SAKTHI FINANCE LIMITED

CIN : L65910TZ1955PLC000145

REGISTERED OFFICE: 62, Dr. Nanjappa Road, Coimbatore - 641 018
Phone : (0422) 4236200
E-mail : sakthif_info@sakthifinance.com
investors@sakthifinance.com
Website : www.sakthifinance.com

NOTICE TO MEMBERS

NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Ninth (69th) Annual General Meeting (**"AGM"**) of the members of the Company will be held on **Saturday, 26 September 2026** at **11.30 a.m** 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 31 March 2026 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 ₹ 9 per share (9 per cent) on 29,21,400 Redeemable, Cumulative, Preference Shares of ₹ 100 each amounting to ₹ 235.34 lakhs (including tax deduction of ₹ 6.15 lakhs), declared by the Board of Directors at their meeting held on 10 March 2026 for the financial year ended 31 March 2026, on *pro rata* basis, wherever applicable and paid out of the profits of the company, be and is 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 31 March 2026 on 6,47,05,882 equity shares of ₹ 10 each amounting to ₹ 517.65 lakhs (including tax deducted at source as may be applicable) to be paid out of the profits of the company for the said financial year and the said dividend be paid to those eligible equity shareholders, as on the record date i.e., **Saturday, 19 September 2026**.

4. **Re-appointment of Dr Mahalingam Manickam (DIN: 00102233), 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 Mahalingam Manickam, holding DIN: 00102233, who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company.

SPECIAL BUSINESS

5. **To consider and approve payment of commission to Dr Sundaraswamy 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 (**"the 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 Act to Dr Sundaraswamy 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 2026-27, i.e. from 1st April 2026 to 31st March 2027.

   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.

6. **Issue of Redeemable, Cumulative, Preference Shares ("RCPS") on Private Placement basis for an amount not exceeding the Authorised Preference Share Capital of the Company, i.e. ₹ 50 crores.**

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

   RESOLVED THAT in accordance with Sections 42, 55 and any other applicable provisions, if any, of 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), 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, 50,00,000 Redeemable, Cumulative, Preference Shares (**"RCPS"**) of the face value of ₹ 100 each for cash at par for an amount not exceeding the Authorised Preference Share Capital of ₹ 50 crores, 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:

a. 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 reckoned on a cumulative basis.
b. 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.
c. 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.
d. The said shares will not be converted into equity shares.
e. The voting rights of the persons holding the said shares shall be in accordance with the provisions of Section 47(2) of the Act.
f. 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 are 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 up to the date of next Annual General Meeting.

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 General Circular dated 22 September 2025 read together with earlier circulars dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021, 5 May 2022, 28 December 2022, 25 September 2023 and 19 September 2024 (collectively referred to as **"MCA Circulars"**), permitted convening the Annual General Meeting (**"AGM" / "Meeting"**) through Video Conferencing (**"VC"**) or Other Audio-Visual Means **("OAVM")** without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act 2013 (**"the Act"**) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (**"Listing Regulations"**), in this regard, the 69th AGM of the Company is being held through VC/OAVM. The deemed venue for the 69th 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, the route map is not attached to the Notice.

2. The Board of Directors have considered and decided to include the Item Nos 5 and 6, given above as Special Business in the AGM Notice as they are considered necessary for the conduct of the Company's Business.

3. **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 and 6 are annexed.

4. The relevant details of Director seeking retirement by rotation under Item No. 4 as per Regulation 36(3) 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 in AGM 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 ("AR") 2026

In terms of Sections 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 Financial Statements (including Board's Report, Independent Auditor's Report and other documents required to be attached) for the financial year ended 31 March 2026 is being sent by electronic mode only to those members whose e-mail addresses are registered with the Company / Depository Participants **("DP")**.

Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent to those members whose e-mail addresses are not registered with the Company / DP, providing a web-link, including the exact path and QR Code, for accessing the Annual Report 2025-26. Members can request for a physical copy of the Annual Report 2026 by sending a request to the mail, **investors@sakthifinance.com.** Members may also note that the Notice of 69th AGM along with the Annual Report for the financial year 2026 will also be made available on the Company's website, **https://sakthifinance.com/annual-reports/ and** BSE Limited website, **https://www.bseindia.com/** for their download.

9. UPDATION OF PAN, KYC AND OTHER DETAILS

SEBI has, by its amendment to the Listing Regulations on 18th November 2025, mandated the payment of dividends, interest, redemption or repayment amounts to be made only in electronic mode. It has made it mandatory for all companies to use the bank account details of the shareholders provided by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company makes 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

In accordance with SEBI Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated 6 February 2026 (**"SEBI-MD-RTA"**), security holders holding securities in physical form are requested to ensure that their KYC details are duly updated. Upon completion of the requisite KYC formalities, all payments, including dividend, interest, or redemption proceeds, will be processed through electronic mode only.

