



SAKTHI FINANCE LIMITED

Our Company was originally incorporated as “The Pollachi Credit Society Private Limited” on March 30, 1955 under the Indian Companies Act 1913. The Company was later converted into a public limited company and the name of our Company was changed to “Sakthi Finance Limited” on July 27, 1967 vide a fresh Certificate of Incorporation obtained from Registrar of Companies, Madras. The Corporate Identity Number of our Company is L65910TZ1955PLC000145. The PAN of our Company is AADCS0656G. For further details of changes in Registered Office of our Company, refer Chapter titled “*History and Certain Corporate Matters*” beginning on page 116 of this Prospectus. Our Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act 1934 (2 of 1934) and has been classified as an “Investment and Credit Company- Deposit-Taking” and have been issued a Certificate of Registration Number 07-00252 in pursuance of the same.

Registered & Corporate Office: 62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore - 641 018, Tamil Nadu

Tel No.: +91 (422) 2231471-474/4236200; **Fax No.:** +91 (422) 2231915; **Website:** www.sakthifinance.com

Company Secretary and Chief Compliance Officer: Shri S. Venkatesh; **Tel No.:** +91 (422) 4236207; **Email:** svenkatesh@sakthifinance.com

Chief Financial Officer: Sri Srinivasan Anand; **Telephone No.:** +91 (422) 4236301; **E-mail:** sanand@sakthifinance.com

Statutory Auditors: M/s CSK Prabhu & Co., Chartered Accountants (FRN 0024855)

Address: F4, Fourth Floor, Srivari Kikani Centre 2, Krishnaswamy Mudaliar Road, Coimbatore - 641 002

Telephone No.: +91 (422) 2552437/2553932; **Email:** csk@cskprabhu.com; **Contact Person:** Shri CSK Prabhu

PUBLIC ISSUE BY SAKTHI FINANCE LIMITED (“THE COMPANY” OR “ISSUER”) OF RATED SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDs”) FOR AN AMOUNT NOT EXCEEDING ₹ 5,000 LAKH (HEREINAFTER REFERRED TO AS THE “BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION FOR AN AMOUNT NOT EXCEEDING ₹ 5,000 LAKH, AGGREGATING TO AN AMOUNT NOT EXCEEDING ₹ 10,000 LAKH (HEREINAFTER REFERRED TO AS THE “OVERALL ISSUE SIZE”). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 (THE “SEBI NCS REGULATIONS”), THE COMPANIES ACT 2013 AND THE RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR. THE ISSUE IS NOT UNDERWRITTEN.

OUR PROMOTERS

Dr. M. Manickam - Telephone: +91 (422) 2221991; **Email:** mmanickam@sakthisugars.com; **Mr. M. Balasubramaniam - Telephone:** +91 (422) 4236200; **Email:** balumahalingam@sakthifinance.com
For further details, refer to the Chapter “*Our Promoters*” on page 135 of this Prospectus.

GENERAL RISKS

Investors are advised to read the Risk Factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of investors is invited to the Section titled “*Risk Factors*” from page 17 to page 36. This Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), any Registrar of Companies or any Stock Exchange in India or do they guarantee the accuracy or adequacy of this document.

ISSUER’S ABSOLUTE RESPONSIBILITY

Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the Prospectus including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under “*Risk Factors*” on page 17 of the Prospectus and “*Material Developments*” on page 149 of the Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor’s decision to purchase such securities. This Prospectus has not been and will not be approved by any regulatory authority in India, including SEBI, the Reserve Bank of India (“RBI”), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY AMOUNT AND ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment frequency, Redemption Date and Redemption amount, please refer Chapter titled “*Issue Structure*” beginning on Page 150 of this Prospectus. For details relating to Eligible Investors, please refer the Chapter titled “*The Issue Procedure*” on page 179 of this Prospectus.

CREDIT RATING

The NCDs proposed to be issued by our Company have been rated by ICRA Limited (“ICRA”). ICRA has *vide* its Ref. No. ICRA/Sakthi Finance Limited/18032022/1 dated March 18, 2022 read with the rating rationale dated March 22, 2022 assigned a rating of “[ICRA] BBB (Stable)” for an amount up to ₹ 10,000 lakh. The rating of the NCDs by ICRA indicates moderate degree of safety regarding timely servicing of financial obligations and carry moderate credit risk. The rating provided by ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. This rating is not a recommendation to buy, sell or hold the NCDs and investors should take their own decisions. Please refer to *Annexure C* of this Prospectus for rationale for the above rating on page 284.



