

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

On-line Submission through Listing Centre
Total No. of pages: 24

Dear Sir / Madam,

Outcome of the Board Meeting held on 7th August 2023

We request you to refer our Letter SFL:BMInt:085:2023-24 dated 28th July 2023 intimating you of convening of Board Meeting on 7th August 2023 for consideration of unaudited financial results for the quarter ended 30th June 2023 and other matters.

In this regard, we wish to inform you that the Board of Directors of the Company have, at their meeting held today (**i.e., Monday, 7th August 2023**), approved the following:

1. Unaudited Financial Results

Unaudited Financial Results for the quarter ended 30th June 2023 in the prescribed format under Regulation 33(4) of the SEBI Listing Regulations 2015.

In this regard, we enclose copies of the following documents:

Sl No	Particulars	Annexure
1	Unaudited Financial Results for the quarter ended 30th June 2023	A
2	Limited Review Report from the Statutory Auditors, M/s C S K Prabhu & Co., (FRN :002485S), Chartered Accountants, Coimbatore on the unaudited financial results for the quarter ended 30th June 2023	B
3	The extract of results in the prescribed format under Listing Regulations will be published within the stipulated time in the manner laid down under Regulation 47 and 52 of the Listing Regulations in English and Tamil newspapers. The Unaudited Financial Results would also be made available on the website of the Company, www.sakthifinance.com as well as on the website of the BSE Limited, www.bseindia.com .	C
4	Disclosures under Regulation 52(4) of the SEBI Listing Regulations 2015	D



Sl No	Particulars	Annexure
5	A Security Cover Certificate for the Secured, listed NCDs from the Statutory Auditors, M/s C S K Prabhu & Co, Chartered Accountants as required under Regulation 54(3) read with Regulation 56(1)(d) of the Listing Regulations	E

2. Sixty Sixth (66th) Annual General Meeting

The Sixty Sixth Annual General Meeting ("AGM") of the Members of the Company will be held on **Thursday, 21st September 2023 at 4.00 p.m** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

3. Fixation of Record Date

The Board of Directors have fixed **Thursday, 14th September 2023** as the Record Date for the purpose of payment of dividend and also as cut-off date for the purpose of e-Voting.

4. Amendment to Articles of Association of the Company

Amendment of Articles of Association of the Company by replacing the existing Articles entirely with new Articles in alignment with the provisions of the Companies Act 2013, subject to the approval of member. Brief Details of which has been enclosed as **Annexure - F**

5. Issue of Securities

a. Issue of Redeemable, Cumulative Preference Shares on private placement basis for an amount not exceeding ₹ 15 Crores

The Board of Directors have approved issue of Redeemable, Cumulative Preference Shares of ₹ 100 each, in one or more tranches, on private placement basis for an amount not exceeding ₹ 15 crores. This proposal is subject to the approval of members at the ensuing AGM.

b. Issue of Secured and Unsecured Redeemable Non-Convertible Debentures ("NCDs") and Other Debt Securities on private placement basis for an amount not exceeding ₹ 750 crore

The Board of Directors have approved issue of Secured and Unsecured, Redeemable, Non-Convertible Debentures and Other Debt Securities, in one or more tranches on private placement basis during the period of one year commencing from the date of 66th Annual General Meeting ("AGM") for an amount not exceeding ₹ 750 crores. This proposal is subject to the approval of members at the ensuing AGM. The said borrowings are within the overall borrowing limits approved by members under Section 180(1)(c) of the Companies Act 2013.





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The details as required under Regulation 30 of the Listing Regulations for 4 (a) and (b) are set out in **Annexure - G**.

This is an intimation / disclosure under Regulations 30, 33, 51, 52 and 54 and other applicable regulations, if any, of the Listing Regulations.

The Board Meeting commenced at 12.00 Noon and concluded at 4.30 p.m

We request you to take the above information / documents on record.

Yours faithfully
For Sakthi Finance Limited

C Subramaniam
Company Secretary and
Compliance Officer
FCS 6971



Encl:(6)

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Statement of Unaudited Financial Results for the Quarter ended 30th June 2023

(₹ lakhs)