<table>
<tr><th>Type of Holder</th><th colspan="3">Process to be followed</th></tr>
<tr><td rowspan="3">Shareholders holding shares in physical form</td><td colspan="3">Send a written request in the prescribed form to MUFG Intime India Private Limited either by e-mail (duly e-signed) at investor.helpdesk@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.</td></tr>
<tr><td>To register PAN, e-mail address, bank details and other KYC details or updation therein</td><td>Form ISR-1</td><td rowspan="2">For forms, please refer Company's website at https://sakthifinance.com/kyc-updation/ and RTA website, https://web.in.mpms.mufg.com/KYC-downloads.html</td></tr>
<tr><td>To update signature of securities holder along with below documents:
a. Copy of Bank Statement with Bank Name, Bank Account Number and IFS Code attested by Bank Manager or
b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
c. Self-attested PAN Card copy of all holders; and
d. 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.</td><td>Form ISR-2</td></tr>
</table>

Type of Holder	Process to be followed		
Shareholders holding shares in physical form	Declaration to opt out nomination	Form ISR-3	For forms, please refer Company's website at **https://sakthifinance.com/kyc-updation/** and RTA website, **https://web.in.mpms.mufg.com/KYC-downloads.html**
	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	

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

On completion of above KYC, the RTA shall, *suo moto*, generate request to the Company's bankers to pay electronically, all the monies of/payments to the holder that were previously unclaimed/unsuccessful.

In case Equity Shares are held in electronic form

Members holding securities in demat form are requested to submit/update their KYC details with their respective Depository Participants.

10. RECORD DATE AND DIVIDEND

Saturday, 19 September 2026 has been fixed as the Record Date for payment of dividend to the equity shareholders.

The dividend on equity shares for the year ended 31 March 2026, as recommended by the Board of Directors and if declared at the AGM, will be paid/credited by the Company, through permitted modes, on or after **Saturday, 26 September 2026** to those shareholders or their mandatees:

a. whose names appear as Members in the Register of Members of the Company as at the end of the business hours on **Saturday, 19 September 2026** 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, 19 September 2026**; and

b. whose names appear as Beneficial Owners as at the end of the business hours on **Saturday, 19 September 2026** in the list of Beneficial Owners to be provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in dematerialised form.

11. TAX DEDUCTED AT SOURCE ON DIVIDEND

In terms of the Income-tax Act 2025 (**"IT Act 2025"**), as amended by the Finance Act 2026, dividend income is taxable in the hands of shareholders and therefore, the Company shall be required to deduct Tax at Source (**"TDS"**) from dividends paid to shareholders at the prescribed rates. For the prescribed rates applicable for Financial Year (**"FY"**) 2026-27 (Tax Year), shareholders are requested to refer to the relevant provisions of the IT Act 2025 read with the applicable Finance Act and related amendments. Shareholders are requested to update their PAN with the Company/MUFG (in case of shares held in physical mode) and the Depositories (in case of shares held in demat mode) on or before **Saturday, 19 September 2026.**

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.

No communication on the tax determination / deduction shall be entertained post **Saturday, 19 September 2026**. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.

TDS provisions and documents required as applicable for the relevant category of shareholders are set out in the **Annexure 2** forming part of this notice.

12. NOMINATION DETAILS

Members can avail of the Nomination facility as per Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014. Members holding shares in physical form desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to MUFG Intime India Private Limited, "Surya", 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028.

Members desiring to opt out or cancel the earlier nomination and record a fresh nomination, may submit the same in Form ISR-3 or SH-14 as the case may be. Above forms are available on the Company's website at **https://sakthifinance.com/kyc-updation/** and RTA's website at **https://web.in.mpms.mufg.com/KYC-downloads.html.** Members holding shares in demat form may contact their respective DPs for availing this facility.

13. TRANSFER AND TRANSMISSION OF SHARES

As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, SEBI has, by its Master Circular for RTAs, mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate/ claim from unclaimed suspense account/renewal/exchange/endorsement/sub-division/splitting/consolidation/transmission/transposition of securities etc.

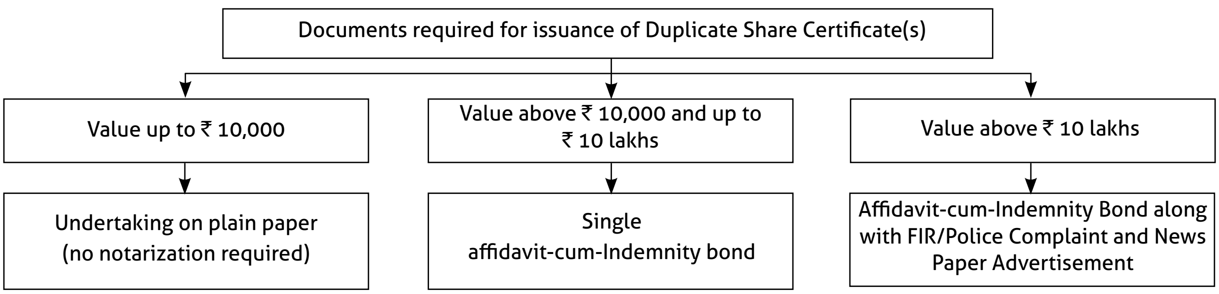
In view of the above and to eliminate the risks associated with physical shares and to avail of various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form.

