

BSE Limited  
(Scrip Code: 511066)  
Floor 25, P J Towers  
Dalal Street  
Fort  
Mumbai – 400 001

ISIN: INE302E01014

On-line Submission through Listing Centre

Total No of Pages: 18

Dear Sirs,

**Postal Ballot Notice under Section 110 of the Companies Act 2013 – Disclosure / Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”)**

1. We request you to refer our letter No SFL:BSEBM:261:2025-2026 dated 12 February 2026.
2. In continuation of our above letter and in terms of Regulation 30 read with Para A of Part A of Schedule III to the Listing Regulations and the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 (“SEBI-MC”), we enclose a Postal Ballot Notice dated 12 February 2026 together with a Statement which is being sent to the Members of the Company for seeking their approval for the below mentioned Special Business.

SI No	Resolution’s Description	Resolution Type Ordinary / Special
1	To consider and approve the payment of commission to Dr S Veluswamy (DIN: 05314999), Non-Executive, Non-Independent Director of the Company	Special Resolution

3. In terms of Section 110 and 108 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 (“the Rules”) and the various circulars issued by Ministry of Corporate Affairs and Regulation 44 of the Listing Regulations, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories / MUFG Intime India Private Limited, the Company’s Registrar and Transfer Agents (“RTA”) as on **Friday, 13 February 2026 (“Cut-off Date”)** and whose e-mail addresses are registered with the Company/ RTA / Depositories or who will register their e-mail address in accordance with the process outlined in this Notice.





# Sakthi Finance

Since 1955

4. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide remote e-Voting facility to its members during the following period:

Commencement of remote e-Voting	Thursday, 19 February 2026 at 9.00 a.m
Conclusion of remote e-Voting	Friday, 20 March 2026 at 5.00 p.m

5. The e-Voting module shall be disabled by CDSL immediately thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share Capital of the Company as on the Cut-off date. Please note that Communication of Assent (“FOR”) or Dissent (“AGAINST”) of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting for remote e-Voting is provided in the “Notes” section of the Notice.
6. The Members, whose e-mail addresses are not registered with the Company / Depositories / RTA to receive this Notice, may register their e-mail address with Company’s RTA on or before 5.00 p.m on **Monday, 16 March 2026**. The process for registration of e-mail address is also provided in the enclosed Notice.
7. The remote e-Voting results will be declared on or before **Tuesday, 24 March 2026** (5.00 p.m). The results of the e-Voting and the Scrutinizer’s report will be placed on the Company’s website and can be accessed at <https://sakthifinance.com/investor-information> and will also be communicated to BSE Limited, where the equity shares / securities of the Company are listed.
8. The Postal Ballot Notice will also be available on the Company’s website and can be accessed at <https://sakthifinance.com/investor-information> and the website of CDSL, the remote e-Voting service providing agency to the Company (<https://www.evotingindia.com>).
9. We request you to take the document / information on record.

Yours faithfully  
For Sakthi Finance Limited



S Venkatesh  
Company Secretary and  
Chief Compliance Officer  
FCS 7012



Encl: (1)



**SAKTHI FINANCE LIMITED**

(CIN : L65910TZ1955PLC000145)

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

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

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

## POSTAL BALLOT NOTICE

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

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Thursday, 19 February 2026 at 9.00 a.m.	Friday, 20 March 2026 at 5.00 p.m.

To the members of the Company,

NOTICE is hereby given that in terms of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, as amended (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) as amended, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), as amended and in accordance with the requirements prescribed by the MCA for holding general meetings / conducting postal ballot process through e-Voting by its General Circular No. 03/2025 dated 22 September 2025 read with other relevant circulars issued earlier in this regard (collectively “MCA Circulars”) and the latest Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 issued by Securities and Exchange Board of India (“SEBI”), to transact the Special Business as set out below by passing a Special Resolution by way of postal ballot only, by voting through electronic means (“remote e-Voting”).

