



SFL:LR30:52:2020-21

24th June 2020

BSE Limited
(BSE Code:511066)
Floor 25
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 2020

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 2020 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 Compliance Officer
FCS 7012

Encl : (1)



S. Krishnamurthy & Co., Company Secretaries

Secretarial Compliance Report of Sakthi Finance Limited for the year ended 31st March 2020

[Pursuant to 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, M/s. S. Krishnamurthy & Co., Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation/ representation provided by **Sakthi Finance Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the BSE Limited (*BSE*), where its equity shares are listed ("*the stock exchange*"),
- (c) website of the listed entity,
- (d) other relevant documents/filings,

which have been relied upon to make this certification for the financial year ended 31st March 2020 ("*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;
- (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*");
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("*DP*"); and
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**ICDR**).

C. Based on the above examination and the information, explanation 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.
- (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.



**Secretarial Compliance Report of
Sakthi Finance Limited for the year ended 31st March 2020**

issued thereunder in so far as it appears from our examination of those records.

No action has been taken against the listed entity/its promoters/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.

The listed entity was not required to take any action to comply with the observations made in our previous report.

The listed entity has complied with the provisions mentioned in Para 6(A) and Para 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 and has suitably amended the terms of appointment of its Statutory Auditor.

- (c) The following SEBI Regulations were not applicable to the Listed Entity during the Review Period:
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (ii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (iii) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and
 - (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (d) This report has to be read along with our submissions in Annexure "A" hereto.

Date: 24th June 2020
Place: Coimbatore



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

R. Sivasubramanian

**R.Sivasubramanian
Partner**

**Membership No: A22289
Certificate of Practice No:12052
UDIN:A022289B000374146**

**Secretarial Compliance Report of
Sakthi Finance Limited for the year ended 31st March 2020**

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 2020 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 also considered compliance related action taken by the Company after 31st March 2020 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.
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**

Certificate of Practice No:**12052**

UDIN: **A022289B000374146**



Date: 24th June 2020

Place: Coimbatore