requests for securities held in physical mode	Form ISR-4	
	For nomination as provided in the Rule 19(1) of the Companies (Share Capital and debenture) Rules 2014	Form SH-13	
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee	Form SH-14	

14. Procedure for Inspection of Registers and Documents

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, Memorandum and Articles of Association (new) and any other relevant documents referred to in the Notice shall be made available electronically for inspection without any fee by the members during the AGM. Members seeking to inspect such documents can send e-mail to svenkatesh@sakthifinance.com.

All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m and 1.00 p.m. up to the date of the AGM.

15. Transfer of Unclaimed/Unpaid Dividend and Shares to Investor Education and Protection Fund ("IEPF")

In accordance with Sections 124 and 125 of the Act, all unclaimed dividends up to the financial year ended March 31, 1997 and for the years ended March 31, 2007, 2011, 2012, 2013, 2014, 2015, 2016 and 2017 which remained unclaimed for a period of seven years have been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government. Members who have not encashed their dividend warrant(s) for the said years are requested to forward their claims by submitting Form IEPF-5, which is available on the website, www.iepf.gov.in.

The unclaimed dividends in respect of the following years will be transferred to IEPF on various dates as detailed below:

Financial Year	Due date for transfer to IEPF
2017-18: Dividend on Equity Shares	31st October 2025
2018-19: Dividend on Equity Shares	30th October 2026
2019-20: Dividend on Equity Shares	23rd January 2028
2020-21: Dividend on Equity Shares	4th November 2028
2021-22: Dividend on Equity Shares	5th November 2029
2022-23: Dividend on Equity Shares	28th October 2030
2023-24: Dividend on Equity Shares	16th October 2031

The Company urges all the Members to encash/claim their respective dividend(s) during the prescribed period. Members who have not encashed the dividend warrants so far in respect of the above periods are requested to submit their claim to MUFG Intime India Private Limited well in advance of the above due dates.

The members may note that in case dividend is not claimed for seven consecutive years, besides transfer of the unclaimed dividend to IEPF, the Company shall transfer the equity shares in respect of which the dividend was so unclaimed to the dematerialized account of IEPF under Section 124(5) of the Act and the IEPF Rules.

Accordingly, the Company has transferred 6,02,850 equity shares of ₹ 10 each to the dematerialized account of IEPF authority during the financial years 2018, 2019, 2020, 2021, 2022, 2023 and 2024.

The Company had sent individual notices to all the members whose shares were due to be transferred to IEPF Authority and had also published newspaper advertisements in this regard.

The details of such unclaimed dividends and shares for the financial years are available on the company's website at www.sakthifinance.com and on the website of Ministry of Corporate Affairs at <https://www.iepf.gov.in>.

16. Green Initiative

Members are requested to support the Green Initiative by registering/ updating their e-mail address, with the Depository Participant (in case of shares held in dematerialized form) or with MUFG Intime India Private Limited (in case of equity shares are held in physical form).

17. Scrutinizer

Sri. R. Sivasubramanian, Practicing Company Secretary, (ICSI Membership No. A22289), holding Certificate of Practice No. 12052, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results declared along with Scrutinizer's Report shall be placed on the notice board of the Company, the Company's website, www.sakthifinance.com and on the website of CDSL, www.evotingindia.com within two days after the voting on the Resolutions at the 68th AGM of the Company and communicated to BSE Limited, where the equity shares of the Company are listed.

To facilitate Members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangement with MUFG Intime India Private Limited for registration of e-mail address in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address to MUFG Intime India Private Limited are required to provide their e-mail address to MUFG Intime India Private Limited on or before 5:00 p.m. on **Saturday, September 20, 2025**. This Notice and the procedure for remote e-Voting along with the log-in ID and password for remote e-Voting will be sent to the e-mail address provided by the member.

18. In case of any queries, Members may write to investors@sakthifinance.com or helpdesk.evoting@cdslindia.com.

19. Permanent Registration of their E-Mail Address

Members are requested to register their e-mail address, in respect of electronic holdings with their Depository Participants concerned and in respect of physical holdings with the Company's RTA, MUFG Intime India Private Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Phone : (0422) 4958995, 2539835-836, Fax : (0422) 2539837, E-mail: coimbatore@in.mpms.mufg.com.

20. Those Members who have already registered their e-mail address are requested to keep their e-mail address validated with their Depository Participants / MUFG Intime India Private Limited to facilitate servicing of notices/ documents / Annual Reports and other communications electronically to their e-mail address in future.

21. On-line Dispute Resolution ("ODR") Mechanism:

SEBI has established a common On-line Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. In terms of this, after exhausting the option to resolve their grievances with RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal : <https://smartodr.in/login> and it can also be accessed through the Company's website at <https://sakthifinance.com/investor-information/>.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER

In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated 13th January 2021, in continuation and read with its earlier Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.

Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Saturday, September 20, 2025**, shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date shall treat this Notice as an intimation only.

A person who has acquired the equity shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. **Saturday, September 20, 2025**, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or e-voting during the AGM by following the procedure mentioned in this part. The remote e-voting will commence on **Wednesday, September 24, 2025, at 9.00 a.m.** and will conclude on **Friday, September 26, 2025, at 5.00 p.m.** During this period, the members of the Company holding equity shares either in physical mode or in demat mode as on the cut-off date i.e. **Saturday, September 20, 2025**, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their shares on the paid up equity share capital of the Company as on the cut-off date i.e. **Saturday, September 20, 2025**.

The Company has appointed Sri. R. Sivasubramanian, Company Secretary in Practice, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting during the AGM, in a fair and transparent manner.

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

For members holding equity shares in Physical form : Please provide necessary details like Folio No, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), Aadhaar (self-attested scanned copy) by e-mail to or coimbatore@in.mpms.mufg.com.

For members holding equity shares in Demat form: Please update your e-mail id and mobile no. with your respective Depository Participant ("DP").

For Individual Demat Shareholders: Please update your email id and mobile no. with your respective depository participant ("DP") which is mandatory while e-Voting and joining virtual meetings through Depository.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER

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

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

The voting period commences on **Wednesday, September 24, 2025, at 9.00 a.m.** and will conclude on **Friday, September 26, 2025, at 5.00 p.m.** During this period, shareholders of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Saturday, September 20, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

a. Members who have already voted prior to the meeting date would not be entitled to vote during the Meeting.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed entities in India. This requires registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

- b. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single log-in credentials, through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- c. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Members are advised to update the details of their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

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

- d. Pursuant to above SEBI Circular, log-in method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of Member	Log-in Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL's 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 URL for users to log-in to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on log-in icon and select New System Myeasi. After successful log-in, the 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 the 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 their vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is 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. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting_login. The system will authenticate the user by sending OTP on registered Mobile and Email 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.
Individual Members holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 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 "Log-in" 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 or joining virtual meeting and voting during the meeting.

	<p>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.</p> <p>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 held with NSDL), Password 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/ SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>
Individual Members (holding securities in Demat mode) log-in through their Depository Participants	You can also log-in using the log-in credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful log-in, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forgot User ID" and "Forgot Password" option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to log-in through Depository i.e. CDSL and NSDL

Log-in type	Helpdesk
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in log-in can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in log-in 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.

e Log-in method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual shareholders holding securities in demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.