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

In compliance with the above MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company / Depository Participants (“DP”) as on the cut-off date i.e., Friday, 13 February 2026. Accordingly, a physical copy of the Notice along with



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

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

Members desiring to exercise their vote through the remote e-Voting facility are requested to carefully read the instructions indicated in this Notice and record their assent ("FOR") or dissent ("AGAINST") by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-Voting not later than 5:00 p.m. on Friday, 20 March 2026. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors have, at their meeting held on 12 February 2026, appointed Sri. R Sivasubramanian, Practicing Company Secretary (ICSI Membership No. A22289), as the Scrutinizer for conducting the process of remote e-Voting in accordance with the provisions of the Act read with the Rules and the MCA Circulars in a fair and transparent manner.

After the completion of scrutiny of votes cast, the Scrutinizer will submit his report to the Chairman or Vice Chairman and Managing Director or any person authorized by him and the results of remote e-Voting conducted through Postal Ballot (remote e-Voting process) along with the Scrutinizer's Report shall be announced on or before Tuesday, 24 March 2026 at 5:00 p.m. at the Registered Office at 62, Dr. Nanjappa Road, Coimbatore - 641 018, which will be placed on the Company's website, [www.sakthifinance.com](http://www.sakthifinance.com), on the website of the CDSL, [www.evotingindia.com](http://www.evotingindia.com) and on the notice board of the Company's Registered Office. The results shall also be communicated to the BSE Limited, where the equity shares / securities of the Company are listed.

#### **SPECIAL BUSINESS**

1. To consider and approve payment of commission to Dr S Veluswamy (DIN : 05314999), Non-Executive, Non-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 197, 198 and other applicable provisions, if any, of the Companies Act 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read with Regulations 17(6)(a) and 17(6)(ca) and other applicable regulations, if any, of the Securities and Exchange Board



of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”), such other approval(s), permission(s) and sanction(s) as may be necessary and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and as approved by the Board of Directors, the approval of the Members of the Company be and is hereby accorded for payment of commission of one (1) per cent on the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act 2013 (“the Act”) to Dr S Veluswamy (DIN : 05314999), Non-Executive, Non-Independent Director of the Company, payable in such form, manner or proportions and in all respects as may be determined by the Board of Directors of the Company for the financial year 2025-26, i.e. from 1st April 2025 to 31st March 2026.

**RESOLVED FURTHER THAT** the above commission shall be exclusive of any fees payable to him for attending the meetings of the Board and the Committees thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps, including to settle any questions, difficulties or doubts, as may be necessary, proper or expedient to give effect to the resolution.

#### **Notes**

1. The relevant Statement as per Section 102 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules 2014 (“the Rules”) and other applicable provisions, if any, of the Act, setting out the material facts relating to the Special Resolution contained in this Notice dated 12 February 2026 is annexed.
2. In accordance with MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from MUFG Intime India Private Limited (“MUFG Intime”) (formerly known as Link Intime India Private Limited), the Company’s Registrar and Transfer Agent (“RTA”) / Depositories as at the close of business hours on Friday, 13 February 2026 (“Cut-off Date”) and whose e-mail addresses are registered with the Company/RTA/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Friday, 13 February 2026.
3. The Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-Voting are mentioned in Note No. 12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only. It is however clarified that,



all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the above Resolution in accordance with the process specified in this Notice.

5. The remote e-Voting shall commence on **Thursday, 19 February 2026 at 9.00 a.m.** and shall conclude on **Friday, 20 March 2026 at 5.00 p.m.** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.sakthifinance.com](http://www.sakthifinance.com) and the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com), on which the Equity Shares / Securities of the Company are listed.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Statement may send their requests at [investors@sakthifinance.com](mailto:investors@sakthifinance.com) from their registered e-mail address mentioning their Name, Folio Number / DP ID and Client ID until the last date of remote e-Voting period of this Postal Ballot i.e. on **Friday, 20 March 2026 at 5.00 p.m.**
9. The Special Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-Voting i.e. **Friday, 20 March 2026**. Further, the Special Resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
10. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at e-mail id [coimbatore@in.mpms.mufig.com](mailto:coimbatore@in.mpms.mufig.com).

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

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

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

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

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card by e-mail to [investors@sakthifinance.com](mailto:investors@sakthifinance.com).