SEBI has, by its Master Circular for RTAs, has dispensed with the requirements of issuance of Letter of Confirmation (**"LoC"**) with effect from 2 April 2026, by the Company / RTA while processing the above investor service requests. Accordingly, the securities will be credited directly to the shareholder's demat account upon submission of valid demat accounts details along with the demat conversion request form and Client Master List not older than two months duly attested by the Depository Participant.

14. SIMPLIFIED PROCEDURE FOR TRANSMISSION OF SECURITIES AND ISSUANCE OF DUPLICATE SHARE CERTIFICATES

SEBI has, by its Master Circular for RTAs, simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates by physical holders.

The documentation requirements have been standardised as below:



15. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

As per Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended **("the IEPF Rules")** and Regulation 61A of the Listing Regulations all unclaimed dividends, principal / maturity amount of debentures and deposits as well as interest accrued etc., which remained unclaimed for a period of seven consecutive 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.**

Name, Designation and Address of the Nodal Officer

Sri S Venkatesh, Company Secretary and Chief Compliance Officer

Sakthi Finance Limited (CIN:L65910TZ1955PLC000145)

Regd Office : 62, Dr. Nanjappa Road, Post Box No.3745, Coimbatore - 641 018

Tel : (0422) 4236200

E-mail : investors@sakthifinance.com

Website : www.sakthifinance.com

UNCLAIMED DIVIDENDS AND INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

You are requested to claim the following Unclaimed amounts:

Dividends due for transfer to IEPF:

The dividends declared from 2018-19 to 2024-25 which remain unpaid / unclaimed and the underlying shares as on 31 March 2026 are given below.

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid (Gross) (₹ lakhs)	Dividend lying unpaid and unclaimed with the Company (₹ lakhs)	Number of shares on which Dividend is lying unpaid and unclaimed with the Company	Last date / due date for claiming unpaid and unclaimed Dividend
2024-25	27 Sep' 2025	₹ 0.80	517.65	34.59	53,93,480	1st Nov' 2032
2023-24	10 Sep' 2024	₹ 0.80	517.65	34.50	52,82,323	16th Oct' 2031
2022-23	21 Sep' 2023	₹ 0.70	452.94	2.95	4,22,728	28th Oct' 2030
2021-22	28 Sep' 2022	₹ 0.60	388.23	4.06	7,05,509	5th Nov' 2029
2020-21	30 Sep' 2021	₹ 0.60	388.23	2.88	4,83,369	4th Nov' 2028
2019-20	17 Dec' 2020	₹ 0.60	388.23	2.93	4,89,687	23rd Jan' 2028
2018-19	23 Sep' 2019	₹ 1.00	647.05	7.16	7,16,393	30th Oct' 2026

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 make their claim to MUFG Intime India Private Limited well in advance of the above due dates.

The outstanding unclaimed / Unpaid dividends as on the due dates will be transferred to IEPF on the said due dates. The members may also 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 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.

From the Financial year 2018-19 to 2025-26, the Company had transferred in total 6,38,272 equity shares of ₹10 each to the dematerialized account of IEPF authority out of which 1,600 equity shares were claimed during the financial year. As on 31 March 2026, 6,36,672 equity shares are in the dematerialized account of IEPF authority.

Reminder letters and Notice published by the Company prior to transfer of Shares to IEPF:

In accordance with the above IEPF Rules, physical letters were sent to Members of the Company at their latest available addresses, whose shares are liable to be transferred to the IEPF Authority during FY 2026-27 and had also published newspaper advertisements in this regard. Members are advised to claim their unclaimed/unpaid dividend on or before the latest due date of 30 October 2026, to avoid such transfer of shares to IEPF Authority. Intimations were also sent through email to those Members whose email addresses were registered with the Company / Depository Participants **("DP")**. Notice in this regard was published on Monday, 27 July 2026 in the newspapers, namely, Business Line (in English Language - PAN India) and The Hindu Tamil Thisai (in Tamil language). No claim shall lie against the Company in respect of the shares/unclaimed amounts so transferred.

Fixed Deposits placed with the Company: If you have placed fixed deposits with our Company, you are requested to claim the maturity and interest amounts thereon, paid by the Company, if unclaimed / unencashed by you, by sending the physical documents to the Companys' Registered Office at 62, Dr Nanjappa Road, Coimbatore – 641 018.

Non-Convertible Debentures ("NCDs"): If you have subscribed to Company's Unlisted Private Placement NCDs, you are requested to claim your maturity amount of NCDs and interest thereon, if any, paid by the Company, if unclaimed / unencashed by you, by sending the physical documents to the Companys' Registered Office at 62, Dr Nanjappa Road, Coimbatore – 641 018.

The details of such unclaimed dividends, shares, Deposits and Debentures for the financial years are available on the company's website at https:**//sakthifinance.com/investor-education-and-protection-fund/** and on the website of Ministry of Corporate Affairs at **https://www.iepf.gov.in.**

16. SPECIAL WINDOW FOR RE-LODGEMENT OF PHYSICAL SHARE TRANSFER REQUESTS

In terms of SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, a special window is opened till 4th February 2027 to facilitate re-lodgement of transfer requests executed before 1st April 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents.

