



DHARANI FINANCE LIMITED

Regd. & Admn. Office :

"PGP HOUSE", (Old No.57) New No.59, Sterling Road, Nungambakkam, Chennai - 600 034.

Tel. : 044-28254176, 28254609, 28311313, 28207482, Fax : 044-28232074

Email : pgp_dfl@yahoo.com / secretarial@dharanifinance.in

Website : www.dharanifinance.in CIN No.: L65191TN1990PLC019152

DFL/SE/Annual Report/2019

September 4, 2019

To
Dy General Manager
BSE Limited
Dept of Corporate Service (DCS-CRD)
PJ Towers, Dalal Street, Fort
Mumbai – 400001

Dear Sir/Madam,


Sub: Pursuant to Regulations 34 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Annual Report (Integrated) for the Financial Year 2018-19 and Notice convening the 29th Annual General Meeting.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2018-19 along with Notice convening the 29th Annual General Meeting scheduled to be held 23rd September 2019 at 10.00 a.m. at Sri Thyaga Brahma Gana Sabha, Vani Mahal, Mini Hall, No.103 GN Chetty Road, T Nagar, Chennai – 600 017. The Annual Report for the Financial Year 2018-19 is also available on the Company's website at www.dharanifinance.com. This is for the information of the exchange and the members.

Thanking you,

Yours faithfully,

For Dharani Finance Limited


Dr S Kuppan
Company Secretary



Encl.: as above

DHARANI FINANCE LIMITED



29th
ANNUAL REPORT
2018-2019



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DHARANI FINANCE LIMITED

BOARD OF DIRECTORS

Chairman	:	Dr Palani G Periasamy
Directors	:	Mrs Visalakshi Periasamy Dr S Muthu -Independent Director Mr M Ganapathy - Independent Director
Managing Director	:	Mr K Kandasamy
Chief Financial Officer	:	Mr N Sivabalan (Appointed from 27.05.2019)
Company Secretary	:	Dr. S. Kuppan (Appointed from 11.07.2019)
Auditors	:	M/s CNGSN & Associates LLP Flat No.6 First Floor, Vignesh Apartment North Avenue, Sri Nagar Colony Little Mount, Chennai 600 015. Firm Regn. No. 004915S/S200036
Internal Auditors	:	R Balachandran & Co., Flat-3B, 3rd Floor, 3rd Block, Bajaj Apartments, 7/4, Nandanam Extension, Main Road, Nandanam,Ch-600035. Firm Regn. No. : 000323S
Bankers	:	Indian Bank, Sterling Road Branch, Nungambakkam, Chennai – 600 034.
Admn. & Registered Office	:	“PGP House” No.59 Sterling Road Nungambakkam, Chennai – 600 034. Phone Nos. 044-2831 1313, 28311414 Fax No. 044 – 2823 2074 Email: secretarial@dharanifinance.in Website : www.dharanifinance.in CIN – L65191TN1990PLC019152



NOTICE TO SHAREHOLDERS

Notice is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the members of the Company will be held on **Monday, 23rd September 2019 at 10.00 A.M.**, at Sri Thyaga Brahma Gana Sabha, Vani Mahal, Mini Hall, at No.103, G N Chetty Road, T. Nagar, Chennai 600017, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March 2019, 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.
2. To appoint a Director in place of Dr Palani G Periasamy, (DIN No.00081002) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**.

Re-appointment of Mr K Kandasamy, as Managing Director w.e.f. 25.06.2019.

“RESOLVED THAT pursuant to Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals or consents as may be necessary, approval of the shareholders be and is hereby accorded for the re-appointment of Mr. K Kandasamy (DIN 00277906) as Managing Director, not subject to retirement by rotation, for a period of 5 years from 25.06.2019 to 24.06.2024, and that he be paid the following remuneration:

Salary	Nil
Perquisite	Perquisites as given below shall be allowed.
HRA	Rs.7500/- p.m.