Sl No	Particulars	Quarter Ended			Year Ended
		30.06.2023	31.03.2023	30.06.2022	31.03.2023
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Revenue from Operations				
	Interest Income	4,725.40	4,728.69	4,467.33	18,476.72
	Rental Income	16.59	7.74	7.73	30.94
	Fees and Commission	112.15	132.89	96.67	459.47
	Bad debts recovery	11.08	3.25	11.86	40.34
	Sale of power from windmills	49.88	28.03	56.56	173.13
	Total revenue from operations	4,915.10	4,900.60	4,640.15	19,180.60
2	Other Income				
	Miscellaneous income	0.19	10.75	0.22	13.37
3	Total Income	4,915.29	4,911.35	4,640.37	19,193.97
4	Expenses				
	a. Finance Costs	2,824.39	2,713.70	2,744.52	10,926.13
	b. Fees and commission expenses	25.38	26.37	26.65	107.44
	c. Impairment on Financial Instruments	165.83	170.92	214.21	926.07
	d. Employee benefits expenses	863.46	808.59	769.77	3,246.21
	e. Depreciation, amortisation and impairment	144.50	139.55	133.01	546.93
	f. Other Administrative Expenses	437.34	507.52	394.19	1,705.22
	Total Expenses	4,460.90	4,366.65	4,282.35	17,458.00
5	Profit/(Loss) before Exceptional items and Tax (3-4)	454.39	544.70	358.02	1,735.97
6	Exceptional items	-	-	-	-
7	Profit/(Loss) before tax (5-6)	454.39	544.70	358.02	1,735.97
8	Tax expense:				
	a Current Tax	164.28	172.34	165.08	674.65
	b Deferred Tax	(54.72)	27.05	(66.50)	(188.05)
9	Profit after Tax for the period from continuing operations (7-8)	344.83	345.31	259.44	1,249.37
10	Other Comprehensive Income:				
	(i) Items that will not be reclassified to profit or loss :				
	a) Fair value changes in Equity instruments	24.66	(34.77)	13.38	36.38
	b) Remeasurement Gain / (Loss) in defined benefit obligations	1.51	3.30	-	6.06
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(6.59)	7.92	-	(10.68)
11	Other Comprehensive Income	19.58	(23.55)	13.38	31.76
12	Total Comprehensive Income for the period (9+11)	364.41	321.76	272.82	1,281.13
13	Earnings per equity share (Face Value : ₹ 10 each) :				
	- Basic (₹)	0.56	0.50	0.42	1.98
	- Diluted (₹)	0.56	0.50	0.42	1.98



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Notes:

1. The above Unaudited Financial Results ("**UFR**") have been prepared in accordance with the Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act 2013 ("**the Act**") read with the Companies (Indian Accounting Standards) Rules 2015 and accordingly, these financial results together with the comparative reporting period have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("**Ind AS 34**") in compliance with Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**"), as amended. Any application guidance / clarifications / directions issued by the Reserve Bank of India will be implemented as and when they are issued /applicable.
2. The above UFR for the quarter ended 30th June 2023 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 7th August 2023.
3. The Statutory Auditors of the Company have conducted a limited review on the UFR for the quarter ended 30th June 2023.
4. In terms of the requirement as per the RBI notification no. RBI/2019-2020/170 DOR (NBFC).CC.PD.No. 109/22.10.106/2019-20 dated 13th March 2020 on implementation of Ind AS, Non-Banking Financial Companies are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income Recognition, Asset Classification and Provisioning ("**IRACP**") norms (including provision on standard assets). As such the impairment allowances under Ind AS 109 made by the company exceeds the total provisions required under IRACP (including standard assets provisioning) as at 30th June 2023 and accordingly, there is no amount required to be transferred to impairment reserve.
5. The Company had filed prospectus on 10th April 2023 for Public Issue of Rated, Secured, Redeemable Non-Convertible Debentures of Face Value of ₹ 1,000 each ("**NCDs**") for an amount not exceeding ₹ 10,000 lakh with an option to retain over-subscription for an amount not exceeding ₹ 10,000 lakh, aggregating an amount not exceeding ₹ 20,000 lakh. The issue opened on 17th April 2023 and closed on 28th April 2023. The NCDs were allotted on 08th May 2023 to valid applicants by NCD Issuance Committee. The listing documents were filed on 09th May 2023 and the Trading approval received from BSE limited on 09th May 2023 for trading in NCDs with effect from 10th May 2023. The proceeds of NCD are being used for the objects mentioned in the Prospectus dated 10th April 2023.
6. The Company is primarily engaged in the business of financing and accordingly there are no separate reportable segments as identified as per Ind AS 108 on 'Operating Segments'.