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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Log-in.
5. If you are holding shares in demat form 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 Members and other than individual members holding shares in Demat Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated/sent by the Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	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 log-in. <ul style="list-style-type: none"> 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.

- f. After entering these details appropriately, click on **"SUBMIT"** tab.
- g. Members holding shares in physical mode will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their log-in password in the new password field. Kindly note that this password is also to be 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.
- h. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN of the Company, SAKTHI FINANCE LIMITED on which you choose to vote.
- j. 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.
- k. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- l. 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.
- m. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- o. If a demat account holder has forgotten the log-in 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.
- p. There is also an optional provision to upload Board Resolution / Power of Attorney, if any, uploaded which will be made available to scrutinizer for verification.
- q. **Additional facility for Non – Individual Members and Custodians - For remote e-voting only**
 - Non-Individual members (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 emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the log-in 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 log-in will be mapped automatically 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 favour of the Custodians, if any, should be uploaded in PDF format in the system for the scrutiniser to verify it.

- Alternatively, Non Individual members are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote to the Scrutinizer and to the Company at the email address viz **investors@sakthifinance.com**, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify it.

INSTRUCTIONS FOR MEMBERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC / OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER

- The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful log-in as per the instructions mentioned above for remote e-Voting.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
- Members are encouraged to join the Meeting through Laptops/IPads for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of above glitches.
- For ease of conduct, members who would like to ask questions may send their questions in advance at least 7 (Seven) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at **investors@sakthifinance.com** and register themselves as a speaker.
- Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website, **www.sakthifinance.com** and on the website of CDSL i.e. **www.cdslindia.com** within two days of the passing of the Resolutions at the 68th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- Contact Details:

Company	Sakthi Finance Limited CIN: L65910TZ1955PLC000145 Regd. Office : 62, Dr Nanjappa Road, Coimbatore – 641 018 Phone : (0422) 2231471-74, 4236200 E-mail ID : sakthif_info@sakthifinance.com; investors@sakthifinance.com Website : www.sakthifinance.com
Registrar and Transfer Agent	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) "Surya", 35, Mayflower Avenue, Behind Senthil Nagar Sowripalayam Road, Coimbatore – 641 028 Phone : (0422) 4958995, 2539835-836 E-mail ID : coimbatore@in.mpms.mufg.com Website : https://in.mpms.mufg.com
e-Voting Agency	Central Depository Services (India) Limited E-mail ID : helpdesk.evoting@cdslindia.com Toll free no.: 1800 21 09911
Scrutinizer	Sri. R. Sivasubramanian, Company Secretary in Practice

QUERIES

In case you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact 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 Toll free No 1800 21 09911.

OTHERS

In case of joint holders attending the AGM, only such joint holder who is higher in order of name will only be entitled to vote.

Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on investors@sakthifinance.com, at least 7 days before the date of the meeting to enable the management to respond quickly.

By Order of the Board
For Sakthi Finance Limited

S Venkatesh
Company Secretary and Chief Compliance Officer
FCS 7012

September 1, 2025
Coimbatore-18

Registered Office:

62, Dr Nanjappa Road, Coimbatore – 641 018

CIN : L65910TZ1955PLC000145

Phone : (0422) 2231471-74, 4236200

E-mail : 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 Nos.5 to 14 of the accompanying Notice dated September 1, 2025.

SPECIAL BUSINESS

Item No.5

Appointment of Secretarial Auditors

In terms of Section 204 of the Companies Act 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") and other applicable provisions if any, of the Act and the Listing Regulations, the Board of Directors have, at their meeting held on August 14, 2025, recommended the appointment of Sri R Dhanasekaran FCS, Practicing Company Secretary as Secretarial Auditor of the Company for a period of five (5) consecutive years with effect from April 1, 2025 to March 31, 2030 to conduct the Secretarial Audit of the Company and to provide the Secretarial Audit Report on such remuneration as may mutually be agreed between the Board of Directors of the Company and the Secretarial Auditor, from time to time, subject to the approval of members at the 68th Annual General Meeting.

Disclosures required to be made in terms of Regulation 36(5) of the Listing Regulations are given below:

a	Proposed Fees	To be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time
b	Terms of appointment	Recommended for the appointment for a term of five consecutive years with effect from April 1, 2025 to March 31, 2030
c	Material Change in the fee payable to the new Auditor and rationale for change	There will be no material change in the fees to be paid to the Secretarial Auditor.
d	Basis of recommendation for Appointment and Credentials	<p>Sri R Dhanasekaran, aged about 62 years, holds a Master's degree in Commerce and is a Fellow Member of The Institute of Company Secretaries of India.</p> <p>A valid certificate of Practice holder having more than 18 years of post-qualification experience in the field of Company Law, Security Laws and allied laws and has office in Coimbatore.</p> <p>He holds a valid Peer Review Certificate (No. 6739/2025) issued by the Institute of Company Secretaries of India.</p> <p>He was Chairman of Coimbatore Chapter of the Institute of Company Secretaries of India during the year 2014.</p>

Brief Profile of Secretarial Auditor

Sri R Dhanasekaran FCS, aged about 62 years, holds a Master's degree in Commerce and is a Fellow Member of The Institute of Company Secretaries of India.

A valid certificate of Practice holder having more than 18 years of post-qualification experience in the field of Company Law, Security Laws and allied laws and having office at Coimbatore.

He holds a valid Peer Review Certificate (No. 6739/2025) issued by the Institute of Company Secretaries of India. He was Chairman of Coimbatore Chapter of the Institute of Company Secretaries of India during the year 2014.

The Board of Directors recommend the Ordinary Resolution as set out in this item of the AGM Notice for approval of members as required under Regulation 17(11) of the Listing Regulations along with other applicable provisions.

None of the Directors and/or Key Managerial Personnel ("KMP") of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.5 of the AGM Notice.

Item No.6

Appointment of Smt. Susheela Balakrishnan (DIN: 07140637) as an Independent Director of the Company

The Board of Directors have, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at their meeting held on August 14, 2025 and in terms of Sections 152 and 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Articles of Association of the Company, appointed Smt. Susheela Balakrishnan (DIN: 07140637), as an Additional Director (Independent) of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 14, 2025 to August 13, 2030, subject to the approval of the Members.

The detailed profile of Smt. Susheela Balakrishnan is given in the **Annexure 1** to the Notice of the 68th AGM.

The Company has received a Notice from a Member under Section 160 of the Act, proposing the candidature of Smt. Susheela Balakrishnan (DIN: 07140637), for the office of an Independent Director of the Company.

The Company has received from Smt. Susheela Balakrishnan 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 & Qualification of Directors) Rules 2014.
- b. declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules 2014 that she 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 she 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 she is not aware of any circumstance or situation, which exists or may reasonably be anticipated, that could impair or impact her ability to discharge her 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 June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/ 14/2018-19 dated June 20, 2018 stating that she is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.
- f. confirmation that she 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 2023**"), as amended.
- g. confirmation that Directorships/Committee Memberships are within the statutorily permitted limits.
- h. confirmation that she is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs ("**IICA**"); and
- i. exemption certificate from undertaking the on-line proficiency 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 the running the business of the Company. As per self-assessment of the skill/ expertise/ competence made by Smt. Susheela Balakrishnan and evaluated by the NRC and the Board of Directors, Smt. Susheela Balakrishnan possesses the required skill sets, expertise and experience as per the skill matrix 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 2023.

