

SAKTHI FINANCE

AN EDIFICE BUILT ON TRUST

E-Mail:sakthif_info@sakthifinance.com

CIN:L65910TZ1955PLCOO0145

SFL:PB:006:2014-15

5th April 2014

✓ BSE Limited Floor 25, P J Towers Dalal Street Fort Mumbai – 400 001 Fax Nos: 022 – 22723121 / 22723719 / 22722309 Scrip Code: 511066 Email: corp.compliance@bseindia.com Kind Attn: Mr.Jayesh Ashtekar Manager, DCS	Madras Stock Exchange Limited Exchange Building P O Box No.183 30, Second Line Beach Chennai - 600 001 044 – 25244897 SKF lc@mseindia.in Mr. S Padmanabhan Senior Manager (Listing Compliance)
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Dear Sir,

Results of Postal Ballot

We request you to refer our letter no. SFL:PB2014:141:2013-14 dated 3rd March 2014 regarding completion of Postal Ballot Notices and Forms to the members.

In this regard, the Company has appointed Mr K.Murali Mohan FCA, Chartered Accountant as the Scrutinizer for the above process. He has submitted his report to the Vice Chairman and Managing Director today and it has been accepted.

As per the report, the members have approved the Special Resolutions embodied in the Postal Ballot Notice dated 8th February 2014 for increasing the borrowing powers of the Company and creation of charge / mortgage on the properties of the Company with requisite majority of votes as detailed below:

Special Resolution 1: Increasing the borrowing powers of the Company

Votes in favour of the Resolution	4,46,16,110 (99.90%)
Votes against the Resolution	43,010 (0.10%)

Special Resolution 2: Creation of Charge / mortgage on the properties of the Company

Votes in favour of the Resolution	4,45,90,966 (99.91%)
Votes against the Resolution	41,720 (0.09%)

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Sakthi Finance Limited

62, Dr. Nanjappa Road Coimbatore - 641 018 | T: 0422 2251471/4 | F: 0422 2251915 | W: www.sakthifinance.com

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Accordingly, the results of the Postal Ballot were announced today.

In this regard, we enclose the following documents:

- a. Detailed Results of Postal Ballot in the prescribed format under Clause 35A of the Listing Agreement
- b. Certified true copies of the Special Resolutions as approved by the members

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

Yours faithfully
For Sakthi Finance Limited



S Venkatesh
Company Secretary



Enc: (2)

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RESULTS OF POSTAL BALLOT (As per Clause 35A of the Listing Agreement)

Special Resolution No.1: Increasing the borrowing powers of the Company

Date of Postal Ballot Notice : 8th February 2014
 Last Date for receipt of Postal Ballot : 3rd April 2014
 Date of Declaration of Results : 5th April 2014
 Mode of Voting : Postal Ballot

Promoter / Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = (2/1)*100	No of votes - in favour (4)	No of votes - against (5)	% of votes in favour on votes polled (6) = (4/2)*100	% of votes against on votes polled (7) = (5/2)*100
Promoter and Promoters Group	3,21,15,000	3,21,15,000	100.00	3,21,15,000	0	100.00	0.00
Public - Institutional Holders	2,200	0	0.00	0	0	0.00	0.00
Public - Others	1,78,82,800	1,25,44,120	70.15	1,25,01,110	43,010	99.66	0.34
Total	5,00,00,000	4,46,59,120	89.32	4,46,16,110	43,010	99.90	0.10

The above resolution was declared to have been passed as Special Resolution with requisite majority.

Special Resolution No.2: Creation of Charge / Mortgage on the properties of the Company

Date of Postal Ballot Notice : 8th February 2014
 Last Date for receipt of Postal Ballot : 3rd April 2014
 Date of Declaration of Results : 5th April 2014
 Mode of Voting : Postal Ballot

Promoter / Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = (2/1)*100	No of votes - in favour (4)	No of votes - against (5)	% of votes in favour on votes polled (6) = (4/2)*100	% of votes against on votes polled (7) = (5/2)*100
Promoter and Promoters Group	3,21,15,000	3,21,15,000	100.00	3,21,15,000	0	100.00	0.00
Public - Institutional Holders	2,200	0	0.00	0	0	0.00	0.00
Public - Others	1,78,82,800	1,25,17,686	70.00	1,24,75,966	41,720	99.67	0.33
Total	5,00,00,000	4,46,32,686	89.27	4,45,90,966	41,720	99.91	0.09

The above resolution was declared to have been passed as Special Resolution with requisite majority.