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7. The Company's Secured, Redeemable, Non-Convertible Debentures ("**NCDs**") are secured by mortgage of identified immovable properties and hypothecation of specified hire purchase receivables of the Company with a cover of 100%/110% of outstanding (principal and interest accrued thereon) as per the terms of the issue.
8. The Code on Social Security 2020 ("**the Code**") has been enacted and the effective date from which changes are applicable and the rules thereunder is yet to be notified. The actual impact on account of this change will be evaluated and accounted for when notification becomes effective.
9. The figures for the last quarter of the previous year are the balancing figures between audited figures in respect of the full Financial year and the published year to date figures up to third quarter of the previous year.
10. Disclosure as required by Regulation 52(4) of the Listing Regulations is enclosed in **Appendix I**.
11. Previous period / year figures have been regrouped / re-arranged / re-classified, wherever necessary to conform to the current period presentation.

By Order of the Board
For Sakthi Finance Limited



M Balasubramaniam
Vice Chairman and Managing Director
DIN : 00377053

7th August 2023
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ANNEXURE - B

Independent Auditor's Review Report on quarterly Unaudited Financial Results of the Company Pursuant to the Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Sakthi Finance Limited, Coimbatore

1. We have reviewed the accompanying unaudited financial results of Sakthi Finance Limited (the "Company") for the quarter ended June 30, 2023, which are included in the accompanying Statement of Unaudited Financial Results for the Quarter ended June 30, 2023 (the "Statement") being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), including relevant circulars issued by the SEBI from time to time. We have initialed the Statement for identification purposes only.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, read with relevant Rules issued thereunder, other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 and Regulation 52 of the Listing Regulations, 2015, including relevant circulars issued by SEBI from time to time. This Statement has been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India (RBI) in respect of Income recognition, asset classification, provisioning and other related matters, to the extent those are not inconsistent with the Indian Accounting Standards prescribed under Section 133 of the Companies Act. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013, read with relevant Rules issued thereunder, other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 and Regulation 52 of Listing Regulations, 2015 as amended, including relevant circulars issued by SEBI from time to time, including the manner in which it is to be disclosed or that it contains any material misstatement, or that it has not been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India (RBI) in respect of Income recognition, asset classification, provisioning and other related matters, to the extent those are not inconsistent with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
-

For CSK Prabhu & Co
Chartered Accountants
Firm Registration Number:002485S


CSK Prabhu
Partner
Membership Number: 019811
UDIN: 23019811BGTKIR1883
Place: Coimbatore
Date: August 07, 2023



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Extract of Statement of Unaudited Financial Results for the Quarter ended 30th June 2023

(₹ lakh)

Particulars	Quarter Ended		Year Ended
	30-06-2023	30-06-2022	31-03-2023
	(Unaudited)	(Unaudited)	(Audited)
Total Revenue from Operations (net)	4,915.10	4,640.15	19,180.60
Net Profit / (Loss) for the period (before tax and Exceptional Items)	454.39	544.70	1,735.97
Net Profit / (Loss) for the period before tax (after Exceptional Items)	454.39	544.70	1,735.97
Net Profit / (Loss) for the period after tax (after Exceptional Items)	344.83	345.31	1,249.37
Other Comprehensive Income (net of tax)	19.58	(23.55)	31.76
Total Comprehensive Income for the period [comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (net of tax)]	364.41	321.76	1,281.13
Paid-up equity share capital (Face value : ₹ 10 per share)	6,470.59	6470.59	6,470.59
Reserves (excluding Revaluation Reserve)			11,750.40
Securities Premium Account	1,429.80	1,429.80	1,429.80
Net worth	18,286.04	17,249.86	17,927.28
Paid up Debt Capital/ Outstanding Debt	0.40	0.32	0.33
Outstanding Redeemable Preference Shares [^]	NA	NA	NA
Debt Equity Ratio	6.26	6.28	5.99
Earnings per share (₹ 10 each) (for continuing operations) :			
a. Basic (₹)	0.56	0.50	1.98
b. Diluted (₹)	0.56	0.50	1.98
Capital Redemption Reserve	NA	NA	NA
Debenture Redemption Reserve	NA	NA	NA
Debt Service Coverage Ratio*	NA	NA	NA
Interest Service Coverage Ratio*	NA	NA	NA

* These ratios are not applicable for NBFC

[^] This disclosure is not applicable, since the Preference Shares of the Company is not listed.

Notes :

- The above is an extract of the detailed format of the Unaudited Financial Results filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The full format of the Unaudited Financial Results are available on the BSE Ltd website ([URL:www.bseindia.com/corporates](http://www.bseindia.com/corporates)) and company's website, www.sakthifinance.com.
- Disclosures in accordance with Regulation 52(4) of the Listing Regulations have been submitted to BSE Limited and the disclosures can be accessed on the BSE website ([URL : www.bseindia.com/corporates](http://www.bseindia.com/corporates)) and company's website, www.sakthifinance.com.