In the opinion of the Board of Directors of the Company, Smt. Susheela Balakrishnan meets the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and she is a person of integrity and is independent of the management.

The Board of Directors consider that the appointment of Smt. Susheela Balakrishnan, as an Independent Director of the Company would immensely benefit the Company and hence it is desirable to avail of her services as an Independent Director.

The proposed appointment is also 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.

Smt. Susheela Balakrishnan 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.

As per Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting of the company or up to the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, Smt. Susheela Balakrishnan can hold the office as an Additional Director (Independent) up to September 27, 2025, the date of 68th AGM.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall require approval of members by way of a Special Resolution. Further, as Smt. Susheela Balakrishnan has already attained the age of more than seventy years, a Special Resolution is also required to be passed by the members for her appointment and she will continue to hold the position of an Independent Director as she has already attained the age of 75 years.

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.6 of the accompanying Notice for the approval of the members.

Details pursuant to Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, in respect of appointment of Smt. Susheela Balakrishnan are also given in the **Annexure 1** to the Notice.

Except Smt. Susheela Balakrishnan, 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.6 of the accompanying Notice.

Item No.7

Appointment of Sri. S. Shivram (DIN : 07946245) as an Independent Director of the Company

The Board of Directors have, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at their meeting held on September 1, 2025 and in terms of Sections 152 and 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Articles of Association of the Company, appointed Sri. S. Shivram (DIN : 07946245), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from September 1, 2025 to August 31, 2030, subject to the approval of the Members.

The detailed profile of Sri. S. Shivram is given in the **Annexure 1** to the Notice of the 68th AGM.

The Company has received a Notice from a Member under Section 160 of the Act, proposing the candidature of Sri. S. Shivram (DIN : 07946245), for the office of an Independent Director of the Company.

The Company has received from Sri. S. Shivram 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 & Qualification of Directors) Rules 2014.
- b. declaration in Form DIR-8 in terms of the Companies (Appointment & 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 June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/ 14/2018-19 dated June 20, 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 2023**"), as amended.
- g. confirmation that Directorships/Committee Memberships are within the statutorily permitted limits;
- h. confirmation that he is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs ("**IICA**"); and
- i. a certificate for passing 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 the running the business of the Company.

As per self-assessment of the skill/ expertise/ competence made by Sri. S. Shivram and evaluated by the NRC and the Board of Directors, Sri. S. Shivram possesses the required skill sets, expertise and experience as per the skill matrix 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 2023.

In the opinion of the Board of Directors of the Company Sri. S. Shivram 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 Directors consider that the appointment of Sri. S. Shivram, as an Independent Director of the Company would immensely benefit the Company and hence it is desirable to avail of 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. S. Shivram 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.

As per Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting of the company or up to the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment

of a person on the board of directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, Sri. S. Shivram can hold the office as an Additional Director (Independent) up to September 27, 2025, the date of 68th AGM.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall require approval of members by way of a Special Resolution.

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.7 of the accompanying Notice for the approval of the members.

Details pursuant to 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. S. Shivram are also given in the **Annexure 1** to the Notice.

Except Sri. S. Shivram, 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.7 of the accompanying Notice.

Item No.8

Appointment of Sri. S Chandrasekhar (DIN : 00011901) as a Non-Executive, Non-Independent Director of the Company

The Board of Directors had, at their meeting held on August 14, 2025, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and in terms of Sections 152 and 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Articles of Association of the Company, appointed Sri. S Chandrasekhar (DIN : 00011901), as a Non-Executive, Independent Director (Additional) of the Company and he is not liable to retire by rotation, subject to the approval of the Members.

However the Board of Directors have, based on the recommendations of Nomination and Remuneration Committee ("NRC"), at their meeting held on September 1, 2025, proposed to redesignate / appoint him as a Non-Executive, Non-Independent Director of the Company as Sri. S Chandrasekhar (DIN:00011901) may likely to take Directorships in other Companies, which may impact / impair his independence and he is liable to retire by rotation, subject to the approval of the Members.

The detailed profile of Sri. S Chandrasekhar is given in the **Annexure 1** to the Notice of the 68th AGM.

The Company has received a Notice from a Member under Section 160 of the Act, proposing the candidature of Sri. S Chandrasekhar (DIN : 00011901), for the office of a Director of the Company.

The Company has received from Sri. S Chandrasekhar, 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:

- 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 & Qualification of Directors) Rules 2014.
- declaration in Form DIR-8 in terms of the Companies (Appointment & 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.
- confirmation in compliance with Securities and Exchange Board of India ("**SEBI**") Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/ 14/2018-19 dated June 20, 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.
- 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 2023**"), as amended.
- confirmation that Directorships/Committee Memberships are within the statutorily permitted limits;

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 the running the business of the Company. As per self-assessment of the skill / expertise / competence made by Sri. S Chandrasekhar and evaluated by the NRC and the Board of Directors, Sri. S Chandrasekhar, possesses the required skill sets, expertise and experience as per the skill matrix 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 2023.

The Board of Directors consider that the appointment of Sri. S Chandrasekhar, as a Director of the Company would immensely benefit the Company and it is desirable to avail of his services as a 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. S Chandrasekhar 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.

As per Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting of the company or up to the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, Sri. S Chandrasekhar can hold the office as an Additional Director up to September 27, 2025, the date of 68th AGM.

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 Ordinary Resolution as set out in Item No.8 of the accompanying Notice for the approval of the members.

Details pursuant to 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. S Chandrasekhar are also given in the **Annexure 1** to the Notice.

Except Sri. S Chandrasekhar, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution proposed in Item No.8 of the accompanying Notice.

Item No.9

Re-appointment of Sri M Balasubramaniam (DIN : 00377053) as Managing Director of the Company for a period of five (5) consecutive years with effect from September 29, 2025 to September 28, 2030 (both days inclusive) and payment of remuneration

Background Details

1. At the 63rd Annual General Meeting of the Company held on December 17, 2020 members had approved the appointment of Sri M Balasubramaniam as Managing Director of the company for a period of five (5) consecutive years with effect from September 29, 2020. His present term of office as Managing Director gets completed on September 28, 2025.
2. Considering his significant contributions made to the company during his tenure of office, the Board of Directors have, at their meeting held on August 14, 2025, based on the recommendations of Nomination and Remuneration Committee and Audit Committee, reappointed him, subject to the approval of members, as Managing Director for a further period of five (5) consecutive years with effect from September 29, 2025 on the terms and conditions set out in the resolutions which are placed before the members for their approval. Upon his appointment as Managing Director, he will be a Key Managerial Personnel ("KMP") of the Company as per Section 203 of the Act.
3. In terms to Regulation 17(1C) of the Listing Regulations, the listed entity shall ensure that approval of members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Sri M Balasubramaniam as Managing Director requires the approval of the members by way of a Special Resolution.
4. The Company has received a Notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Sri M Balasubramaniam for the office of Director of the Company.