Part A

Housing I – The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to the following ceilings:

At Bombay, Calcutta, Delhi and Chennai 60% of salary, over and above, 10% payable by the Whole Time Director.

The expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income Tax Rules, 1962. This will, however, be subject to ceiling of 10% of the salary.

Part B

Provision of a car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to the Managing Director.

4. To consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**

Re-appointment of Dr S Muthu, as an Independent Director for a Second Term.

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (LODR) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr S Muthu, (DIN 0331664), who was appointed as an Independent Director of the Company to hold office till 24.09.2019, and being eligible for one more term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years from 25.09.2019 to 24.09.2024

5. To consider and, if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**

Re-appointment of Mr M Ganapathy, as an Independent Director for a Second Term.

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (LODR) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr M Ganapathy, (DIN 00234337), who was appointed as an Independent Director of the



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Company to hold office till 24.09.2019, and being eligible for one more term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 years from 25.09.2019 to 24.09.2024.

By Order of the Board

Place : Chennai
Date : 27th May 2019

For Dharani Finance Limited
K Kandasamy
Managing Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

The proxy form, in order to be effective must be duly completed, stamped and lodged with the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

A proxy need not be a member of the Company.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

As required under Regulation 36(3) of SEBI LODR 2015 relevant details of Director seeking re-appointment under Item No. 2, 3, 4 & 5 are annexed.

- 2. The Share Transfer Books of the Company will remain closed from 17th September 2019 to 23rd September 2019 (both days inclusive)**
- 3. Members/ Proxy holders must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance. Xerox copy/ torn attendance slips will not be accepted. Only members and proxy holders will be admitted to the auditorium.**
- 4. Members holding shares in physical form are requested to quote their Registered Folio numbers and those holding shares in demat form to quote their ID Numbers in the**

attendance slips and in all correspondence with the Company and notify the Company/ Registrar & Transfer Agent immediately of change, if any, in their Registered Address and/ or of their mandatees.

- 5. All documents referred to in the above notice are open for inspection at the Registered Office of the Company between 2.00 P.M. and 4.00 P.M. on any working day.**
- 6. Members are requested to bring their copies of Annual Report to the Meeting.**
- 7. Members who have not encashed their Dividend Warrants for the year 2011-12 may send the same to the Registered Office or Share Transfer Agent for revalidation.**
- 8. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out against item No.3, 4 and 5 are annexed hereto.**
- 9. Unpaid dividend for over 7 years will be transferred to Central Government. Members may refer to page No.14 of the Annual Report and lodge their claim, if any, immediately. Similarly shares relating to them will also be transferred to Investor Education and Protection Fund.**
- 10. The Ministry of Corporate Affairs vide its Circular dated 21st April 2011 allowed the Companies to send notices, annual reports and other documents by means of e-mail to the members of the Company as part of its green initiative programme in Corporate Governance. Hence members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with the Company/Registrar to enable the Company to comply with the Green Initiative Programme.**
- 11. Pursuant to section 108 of the Companies Act, 2013 and in compliance with SEBI directives through the Listing Obligations Disclosure Regulations, the Company has made necessary arrangements to enable the members to exercise their right to vote on the resolutions through Electronic Voting. The detailed procedure for availing this facility is explained in the annexure.**

By Order of the Board

Place : Chennai
Date : 27th May 2019

For Dharani Finance Limited
K Kandasamy
Managing Director
DIN No. : 00277906



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Information about the Directors Seeking Appointment/ Re-appointment in this Annual General Meeting is furnished here under Regulation (36(3) and 17(1A) Listing Obligations and Disclosure Requirements) Regulation 2015

Item No.2

Re-appointment of Dr Palani G Periasamy – Chairman.