- b. In case shares are held in electronic mode, please provide DP ID/CL ID (16 digit DP ID / CL ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@sakthifinance.com](mailto:investors@sakthifinance.com). If you are an Individual shareholder holding securities in electronic mode, you are requested to refer to the log-in method explained in Step 1(b) under Note 12 i.e. Log-in method for e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode.
- c. Alternatively, shareholder/members may send a request to [evoting@cDSLindia.com](mailto:evoting@cDSLindia.com) for getting User Id and Password for e-Voting by providing above mentioned documents.
- d. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in electronic mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

11. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

## 12. Voting through electronic means:

In compliance of Sections 108, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, MCAs General Circular No. 03/2025 dated 22 September 2025 read with other relevant circulars issued in this regard (collectively "MCA Circulars") in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all the Members to enable them to cast their votes electronically.

During this period, Members holding shares either in physical form or in electronic form, as on the **Cut-off Date i.e. Friday, 13 February 2026**, may cast their vote electronically. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

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

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

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



b. In terms of the above SEBI Circular, Log-in method for e-Voting for Individual shareholders holding securities in Demat mode in CDSL / NSDL is given below:

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



Individual Shareholders holding securities in demat mode with NSDL

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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.
2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Log-in" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your Sixteen Digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name (i.e., NSDL) and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the



	Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) log-in through their Depository Participants ("DP")	<ol style="list-style-type: none"> <li>1. 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.</li> <li>2. 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.</li> <li>3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

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

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

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

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

a. Log-in method for e-Voting for shareholders holding shares in physical mode and shareholders other than individuals holding in Demat mode.

1. The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders/Members" module.
3. Now enter your User ID
  - a. For CDSL: 16 digits Beneficiary ID



- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- c. Shareholders holding shares in physical mode should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Log-in.
5. If you are holding shares in demat mode and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

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

- b. After entering these details appropriately, click on "SUBMIT" tab.
- c. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their 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.
- d. For shareholders holding shares in physical mode, the details can be used only for e-Voting on the Resolution contained in this Notice.
- e. Click on the EVSN for the "Sakthi Finance Limited" on which you choose to vote.



- f. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting, select the option YES or NO as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- g. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- h. After selecting the Resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- i. Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- j. You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- k. If a demat account holder has forgotten the 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.
- l. There is also optional provision to upload Board Resolution / Power of Attorney, if any. The said uploaded document will be made available to scrutinizer for verification.
- m. Additional Facility for Non - Individual Members and Custodians - For Remote e-Voting only.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the log-in details, a Compliance User should be created using the admin log-in 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 and can be delinked in case of any wrong mapping.
  - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify it.
  - Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote at least 48 hours before the meeting to the



Scrutinizer and to the Company at the e-mail address, coimbatore@in.mpms.mufg.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify it.

- Members of the Company including Institutional Investors are encouraged to vote on the Resolutions proposed in this Notice.

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

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

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

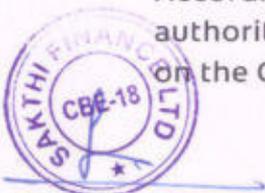
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an e-mail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

Any query in relation to the Resolutions proposed to be passed through Postal Ballot may be addressed to: Sri S Venkatesh, Company Secretary and Chief Compliance Officer, Sakthi Finance Limited, Registered Office: 62, Dr. Nanjappa Road, Coimbatore - 641 018. Tel No : +91 (422) 2231471-474, 4236207; Fax : +91 (422) 2231915; E-mail id : [investors@sakthifinance.com](mailto:investors@sakthifinance.com); website : [www.sakthifinance.com](http://www.sakthifinance.com).

### UPDATION OF KYC DETAILS

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

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



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

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

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

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

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

Place : Coimbatore  
Date : 12 February 2026

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



## STATEMENT OF MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT 2013

The following Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 12 February 2026.

### **SPECIAL BUSINESS**

#### **Item No.1**

#### **Payment of commission to Dr S Veluswamy (DIN: 05314999), Non-Executive, Non-Independent Director of the Company**

Dr S Veluswamy (DIN: 05314999), Non-Executive, Non-Independent Director has been associated with our Company since November 1990. His oversight role directly impact the Company's solvency and growth, particularly, in formulating capital adequacy frameworks, portfolio diversification strategies and the optimization of long-term debt structures, etc.