Profile

5. Sri M Balasubramaniam is 66 years of age. He holds a Master's degree in Commerce from the University of Madras and a Master's Degree in Business Administration from Notre Dame University, USA. He joined the company as a Director in the year 1985 and has been the Managing Director of the company since 1990. He is also Managing Director of Sakthi Sugars Limited and Director in other public / private limited companies. He was also a Senate Member of Bharathiyar University, Coimbatore and was also a Member of Southern Regional Committee of All India Council of Technical Education ("AICTE").
6. During his long and eventful association with the Company for nearly four decades, the Company has gained from strength to strength under his outstanding leadership. Further, considering his qualifications, experience and expertise in the finance industry, his continued association would be of immense benefit and add value to the Company and hence it is desirable to continue of avail of his services as Managing Director of the company.
7. Further, the Board of Directors have identified the core skill sets / expertise to be collectively possessed by the Board of Directors of our Company in the context of the Company's business which include Industry knowledge, Leadership qualities, Strategic thinking, Financial Expertise (Banking, Finance and Accounting), Information Technology, Human Resources, Understanding the applicable laws, rules, regulations and policy and Integrity and ethical standards. Sri M Balasubramaniam possesses all the above skill sets for leading the company in the years ahead.
8. Based on his skill sets and considering his qualifications, extensive experience, expertise and integrity of Sri M Balasubramaniam in the Finance Industry, he will be eminently qualified for being re-appointed as Managing Director of the company for a further period of five (5) consecutive years with effect from September 29, 2025 to September 28, 2030, both days inclusive. He is not liable to retire by rotation.

Disclosures

9. Sri M Balasubramaniam has submitted the following documents:
 - a. consent in writing to be a Director in Form DIR-2
 - b. intimation in Form DIR-8 to the effect that he is not disqualified under Sections 164(1) and (2) of the Act.
 - c. disclosure of interest in Form MBP-1 as required under Section 184(1) read with Rule 9(1) to the Act
10. Sri M Balasubramaniam has confirmed that he satisfies the "Fit and Proper Criteria" as prescribed in RBI's Master Direction (Non-Banking Financial Company – Scale Based Regulations) Directions 2023 ("RBI-MD-SBR 2023"), in relation to the appointment of a Director.
11. Sri M Balasubramaniam has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority pursuant to SEBI Circular dated June 20, 2018 circulated by BSE Limited relating to enforcement of SEBI Orders regarding appointment of Directors by listed companies.
12. Sri M Balasubramaniam's Directorship/Committee memberships are within the statutorily permitted limits.
13. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.
14. The Statement under Section 102 of the Act setting out the above terms and conditions may also be treated as an abstract under Section 190 of the Act.
15. Details of his age, qualifications, experience and expertise, Directorships and Committee Memberships held in other public companies etc as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given in the **Annexure 1** to the notice.
16. A copy of the draft agreement for the re-appointment of Sri M Balasubramaniam, setting out the terms and conditions would be available for inspection without any fee by the Members in electronic form as per the instructions provided in Item No. 9 of this Notice (at the registered office of the Company during normal business hours on any working day up to September 27, 2025).
17. His proposed re-appointment is also in line with the requirements of the Articles of Association, Policy on "Fit and Proper Criteria" in the appointment of Directors and Nomination and Remuneration Committee Charter (including Policy on remuneration) of our Company.
18. The Board of Directors is also of the view that Sri M Balasubramaniam's knowledge, experience and expertise would immensely benefit and value to the Company and pursuant to the recommendations of NRC, Audit Committee and the Board of Directors, recommend the Special Resolution set out in Item No 9 of the accompanying Notice for the consideration and approval of the members.

Inspection, Memorandum of Interest and Recommendation

19. All relevant documents, deeds and agreements etc relating to Item No.9 and referred to in this Notice and the Statement shall be available for electronic inspection without any fee by the Members, as provided in Note 14 of the Notes to this AGM Notice.
20. The following additional information as required by Schedule V to the Companies Act 2013 is given below:

I. General Information

i. Nature of Industry

The Company has been in the business of financing of pre-owned Commercial Vehicles, Infrastructure Equipments and Machines etc.

ii. Date or expected date of commencement of commercial production

The Company was incorporated on March 30, 1955 and started commencement of business immediately.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.

iv. Financial performance based on given indicators – as per audited financial statements for the year ended March 31, 2025.

Particulars	(₹ lakh)
Gross Turnover and Other Income	21,520.41
Net profit as per Statement of Profit and Loss (After Tax)	1,665.15
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	2642.04
Net worth	19,976.54

v. Foreign investments or collaborators, if any: Not applicable.

II. Information about the appointee:

- Background details: Information furnished in the **Annexure 1** to Notice.
- Past remuneration during the financial year ended March 31, 2025: ₹ 130.71 lakhs
- Recognition or awards: Not applicable
- Job Profile and Suitability :

Sri M Balasubramaniam holds a Post Graduate degree in Commerce from University of Madras and a Master's Degree in Business Administration in Finance from Notre Dame University, USA.

Sri M Balasubramaniam joined the Company as a Director in 1985 and he has been the Managing Director of the company since September 29, 1990 and Vice Chairman and Managing Director of the Company from October 24, 2007.

During his long and eventful tenure, our company has achieved an all-round performance. During the financial year 2025, our Company has crossed ₹ 1,350 Crore mark in total asset size under his very able stewardship.

Considering the qualifications, experience, integrity and expertise of Sri M Balasubramaniam in the finance industry, he will be eminently qualified for being appointed as Managing Director of the company for a further period of five (5) consecutive years with effect from September 29, 2025 to September 28, 2030 (both days inclusive).

v. Remuneration proposed

The present term of office of Managing Director gets completed on 28th September 2025. Sri M Balasubramaniam is proposed to be reappointed as Managing Director for a further period of five (5) consecutive years with effect from September 29, 2025 to September 28, 2030, both days inclusive, on the following terms and conditions:

Salary	₹ 3.00 Lakhs per month
Perquisites	Not exceeding the Annual Salary as may be decided by the Board of Directors from time to time. In addition to the salary, Sri M Balasubramaniam shall also be entitled to the following perquisites: a. Contribution to Provident and Superannuation Funds to the extent not taxable under the Income Tax Act 1961; b. Gratuity at the rate of half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure as per the rules of the Company
Commission	3 per cent on the Net Profits of the Company, subject to a maximum ceiling specified in Section I of Part II of Schedule V to the Act

vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be with respect to the country of his origin).

The proposed remuneration to Sri M Balasubramaniam has been fixed after considering the size of the business, his qualification and the responsibilities shouldered for the effective management of the company. The remuneration proposed to be paid to him, is also commensurate with the remuneration given to his position / level by the same industry or similar companies.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, the Managing Director does not have any other material pecuniary relationship with the Company or relationship with the managerial personnel.

III. Disclosures

The following disclosures shall be mentioned in the Board's Report under the heading "Corporate Governance", if any, attached to the financial statement:

- all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- details of fixed components and performance linked incentives along with the performance criteria;
- service contracts, notice periods, severance fees; and
- stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.