By Order of the Board
For Sakthi Finance Limited



M Balasubramaniam
Vice Chairman and Managing Director
DIN : 00377053

7th August 2023
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Appendix - I

Compliance related to disclosure of certain ratios and other financial information as required under Regulation 52(4) of the Listing Regulations

(₹ lakhs)

Sl No	Particulars	Quarter Ended			Year Ended
		30th June 2023	31st March 2023	30th June 2022	31st March 2023
1	Debt - Equity Ratio (Refer Note 2)	6.26	5.99	6.28	5.99
2	Debt Service Coverage Ratio	NA	NA	NA	NA
3	Interest Service Coverage Ratio	NA	NA	NA	NA
4	Outstanding Redeemable Preference Shares	NA	NA	NA	NA
5	Capital Redemption Reserve	NA	NA	NA	NA
6	Debenture Redemption Reserve	NA	NA	NA	NA
7	Net Worth (Refer Note 3)	18,286.04	17,927.28	17,249.86	17,927.28
8	Net Profit / (Loss) After Tax	344.83	345.31	259.44	1,249.37
9	Earnings per Share:				
	- Basic	0.56	0.50	0.42	1.98
	- Diluted	0.56	0.50	0.42	1.98
10	Current Ratio	NA	NA	NA	NA
11	Long Term debt to Working Capital	NA	NA	NA	NA
12	Bad Debts to Accounts Receivable Ratio	NA	NA	NA	NA
13	Current Liability Ratio	NA	NA	NA	NA
14	Total Debts to Total Assets (Refer Note 4)	0.76	0.75	0.77	0.75
15	Debtor Turnover	NA	NA	NA	NA
16	Inventory Turnover	NA	NA	NA	NA



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(₹ lakhs)

Sl No	Particulars	Quarter Ended			Year Ended
		30th June 2023	31st March 2023	30th June 2022	31st March 2023
17	Operating Margin (%)	NA	NA	NA	NA
18	Net Profit Margin (%) (Refer Note 5)	NA	7.03	5.25	7.03
19	Sector specific equivalent ratios, as applicable				
	i) Gross Non-performing Assets (GNPA) % (Refer Note 6)	5.86	5.84	5.20	5.84
	ii) Net Non-Performing Assets (NNPA) % (Refer Note 7)	3.07	2.94	2.09	2.94
	iii) Provision Coverage Ratio (PCR) % (Refer Note 8)	49.00	51.08	61.06	51.08
	iv) Capital Adequacy Ratio (%) (Refer Note 9)	19.62	19.99	21.66	19.99

Notes :

- Certain ratios/line items marked with remark "NA" are not applicable since the Company is a Non-Banking Financial Company registered with the Reserve Bank of India
- Debt - Equity ratio = [Debt Securities + Borrowings (Other than Debt Securities) + Deposits + Subordinated Liabilities] / [Equity Share Capital + Other Equity]
- Net worth = [Equity Shares Capital + Other Equity]
- Total debts to total assets = [Debt Securities + Borrowings (Other than Debt Securities) + Deposits + Subordinated Liabilities] / Total assets
- Net profit margin (%) = Profit after tax / Total Income
- Gross Non-performing Assts (GNPA) % = Gross Stage III assets / Gross loan assets
- Net Non-performing Assts (NNPA) % = [Gross Stage III assets - Impairment loss allowance for Stage III assets] / [Gross Loan Assets - Impairment loss allowance for Stage III assets]
- Provision Coverage Ratio (PCR %) = Impairment loss allowance for Stage III assets / Gross Stage III assets
- Capital Adequacy Ratio has been computed as per relevant RBI guidelines





To

ANNEXURE - E

**Board of Directors
Sakthi Finance Limited
62, Dr.Nanjappa Road
Coimbatore - 641 018**

Independent Auditor's Certificate on Security Cover as at 30th June 2023 under Regulation 54 read with Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") as amended for submission to BSE Limited and Catalyst Trusteeship Limited ("the Debenture Trustee")

1. The Certificate is issued in accordance with the terms of our engagement letter dated July 24, 2023.
2. We, M/s.CSK Prabhu & Co, Chartered Accountants, the Statutory Auditors of Sakthi Finance Limited ("**the Company**"), have been requested by the management of the Company to certify the book value of assets charged against the listed, Secured, Non-Convertible Debentures ("**NCDs**") or ("**Listed Debt Securities**") issued by the Company mentioned in the accompanying "**Statement of Security Cover as on June 30, 2023**" in "**Annexure B**" and compliance with financial covenants in respect of Listed, Secured Non-Convertible Debentures of the Company issued and outstanding as at June 30, 2023 as given in the accompanying "**Statement of Security Cover and Compliance with Covenants as on June 30, 2023**" in "**Annexure A**" (Annexure A and B hereinafter together referred to as "**the Statements**").

