

SFL:LR30:049:2023-24

28 May 2024

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

Through: BSE On-line filing portal

Dear Sir/Madam,

Certificate under Regulation 24(A) of the SEBI Listing Regulations read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated 8 February 2019 - Annual Secretarial Compliance Report for the year ended 31 March 2024

In terms of Regulation 24(A) of the SEBI Listing Regulations read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated 8 February 2019, we submit an Annual Secretarial Compliance Report of the Company for the year ended 31 March 2024 issued by M/s S Krishnamurthy & Co, Company Secretaries and Secretarial Auditors of the Company.

We request you to take the document on record.

Yours faithfully
For Sakthi Finance Limited



C Subramaniam
Company Secretary and
Compliance Officer
FCS 6971



End: (1)



S. Krishnamurthy & Co.,

Company Secretaries
Secretarial Compliance Report of

SAKTHI FINANCE LIMITED for the year ended 31st March 2024

[Pursuant to Regulation 24A (2) 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]
Regd Office - 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 report **for the year ended 31st March 2024** ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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. The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars /guidelines issued thereunder.

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 complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in Annexure.



**Secretarial Compliance Report of
SAKTHI FINANCE LIMITED for the year ended 31st March 2024**

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) As there were no observations in the previous reports for the preceding financial years the requirement to report on the actions taken by the listed entity to comply with the observations made therein does not arise.
- (d) The following SEBI Regulations were not applicable to the listed entity during the review period.
- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- (iii) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021.
- (e) In terms of BSE circular numbers 20230316-14 dated 16th March 2023 and 20230410-41 dated 10th April 2023, the compliance status of the listed entity is stated as below.

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Generally Complied With
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes Yes	Nil Nil



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3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	Nil The listed entity has provided the required confirmation in this connection. Nil
4	<p>Disqualification of Director: None of the Director(s) of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5	<p>Details related to Subsidiaries of listed entities have been examined with respect to:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA NA	The listed entity does not have any subsidiary. Nil
6	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Nil
7	<p>Performance Evaluation: The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil



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SAKTHI FINANCE LIMITED for the year ended 31st March 2024**

8	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>(b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes NA	Nil Prior approval was obtained
9	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3 (5) & 3 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Generally Complied With.
11	<p>Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters /directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder except as provided under separate paragraph herein.</p>	Yes	Given in Annexure
12	<p>Resignation of Statutory Auditors from the listed entity or its material subsidiaries: In case of resignation of Statutory Auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Nil	There was no resignation of Statutory Auditors from the Company during the year.



**Secretarial Compliance Report of
SAKTHI FINANCE LIMITED for the year ended 31st March 2024**

13	Additional Non-Compliances, if any: No additional non-compliance observed for any SEBI Regulation/Circular/Guidance Note etc.	No	Nil
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Assumptions and Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Place: Coimbatore
Date: 27th May 2024

For **S KRISHNAMURTHY & CO.,**
Company Secretaries
[Firm Unique Identification No. **P1994TN045300**]
(Peer Review Certificate No. **733/2020**)

R. Sivasubramanian

R.Sivasubramanian
Partner.
Membership No: **A22289**
Certificate of Practice No: **12052**
UDIN: **A022289F000453632**

**ANNEXURE TO THE SECRETARIAL COMPLIANCE REPORT
FOR THE YEAR ENDED 31.03.2024 OF SAKTHI FINANCE LIMITED**

The listed entity has compiled with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:-

<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	SEBI LODR Regulations, 2015
<i>Regulation / Circular No.</i>	Regulation No. 52 (7) and 52 (7A) read with SEBI Circular Number SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 (Erstwhile SEBI Circular SEBI/HO/DDHS Div2/P/CIR/2021/699 dated December 29, 2021 and SEBI Circular SEBI/HO/DDHS/CIR/P/2020/231 dated November 13, 2020.)
<i>Deviations</i>	Non – submission/ Late Submission of statement indicating the utilization of issue proceeds / material deviations.
<i>Action taken by</i>	BSE Limited
<i>Type of action (Advisory/ clarification/ fine/ show cause notice/ warning, etc.,)</i>	SOP Fine
<i>Details of violation</i>	Non – submission/ Late Submission of statement of indicating the utilization of issue proceeds / material deviations in the issue proceeds raised out of the Public Issue of NCD's (2023) for the quarter ended 30 th June 2023. BSE Limited vide their mail dated 14 th September 2023 imposed a fine of Rs. 30,000/- plus GST.
<i>Fine amount</i>	Rs. 30,000- (Rupees Thirty Thousand Only) plus GST
<i>Observations/ Remarks of the Practising Company Secretary</i>	Based on the representation made by the Company on 16 th September 2023, BSE Limited has waived the fine amount and communicated the same through mail to the Company on 12 th October 2023.
<i>Management Response</i>	The Company has filed certificate relating to utilisation of issue proceeds/ material deviation in the use of proceeds raised out of the Public Issue for the quarter ended 30 th June 2023 as per regulations 52(7) / 52 7 (A) of the SEBI (LODR) Regulations, 2015 within the prescribed time along with Statutory Auditor Certificate in this regard. BSE has accepted the representation of the Company and waived the fine imposed on the Company.
<i>Remarks</i>	Nil

For **S KRISHNAMURTHY & CO.,**
Company Secretaries
[Firm Unique Identification No. **P1994TN045300**]
(Peer Review Certificate No. 733/2020)



R. Sivasubramanian

R.Sivasubramanian

Partner.

Membership No: **A22289**

Certificate of Practice No: **12052**

UDIN: **A022289F000453632**

Place: Coimbatore
Date: 27th May 2024