The required information and necessary disclosures of the remuneration of all Directors for Financial Year 2024-25 and other terms and conditions are given in the Corporate Governance Report 2025 forming part of Annual Report 2025.

The Company will also enter into an agreement with the Managing Director for his re-appointment.

IV. Other Information

- Reasons of loss or inadequate profits : Not applicable as the Company has posted a net profit after tax of ₹ 1665.15 lakhs during the year ended March 31, 2025.
- Steps taken or proposed to be taken for improvement - Not applicable
- Expected increase in productivity and profits in measurable terms: Not applicable as the Company has made adequate profits.

21. Sri M Balasubramaniam is deemed to be concerned or interested as it relates to his reappointment and remuneration. Dr M Manickam, Chairman and Sri M Srinivaasan, Director are also interested in the reappointment of Sri M Balasubramaniam as relatives. None of the other Directors, KMPs and their relatives, have any concern or interest, financially or otherwise, in the Special Resolution.
22. Accordingly, the Board of Directors recommend passing of the Special Resolution as set out at Item No.9 of the Notice for approval of the Members of the Company. Further, as Sri M Balasubramaniam will attain the age of seventy years during his tenure of appointment, a Special Resolution is also required to be passed by the members for his appointment as Managing Director under Section 190 of the Act.

Item No.10

Issue of Secured, Redeemable, Non-Convertible Debentures ("NCDs") and / or other Debt Securities etc on private placement basis for an amount not exceeding ₹ 250 crores

As per Section 42 and 71 of the Companies Act 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 ("the Rules"), a company which offers or makes an invitation to subscribe to Non-Convertible Debentures ("NCDs") on private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once in a year for all the offers and invitations for such NCDs during the year.

Accordingly, the members had approved issue of NCDs at a face value of ₹ 1,00,000 each and other debt securities up to ₹ 500 crore at the Annual General Meeting held on September 10, 2024, which is valid up to one year from the date of passing the resolution. Borrowings through NCDs and other debt securities, issued on private placement basis, form a significant source of funds for the Company.

The approval of the Members is being sought by way of a Special Resolution for the proposed issue of NCDs for an amount of ₹ 250 Crore. Further, Members are requested to authorize the Board (including any committee thereof) to offer and issue NCDs on private placement basis, in one or more series or tranches, within the overall borrowing limits of the Company, as approved by the members (₹ 2,500 Crores) on April 5, 2014 through Postal Ballot.

The issue proceeds are expected to be used to fund the hire purchase finance operations of the Company and for general working capital requirements and redemption of NCDs.

Disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules 2014, to the extent applicable, the material facts in relation to the above issue of NCDs and other debt securities are as follows:

Particulars of the offer including date of passing of Board resolution	Secured Redeemable, Non-Convertible Debentures ("NCDs") and Other Debt Securities in one or more series or tranches Date of Board Meeting : August 14, 2024
Kinds of securities offered and the price at which security is being offered	NCDs of Face Value of NCDs: ₹ 1,00,000 each or such other amount as may be applicable and decided by the Board.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable
Name and address of valuer who performed valuation	Not applicable
Amount which the company intends to raise by way of such securities	For an amount not exceeding ₹ 250 crores in aggregate
Material Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	Terms NCDs: 15 to 120 months Interest Rate: Not exceeding 12 per cent per annum. Mode of payment: NEFT / Cheque / DD Repayment: NEFT / Cheque / DD on the date of maturity
Proposed time schedule for which the offer letter is valid	Valid for one (1) year from the conclusion of the 68th Annual General Meeting
Purposes and objects of the offer	To finance the business operations and increased working capital requirements of the Company and redemption of NCDs.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Promoters or Directors may subscribe to the offer.
Principal terms of assets charged as security, if applicable	Secured NCDs: Security cover will be 100 per cent of the Issue size

Accordingly, the Board of Directors recommend the Special Resolution set out in Item No. 10 of the accompanying Notice for the consideration and approval of the members.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, except to the extent of NCDs and other debt securities that may be subscribed to by their relatives or companies/firms in which they are interested.

Item No. 11 to 13

The present Authorized Share Capital of the Company is ₹ 130 Crore consisting of 10,00,00,000 Equity Shares of ₹ 10 each and 30,00,000 Redeemable Cumulative Preference Shares of ₹ 100 each. The present issued, subscribed and paid-up share capital of the Company is ₹ 86.26 Crore consisting of 6,47,05,882 equity shares of ₹ 10 each and 21,55,150 Redeemable, Cumulative, Preference Shares ("RCPS") of ₹ 100 each.

With a view to facilitate increase of capital base, net worth and the Capital Adequacy Ratio, the Board of Directors intend to issue RCPS on private placement basis. To accommodate consequent increase in share capital, the Authorized Share Capital requires to be increased with additional 20,00,000 Redeemable, Cumulative, Preference Shares of ₹ 100 each. Accordingly, the revised Authorized Share Capital will be ₹ 150 Crore divided into 10,00,00,000 Equity Shares of ₹ 10 each and 50,00,000 Redeemable, Cumulative, Preference Shares of ₹ 100 each. This requires the approval of the members under Section 62 of the Companies Act 2013 for which necessary resolution is proposed as set out in Item No.11. As a consequence, the Capital Clauses in the Memorandum of Association (Clause 5) and the Articles of Association (Article 3) are required to be altered / amended and the necessary Resolutions are proposed under Item Nos. 12 and 13 respectively for the approval of the Members.

Accordingly, the Board of Directors recommend the above Resolutions at Item Nos. 11 to 13 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, except to the extent of equity / preference shares that may be subscribed to by them, their relatives or companies/ firms in which they are interested.

Item No. 14

To increase the net worth, to strengthen the Capital Adequacy Ratio and to meet the Working Capital requirements of the Company, the company intends to issue, in one or more tranches, 20,00,000, Redeemable, Cumulative, Preference Shares ("RCPS") of ₹ 100 each for an amount not exceeding ₹ 20 crore on private placement basis to such person(s) identified by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted / to be constituted Committee of the Board thereof to exercise its powers including powers conferred by this resolution) in their absolute discretion whether or not such persons are members of the Company on such terms and conditions as may be decided by the Board of Directors at their discretion.

The Special Resolution authorizing the Board of Directors to offer, issue and allot RCPS at their discretion, as detailed in the resolution, is placed before the members for their approval.

The terms and conditions of the RCPS shall be subject to the provisions of the Act and the related rules as amended, under the Act and the Memorandum and Articles of Association of the Company.