The Statements have been prepared by the Company from the un-audited books of accounts and other relevant records and documents maintained by the company as at June 30, 2023 pursuant to the requirements of SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2023/50 dated 31st March, 2023 issued by the Securities and Exchange Board of India ("**SEBI**") in terms of Regulation 54 read with Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations 1993 (hereinafter referred together as the "**the SEBI Regulations**"), as amended, for the purpose of submission to the Stock Exchange ("**BSE Ltd**") and to Debenture Trustee of the Listed Debt Securities. The Statements have been initialed by us for identification purpose only. The Company has entered into agreements with the Debenture Trustee ("**Debenture Trust Deeds**") in respect of debentures as indicated in the Statement.



Management's Responsibility for the Statements

3. The preparation of the accompanying Statements is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statements and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for complying with all the covenants as prescribed in terms of the respective Debenture Trust Deed/Prospectus including the maintenance of Security Cover and in the manner as may be specified by SEBI and adherence with all other applicable conditions mentioned in the SEBI Regulations in connection with the Statements.

Auditor's Responsibility

5. Pursuant to the requirements of SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2023/50 dated 31st March, 2023 issued by the Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance regarding:
 - a) whether the book value of the assets of the Company in the accompanying **Annexure B** have been accurately extracted and ascertained from the un-audited books of accounts of the Company and other relevant records and documents maintained by the Company; and
 - b) whether the Company has complied with financial covenants of the debentures.
6. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the "**Guidance Note**") issued by the ICAI, in so far as applicable for the purpose of this Certificate, which includes the concepts of test checks and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control ("**SQC**") 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.



8. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. The procedures performed vary in nature and timing from a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Accordingly, we have performed the following procedures in relation to the statement:

- a) Obtained the Statements from the management.
- b) Verified that the information contained in the Statements have been accurately extracted and ascertained from the un-audited books of accounts of the Company as at and for the quarter ended June 30, 2023 and other relevant records and documents maintained by the Company, in the normal course of its business.
- c) Examined and verified the arithmetical and clerical accuracy of the information included in the Statements.
- d) Reviewed the terms and conditions contained in the Prospectus(es)/ Debenture Trust Deed(s) to understand the nature of charge (viz. exclusive charge or *pari passu* charge) on the assets of the Company.
- e) Obtained Register of Charges kept by the Company as per the requirements of the Companies Act 2013 to understand the composition of charges already created on the assets of the company and traced the value of charge created against assets to the security cover indicated in the Statements on a test check basis.
- f) Read the terms relating to financial covenants of the debentures and recomputed the financial covenants.
- g) Performed necessary inquiries with the management and obtained necessary representations.

Conclusion

9. Based on the procedures performed as referred to in paragraph 8 above and according to the information and explanations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that:
- a. the particulars contained in the accompanying **Annexure B** with respect to the Book Values of Assets (at Cost) charged against Listed Debt Securities issued by the Company have not been accurately extracted and ascertained from the un-audited books of accounts of the Company for the quarter ended June 30, 2023 and other relevant records and documents maintained by the Company; and



b. the Company has not complied with financial covenants of the Debentures as mentioned in the accompanying **Annexure A**.

Restriction on Use

10. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to Debenture Trustees and BSE Ltd in accordance with the SEBI Regulations and should not be used, referred to or distributed for any other purpose or to any person without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For CSK Prabhu & Co
Chartered Accountants
Firm Reg. No.: 002485S


CSK Prabhu
Partner



Membership No.019811
UDIN: 23019811BHTKIS8587

Coimbatore
August 07, 2023

Statement of Security Cover and compliance with covenants as on June 30, 2023

Security cover in respect of listed debt securities of the listed entity under SEBI Operational Circular No SEBI/HO/DDHS/P/CIR/2023/50 dated 31st March 2023

We hereby certify that:

A. The listed entity i.e. **Sakthi Finance Limited** (the '**Company**') has, by its Board Resolutions, Prospectus and under various Debenture Trust Deeds, issued the Listed Debt Securities (Non-Convertible Debentures/NCDs) and the amount outstanding as at June 30, 2023 (including interest accrued) is Rs.47,467.27 Lakhs as per **Exhibit 1**.