ICRA
A MOODY'S INVESTORS
SERVICE COMPANY

Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025
Phone: +91-22-61143406; **Email:** amit.gupta@icraindia.com; **Website:** www.icra.in
Contact Person: Mr. Amit Kumar Gupta

LISTING

The NCDs offered through this Prospectus are proposed to be listed on BSE Limited (“BSE”) and BSE shall be the Designated Stock Exchange. Our Company has received an ‘in-principle’ approval from BSE vide their letter no. DCS/BM/PI-Bond/030/22-23 dated April 04, 2022.

PUBLIC COMMENTS

The Prospectus dated March 25, 2022 was filed with the BSE, pursuant to the provisions of the SEBI NCS Regulations to be kept open for public comments for a period of seven Working Days (i.e., until 5 p.m.) on April 04, 2022. No comments were received on the Prospectus until 5 p.m. on April 04, 2022.

| LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE | DEBENTURE TRUSTEE* |
|---|---|---|
|  <p>DALMIA SECURITIES PRIVATE LIMITED Khetan Bhavan, Room No. 17, 2nd Floor, 198, Janshedji Tata Road, Mumbai – 400 020 Tel No.: +91 (22) 45117200/205/216 Email: sfl.ncd@dalmiasec.com Website: www.dalmiasec.com Investor Grievance Email: grievances@dalmiasec.com Contact person: Mr. S. Jeyakumar Compliance Officer: Mr. Ashish Kumar Poddar SEBI Registration No.: INM000011476 CIN: U67120WB1993PTC060525</p> |  <p>LINK INTIME INDIA PRIVATE LIMITED C-101, First Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Tel No.: 91 (22) 4918 6200; Fax No.: 91 (22) 4918 6195 Email: sakthifinance.ncd2022@linkintime.co.in Website: www.linkintime.co.in Investor Grievance Email: sakthifinance.ncd2022@linkintime.co.in Contact person: Ms. Shanti Gopalkrishnan Compliance Officer: Ms. Shanti Gopalkrishnan SEBI Registration No.: INR000004058 CIN: U67190MH1999PTC118368</p> |  <p>CATALYST TRUSTESHIP LIMITED ‘GDA House’, First Floor, Plot No 85 Bhusari Colony (Right), Paud Road, Pune – 411 038 Tel No.: + 91 (20) 66807200; Fax No.: + 91 (20) 25280275 Email: dt@ctltrustee.com Website: www.catalysttrustee.com Investor Grievance Email: dt@ctltrustee.com Contact person: Ms. Pallavi Kulkarni Compliance Officer: Ms. Rakhi Kulkarni SEBI Registration No.: INR000000034 CIN: U74999PN1997PLC110262</p> |
| ISSUE PROGRAMME** | | |
| ISSUE OPENS ON | MONDAY APRIL 11, 2022 | ISSUE CLOSURES ON |
| | | WEDNESDAY, MAY 04, 2022 |

* Catalyst Trusteeship Limited has, vide its letter dated February 28, 2022, given its consent for its appointment as Debenture Trustee to the Issue, pursuant to Regulation 8 of the SEBI NCS Regulations and for its name to be included in this Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. Refer *Annexure D* of Prospectus.

** The Issue shall remain open for subscription on all working days from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) for the period mentioned above, with an option for early closure or extension by such period as may be decided by the Board of Directors or NCD Issuance Committee thereof. In the event of such early closure or extension of the subscription list of the Issue, our Company shall ensure that public notice of such early closure or extension is published on or before the day of such early date of closure through advertisement/s in at least one leading national daily newspaper. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

A copy of the prospectus shall be filed with the Registrar of Companies, Tamilnadu, Coimbatore (“ROC”) in terms of Section 26 and 31 of the Companies Act 2013, along with the endorsed or certified copies of all requisite documents. For more information, see the Chapter titled “*Material Contracts and Documents for Inspection*” on page 274 of this Prospectus.