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules 2014, the material facts in relation to the above issue of Preference Shares, Rule 13(2) of the Companies (Share Capital and Debentures) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and any other rules and regulations, to the extent applicable, are as follows:

a	Particulars of the offer including date of passing of Board resolution	Redeemable, Cumulative Preference Shares Date of Board Meeting: August 14, 2025
b	Size of the issue and the number of preference shares to be issued and the nominal value of each share	The Company proposes to issue and allot not exceeding 20,00,000 (Twenty Lakh Only) Redeemable, Cumulative, Preference Shares ("RCPS") of face value of ₹ 100 each for cash at par aggregating a nominal value not exceeding ₹ 20 crore to various persons / entities identified by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any duly constituted / to be constituted Committee of the Board thereof to exercise its powers including powers conferred by this resolution) and whether or not they are members of the Company.
c	Nature of such shares. i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Redeemable, Cumulative, Non-participating and Non-Convertible Preference Shares

d	Objectives of the issue	To increase the net worth, to strengthen the Capital Adequacy Ratio and to meet the working capital requirements of the Company.																					
e	Manner of issue of shares	On private placement basis.																					
f	Price at which such shares are proposed to be issued	₹ 100 each																					
g	Basis on which the price has been arrived at	None																					
h	Terms of issue, including terms and rate of dividend on each share etc	As mentioned in the resolution in Item No. 14, the rate of dividend will be decided by the Board of Directors at the time of issue.																					
i	Terms of redemption, including the tenure of redemption, if any, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The period of redemption will be decided by the Board of Directors but in no case shall exceed a period of 20 years from the date of issue. Redemption of preference shares at premium is not applicable and there is no conversion of shares.																					
j	Manner and modes of redemption	Out of profits and /or out of the fresh issue of capital, as the case may be.																					
k	Current shareholding pattern of the Company	<p>Equity shareholding pattern as on June 30, 2025:</p> <table border="1"> <thead> <tr> <th>Category</th><th>No of Shares</th><th>% of equity capital</th></tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td><td>4,33,63,007</td><td>67.02</td></tr> <tr> <td>Banks, Financial Institutions and Mutual Funds</td><td>900</td><td>0.00</td></tr> <tr> <td>Bodies Corporate including Overseas Corporate Body</td><td>1,56,25,992</td><td>24.15</td></tr> <tr> <td>Non-Resident Indians</td><td>50,063</td><td>0.07</td></tr> <tr> <td>Resident Individuals and Others</td><td>56,65,920</td><td>8.76</td></tr> <tr> <td>Total</td><td>6,47,05,882</td><td>100.00</td></tr> </tbody> </table> <p>Detailed shareholding pattern is available on the website of the Company i.e. www.sakthifinance.com and also available on the website of the BSE Ltd i.e., www.bseindia.com.</p>	Category	No of Shares	% of equity capital	Promoter and Promoter Group	4,33,63,007	67.02	Banks, Financial Institutions and Mutual Funds	900	0.00	Bodies Corporate including Overseas Corporate Body	1,56,25,992	24.15	Non-Resident Indians	50,063	0.07	Resident Individuals and Others	56,65,920	8.76	Total	6,47,05,882	100.00
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Non-Resident Indians	50,063	0.07																					
Resident Individuals and Others	56,65,920	8.76																					
Total	6,47,05,882	100.00																					
l	Expected dilution in equity share capital upon conversion of preference shares	Not applicable																					
m	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Promoters or Directors may subscribe to the offer.																					

Accordingly, the Board of Directors recommend the Special Resolution set out in **Item No 14** of the accompanying Notice for the consideration and approval of the members.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the passing of the Special Resolution.

By Order of the Board
For Sakthi Finance Limited

S Venkatesh
Company Secretary and Chief Compliance Officer
FCS 7012

September 1, 2025
Coimbatore-18
Registered Office:
62, Dr Nanjappa Road, Coimbatore – 641 018
CIN : L65910TZ1955PLC000145
Phone : (0422) 2231471-74, 4236200
E-mail : investors@sakthifinance.com
Website : www.sakthifinance.com

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT / APPOINTMENT AT THE SIXTY EIGHTH ANNUAL GENERAL MEETING
(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	Dr S Veluswamy
Item No	4
Director Identification Number ("DIN")	05314999
Date of birth and age	June 20, 1959, 66 years
Date of first appointment on the Board	May 29, 2019
Designation and Category of Director	Non-Executive, Non-Independent Director
Qualifications	M.Com, ACS, Ph.d
No of Board Meetings attended during the year out of 8 meetings	Attended 7 out of 8 Board Meetings
Expertise in specific functional areas	<p>Dr. S. Veluswamy holds a Master's Degree in Commerce from Madras University. He is also an Associate Member of the Institute of Company Secretaries of India. He has also received a Doctorate degree in Commerce from Bharathiyar University, Coimbatore.</p> <p>He has been associated with the Company for more than 30 years with experience in secretarial, business operations and finance, funding of the Company. He had a stint as Chief Financial Officer of our Company from November 2014 - November 2015 as also was the Chief Executive Officer for 3 years till his appointment as Director. He was also Director (Finance and Operations) and Chief Financial Officer of our Company from May 29, 2019 to May 24, 2022. He continues to be a Non-Executive, Non- Independent director of our company.</p>
Directorships held in other Companies	<p>A. Public Companies</p> <ol style="list-style-type: none"> 1. ABT Foods Agrovat Limited 2. ABT Foods Limited 3. ABT Finance Limited 4. Sakthifinance Commercial Vehicle and Infrastructure Limited <p>B. Private Companies</p> <ol style="list-style-type: none"> 1. K Payment Gateway India Private Limited 2. Lakshmi Sundaram Properties Private Limited 3. Sakthi Pelican Insurance Broking Private Limited
Memberships / Chairmanships of committee across public companies	<p>Audit Committee – Member:</p> <ol style="list-style-type: none"> 1. ABT Foods Limited 2. ABT Foods Agrovat Limited
Name of the Listed entity from which the Director has resigned during past three (3) years	Not applicable
Terms and Conditions of re-appointment and details of remuneration sought	Sri S Veluswamy 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 re-imbursement for expenses incurred in connection with attending Board / Committee meetings
No of equity shares held	Nil
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Dr. S. Veluswamy holds a Master's Degree in Commerce from Madras University. He is also an Associate Member of the Institute of Company Secretaries of India. He has also received a Doctorate degree in Commerce from Bharathiyar University, Coimbatore. He has been associated with the Company for more than 30 years with experience in secretarial, business operations and finance, funding of the Company. He had a stint as Chief Financial Officer of our Company from November 2014 - November 2015 as also was the Chief Executive Officer for 3 years till his appointment as Director. He was also Director (Finance and Operations) and Chief Financial Officer of our Company from May 29, 2019 to May 24, 2022. He continues to be a Non-Executive Non- Independent director of our company.</p>
Details of last drawn remuneration (including sitting fees) from the Company	An amount of ₹ 3,40,000 (Rupees Three Lakh Forty Thousand only) paid towards sitting fees for attending the Board and Committee meetings held during the financial year 2024-25 (i.e from April 1, 2024 to March 31, 2025).
Relationship with other Directors	Nil