B. Security cover for Secured Debt Securities

- i) The financial information as on June 30, 2023 has been extracted from the un-audited books of account as at and for the quarter ended June 30, 2023 and other relevant records and documents maintained by the Company.
- ii) The book value of principal and assets of the Company at cost provide coverage of 1.06 times of the principal and interest amount, which is in accordance with the terms of the Issue/Debenture Trust Deed (Calculation as per "Statement of Security Cover as on June 30, 2023") ("**Annexure B**").

C. Compliance of all the Covenants/Terms of the issue in respect of Listed Debt Securities of the Listed Entity

We confirm that the Company has complied with all the Financial Covenants of the Listed Non-Convertible Debentures outstanding as at June 30, 2023, including the following:



NCD Series	Financial Covenants	Status
All Listed NCDs Outstanding as at June 30, 2023	Maintain 100% Security Cover or Security Cover as per the terms of Prospectus and/or Debenture Trust Deeds at all the time on Total Amount Outstanding (including Interest Accrued) for the NCDs as at June 30, 2023.	Complied

Notes:

1. This Statement is prepared in accordance with Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as amended vide notification No. SEBVLAO-NRO/GN/2020/34 dated October 8, 2020 and notification No. SEBVJ.ADNRO/GN/2022/78 dated April 11, 2022 and Regulation 54 read with Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended by SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2023/50 dated 31st March 2023.
2. Other than what has been stated above, there is/are no covenant/s specified in the Prospectus of the listed non-convertible debt securities that the Company needs to comply with.
3. The assets offered as security are loans given by the Company and hence not eligible for market valuations. Wherever Immovable Properties are offered as security for Listed Debt Securities, market valuations have been obtained by the Company.

Coimbatore
August 07, 2023



For Sakthi Finance Limited

A handwritten signature in blue ink, appearing to read "C Subramaniam".

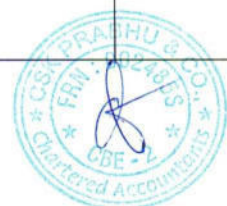
C Subramaniam
Company Secretary
FCS 6971



Exhibit 1

Outstanding Secured Non-Convertible Debentures (including interest accrued) as at June 30, 2023:

S.No	Issue	ISIN	Instrument	Type of Charge	Sanctioned Amount (Rs in lakhs)	Interest Accrued (Rs in lakhs)	TDS Deducted (Rs in lakhs)	Outstanding Amount (Rs in lakhs)	Cover Required (Rs in lakhs)	Assets Required (Rs in lakhs)
1	NCD Public Issue - IV	INE302E07276	Non Convertible Debentures	Exclusive	811.80	-	-	811.80	811.80	811.80
2	NCD Public Issue - IV	INE302E07284	Non Convertible Debentures	Exclusive	141.50	3.45	-	144.95	144.95	144.95
3	NCD Public Issue - IV	INE302E07292	Non Convertible Debentures	Exclusive	793.53	281.21	0.45	1,074.29	1,074.29	1,074.29
4	NCD Public Issue - IV	INE302E07300	Non Convertible Debentures	Exclusive	1,894.23	-	-	1,894.23	1,894.23	1,894.23
5	NCD Public Issue - IV	INE302E07318	Non Convertible Debentures	Exclusive	248.73	6.22	-	254.95	254.95	254.95
6	NCD Public Issue - IV	INE302E07326	Non Convertible Debentures	Exclusive	1,129.16	411.90	1.42	1,539.64	1,539.64	1,539.64
7	NCD Public Issue - V	INE302E07334	Non Convertible Debentures	Exclusive	2,948.94	-	-	2,948.94	2,948.94	2,948.94
8	NCD Public Issue - V	INE302E07342	Non Convertible Debentures	Exclusive	3,213.84	636.27	2.16	3,847.95	3,847.95	3,847.95
9	NCD Public Issue - V	INE302E07359	Non Convertible Debentures	Exclusive	1,663.12	-	-	1,663.12	1,663.12	1,663.12
10	NCD Public Issue - V	INE302E07367	Non Convertible Debentures	Exclusive	1,595.15	324.68	1.56	1,918.27	1,918.27	1,918.27
11	NCD Public Issue - V	INE302E07375	Non Convertible Debentures	Exclusive	3,566.23	-	-	3,566.23	3,566.23	3,566.23
12	NCD Public Issue - V	INE302E07383	Non Convertible Debentures	Exclusive	2,106.90	440.77	1.97	2,545.70	2,545.70	2,545.70
13	NCD Public Issue - VI	INE302E07409	Non Convertible Debentures	Exclusive	826.37	-	-	826.37	826.37	826.37
14	NCD Public Issue - VI	INE302E07417	Non Convertible Debentures	Exclusive	1,235.12	128.08	1.02	1,362.18	1,362.18	1,362.18