1	Name	Dr Palani G Periasamy
2	Age	81
3	Qualification	M.A., M.A., Ph.D.,
4	Date of Appointment	10.08.1990
5	Experience	45 years
6	Other Directorship	1.Appu Hotels Limited 2. Dharani Credit & Finance (P) Limited 3. Dharani Sugars and Chemicals Limited 4. PGP Educational & Welfare Society
7	Member of Committees	Management Committee
8	No of Shares held in the Company & %	354112 & 7.09%
9	Relationship between directors inter-se	Spouse of Mrs Visalakshi Periasamy (Director)

Item No.3 : Re-appointment of Mr K Kandasamy

1	Name	Mr K Kandasamy
2	Age	61
3	Qualification	M.B.A. / BL
4	Date of Appointment	25.06.1994
5	Experience	24 years
6	Other Directorship	1. Appu Hotels Limited 2. PGP Educational & Welfare Society
7	Member of Committees	Shareholders Grievance Committee
8	No of Shares held in the Company & %	82990 & 1.66%

Item No.4 : Re – appointment of Dr S Muthu

1	Name	Dr S Muthu
2	Age	79
3	Qualification	B.E.M.Sc., PhD.,
4	Date of Appointment	10.11.2010
5	Experience	10 years
6	Other Directorship	Nil
7	Member of Committees	(1) Audit Committee (2) Nomination & Remuneration Committee
	No of Shares held in the Company & %	Nil

**Item No.5 : Re – appointment of Mr M Ganapathy**

1	Name	Mr M Ganapathy
2	Age	79
3	Qualification	IFS (Retd.,)
4	Date of Appointment	24.08.2005
5	Experience	10 years
6	Other Directorship	Ananthi Developers Limited
7	Member of Committees	(1) Shareholders Grievance Committee (2) Audit Committee (3) Nomination & Remuneration Committee
8	No of Shares held in the Company & %	Nil

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**Item No. 3.****Re-appointment of Mr K Kandasamy, Managing Director w.e.f 25.06.2019.**

Mr K Kandasamy was appointed as Managing Director with effect from 25.06.2014 in the scale of Rs.105000-5000-125000 in the AGM held on 25th September 2014. His term of office comes to a close on 24.06.2019. The Board of Directors have in their meeting held on 14.02.2019 passed a resolution to reappoint him for a further period of 5 years with effect from 25.06.2019 to 24.06.2024.

Mr K Kandasamy, aged 61, is a Bachelor in Law and holds a Masters Degree in Business Administration and has an overall experience more than 24 years. He has been functioning as Managing Director of Dharani Finance Limited since 1994. Considering his background and experience, the Board of Directors felt that his services could be continued to be utilized for the benefit of the Company for a fresh term.

Mr. K. Kandasamy holds 82990 equity shares amounting to 1.66% of the equity capital of the Company. Nomination & Remuneration Committee has considered and recommended the appointment and remuneration. The remuneration suggested is well within the limits prescribed under the Act. However he has declined to take any remuneration considering the financial position of the company.

Approval of the shareholders is now sought for his reappointment on the terms and conditions as mentioned in the Resolution.

Mr K Kandasamy is concerned and is interested in the said resolution as it relates to his own reappointment.

No other Director or Key Managerial Personnel is interested or concerned.

Inspection of Documents - No document is required to be kept for inspection



DHARANI FINANCE LIMITED

I. General Information	
1 Nature of industry	Services
2 Date or expected date of commencement of commercial production	10.05.1990
3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4 Financial performance based on given indicators	Provided in the Board's Report
5 Foreign investments or collaborations, if any	Nil
II. Information about the appointee	
1 Background details	Mr K Kandasamy belongs to the promoter group. He is a Law Graduate and MBA. He has been member of the Company since its formation.
2 Past Remuneration	Rs. 14.13 lakhs + Contribution to Provident Fund, Superannuation Fund.
3 Recognition or awards	Nil
4 Job Profile and his suitability	He has more than 25 years' experience in General administration in the group.
5 Remuneration proposed	Salary – Nil Perquisites – Rs 7500/- per month
6 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Rs 24 lakhs . + perquisites per annum
7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	One of the promoters. Holds 82990 equity shares (1.66%) in Dharani Finance Limited
III. Other information	
1 Reasons of loss or inadequate profits	General economic depression
2 Steps taken or proposed to be taken for improvement	Propose to expand its financial services activities
3 Expected increase in productivity and profits in measurable terms	20% increase

Accordingly the Directors commend the resolution for approval of the Shareholders as a Special Resolution.