Eligible shareholders are requested to submit the requisite documents before 4th February 2027 to Company / RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien marked or pledged.

The Company has communicated the opening of this special window through newspaper advertisements which are available on the website at **https://sakthifinance.com/announcement-by-sfl/.**

17. 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) in order to receive the Notices, Annual Report, Dividend and Tax intimations and other communications in electronic mode.

18. 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 and any other relevant documents referred to in the Notice shall be made available electronically for inspection without any fee by the members from the date of circulation of Notice till the date of the AGM. Members seeking to inspect such documents can send e-mail to **investors@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.

19. PERMANENT REGISTRATION OF MEMBER'S 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:** investor.helpdesk@in.mpms.mufg.com.

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.

20. 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/online-dispute-resolution/.**

21. 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, **https://sakthifinance.com/annual-reports/** and on the website of CDSL, **www.evotingindia.com** within two working days after the voting on the Resolutions at the Sixty Ninth (69th) 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, 19 September 2026.** 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.

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

23. INVESTOR GRIEVANCE REDRESSAL FRAMEWORK

The Company has adopted an Investor Grievance Redressal Framework with an objective to promote and build prompt investor grievance redressal mechanism and maintain investor friendly relations. It recognizes the investors' right to have contact address of persons concerned to enable them to send any query or record a grievance. This also enables the Company to use investors' views as a feedback mechanism.

The Company has an established mechanism for providing investor services and grievance handling with designated e-mail ID, **investors@sakthifinance.com** (for equity and NCD holders) and also with MUFG for handling investor grievances on which investor can send a complaint.

The Company has also constituted a Stakeholders' Relationship Committee which functions under the Chairmanship of a Director, to examine and redress complaints by investors. The policy is available on Company's website at **https://sakthifinance.com/policies/.**

THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE GIVEN BELOW

As per 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, 19 September 2026,** 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 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, 19 September 2026,** 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, 23 September 2026 at 9.00 a.m.** and will conclude on **Friday, 25 September 2026 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, 19 September 2026,** 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, 19 September 2026.**

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 **investor.helpdesk@in.mpms.mufg.com.**

For members holding equity shares in Demat form: Please update your e-mail id and mobile number with your respective Depository Participant **("DP").**

For Individual Demat Shareholders: Please update your email id and mobile number with your respective depository participant **("DP")** which is mandatory while e-Voting and joining virtual meetings through Depository.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE GIVEN BELOW

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 remote e-voting period commences on **Wednesday, 23 September 2026 at 9.00 a.m.** and concludes on **Friday, 25 September 2026 at 5.00 p.m.** During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Saturday, 19 September 2026,** may cast their votes electronically. The remote 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.

b. As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 and Regulation 44 of the Listing Regulations, 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.

c. 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.

d. 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

e. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company is required to provide remote e-voting facility to all shareholders for resolutions proposed at the General Meeting. Individual shareholders holding securities in demat mode may cast their votes directly through their demat accounts maintained with Depositories/DPs. Members are, therefore, advised to ensure that their mobile numbers and e-mail ids are updated in their demat accounts to access the e-voting facility.

f. As per the 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**	1. 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. 2. 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. 3. If the user is not registered for Easi / Easiest, option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration**. 4. 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 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 Members 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.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. 2. If the user is not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com.** Select "Register Online for IDeAS Portal" or click at **https://eservices.nsdl.com/ SecureWeb/ IdeasDirectReg. jsp**. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following **URL:https://www.evoting.nsdl.com** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Log-in" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number 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. 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 the 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 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.

Type of Member	Log-in Method
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.

g. **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). • 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 • 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.

h. After entering these details appropriately, click on **"SUBMIT"** tab.

i. 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.

j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k. Click on the EVSN of the Company, SAKTHI FINANCE LIMITED on which you choose to vote.

l. 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.

m. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

n. 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.

o. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

p. You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

q. 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.

r. 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.

s. 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 e-mailed 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 namely, **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

1. The procedure for attending the meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend the 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.
3. 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.
4. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 to **investors@sakthifinance.com** and register themselves as a speaker.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
9. 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.

10. If any Votes are cast by the members through 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.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website, **https://sakthifinance.com/annual-reports/** and on the website of CDSL **i.e. www.cdslindia.com** within two working days of the passing of the Resolutions at the 69th Annual General Meeting of the Company and shall also be communicated to BSE Limited where the shares of the Company are listed.
12. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
13. Contact Details:

Company	Sakthi Finance Limited CIN: L65910TZ1955PLC000145 **Regd. Office :** 62, Dr Nanjappa Road, Coimbatore – 641 018 **Phone** : (0422) 4236200 **E-mail ID** : sakthif_info@sakthifinance.com, investors@sakthifinance.com **Website** : www.sakthifinance.com
Registrar and Transfer Agent	MUFG Intime India Private Limited CIN: U67190MH1999PTC118368 "Surya", 35, Mayflower Avenue, Behind Senthil Nagar Sowripalayam Road, Coimbatore – 641 028 **Phone** : (0422) 4958995, 2539835-836 **E-mail ID** : investor.helpdesk@in.mpms.mufg.com **Website** : https://in.mpms.mufg.com/
e-Voting Agency	Central Depository Services (India) Limited CIN: L67120MH1997PLC112443 **E-mail ID** : helpdesk.evoting@cdslindia.com **Toll free no. :** 1800 21 09911
Scrutinizer	Sri. R. Sivasubramanian, Company Secretary in Practice

QUERIES

If you have any queries or issues regarding attending the AGM and e-Voting from the CDSL e-Voting system, you can write an e-mail 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

14 August 2026
Coimbatore-18

Registered Office:
62, Dr Nanjappa Road, Coimbatore – 641 018
CIN : L65910TZ1955PLC000145
Phone : (0422) 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 and 6 of the accompanying Notice dated 14 August 2026.

SPECIAL BUSINESS

Item No.5

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

Dr Sundaraswamy Veluswamy (DIN: 05314999), Non-Executive, Non-Independent Director has been associated with our Company since November 1990. His oversight role directly impacts 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, the Board, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee recommended a commission of one per cent on the net profits of the Company for the financial year 2025-26 which was approved by the members through Postal Ballot on 20 March 2026.

Similarly, as recommended by the Nomination and Remuneration Committee, Audit Committee and as approved by the Board of Directors of the Company, it is proposed to compensate him by way of a commission of one (1) per cent on the net profits of the Company for the financial year 2026-27, i.e. from 1st April 2026 to 31st March 2027, 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. 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 may exceed fifty per cent of the total remuneration payable to other Non-Executive Directors of the Company for the financial year 2026-27, it is proposed to obtain the approval of members of the Company.

Dr Sundaraswamy 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.

The Board recommends the Special Resolution as set out at Item No.5 for approval of the Members.

Dr Sundaraswamy Veluswamy (DIN: 05314999), Non-Executive, Non-Independent Director of the Company is only interested in Item No.5 and none of the other Directors and Key Managerial Personnel **("KMP")** of the Company, is concerned with or interested, financially or otherwise, in the Special Resolution as set out at Item No.5.

Item No. 6

Issue of Redeemable, Cumulative, Preference Shares ("RCPS") on Private Placement basis for an amount not exceeding the Authorised Preference Share Capital of the Company, i.e. ₹ 50 crores.

The present Authorised Share Capital of the Company is 10,00,00,000 (10 crores) equity shares of ₹ 10 each and 50,00,000 (50 lakhs) Redeemable, Cumulative Preference Shares **("RCPS")** of ₹ 100 each, aggregating ₹ 150 crores.

To increase the net worth, to strengthen the Capital Adequacy Ratio, to meet the Working Capital requirements of the Company and to use the proceeds for redemption of Preference Shares, it intends to issue, in one or more tranches, Redeemable, Cumulative, Preference Shares **("RCPS")** of ₹ 100 each for an amount not exceeding the Authorised Preference Share Capital of ₹ 50 crores, 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 is, at their discretion, as detailed in the resolution, 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 given below:

<table>
<tr><td>a</td><td>Particulars of the offer including date of passing of Board resolution</td><td>Redeemable, Cumulative Preference Shares
Date of Board Meeting: 14 August 2026</td></tr>
<tr><td>b</td><td>Size of the issue and the number of preference shares to be issued and the nominal value of each share</td><td>The Company proposes to issue and allot not exceeding 50,00,000 Redeemable, Cumulative, Preference Shares ("RCPS") of the face value of ₹ 100 each for cash at par aggregating a nominal value not exceeding the Authorised Preference Share Capital of ₹ 50 crores, 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.</td></tr>
<tr><td>c</td><td>Nature of such shares. i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible</td><td>Redeemable, Cumulative, Non-participating and Non-Convertible Preference Shares</td></tr>
<tr><td>d</td><td>Objectives of the issue</td><td>To increase the net worth, to strengthen the Capital Adequacy Ratio and to meet the working capital requirements of the Company and to make repayment on the date of redemption of preference shares</td></tr>
<tr><td>e</td><td>Manner of issue of shares</td><td>On private placement basis</td></tr>
<tr><td>f</td><td>Price at which such shares are proposed to be issued</td><td>₹ 100 each, being the face value of RCPS</td></tr>
<tr><td>g</td><td>Basis on which the price has been arrived at</td><td>None</td></tr>
<tr><td>h</td><td>name and address of valuer who performed valuation</td><td>Not applicable.</td></tr>
<tr><td>i</td><td>Terms of issue, including terms and rate of dividend on each share etc</td><td>As mentioned in the resolution in Item No 6, the rate of dividend will be decided by the Board of Directors at the time of issue.</td></tr>
<tr><td>j</td><td>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</td><td>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</td></tr>
<tr><td>k</td><td>Manner and modes of redemption</td><td>Out of profits and /or out of the fresh issue of capital, as the case may be.</td></tr>
<tr><td>l</td><td>Current shareholding pattern of the Company</td><td>Equity shareholding pattern as on 30 June 2026:
<table>
<tr><th>Category</th><th>No of Shares</th><th>% of equity capital</th></tr>
<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>1,56,01,795</td><td>24.11</td></tr>
<tr><td>Non-Resident Indians</td><td>33,073</td><td>0.05</td></tr>
<tr><td>Resident Individuals and Others</td><td>57,07,107</td><td>8.82</td></tr>
<tr><td>Total</td><td>6,47,05,882</td><td>100.00</td></tr>
</table>
Detailed shareholding pattern is available on the website of the Company i.e. https://sakthifinance.com/share-holding-pattern/ and also available on the website of the BSE Ltd i.e., www.bseindia.com.</td></tr>
<tr><td>m</td><td>Expected dilution in equity share capital upon conversion of preference shares</td><td>Not applicable</td></tr>
<tr><td>n</td><td>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects</td><td>Promoters or Directors may subscribe to the offer</td></tr>
</table>

