

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

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Dear Sir/Madam,

Annual Secretarial Compliance Report for the year ended 31 March 2026 as per Regulations 24(A) and 62M of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations") read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026, as amended ("SEBI Master Circular")

In terms of Regulations 24(A) and 62M of the Listing Regulations read with the above SEBI Master Circular, we submit / enclose an Annual Secretarial Compliance Report ("ASCR") of the Company for the year ended 31 March 2026 issued by CS R Dhanasekaran, (ICSI Membership No. FCS 7070), a Company Secretary in Practice and Secretarial Auditor of the Company.

The above report is also being uploaded on the website of the Company and can be accessed at the weblink: <https://sakthifinance.com/investor-information/>.

We request you to take the document on record.

Yours faithfully
For Sakthi Finance Limited



S Venkatesh
Company Secretary and
Chief Compliance Officer
FCS 7012



End: (1)



R. DHANASEKARAN M.Com., F.C.S.
Company Secretary in Practice

156 / 22, II Floor, Parsn Trade Plaza
Dr. Nanjappa Road, Coimbatore - 641 018

Phone : 0422 - 2304479 Mobile : +91 94420 14480
E-mail : sharpcs1@gmail.com

To
SAKTHI FINANCE LIMITED
CIN: L65910TZ1955PLC000145
Regd.Office: 62 Dr Nanjappa Road,
P B No 3745, Coimbatore – 641 018.

Sirs/Madam,

Annual Secretarial Compliance Report for the Financial Year 2025-2026

I have been engaged by SAKTHI FINANCE LIMITED (hereinafter referred to as 'the Company') bearing CIN: L65910TZ1955PLC000145, to issue the **Annual Secretarial Compliance Report for the financial year ended 31.03.2026**, in terms of Regulations 24A(2) and 62M of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with related SEBI's Circulars.

I would like to state that it is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility in respect of the aforesaid report is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued thereunder from time to time and issue a report thereon.

The Annual Secretarial Compliance Report for the financial year ended 31.03.2026 is enclosed.

R Dhanasekaran
Company Secretary in Practice
FCS 7070 / CP 7745
Peer Review No 6739/2025
ICSI UDIN: F007070H000521661

Place: Coimbatore
Date : 28.05.2026



Certificate No.: 29/2026-27

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF SAKTHI FINANCE LIMITED
(CIN: L65910TZ1955PLC000145) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026.
(Pursuant to Regulations 24A(2) and 62M of Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015)**

I, R.Dhanasekaran, Company Secretary in Practice, (FCS 7070 / CP 7745) have examined:

- (a) all the documents and records to the extent made available to me and explanation and representation provided by **SAKTHI FINANCE LIMITED**, ("the listed entity")
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, and
- (d) other documents / filings, as may be relevant, which have been relied upon to make this Report.

for the financial year ended 31.03.2026 ("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 SEBI:

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(Not applicable as there was no reportable event during the review period)





- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable as there was no reportable event during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Other regulations as applicable.
and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India

I hereby report that, during the period under review;

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

Please refer to ANNEXURE 1

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.					
None										





I hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: 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).	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations / circulars / guidelines issued by SEBI	Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents / information under a separate section on the websiteWeb-links provided in annual corporate governancereports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website	Yes Yes Yes	None None None
4.	Disqualification of Director(s): None of the Director(s) of the Company is / are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	None





5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary Companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not have any Subsidiary Company during the period under review.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; b) In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	Yes NA	Since, all Related Party Transactions were entered after obtaining prior approval of Audit Committee point No. (b) is not applicable
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None





11.	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.	Yes	Please refer to Annexure 1
12.	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 LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors of the Company and there was no material subsidiary during the period under review.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	None

I further, report that compliance with the disclosure requirements of Employees Benefit Scheme Documents in terms of regulations 46(2) (za) of the LODR Regulations, is not applicable to the listed entity for the year under review.

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. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.





4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) and 62M 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.

R Dhanasekaran
Company Secretary in Practice
FCS 7070 / CP 7745
Peer Review No 6739/2025
UDIN: F007070H000521661

Place: Coimbatore
Date : 28.05.2026

**ANNEXURE 1 TO ANNUAL SECRETARIAL COMPLIANCE REPORT OF SAKTHI FINANCE LIMITED
(CIN: L65910TZ1955PLC000145) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026.**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory / Clarification, Fine / Show Cause Notice / Warning, etc.					
	As per Regulation 17(1A) of SEBI (LODR) Regulations, 2015, and FAQ dated 10.04.2023 issued by BSE.	17(1A) of SEBI (LODR) Regulations, 2015	Time lag between the Board's appointment and the members' approval constituted a technical non-compliance with Regulation 17(1A) of SEBI (LODR) Regulations, 2015.	-	-	The Board of Directors appointed a non-executive independent director, who is over 75 years of age, at their meeting held on 14.08.2025, with the appointment effective from 14.08.2025. Subsequently, members' approval by Special Resolution was obtained only on 27.09.2025. In terms of Regulation 17(1A) of SEBI (LODR) Regulations, 2015, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of	-	There was a delay in complying with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015. Particularly, the Board of Directors appointed a non-executive independent director, who is over 75 years of age, at their meeting held on 14.08.2025, with the appointment effective from 14.08.2025. Subsequently, members' approval by Special Resolution was obtained only on 27.09.2025. This time lag	As there is no specific requirement in the Regulation 17(1A) of SEBI (LODR) Regulations, 2015, that prior approval by way of Special Resolution is to be passed to appoint a non-executive independent director, who is over 75 years of age. The company believed that word 'unless' depicted in Regulation 17(1A) does not mean "prior approval" nor the	-



					<p>seventy five years unless a special resolution is passed to that effect.</p> <p>As such, there was a time lag between the Board's appointment (on 14.08.2025) and the members' approval (on 27.09.2025) which constituted a technical non-compliance with Regulation 17(1A) of SEBI (LODR) Regulations, 2015</p>		<p>between the Board's appointment and the members' approval constituted a technical non-compliance with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.</p>	<p>requirement of passing a special resolution is a qualificatory condition for appointment of a person as a Director."</p> <p>However, the Management has taken note of the existing compliance framework and reaffirmed the company's commitment to strong corporate governance practices</p>	
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