15	NCD Public Issue - VI	INE302 E07425	Non Convertible Debentures	Exclusive	412.01	-	-	412.01	412.01	412.01
16	NCD Public Issue - VI	INE302 E07433	Non Convertible Debentures	Exclusive	681.25	72.81	0.34	753.72	753.72	753.72
17	NCD Public Issue - VI	INE302 E07441	Non Convertible Debentures	Exclusive	227.64	-	-	227.64	227.64	227.64
18	NCD Public Issue - VI	INE302 E07458	Non Convertible Debentures	Exclusive	126.30	13.90	0.10	140.10	140.10	140.10
19	NCD Public Issue - VI	INE302 E07466	Non Convertible Debentures	Exclusive	4,374.51	-	-	4,374.51	4,374.51	4,374.51
20	NCD Public Issue - VI	INE302 E07474	Non Convertible Debentures	Exclusive	2,116.80	260.08	2.81	2,374.07	2,374.07	2,374.07
21	NCD Public Issue - VII	INE302 E07573	Non Convertible Debentures	Exclusive	1,348.77	-	-	1,348.77	1,348.77	1,348.77
22	NCD Public Issue - VII	INE302 E07508	Non Convertible Debentures	Exclusive	1,953.26	26.01	1.31	1,977.96	1,977.96	1,977.96
23	NCD Public Issue - VII	INE302 E07540	Non Convertible Debentures	Exclusive	656.18	-	-	656.18	656.18	656.18
24	NCD Public Issue - VII	INE302 E07516	Non Convertible Debentures	Exclusive	1,540.08	21.08	0.97	1,560.19	1,560.19	1,560.19
25	NCD Public Issue - VII	INE302 E07557	Non Convertible Debentures	Exclusive	210.19	-	-	210.19	210.19	210.19
26	NCD Public Issue - VII	INE302 E07490	Non Convertible Debentures	Exclusive	251.01	3.53	0.13	254.41	254.41	254.41
27	NCD Public Issue - VII	INE302 E07565	Non Convertible Debentures	Exclusive	5,075.37	-	-	5,075.37	5,075.37	5,075.37
28	NCD Public Issue - VII	INE302 E07524	Non Convertible Debentures	Exclusive	1,615.48	24.50	1.16	1,638.82	1,638.82	1,638.82
29	NCD Public Issue - VII	INE302 E07532	Non Convertible Debentures	Exclusive	2,035.70	30.12	1.11	2,064.71	2,064.71	2,064.71
Total					44,799.17	2,684.61	16.51	47,467.27	47,467.27	47,467.27



Annexure - B
 Statements of Security Cover as on June 30, 2023
 (All amounts are Rs. In Lakhs)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)	Debt amount considered more than once (due to exclusive plus pari passu charge)	Market Value for Assets charged on Exclusive basis	Carrying /Book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/Book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value(=K+L+M+N)		
		Book Value	Book Value	Yes/ No	Book Value	Book Value					Relating to Column F			
ASSETS														
Property, Plant and Equipment		3.47	-	No	-	-	5,812.19	-	5,815.66	84.07	-	-	-	84.07
Capital Work-in- Progress		-	-	NA	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	NA	-	-	1,012.49	-	1,012.49	-	-	-	-	-
Goodwill		-	-	NA	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	NA	-	-	195.03	-	195.03	-	-	-	-	-
Intangible Assets under Development		-	-	NA	-	-	-	-	-	-	-	-	-	-
Investment Property		-	-	NA	-	-	269.47	-	269.47	-	-	-	-	-
Investments		-	-	NA	-	-	1,368.75	-	1,368.75	-	-	-	-	-
Loans	Standard Loan Receivables	50,119.97	33,209.44	No	-	-	33,237.06	-	1,16,566.48	-	50,119.97	-	-	50,119.97
Inventories		-	-	NA	-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-	NA	-	-	288.59	-	288.59	-	-	-	-	-
Cash and Cash Equivalents		-	-	NA	-	-	2,359.56	-	2,359.56	-	-	-	-	-
Bank Balances other than Cash & Cash Equivalents		-	-	NA	-	-	5,742.89	-	5,742.89	-	-	-	-	-
Others														
Other Financial Assets		-	-	NA	-	-	1,428.92	-	1,428.92	-	-	-	-	-
Deferred Tax Assets		-	-	NA	-	-	443.43	-	443.43	-	-	-	-	-
Other Non-Financial Assets		-	-	NA	-	-	1,865.80	-	1,865.80	-	-	-	-	-
Total		50,123.44	33,209.44	-	-	-	52,485.42	-	1,37,357.07	84.07	50,119.97	-	-	50,204.04