Accordingly, the Board of Directors recommend the Special Resolution set out in Item No. 6 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

14 August 2026
Coimbatore-18

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

Annexure-1

DETAILS OF DIRECTOR SEEKING RETIREMENT BY ROTATION AT THE SIXTY NINTH 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 Mahalingam Manickam**
Item No	4
Director Identification Number **("DIN")**	00102233
Date of birth and age	24 March 1956, 70 years
Date of first appointment on the Board	11 December 1990
Designation and Category of Director	Non-Executive, Non-Independent Director
Qualifications	Master's Degree in Statistics from Madras University and a Master's Degree in Business Administration from the University of Michigan in the United States
No of Board Meetings attended out of 9 meetings held during the financial year 2025-26	5
Expertise in specific functional areas	He has over 46 years of experience in the business and industrial fields with expertise in Manufacturing, Business Management, Operational, Technical, Strategic Planning, Project Management, Financial planning, Commercial Management and Agricultural development.
Directorships held in other Companies	**A. Public Limited Companies** 1. A B T Limited 2. Sakthi Auto Component Limited 3. Sakthi Properties (Coimbatore) Limited 4. Sakthi Sugars Limited 5. Sri Chamundeswari Sugars Limited 6. The Gounder and Company Auto Limited **B. Private Limited Companies** 1. A B T Business Solutions Private Limited 2. A B T Supply Chain Solutions Private Limited 3. Akash Sakthi Aviation Private Limited 4. Akash Sakthi Dynamic Technologies Private Limited 5. Anamallais Bus Transport Private Limited 6. Nachimuthu Industrial Association 7. Sakthi Aircraft Industry Private Limited 8. Sakthi Aviation and Defence Systems Private Limited
Memberships / Chairmanships of committee across public companies	**Listed Companies** **Stakeholder's Relationship Committee** 1. Sakthi Finance Limited – Chairman 2. Sakthi Sugars Limited – Member **Unlisted Public Companies** **CSR Committee** 1. ABT Limited – Chairman 2. Sakthi Auto Component Limited – Chairman **Nomination and Remuneration Committee** 1. Sakthi Auto Component Limited – Member **Finance Committee** 1. Sakthi Auto Component Limited – Chairman
Name of the Listed entity from which the Director has resigned during past three (3) years	Retired from Kovai Medical Center and Hospital Limited on completion of his second term of appointment as an Independent Director in the year 2024

Terms and Conditions of re-appointment and details of remuneration sought	Dr Mahalingam Manickam 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	92,813
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements in case of Independent Directors	Not applicable as he is a Promoter and Non-Executive, Non-Independent Director of the Company
Details of last drawn remuneration (including sitting fees) from the Company	₹ 2.65 lakhs
Relationship with other Directors	Brother of Sri Balasubramaniam Mahalingam, Vice Chairman and Managing Director and Sri. Mahalingam Srinivaasan, Director. None of the other Directors are related to him.

Annexure-2

TDS INSTRUCTIONS ON DIVIDEND

1. Declaration of Dividend

We are pleased to inform you that the Board of Directors (**"the Board"**) of the company have, at their meeting held on Saturday, 23 May 2026, recommended an equity dividend at ₹ 0.80 per equity share (8 per cent) on the face value of ₹ 10 each, for the Financial Year ended 31 March 2026.

The Record Date for dividend has been fixed as **Saturday, 19 September 2026.**

The Dividend, if declared, at the ensuing 69th Annual General Meeting (**"AGM"**) scheduled to be held on **Saturday, 26 September 2026** will be paid within the time allowed under the law.

2. Taxability of Dividend Income

As per Income Tax Act 2025 (**''the Act''**) dividend paid and distributed by a company is taxable in the hands of shareholders. Thus, companies paying dividend are required to withhold tax (**"TDS"**) on dividend paid to Resident and Non-Resident shareholders at the rates applicable and prescribed in the Act or Tax Treaty, as the case may be.

The required details are given below.

A. For Resident shareholders

TDS is applicable in terms of Section 393(1) of the Act.

