



# DHARANI FINANCE LIMITED

Regd. & Admn. Off : "PGP House" No.59, (Old No.57) Sterling Road, Nungambakkam, Chennai - 600 034.

Tel : +91-44-28254176, 28254609, 28311313, 28234000 E-mail : dfl@pgpgroup.in / secretarial@dharanifinance.com

CIN : L65191TN1990PLC019152

GST : 33AAACD1282G1Z4

PAN : AAACD1282G

DFL/SE/Proce/Reg,44/AGM/2024

September 25, 2024

To  
BSE Limited  
P J Towers, Dalal Street  
Mumbai – 400 001

**Sub: 34<sup>th</sup> Annual General Meeting - 25<sup>th</sup> September 2024 Proceedings and Voting Results.**  
**Ref : Dharani Finance Limited - Scrip Code – 511451.**

Dear Sir / Madam,

This is to inform you that the 34<sup>th</sup> Annual General Meeting (AGM) of Dharani Finance Limited was held on Wednesday, September 25, 2024 at 11.00 A.M. (IST) at the Registered Office of the Company at No 59 Sterling Road, Nungambakkam, Chennai -600 034 through Video Conferencing / Other Audio Visual Means ("VC/OAVM"). In this connection, please find enclosed the following:

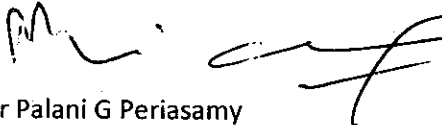
1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, ('Listing Regulations') and the Chairman Statement as read out during the AGM as Annexure – I.
2. Voting results as required under Regulation 44 of the Listing Regulations as Annexure – II.
3. Report of Scrutinizer dated September 25, 2024, pursuant to the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014. Please take the above on record.

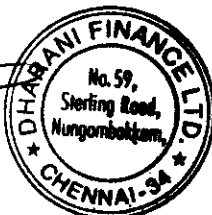
This is also being made available at the website of the Company i.e [www.dharanifinance.com](http://www.dharanifinance.com).

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For Dharani Finance Limited

  
Dr Palani G Periasamy  
Chairman



Enc.: as above



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Annexure-1

## Summary of Proceedings of the 34<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2024

The 34<sup>th</sup> Annual General Meeting (AGM) of the Members of Dharani Finance Limited ('the Company') was held on Wednesday, the 25<sup>th</sup> September 2024 at 11.00 am (IST) via video conferencing / other audio visual means ("VC/OAVM") at the Registered Office of the Company.

### Proceedings in brief:

Dr Palani G Periasamy, Chairman Chaired the meeting. The requisite Quorum being present, the Chairman called the meeting in order.

The Chairman welcomed the members to the 34<sup>th</sup> AGM and introduced the Board and Key Managerial Personnel to the Members. All the Directors of the Company were present at the Meeting. The Chairman informed that the representatives of Statutory Auditor and the Secretarial Auditor were also present at the meeting. Further, the Registers as required under the Companies Act, 2013 were available at the AGM venue for inspection.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the financial year ended 31<sup>st</sup> March 2024 were taken as read.

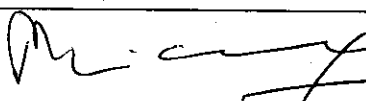
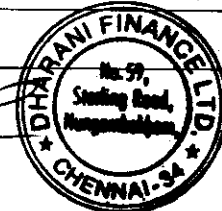
After delivering his speech, the Chairman informed the shareholders that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), the Company had offered the facility of remote e-voting and e-voting at the meeting to the shareholders.

Chairman, invited Mr. R Murugavel, Managing Director to brief on the e-voting process. The Managing Director apprised the Shareholders that as required under the law, the Company had provided remote e-voting facility to the Shareholders to cast their votes which was kept open from 9:00 am on Sunday, September 22, 2024 till 5:00 pm on Tuesday, September 25, 2024.