Considering his long and very eventful tenure spanning for more than three decades in various capacities held by him, the time devoted by him, his participation in strategic decision making, timely guidance provided by him to the Board on important policy matters, performance of the company and industry practices and in appreciation of it, it is proposed to compensate him by way of a commission of one (1) per cent on the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act 2013 ("the Act"), payable in such form, manner or proportions and in all respects and as recommended by the Nomination and Remuneration Committee, Audit Committee and as approved by the Board of Directors of the Company for the financial year 2025-26, i.e. from 1st April 2025 to 31st March 2026. In terms of Regulation 17(6)(a) and 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") approval of the members is required for payment of commission to him.

Regulation 17(6)(ca) of the Listing Regulations also provides that where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors giving details of the remuneration thereof, such payment shall be approved by the members by a Special Resolution every year.

As the proposed remuneration to be payable to him will exceed fifty per cent of the total remuneration payable to other Non-Executive Directors of the Company for the financial year 2025-26, it is proposed to obtain the approval of members of the Company.

Dr S Veluswamy's role in our Company is strictly Non-Executive and does not constitute a contract of employment. There is no "employer-employee" relationship in the Company. He does not exercise substantial powers of management or possess signing authority for daily operational or financial disbursements at SFL.



The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors or non-convertible debenture holders.

Dr S Veluswamy (DIN: 05314999), Non-Executive, Non-Independent Director of the Company and his relatives are interested in Item No. 1 to the extent of their shareholding, if any, held by them. None of the other Directors and Key Managerial Personnel ("KMP") of the Company, including his relatives, is concerned with or interested, financially or otherwise, in the Special Resolution as set out at Item No.1.

The Board recommends the Special Resolution as set out at Item No.1 for approval of the Members.

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

Place : Coimbatore

Date : 12 February 2026

Registered Office:

Sakthi Finance Limited

CIN : L65910TZ1955PLC000145

62, Dr. Nanjappa Road, Coimbatore - 641 018

Phone : (0422) 2231471 -74, 4236200

E-mail : sakthif\_info@sakthifinance.com; Investors@sakthifinance.com

Website : www.sakthifinance.com



**DETAILS OF DIRECTOR FOR PAYMENT OF COMMISSION**  
(Secretarial Standard 2 on General Meetings issued by ICSI)

Name of the Director	Dr S Veluswamy
Item No	1
Director Identification Number ("DIN")	05314999
Date of birth and age	20 June 1959, 66 years
Date of first appointment on the Board	29 May 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 (FY 2025-26)	Attended 6 out of 7 Board Meetings (up to 31 December 2025)
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 three decades 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 29 May 2019 to 24 May 2022. He continues to be a Non-Executive, Non-Independent director of our Company.</p>
Directorships held in other Companies	<p><b>A. Public Companies</b></p> <ol style="list-style-type: none"> <li>1. ABT Foods Agrovet Limited</li> <li>2. ABT Foods Limited</li> <li>3. ABT Finance Limited</li> <li>4. Sakthifinance Commercial Vehicle and Infrastructure Limited</li> </ol> <p><b>B. Private Companies</b></p> <ol style="list-style-type: none"> <li>1. K Payment Gateway India Private Limited</li> <li>2. Lakshmi Sundaram Properties Private Limited</li> <li>3. Sakthi Pelican Insurance Broking Private Limited</li> </ol>
Memberships / Chairmanships of Committee across public companies	<p><b>Audit Committee</b></p> <ol style="list-style-type: none"> <li>1. ABT Foods Limited</li> <li>2. ABT Foods Agrovet Limited</li> </ol>



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	Refer Explanatory Statement
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	Not applicable
Details of last drawn remuneration (including sitting fees) from the Company	An amount of ₹ 6,05,000 (Rupees Six Lakhs Five Thousand only) paid towards sitting fees for attending the Board and Committee meetings held during the financial year 2025-26 (up to 31 December 2025).
Relationship with other Directors	Nil



## Corporate Announcements



Data Saved Successfully,Announcement id for Reference is 12195226  
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