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT / APPOINTMENT AT THE SIXTY EIGHTH ANNUAL GENERAL MEETING
 (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	Smt. Susheela Balakrishnan
Item No	6
Director Identification Number ("DIN")	07140637
Date of birth and age	May 20, 1950, 75 years
Date of first appointment on the Board	Appointed as a Non-Executive, Independent Director (Additional), on the Board of the Company with effect from August 14, 2025
Designation and Category of Director	Non-Executive, Independent Director
Qualifications	B.A, FCA
No of Board Meetings attended during the year out of 8 meetings	Not applicable
Expertise in specific functional areas	Experience and expertise in the field of Finance, Accounts, Taxation, Bank Audits, NBFC Audits for more than four (4) decades and Management Consultancy for more than two (2) decades
Directorships held in other Companies	1. Sri Chamundeswari Sugars Limited 2. National Fittings Limited
Memberships / Chairmanships of committee across public companies	Audit Committee – Chairman 1. National Fittings Limited
Name of the Listed entity from which the Director has resigned during past three (3) years	Not applicable
Terms and Conditions of re-appointment and details of remuneration sought	Nil
Terms and Conditions of appointment and details of remuneration sought to be paid	Smt. Susheela Balakrishnan 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 re-imbursement for expenses incurred in connection with attending Board / Committee meetings
No of equity shares held	Nil
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Smt. Susheela Balakrishnan is a person of integrity and considering her qualifications, extensive knowledge and rich experience and expertise in the field of Finance, Accounts, Taxation, Bank Audits, NBFC Audits and Management Consultancy, appointment of Smt. Susheela Balakrishnan is in the best interests of the Company. Her association would be of immense benefit and add value to the Company and therefore, the Board recommends her appointment as an Independent Director to the members. In the opinion of the Board of Directors, Smt. Susheela Balakrishnan 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
Details of last drawn remuneration (including sitting fees) from the Company	Not applicable
Relationship with other Directors	Nil

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT / APPOINTMENT AT THE SIXTY EIGHTH ANNUAL GENERAL MEETING
 (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 S Shivram
Item No	7
Director Identification Number ("DIN")	07946245
Date of birth and age	July 11, 1966, 59 years
Date of first appointment on the Board	Appointed as a Non-Executive, Independent Director (Additional), on the Board of the Company with effect from September 1, 2025
Designation and Category of Director	Non-Executive, Independent Director
Qualifications	He holds: <ul style="list-style-type: none"> • a B.Tech degree in Textiles from Technological Institute of Textiles, Haryana • a Post Graduate Diploma in Management (Marketing and Finance) from Indian Institute of Management, Lucknow
No of Board Meetings attended during the year out of 8 meetings	Not applicable
Expertise in specific functional areas	Has extensive experience and expertise in the field of Human Resource Management, Strategic HR Consulting etc.
Directorships held in other Companies	Director: <ol style="list-style-type: none"> 1. Apollo Home Healthcare Limited 2. Apollo Rajshree Hospitals Private Limited 3. Duroply Industries Limited 4. Imperial Hospital and Research Centre Limited 5. Sakthi Pelican Insurance Broking Private Limited 6. Sakthi Sugars Limited 7. Sakthifinance Financial Services Limited
Memberships / Chairmanships of committee across public companies	Nil
Name of the Listed entities from which the Director has resigned during past three (3) years	Not applicable
Terms and Conditions of re-appointment and details of remuneration sought	Sri S Shivram 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 re-imbursement for expenses incurred in connection with attending Board / Committee meetings.
No of equity shares held	Nil
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 is of the opinion that Sri S Shivram is a person of integrity and has more than three decades of experience and expertise the field of Human Resource Management, Strategic HR Consulting and his appointment will be in the best interests of the Company. His association would be of immense benefit and add value to the Company and therefore, the Board recommends his appointment as an Independent Director to the members.</p> <p>In the opinion of the Board of Directors, Sri S Shivram 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	Nil

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT / APPOINTMENT AT THE SIXTY EIGHTH ANNUAL GENERAL MEETING
(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. S Chandrasekhar
Item No	8
Director Identification Number ("DIN")	00011901
Date of birth and age	December 3, 1966, 58 years
Date of first appointment on the Board	Appointed as a Non-Executive, Independent Director (Additional) on the Board of the Company with effect from August 14, 2025.
Designation and Category of Director	Re-designated / Appointed as Non-Executive, Non-Independent Director with effect from September 1, 2025.
Qualifications	B.B.M., MBA (USA)
No of Board Meetings attended during the year out of 8 meetings	Not applicable
Expertise in specific functional areas	Experience and expertise in the field of Finance, Transport, Plantation, Dealership and Marketing etc.
Directorships held in other Companies	Director: 1. Anamallais Engineering Private Limited 2. ARC Retreading Company Private Limited 3. Sakthi Coffee Estates Private Limited 4. A B T Madras Private Limited 5. Chamundeswari Enterprises Private Limited 6. Sakthi Properties (Coimbatore) Limited 7. Sakthi Realty Holdings Limited 8. Sakthifinance Commercial Vehicle and Infrastructure Limited 9. Sakthifinance Holdings Limited
Memberships / Chairmanships of committee across public companies	Nil
Name of the Listed entities from which the Director has resigned during past three (3) years	Not applicable
Terms and Conditions of re-appointment and details of remuneration sought	Sri. S Chandrasekhar 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 re-imbursement for expenses incurred in connection with attending Board / Committee meetings
No of equity shares held	1,500
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Sri. S Chandrasekhar is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Finance, Transport, Plantation, Dealership and Marketing, the appointment of Sri. S Chandrasekhar is in the best interests of the Company. His association would be of immense benefit and add value to the Company and therefore, the Board recommends his appointment as a Non-Executive, Non-Independent Director to the members.
Details of last drawn remuneration (including sitting fees) from the Company	Not applicable
Relationship with other Directors	Nil

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT / APPOINTMENT AT THE SIXTY EIGHTH ANNUAL GENERAL MEETING
(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 M Balasubramaniam			
Item No	9			
Director Identification Number ("DIN")	00377053			
Category	Executive, Non-Independent			
Nationality	Indian			
Date of birth and age	September 20, 1958, 66 years			
Date of first appointment on the Board	August 21, 1985			
Qualifications	<ul style="list-style-type: none"> • Master's Degree in Commerce from University of Madras • Master's Degree in Business Administration from Notre Dame University, USA 			
Experience / Brief Profile	<p>Sri M Balasubramaniam joined the company as a Director in the year 1985 and has been the Managing Director of the company since 1990. He is also Managing Director of Sakthi Sugars Limited. He has 40 years of extensive experience and expertise in the field of finance, auto and sugar industries etc.</p> <p>Besides, during his long and eventful association with the Company, the Company has gained from strength to strength under his outstanding leadership</p>			
Terms and conditions of appointment including details of remuneration sought to be paid	<p>Sri M Balasubramaniam (DIN: 00377053) is appointed as Managing Director of the Company, for a period of five (5) consecutive years with effect from September 29, 2025 to September 28, 2030 (both days inclusive) and he is not liable to retire by rotation.</p> <p>For details of remuneration, please refer page no 53 of the Annual Report (Corporate Governance Report).</p>			
No of Board Meetings attended during the year (FY 2024-25)	Attended 8 out of 8 Board Meetings			
Directorships held in other Companies	<p>Listed Public Companies</p> <ol style="list-style-type: none"> 1. Sakthi Sugars Limited 2. Kovai Medical Center and Hospital Limited <p>Unlisted Public Companies</p> <ol style="list-style-type: none"> 1. A B T Limited 2. Sakthi Auto Component Limited 3. Sakthifinance Financial Services Limited 4. Sakthi Properties (Coimbatore) Limited 5. Sri Chamundeswari Sugars Limited 6. The Gounder and Company Auto Limited <p>Private Limited Companies</p> <ol style="list-style-type: none"> 1. Anamallais Bus Transport Private Limited 2. Magnum Foundations Private Limited 3. ABT Supply Chain Solutions Private Limited <p>Section 8 Companies</p> <ol style="list-style-type: none"> 1. Coimbatore Innovation and Business Incubator 2. Nachimuthu Industrial Association 			
Memberships / Chairmanships of committees across public companies (other than our Company)	Sl No	Name of the Company	Committee Name	Position
	1	Sakthi Sugars Limited	Stakeholders' Relationship Committee	Member
			Audit Committee	Member
			Corporate Social Responsibility Committee	Chairman
			Risk Management Committee	Member