The dividend will be paid to a resident shareholder after deducting the tax at source as detailed below:

Particulars	Tax Deduction Rate	Documents / Action required from shareholder (if any) / Exemption applicability
1. Individuals (if aggregate dividend exceeds ₹ 10,000) / HUF / Indian Company / AOP / BOI / Trust (except as specified in (2) below):		
With PAN	10%	--
Without PAN/ Invalid PAN/ Inoperative PAN/	20%	--
Resident individual claiming exemption from	NIL	Self-attested copies of: 1. Declaration in Form 121 2. PAN card
2. Others		
An Insurance Company as specified under Section 393(4) Sl. No. 10 of the Act (Section 194 of Income Tax Act, 1961 (**''the old Act''**)	NIL	Self-attested copies of: 1. Declaration in the format prescribed by the company that the insurance company is the beneficial owner of shares. 2. PAN Card; and Registration certificate issued by IRDAI
Mutual Fund specified under Sch. VII (20) of the Act (Section 10(23D) of the old Act)	NIL	Self-attested copies of: 1. Declaration in the format prescribed by the company that the Mutual Fund is governed by the provision of Sch. VII (20) of the Act (Section 10(23D) of the Old Act); 2. PAN card Registration certificate issued by SEBI.
Alternative Investment Fund **("AIF")** established in India under Sch. V (1) of the Act (Section 10(23FBA) of the old Act)	NIL	Self-attested copies of: 1. Declaration in the format prescribed by the company that the AIF's income is exempt under Sch. V(1) of the Act (Section 10(23FBA) of the old Act) and that it is established as Category I or II AIF under the SEBI regulations; 2. PAN card Registration certificate issued by SEBI.

New Pension System Trust governed by Sch. VII(41) of the Act [Section 400(1) read with Section 536(2)(j) of the Act read with CBDT Circular No. 18/2017] (Section 10(44) read with Section 197A(1E) of the old Act)	NIL	Self-attested copies of: 1. Declaration in the format prescribed by the company that the NPS is governed by the Sch. VII(41) of the Act (Section 10(44) read with Section 197A(1E) of the old Act); 2. PAN card Registration certificate issued by PFRDA
Corporation established by or under a Central Act governed by Section 393(5) of the Act (Section 196 of the old Act)	NIL	Appropriate documentary evidence (including but not limited to certificate of Registration) that the corporation is covered u/s 393(5) of the Act.

B. For Non-Resident shareholders

TDS is applicable as per Section 393(2) of the Act. The dividend will be paid to a non-resident shareholder after deducting the tax at source as detailed below:

Particulars	Tax Deduction Rate	Documents/Action required from shareholder (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	Self-attested copies of: 1. Declaration, in the format prescribed by the Company, that the investment in shares has been made under the general FDI route or under the FPI route. 2. Self-attested copy of SEBI Registration certificate
Other Non-resident shareholders	20% (plus applicable surcharge and cess)	--
Lower rate prescribed under the tax treaty which applies to the non-resident shareholder/FPI/FII	Tax Treaty Rate (DTAA)	Self-attested copies of: 1. Tax Residency Certificate valid for the period from 1st April 2026 to 31st March 2027 obtained from the tax authorities of the Country of which the shareholder is a resident. 2. Acknowledgement of Form 41 under Income Tax Rules 2026 (Form 10F under Income Tax Rules 1962) submitted electronically at Income Tax Portal. Self-declaration primarily covering the following: - Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India. - Shareholder receiving the dividend income is the beneficial owner of such income. - Shareholder does not have Permanent Establishment / fixed base in India in accordance with the applicable tax treaty or Dividend income is not attributable/ effectively connected to any Permanent Establishment and fixed base in India.

Please note that the Forms as mentioned above can be accessed and downloaded from the website of the Company at the weblink https://sakthifinance.com/forms/ and submit the applicable Forms to the Company's e-mail id, investors@sakthifinance.com, on or before Saturday, 19 September 2026.

3. **Lower withholding tax certificate**

   As per Section 395 of the Act (Section 197 of the old Act), if lower withholding tax certificate is obtained by a shareholder from Indian Income Tax Department, tax will be deducted at the rate specified in the said certificate, subject to the shareholder furnishing a self-attested copy of the certificate. The certificate should be valid from 1st April 2026 to 31st March 2027 and should cover income from dividend and name of the Company.

4. **Eligible unit in IFSC (Gift City)**

   As per Section 400(1) read with Section 536(2)(j) of the Act, together with CBDT Circular No. 18/2017 (Sections 197A(1F) and 80LA of the old Act), tax is not required to be deducted at source on dividend received by an eligible unit in

IFSC (Gift City). Self-attested copies of Form 1, as notified by CBDT on 1st April 2024 by notification No. 28/2024, duly filled, must be furnished.

5. **Shareholders holding shares in multiple accounts under different status / category**

   Shareholders holding shares in multiple demat accounts under different status/categories, but under a single PAN, shall be subject to TDS at the higher of the tax rates applicable to each such status/category. Accordingly, the higher applicable rate will be applied on the aggregate shareholding held across all demat accounts linked to the same PAN.