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S. VENKATESH
Company Secretary



For SAKTHI FINANCE LIMITED

CERTIFIED TRUE COPY OF SPECIAL RESOLUTIONS PASSED BY MEMBERS THROUGH POSTAL BALLOT ON 5TH APRIL 2014

Special Resolution 1: Increasing the borrowing powers of the Company under Section 180(1)(c) of the Companies Act 2013

RESOLVED THAT in supersession of the resolution passed at the 52nd Annual General Meeting of the Company held on 11th September 2009 and pursuant to Section 180(1)(c) and 180(2) of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act 2013, and Companies Act 1956 (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "**the Board**", which term shall include a Committee authorized for this purpose) of the Company to borrow, from time to time, any sum or sums of money, as may in the opinion of the Board of Directors be required to be borrowed by the Company, notwithstanding that the monies borrowed and / or to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained and / or to be obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the Paid up Capital of the Company and its Free Reserves, that is to say, Reserves not set apart for any specific purpose, provided that the total monies borrowed by the Company and outstanding at any point of time for the principal amounts of the loans borrowed (apart from temporary loans obtained and / or to be obtained from the Company's Bankers in the ordinary course of business) shall not exceed the sum of ₹ 2,500 crores (Rupees two thousand five hundred crores only) over and above the aggregate of the Paid up Capital of the Company and its Free Reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide all terms and conditions, in relation to such borrowing, in their absolute discretion and to do all such acts, deeds and things and execute all such documents, instruments and writings on behalf of the Company as may be required to give effect to the above resolution.

Special Resolution 2: Creation of charge / mortgage on the properties of the Company under Section 180(1)(a) of the Companies Act 2013

RESOLVED THAT in supersession of the resolution passed at the 52nd Annual General Meeting of the Company held on 11th September, 2009 and pursuant to Section 180(1)(a) of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act 2013 and Companies Act 1956 (including any statutory modification or re-enactment thereof), consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall include a Committee authorized for this purpose) of such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecation by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with the power to take over the management of the Company in certain events, to or in favour of the financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and



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other bodies corporate (hereinafter referred to as the '**Lending Agencies**') / Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding ₹ 2,500 crores (Rupees Two Thousand Five Hundred Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the Lending Agencies / Trustees the documents for creating the aforesaid charges, mortgages and hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary to give effect to the above Resolution.

For SAKTHI FINANCE LIMITED


S. VENKATESH
Company Secretary



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RESULTS OF THE POSTAL BALLOT

Results of the voting conducted through Postal Ballot on the Special Resolutions under Sections 180(1)(c) and 180(1)(a) of the Companies Act 2013 for seeking the approval of members for increasing the borrowing powers and creation of charge / mortgage on the properties of the Company respectively for an amount not exceeding ₹ 2,500 crores over and above the paid up capital and free reserves.

Special Resolution No.1: Increasing the borrowing powers of the Company

Particulars	Total
Number of valid ballot forms received	761
Number of votes in favour of the resolution	4,46,16,110
Number of votes against the resolution	43,010
Number of invalid ballot forms received	97

Accordingly, the Special Resolution has been approved by the members with requisite majority.

Special Resolution No.2: Creation of Charge / Mortgage on the properties of the Company

Particulars	Total
Number of valid ballot forms received	731
Number of votes in favour of the resolution	4,45,90,966
Number of votes against the resolution	41,720
Number of invalid ballot forms received	127

Accordingly, the Special Resolution has been approved by the members with requisite majority.

For Sakthi Finance Limited

5th April 2014
Coimbatore


M Balasubramaniam
Vice Chairman and Managing Director