Annexure - B
Statements of Security Cover as on June 30, 2023
(All amounts are Rs. In Lakhs)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)	Market Value for Assets charged on Exclusive basis	Carrying /Book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/Book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value=(K+L+M+N)	
		Book Value	Book Value	Yes/ No	Book Value	Book Value					Relating to Column F			
LIABILITIES														
Debt securities to which this certificate pertains	Secured Non Convertible Debentures (Listed)	47,467.27	10,780.83	-	-	-	11,734.15	-	69,982.25	-	47,467.27	-	-	47,467.27
Other debt sharing pari-passu charge with above debt														
Other Debt							1,527.41		1,527.41					
Subordinated debt							28,088.72		28,088.72					
Borrowings														
Bank			12,717.42						12,717.42					
Debt Securities														
Others														
Term Loan from Others		not to be filled	100.01						100.01					
Public Deposits							2,027.91		2,027.91					
Trade payables							336.49		336.49					
Lease Liabilities							333.21		333.21					
Provisions							161.12		161.12					
Others														
Other Financial Liabilities			153.94				788.64		942.58					
Other non-Financial Liabilities							88.26		88.26					
Current Tax Liabilities														
Total		47,467.27	23,752.20	-	-	-	45,085.90	-	1,16,305.38	-	47,467.27	-	-	47,467.27
Cover on Book Value		1.06			Not Applicable									
Cover on Market Value														1.06
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

- Note: 1. The Market Value of Immovable Assets are taken as per External Valuation Report dated March 31, 2022
2. The above amounts have been extracted from the un-audited financial results for the period ended June 30, 2023
3. The Cost mentioned in Column C relating to Property, Plant & Equipment represents Cost to the Company (non-revalued).
4. The Company has complied with all the covenants specified in respect of all Listed Non-Convertible Securities.



Annexure – F

The existing Articles of Association (“**AOA**”) of the Company is proposed to be replaced entirely with new set of AOA in alignment with the provisions of the Companies Act 2013 and SEBI (Listing of Non-Convertible Securities) (Amendment) Regulations 2023, subject to the approval of members at the ensuing 66th AGM of the Company.



a. Disclosure in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") for issue of Securities on private placement basis

i Issue of Redeemable, Cumulative Preference Shares on private placement basis for an amount not exceeding ₹ 15 Crores (as applicable)

Sl No	Disclosure Requirement	Details
1	Size of the Issue	15,00,000 Redeemable, Cumulative, Preference Shares ("RCPSs") of face value of ₹ 100 each at par, for an amount not exceeding ₹ 15 crores
2	Whether proposed to be listed? (If yes, name of the stock exchange(s))	No
3	Tenure of the Instrument - date of the allotment and date of maturity	Not exceeding three years. Date of allotment and maturity will be decided by the Board of Directors at the time of Issue
4	Coupon / interest offered, schedule of payment of coupon / interest and principal	Not exceeding 10% per annum
5	Charge / Security, if any, created over the assets	Not applicable
6	Special Rights / interest / privileges attached to the instrument and changes thereof	Nil
7	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Does not arise
8	Delay of any letter or comments regarding payment / nonpayment of interest, principal on due dates, or any other matter concerning the security and/or the assets along with its comments thereon, if any	Does not arise
9	Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	Redemption of RCPS will be made out of profits of the Company or out of fresh issue of RCPS





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ii Issue of Secured and Unsecured Redeemable Non-Convertible Debentures ("NCDs") and Other Debt Securities on private placement basis for an amount not exceeding ₹ 750 crore

Sl No	Disclosure Requirement	Details
1	Size of the Issue	For an amount not exceeding ₹ 750 Crores to be issued on private placement basis to the intending investors
2	Whether proposed to be listed? (If yes, name of the stock exchange(s))	No
3	Tenure of the Instrument - date of the allotment and date of maturity	Not exceeding 20 years. Date of allotment and maturity will be decided by the Board of Directors at the time of Issue
4	Coupon / interest offered, schedule of payment of coupon / interest and principal	Not exceeding 12% per annum
5	Charge / Security, if any, created over the assets	Security will be created for the NCDs by extending the hire purchase receivables / immovable properties of the Company and consequently, the charge will also be created in favour of the Debenture Trustees
6	Special Rights / interest / privileges attached to the instrument and changes thereof	Nil
7	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Does not arise
8	Delay of any letter or comments regarding payment / non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not applicable
9	Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	Not applicable



Sakthi Finance Limited

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