As required under item 13 of Part A in Schedule III of Regulation 30 of Listing Regulations, the summary of proceedings of 34<sup>th</sup> AGM of the Company is furnished as below:

The following Directors were present:

Sl.No	Name	Designation
01	Dr Palani G Periasamy	Chairman
02	Mr K Kandasamy	Director
03	Mrs Visalakshi Periasamy	Director
04	Mr P R Shampath IAS (Retd)	Independent Director, Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee.
05	Mr P Muthusamy IRS (Retd)	Independent Director and Chairman of the Audit Committee.
06	Mr R Murugavel	Managing Director



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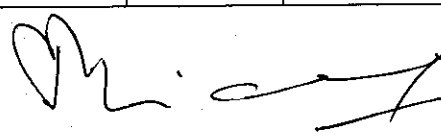
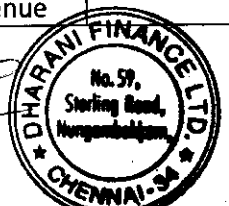
## In Attendance:

Sl.No	Name	Designation
01	Dr S Muthu	Ex.Independent Director (Tenure Completed on 24.09.2024)
02	Mr M Ganapathy	Ex.Independent Director (Tenure Completed on 24.09.2024)
03	Mr Srivatsan	Statutory Auditors
04	Mr M Damodaran	Practising Company Secretary
05	Mr N Sivabalan	Chief Financial Officer
06	Mr R Balachander	Internal Auditor

Members present	No of Shares	% of Shares
61	1251607	25.06

Convening the 34<sup>th</sup> Annual General Meeting of the Company following business were transacted through remote e-voting:

Item No	Particulars	Type of Resolution	Mode of Voting	Remarks
<b>ORDINARY BUSINESS</b>				
1	Adoption of the Audited Financial Statements of the Company including the Balance Sheet, Statement of Profit & Loss and Cash flow statements for the financial year ended March 31, 2024 together with the reports of Board of Directors and Auditors.	Ordinary Resolution	By Remote E-voting and electronic poll option made available for voting at the AGM Venue	Passed with requisite majority.
2	To appoint a Director in place of Mrs. Visalakshi Periasamy (DIN: 00064517) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary Resolution	By Remote E-voting and electronic poll option made available for voting at the AGM Venue	Passed with requisite majority.
<b>SPECIAL BUSINESS</b>				
3	Appointment of Mr. Palaniappan Rajamanickam Shampath (IAS) (R) (DIN: 10461017) as an Independent Director of the Company for a first term of 5 years, with effect from 9 <sup>th</sup> August 2024 to 8 <sup>th</sup> August 2029.	Special Resolution	By Remote E-voting and electronic poll option made available for voting at the AGM Venue	Passed with requisite majority.
4	Appointment of Mr. Perianna Gounder Muthusamy IRS (R) (DIN: 09048245) as an Independent Director of the Company for a first term of 5 years, with effect from 9 <sup>th</sup> August 2024 to 8 <sup>th</sup> August 2029.	Special Resolution	By Remote E-voting and electronic poll option made available for voting at the AGM Venue	Passed with requisite majority.



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CIN : L65191TN1990PLC019152 GST : 33AAACD1282G1Z4 PAN : AAACD1282G

5	Appointment of Mr. Murugavel Ramasamy (DIN: 10693633) as a Managing Director of the Company for a period of 5 Years with effect from 9 <sup>th</sup> August 2024 to 8 <sup>th</sup> August 2029 along with Remuneration.	Special Resolution	By Remote E-voting and electronic poll option made available for voting at the AGM Venue	Passed with requisite majority.
6	Approval to borrow in excess of the limits provided under section 180(1)(c) of the Companies Act, 2013.	Special Resolution	By Remote E-voting and electronic poll option made available for voting at the AGM Venue	Passed with requisite majority.
7	Increase in limits for creation of charges on the assets of the Company	Special Resolution	By Remote E-voting and electronic poll option made available for voting at the AGM Venue	Passed with requisite majority.

On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the Meeting through VC / OAVM and sought clarifications on the Company's accounts and businesses. The Chairman responded to the queries of the Shareholders and provided clarifications.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

The Chairman informed the members that the details of the consolidated voting results as furnished by M/s. M Damodaran & Associates LLP, Practicing Company Secretaries, Scrutinizer, would be uploaded on the website of the Company within two working days from the conclusion of the AGM and also would be sending to the Stock Exchange where the equity shares of the Company is listed.

