

SFL:LR30:0047:2022-23

26th May 2022

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

Through : BSE On-line filing portal

Dear Sir/Madam,

Annual Secretarial Compliance Report for the year ended 31st March 2022

In terms of SEBI Circular No CIR/CFD/CMD1/27/2019 dated 8th February 2019, we submit an Annual Secretarial Compliance Report of the Company for the year ended 31st March 2022 issued by M/s S Krishnamurthy & Co, Company Secretaries and Secretarial Auditors of the Company.

We request you to take the document an record.

Yours faithfully
For Sakthi Finance Limited


S Venkatesh
Company Secretary and
Chief Compliance Officer
FCS 7012



Encl : (1)



S. Krishnamurthy & Co., Company Secretaries

**Secretarial Compliance Report of
Sakthi Finance Limited for the financial year ended 31st March 2022**
[Pursuant to Regulation 24 A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with
SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To

SAKTHI FINANCE LIMITED [CIN:L65910TZ1955PLC000145]

62, Dr.Nanjappa Road
Coimbatore -641 018

A. We, **S. Krishnamurthy & Co.**, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanations / representations provided by **SAKTHI FINANCE LIMITED ("the listed entity")**;
- (b) the filings/ submissions made by the listed entity to BSE Limited ("**BSE**"), where its equity shares and non-convertible securities are listed ("**the Stock Exchange**"),
- (c) website of the listed entity; and
- (d) other relevant documents/filings which have been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

B. Compliance of the provisions the following Specific Regulations and the circulars/ guidelines issued thereunder, has also been examined:

- (a) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 which was repealed and replaced by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, with effect from 16th August 2021 ;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SAST**");
- (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**");
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**PIT**") ; and
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("**DP**").



Head Office: "SHRESHTAM". Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.

(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com; skco.cs@gmail.com

Branch: W-Block, No.7-D, Kovaipudur, Coimbatore- 641042 (0422) 2607886 r.sivasubramanian@rediffmail.com

**Secretarial Compliance Report of
Sakthi Finance Limited for the financial year ended 31st March 2022**

- C. Based on the above examination and the information, explanations and representations provided to us by the listed entity, its officers, agents (including Share Transfer Agent) and authorised representatives during such examination, **we hereby report that**, during the Review Period:
- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
 - (b) The listed entity has maintained proper records (by itself or through the Share Transfer Agent) under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
 - (c) No action has been taken against the listed entity, its promoters or directors either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
 - (d) As there were no observations in the previous reports for the preceding financial years ended 31st March 2021, 31st March 2020 and 31st March 2019, the requirement to report on the action taken by the listed entity to comply with the observations made therein does not arise.
 - (e) The terms of appointment of the Statutory Auditors of the listed entity are in compliance with the provisions of Para 6(A) and Para 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019. The listed entity does not have any material subsidiaries.
 - (f) The following SEBI Regulations were not applicable to the Listed Entity during the review period:
 - (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013, which was repealed and replaced by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, with effect from 16th August 2021 ;
 - (ii) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 which was replaced by the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, with effect from 13th August 2021;
 - (iii) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
 - (iv) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR").

This report has to be read along with our submissions in **Annexure "A"** hereto.

Date: 26th May 2022

Place: Coimbatore



**For S Krishnamurthy & Co.,
Company Secretaries**

R. Sivasubramanian

**R.Sivasubramanian
Partner**

Membership No: **A22289**

Certificate of Practice No:**12052**

UDIN:**A022289D000391449**

Peer Review Certificate No. **733/2020**

**Secretarial Compliance Report of
Sakthi Finance Limited for the financial year ended 31st March 2022**

Annexure – A to Secretarial Compliance Report of even date

To

SAKTHI FINANCE LIMITED [CIN:L65910TZ1955PLC000145]
62, Dr.Nanjappa Road
Coimbatore -641 018

Our Secretarial Compliance Report of even date for the financial year ended 31st March 2022 is to be read along with this letter.

1. The Company's management is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"), the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, we have taken an overall view based on the compliance process and procedures followed by the Company, and have also considered compliance related action taken by the company after 31st March 2022 but before the issue of this report.
4. We have considered compliance related actions taken by the company based on independent legal/professional opinion obtained as being in compliance with law, wherever there was scope for multiple interpretations. We have relied on confirmations from the Company and its directors for the purposes of reporting as to the actions, if any, taken against the company, its promoters or directors, by SEBI or the Stock Exchange under the SEBI Act or the SCRA.
5. We have verified the records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about compliance of rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events, wherever required.
8. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S Krishnamurthy & Co.,
Company Secretaries**

R. Sivasubramanian

**R.Sivasubramanian
Partner**

Membership No: A22289

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Date: 26th May 2022

Place: Coimbatore