Listed entities from which the person has resigned from the directorship in the past three years	Not applicable
No of equity shares held in the Company	10,91,636
Justification for appointment (including remuneration) 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 have identified the following core skill sets / expertise identified by the Board to be collectively possessed by the Board of Directors of our Company in the context of the Company's business which include Industry knowledge, Leadership qualities, Strategic thinking, Financial Expertise (Banking, Finance and Accounting), Information Technology, Understanding the applicable laws, rules, regulations and policy and Integrity and ethical standards. The Board of Directors is of the opinion that Sri M Balasubramaniam possesses all the above skill sets for leading the company in the years ahead.</p> <p>Besides, based on his skill sets and considering his qualifications, extensive experience, expertise and integrity, Sri M Balasubramaniam will be well-qualified for being re-appointed as Managing Director of the company.</p>
Last drawn Remuneration	₹130.71 lakhs
Relationship with other Directors	Brother of Dr M Manickam, Chairman and Sri. M. Srinivaasan, Director. None of the other Directors are related to him.

TDS INSTRUCTIONS ON DIVIDEND

The Board of Directors have, at their meeting held on May 30, 2025, recommended an Equity Dividend of ₹ 0.80 (8 per cent) per equity share of face value of ₹ 10 each for the financial year 2024-25, subject to the approval of members at 68th Annual General Meeting ("AGM") of the Company. The Record Date for the purpose of equity dividend is **Saturday, September 20, 2025**.

The Income Tax Act, 1961 ("the IT Act"), as amended by the Finance Act 2020, mandates that dividends paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of the members. Accordingly, the Company shall deduct tax at source (if applicable) at the time of making the payment of the Dividend, if declared at the 68th AGM.

The details given below provides the applicable Tax Deduction at Source ("TDS") provisions under the IT Act for Resident and Non-Resident shareholder categories, who are requested to take note of it.

Table 1: For Resident Shareholders

The shareholders are advised to update their PAN (Permanent Account Number), if not already done with depositories (in case shares are held in demat mode) and with the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited (in case shares are held in physical mode).

Category of Shareholders	TDS Rate	Exemption Applicability / Documents required
Any resident shareholder (with PAN)	As per section 194 of the IT Act 10% with Valid PAN or 20% without PAN or Invalid PAN or Inoperative PAN	If dividend payable or likely to be paid to a resident individual shareholder during financial year 2025-26 does not exceed ₹ 10,000. If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to it. For shareholders who are considered as "Specified Persons" (refer footnote to Table 1) under Section 206AB of the IT Act, higher tax rate shall apply. For Shareholders whose PAN are considered as Inoperative, Higher tax rate shall apply under Section 139AA of the IT Act (Refer Footnote iii). For the purpose of TDS, the Company will verify the status (Specified Person or not) from the Government enabled on-line facility and accordingly will deduct the TDS.
Submitting Form 15G / Form 15H	Nil	Eligible shareholder providing Form 15G (applicable to Individuals (below the age of 60 years)) / Form 15H (applicable to an Individual aged 60 years and above) - on fulfilment of prescribed conditions. PAN is mandatory to provide Form/form
Order under Section 197 of the IT Act	Rate provided in the certificate	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies (Public / Other) or Mutual Funds specified under Section 10 (23D) or Alternative Investment Fund (covered by Notification No. 51/2015 dated 25 June 2015)	Nil	Self-declaration that it has full beneficial interest with respect to shares owned, along with documentary evidence such as self-attested copy of PAN card and registration certificate TDS shall be deducted at applicable rates if any of the above documents are not provided.
Corporation established by or under a Central Act, which is under any law for the time being in force, exempt from income-tax on its income	Nil	Self-declaration along with documentary evidence that the person is covered under Section 196 of the IT Act

Footnotes:
Table 1:

'Specified person' means a person who has:

- not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of Section 139 has expired; and

ii. the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.

iii. **Inoperative PAN means :** A Person who is eligible to obtain an Aadhaar Card has to link his / her PAN and Aadhaar. PAN which is not linked with Aadhaar has become inoperative with effect from 1st July 2023.

Table 2: For Non-resident Shareholders

Category of Shareholders	TDS Rate	Exemption Applicability/ Documents required
Any non-resident shareholder (including Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"))	As per section 195 of the IT Act – 20% (plus applicable surcharge and cess) or DTAA rate, whichever is lower	<p>Non-resident shareholders (including FPI and FII shareholders) may opt for tax rate under Double Taxation Avoidance Agreement ("DTAA") read with Multilateral Instrument ("MLI") provisions. The Tax DTAA rate shall be applied for TDS on submission of following documents to the company:</p> <ul style="list-style-type: none"> • Self-attested copy of the PAN Card, if any, allotted by the Indian authorities. • Self-attested copy of Tax Residency Certificate ("TRC") valid as on the AGM date for the FY 2025-26 or the calendar year 2025 obtained from the tax authorities of the country of which the shareholder is resident • Electronically filed Self-declaration in Form 10F • Self-declaration confirming not having a Permanent Establishment in India, eligibility to DTAA read with MLI provisions if any, benefit and do not/ will not have place of effective management in India. • Declaration to establish the genuineness of applicability of treaty provisions including provisions of General Anti-Avoidance Rules and Multilateral Instruments, if any. <p>TDS shall be deducted at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. The rate of surcharge shall be determined considering the dividend paid in the FY 2025-26, if any.</p> <p>The Company is not obligated to apply the DTAA rates at the time of deduction/ withholding on dividend amounts. Application of DTAA rate shall depend upon the completeness of the documents (as required under the provisions of the IT Act) submitted by the non-resident shareholder.</p> <p>For shareholders who are considered as "Specified Persons" (refer footnote to Table 1) under Section 206AB of IT Act, higher tax rate as applicable would be deducted. For the purpose of TDS, the Company will verify the status (Specified Person or not) from the Government enabled on-line facility and deduct TDS accordingly. It may be noted that as per Section 206AB of IT Act, a non-resident who does not have a permanent establishment in India will not be considered as specified person.</p>
Submitting certificate under Section 195(3) /197 of the IT Act	Rate provided in the Certificate	Self-attested copy of lower / NIL withholding tax certificate obtained from Income Tax authorities.

Please note that:

1. The shareholders holding shares under multiple folios / demat accounts under different status / category under a single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holdings across all such accounts.
2. The Forms as mentioned in Table 1 and 2 can be accessed and downloaded from the website of the Company at the web-link <https://www.sakthifinance.com> and submit the applicable Forms to the Company's e-mail id, investors@sakthifinance.com, on or before **Saturday, September 20, 2025**.