All the Resolutions have been passed with requisite majority. This is for your information and records.

Meeting commenced at 11.00 a.m. (IST) and concluded at 11.45 a.m. (including timing for voting through electronic voting system).



Dr Palani G Periasamy  
DIN - 00081002  
Chairman

Place: Chennai  
Date: 25.09.2024

CHAIRMAN SPEECH

34<sup>th</sup> ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING FACILITY  
ON WEDNESDAY, 25<sup>TH</sup> SEPTEMBER 2024 AT 11.00 A.M. (IST)

Dear Shareholders,

It is with great pleasure, I welcome you all to this 34<sup>th</sup> Annual General Meeting of your Company. The Annual statement of Accounts sent to you earlier has been with you for some time and I seek your permission to take it as read. I shall commence the proceedings of the Annual General meeting with a brief summary of the present status of the world economy and its impact on the Indian Economy and in effect the present situation that our Company is facing.

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic all weigh heavily on the outlook.

According to IMF, global growth is projected to continue at the same pace in 2024 and 2025 as the 3.2% growth estimated in 2023. Despite the healthy resilience exhibited by many economies, the IMF remains cautious in its outlook on the global economy. High borrowing costs, withdrawal of fiscal support, impact of the conflicts in Europe and West Asia, geo-political uncertainties and extreme weather conditions caused by global warming seem to be the primary reasons for the caution.

**Indian Economy:**

Amidst the global uncertainties and challenges, the Indian economy presented a picture of confidence, positivity and optimism, with strong momentum. The Government's focus on maintaining macro-economic stability ensured that the external challenges had minimal impact on the country's economy. The National Statistical Office had initially estimated the country's GDP growth for 2023-24 at 7.6%. This was subsequently revised to an impressive 8.2%, thanks to a robust 8.4% growth in Q3 of 2023-24 and 7.8% growth in Q4 of 2023-24.

Our annual GDP growth to be between 7.0% and 7.2% in fiscal 2024 to 2025 and between 6.7% and 7.3% the following fiscal year as markets adapt to geopolitical uncertainties in their investment and consumption decisions. India is likely to experience improved capital flows, boosting private investment and exports. Inflation concerns remain, but we expect them to ease in the latter half of the next fiscal year, barring any surprises from rising oil or food prices.

Inflation, which was at 6.7% in 2022-23, moderated to 5.4% in 2023-24, within the upper tolerance level of the RBI's inflation-targeting framework. The Government undertook a set of policy measures such as reduction in customs and excise duties, and restricting exports in select commodities and products.

These measures, coupled with timely monetary policy actions of the Reserve Bank of India, have played a crucial role in ensuring the improvement in inflation. Headline inflation has subsequently moderated marginally to 4.8% in April 2024 but continues to be a cause of concern primarily due to the impact of unpredictable weather conditions on agriculture and food prices.

Fiscal deficit moderated to 5.8% in 2023-24 from 6.4% in 2022-23. It has been projected to improve further to 5.1% in 2024-25, thanks to prudent fiscal management and a significant increase in revenue collection over the last few years.

**Financial Performance:**

During the year 2023-24 your Company revenue was Rs. 79.28 lakhs as against Rs.59.99 lakhs in the previous year. The income for this year consists mainly of interest on loans and vehicles on lease. However, the loss for the year comes to Rs.30.40 lakhs as against the loss of Rs.12.66 lakhs in the previous year.

**Performance for the Current Quarter ended 30<sup>th</sup> June 2024.**

The unaudited results for the first Quarter ended 30<sup>th</sup> June 2024 in the current financial year 2024-25 has reported a total income of Rs.37.85 lakhs with a net Profit of Rs.31.05 lakhs.

Your Company hopes to achieve better results in the coming years. We are exploring many possible avenues for expanding the activities and we hope that our results will reflect substantial growth in the next financial year.