6. **Transferring credit to the beneficial owner**

   In cases where the shareholder is merely a custodian of the shares and accordingly, not the beneficial owner of the dividend payable in respect thereof, then, in order to effect TDS to the credit of the beneficial owner of dividend income, the custodian shareholder may provide a declaration prescribed under Rule 203 of the Income Tax Rules, 2026 (Rule 37BA of the Income Tax Rules, 1962). The above declaration shall contain- (i) name, address, PAN and residential status of the person to whom credit is to be given (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person. Any declaration received after the last date of submission mentioned hereinafter cannot be considered by the Company.

7. **Updation of PAN, Bank Account details, Mobile Number, E-mail Id, Address and Other details**

   7.1. As per the latest information available with the Depositories (NSDL / CDSL) or with the Registrar and Transfer Agent (**"RTA"**) (MUFG Intime India Private Limited), shareholders will be classified either as Resident or Non-Resident and also sub-classified as Individual / Company / Firm / HUF / AOP / Trust / other entity based on their Permanent Account Number (**"PAN"**).

   7.2. Shareholders, holding shares in dematerialized mode, are requested to update their records such as tax residential status, legal entity status, PAN, registered email addresses, mobile numbers and other details with their relevant depositories through their depository participants and shareholders holding shares in physical mode are requested to furnish details to the Company's RTA, MUFG Intime India Private Limited.

   7.3. Shareholders are requested to submit/update bank account details with your depository participant, in case shares are held in dematerialized mode, to receive dividend credit directly in the bank account. In case of physical shareholding, shareholders are required to send the letter duly signed by the first shareholder, along with duly filled in and signed Form ISR 1, ISR 2 and SH 13 with necessary attachments and a self-attested copy of PAN card to the Company's RTA.

   7.4. In terms of amendment to Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, effective from 19 November 2025, the Company has to pay dividends through NEFT, RTGS etc only to the shareholders bank account. Accordingly, shareholders are requested to register their Bank account details with the DP in case shares are held in demat form or with the RTA in case of shares are held in physical form by submitting Forms ISR 1, ISR 2 and SH 13 along with requisite documents.

Considering the large volumes and to effect prompt disbursement of the dividend to the shareholders, last date for submission of documents/ details/ declarations as applicable and/or required, in terms of para 1 to 6 above, is Saturday, 19 September 2026. No communication on the tax determination / deduction shall be considered, if received beyond the said timeline. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and provide the Company with all information/documents and co-operation in any relevant proceedings that may arise. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at https://www.incometax.gov.in/iec/foportal.

INFORMATION AT GLANCE FOR 69TH ANNUAL GENERAL MEETING

Sl No	Particulars	Details
1	Day, Date and Time of Annual General Meeting **("AGM")**	Saturday, 26 September 2026 at 11.30 a.m.
2	Mode	Video Conferencing / Other Audio-Visual means
3	Participation through Video Conferencing **("VC")**	Members can log-in from 11.15 a.m. **("IST")** onwards on the date of AGM at **www.evotingindia.com**
4	Helpline Number for VC participation	Toll free number of CDSL - 1800 21 09911
5	Submission of questions/queries before AGM	Questions/queries can be submitted on before **Saturday, 19 September 2026, 5.00 p.m**. by following methods: Email to **investors@sakthifinance.com** mentioning name, DP ID and Client ID / folio number and mobile number, etc.,
6	Speaker Registration before AGM	Send an e-mail from registered e-mail id along with DP ID and Client ID No / Folio Number and Mobile Number to the Company's investor e-mail ID: **investors@sakthifinance.com** on or before **Saturday, 19 September 2026, 5.00 p.m.**
7	Dividend for FY 2026 recommended by Board	₹ 0.80 per Equity Share (i.e., 8 per cent) on the face value of ₹ 10 each
8	Record Date for Dividend Entitlement	Saturday, 19 September 2026
9	Dividend payment date	On or after Saturday, 26 September 2026 but within the stipulated time.
10	Information of tax on Dividend for FY 2025-26	Refer Page no. 5 of Notice to Members of 69th Annual General Meeting
11	Cut-off date for e-voting	Saturday, 19 September 2026
12	Remote e-voting start time and date	Wednesday, 23 September 2026 at 9.00 a.m.
13	Remote e-voting end time and date	Friday, 25 September 2026 at 5.00 p.m.
14	Remote e-voting website of CDSL and NSDL	https://www.evotingindia.com/homepage.jsp and https://eservices.nsdl.com/
15	Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	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 email to helpdesk.evoting@cdslindia.com or call Toll free No 1800 21 09911 and MUFG Intime India Private Limited "Surya", 35, May Flower Avenue Behind Senthil Nagar Sowripalayam Road Coimbatore - 641 028 Contact details - (0422) 4958995 E-mail: **investor.helpdesk@in.mpms.mufg.com**
16	E-mail Registration and contact updation process	Demat Shareholders – contact your Depository Participant(s) Physical Shareholders – contact MUFG by sending duly filled and signed Form ISR-1