Before, I close; I place on record my deep appreciation for the dedication and hard work put in by all employees of your company. Above all, we are deeply grateful for the continuing invaluable support extended by the family of shareholders of the Company.

Once again I thank you all. With the permission our Members, let us commence the proceedings of the Annual General Meeting.

**Dr Palani G Periasamy**  
Chairman

Date: 25.09.2024

Place: Chennai

**Note: This does not purport to be a report of the proceeding at the Annual General Meeting.**

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March 2024, the Statement of Profit & Loss and Cash Flow Statements for the year ended on that date and consider the reports of the Board and Auditors.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1410402	948231	67.23	948231	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>1410402</b>	<b>948231</b>	<b>67.23</b>	<b>948231</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	3583998	129821	3.62	129816	5	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>3583998</b>	<b>129821</b>	<b>3.62</b>	<b>129816</b>	<b>5</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>4994400</b>	<b>1078052</b>	<b>21.59</b>	<b>1078047</b>	<b>5</b>	<b>100</b>	<b>0</b>

2. To appoint a Director in place of Mrs Visalakshi Periasamy (DIN No.00064517)) who retires by rotation and being eligible offers herself for re-appointment.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				Yes				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
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PROMOTER AND PROMOTER~GROUP	E-VOTING	1410402	948231	67.23	948231	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>1410402</b>	<b>948231</b>	<b>67.23</b>	<b>948231</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	3583998	129821	3.62	118316	11505	91.14	8.86
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>3583998</b>	<b>129821</b>	<b>3.62</b>	<b>118316</b>	<b>11505</b>	<b>91.14</b>	<b>8.86</b>
<b>GRAND TOTAL</b>		<b>4994400</b>	<b>1078052</b>	<b>21.59</b>	<b>1066547</b>	<b>11505</b>	<b>98.93</b>	<b>1.07</b>

3. Appointment of Mr. Palaniappan Rajamanickam Shampath (IAS) (R) (DIN: 10461017) as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a first term of 5 years, with effect from 9th August 2024 to 8th August 2029., not liable to retire by rotation.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
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PROMOTER AND PROMOTER~GROUP	E-VOTING	1410402	948231	67.23	948231	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>1410402</b>	<b>948231</b>	<b>67.23</b>	<b>948231</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	3583998	129821	3.62	129816	5	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>3583998</b>	<b>129821</b>	<b>3.62</b>	<b>129816</b>	<b>5</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>4994400</b>	<b>1078052</b>	<b>21.59</b>	<b>1078047</b>	<b>5</b>	<b>100</b>	<b>0</b>

4. Appointment of Mr Perianna Gounder Muthusamy (DIN: 09048245) as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a first term of 5 years, with effect from 9th August 2024 to 8th August 2029., not liable to retire by rotation.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1410402	948231	67.23	948231	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>1410402</b>	<b>948231</b>	<b>67.23</b>	<b>948231</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	3583998	129821	3.62	129816	5	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>3583998</b>	<b>129821</b>	<b>3.62</b>	<b>129816</b>	<b>5</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>4994400</b>	<b>1078052</b>	<b>21.59</b>	<b>1078047</b>	<b>5</b>	<b>100</b>	<b>0</b>



NAME OF THE COMPANY: DFI-DHARANI FINANCE LIMITED

5.Appointment of Mr Murugavel Ramasamy DIN: (10693633) as Managing Director of the Company, not subject to retirement by rotation for a period of 5 Years with effect from 9th August 2024 to 8th August 2029.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1410402	948231	67.23	948231	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>1410402</b>	<b>948231</b>	<b>67.23</b>	<b>948231</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	3583998	129821	3.62	129816	5	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>3583998</b>	<b>129821</b>	<b>3.62</b>	<b>129816</b>	<b>5</b>	<b>100</b>
<b>GRAND TOTAL</b>		<b>4994400</b>	<b>1078052</b>	<b>21.59</b>	<b>1078047</b>	<b>5</b>	<b>100</b>	<b>0</b>

6. Approval to borrow in excess of the limits provided under section 180(1)(c) of the Companies Act, 2013.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1410402	948231	67.23	948231	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>1410402</b>	<b>948231</b>	<b>67.23</b>	<b>948231</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	3583998	129821	3.62	129816	5	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>3583998</b>	<b>129821</b>	<b>3.62</b>	<b>129816</b>	<b>5</b>	<b>100</b>
<b>GRAND TOTAL</b>		<b>4994400</b>	<b>1078052</b>	<b>21.59</b>	<b>1078047</b>	<b>5</b>	<b>100</b>	<b>0</b>

7. Increase in limits for creation of charges on the assets of the Company

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1410402	948231	67.23	948231	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>1410402</b>	<b>948231</b>	<b>67.23</b>	<b>948231</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	3583998	129821	3.62	129816	5	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>3583998</b>	<b>129821</b>	<b>3.62</b>	<b>129816</b>	<b>5</b>	<b>100</b>
<b>GRAND TOTAL</b>		<b>4994400</b>	<b>1078052</b>	<b>21.59</b>	<b>1078047</b>	<b>5</b>	<b>100</b>	<b>0</b>





## M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

### CONSOLIDATED SCRUTINIZER'S REPORT (Remote e-voting & e-voting at the AGM) Form No. MGT 13

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman of the 34<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **DHARANI FINANCE LIMITED** ( CIN: L65191TN1990PLC019152 ) held on Wednesday, September 25, 2024 at 11:00 A.M (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

Dear Sir,

1. I, M. Damodaran, Practicing Company Secretary, Managing Partner of M Damodaran & Associates LLP, had been appointed as a Scrutinizer by the Board of Directors of **DHARANI FINANCE LIMITED** ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for scrutinizing the process of remote e-voting and e-voting at the AGM in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the resolutions proposed at the said AGM, the details of which are forming part of this report.
2. The management of the Company is responsible to ensure the compliance with the requirement of the said Act, Rules and SEBI Listing Regulations relating to voting through electronic means [i.e. by remote e-voting and e-voting at the AGM] for the resolutions contained in the Notice of the 34<sup>th</sup> AGM of the Equity Shareholders of the

1







Company dated August 09, 2024. My responsibility as a Scrutinizer for the voting process through electronic means (i.e by remote e-voting and e-voting at the AGM) is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor " or "against" the resolutions stated in the Notice of the 34<sup>th</sup> AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), engaged by the Company to provide remote e-voting and e-voting facilities at the AGM.

3. In respect of the below mentioned resolutions proposed at the 34<sup>th</sup> AGM of the equity shareholders of the Company held on Wednesday, September 25, 2024 at 11:00 A.M (IST), through VC/OAVM, I submit my report as under:
- i. The remote e-voting commenced on September 22, 2024 (Sunday) at 09.00 A.M (IST) and ended on September 24, 2024 (Tuesday) at 05.00 P.M (IST).
  - ii. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 respectively, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circular"), Notice of the 34<sup>th</sup> AGM along with the Annual Report 2023-24 were sent only through electronic mode to those Members whose email addresses were registered with the Company/ Depository Participant(s) and physical copy was sent to those shareholders who had requested for the same.
  - iii. Since the AGM was held pursuant to the said MCA Circulars and SEBI Circulars through VC, physical attendance of members had been dispensed with. Accordingly, in terms of the above mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the members were also dispensed with.

M.



- iv. The equity shareholders holding shares as on September 18, 2024 (Wednesday), i.e, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 34<sup>th</sup> AGM of the Company.
- v. As per the information given by CDSL & the Registrar and Transfer Agent of the Company, the names of the equity shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those equity shareholders who were present at the AGM through VC/OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.
- vi. There was no e-voting casted during the AGM. Hence, the votes cast through remote e-voting were unblocked and downloaded on Wednesday, September 25, 2024 at 11.45 A.M (IST) in presence of two witnesses who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the consolidated results were prepared.
- vii. Based on the data downloaded from CDSL e-voting system, the total votes cast in "favor" or "against" for all the resolutions proposed in the Notice of the 34<sup>th</sup> AGM are as under:

M. D. A.



**CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE 34<sup>TH</sup> AGM OF  
M/s. DHARANI FINANCE LIMITED**

**Item No.: 1**

Adoption of the Audited Financial Statements of the Company including the Balance Sheet, Statement of Profit & Loss and Cash flow statements for the financial year ended March 31, 2024 together with the reports of Board of Directors and Auditors.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	52	47	1078047	100	5	5	0	100
e-voting at the AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>52</b>	<b>47</b>	<b>1078047</b>	<b>100</b>	<b>5</b>	<b>5</b>	<b>0</b>	<b>100</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

M.



**Item No.: 2**

To appoint a Director in place of Mrs. Visalakshi Periasamy (DIN: 00064517) who retires by rotation and being eligible offers herself for re-appointment.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	52	46	1066547	98.93	6	11505	1.07	100
e-voting at the AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>52</b>	<b>46</b>	<b>1066547</b>	<b>98.93</b>	<b>6</b>	<b>11505</b>	<b>1.07</b>	<b>100</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

M. [Signature]



**SPECIAL BUSINESS:**

**Item No.: 3**


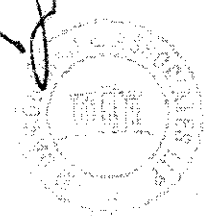
Appointment of Mr. Palaniappan Rajamanickam Shampath (IAS) (R) (DIN: 10461017) as an Independent Director of the Company for a first term of 5 years, with effect from 9<sup>th</sup> August 2024 to 8<sup>th</sup> August 2029.

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	52	47	1078047	100	5	5	0	100
e-voting at the AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>52</b>	<b>47</b>	<b>1078047</b>	<b>100</b>	<b>5</b>	<b>5</b>	<b>0</b>	<b>100</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

M.   




**Item No.: 4**



Appointment of Mr. Perianna Gounder Muthusamy IRS (R) (DIN: 09048245) as an Independent Director of the Company for a first term of 5 years, with effect from 9<sup>th</sup> August 2024 to 8<sup>th</sup> August 2029.

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	52	47	1078047	100	5	5	0	100
e-voting at the AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>52</b>	<b>47</b>	<b>1078047</b>	<b>100</b>	<b>5</b>	<b>5</b>	<b>0</b>	<b>100</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

M.   




**Item No.: 5**


Appointment of Mr. Murugavel Ramasamy (DIN: 10693633) as a Managing Director of the Company for a period of 5 Years with effect from 9<sup>th</sup> August 2024 to 8<sup>th</sup> August 2029 along with Remuneration.

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	52	47	1078047	100	5	5	0	100
e-voting at the AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>52</b>	<b>47</b>	<b>1078047</b>	<b>100</b>	<b>5</b>	<b>5</b>	<b>0</b>	<b>100</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

M.   




**Item No.: 6**

Approval to borrow in excess of the limits provided under section 180(1)(c) of the Companies Act, 2013.

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	52	47	1078047	100	5	5	0	100
e-voting at the AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>52</b>	<b>47</b>	<b>1078047</b>	<b>100</b>	<b>5</b>	<b>5</b>	<b>0</b>	<b>100</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

M. [Signature]





**Item No.: 7**

Increase in limits for creation of charges on the assets of the Company.

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	52	47	1078047	100	5	5	0	100
e-voting at the AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>52</b>	<b>47</b>	<b>1078047</b>	<b>100</b>	<b>5</b>	<b>5</b>	<b>0</b>	<b>100</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

M. [Signature]

*There were no invalid votes cast for the above said resolutions.*



- viii. Based on the aforesaid results, I report that all the Seven (7) Resolutions as set out in the 34<sup>th</sup> AGM Notice dated August 09, 2024 have been passed with requisite majority.
- ix. The electronic data and all other relevant records relating to remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and authenticates the minutes of the AGM.

Thanking You,

Yours faithfully,

M. Damodaran

Managing Partner

**M Damodaran & Associates LLP**

Membership No.: 5837

COP No.: 5081

FRN: L2019TN006000

PR 3847/2023

ICSI UDIN: F005837F001311449

Place: Chennai

Date: September 25, 2024