Item No.4

**Re-appointment of Independent Director –
Dr S Muthu**

The Companies Act, 2013 (the Act) read with SEBI (LODR) Regulations 2015 require this Company to have at least one third of the Board of Directors as Independent Directors. In deference to this, the Company at the 24th Annual General Meeting held on 25th September 2014, appointed Dr S Muthu as an Independent Director.

Dr S Muthu retires after his first term at the close of 24.09.2019 and he is entitled to have a second term of office for 5 years.

The appointment of Independent Director for a second term shall however require the Company to pass a Special Resolution in General Meeting vide Section 149(10) of the Act.

No other Director or Key Managerial Personnel is interested or concerned.

Inspection of Documents - No document is required to be kept for inspection.

Accordingly the Directors commend the resolution for approval of the Shareholders as a Special Resolution.

Item No.5

**Re-appointment of Independent Director –
Mr M Ganapathy**

The Companies Act, 2013 (the Act) read with SEBI (LODR) Regulations 2015 required this Company to have at least one third of the Board of Directors as Independent Directors. In deference to this, the Company at the 24th Annual General Meeting held on 25th September 2014, appointed Mr M Ganapathy as an Independent Director.

Mr M Ganapathy would retire after his first term at the close of 24.09.2019 and he is entitled to have a second term of office for 5 years.

The appointment of Independent Director for a second term shall however require the Company to pass a Special Resolution in General Meeting vide Section 149(10) of the Act.

No other Director or Key Managerial Personnel is interested or concerned.

Inspection of Documents - No document is required to be kept for inspection.

Accordingly the Directors commend the resolution for approval of the Shareholders as a Special Resolution.

By Order of the Board

For Dharani Finance Limited

Place : Chennai

Date : 27th May 2019

K Kandasamy

Managing Director

DIN No. : 00277906



DHARANI FINANCE LIMITED

Procedure for E- Voting Process

1. The Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means as required by Regulation 44 of the Listing Obligation Disclosure Regulations and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. This business would be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
2. E-Voting commences on **20th September 2019 at 9.00 a.m. e-Voting through electronic mode shall not be allowed beyond 5.00 p.m. on 22nd September 2019.** During this period, shareholders of the Company, holding shares as on the cutoff date i.e, 16th September 2019 are entitled to cast their vote electronically.
3. The voting rights of shareholders shall be in proportion to their shareholding as on the cutoff date viz., **16th September 2019.**
4. Mr M Damodaran, Practicing Company Secretary (Membership No.005837) has been appointed as the Scrutinizer.
5. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same;
6. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
7. The results will be declared on or after the AGM of the company. The results declared along with the Scrutinizer's report will be placed on the company's website www.dharanifinance.in and on the website of CDSL www.evotingindia.co.in within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE.

Instructions for e-Voting for members receiving an email from CDSL pursuant to their email IDs having been registered with the Company/ Depository Participants:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **20th September 2019 at 9.00 a.m. and ends on 22nd September 2019 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 16th September 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none">• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Dharani Finance limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



DHARANI FINANCE LIMITED

BOARD'S REPORT

Dear Members,

The Board of Directors present herein the **TWENTY NINTH** Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2019.

FINANCIAL SUMMARY

The Financial results for the year ended 31st March 2019 are briefly as follows: -

Particulars	Rs. in Lakhs	
	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Income through Travel Operations, Finance Services and others	110.45	374.75
Expenditure (Employee & Administrative Expenses)	69.41	218.44
Profit	41.04	156.31
Depreciation	7.23	7.57
Interest & Bank Charges	5.85	2.97
Profit after depreciation & Interest	27.96	145.77
Provision for Income Tax		
- Current	9.24	0.45
- Deferred	1.50	6.21
Profit after Tax	17.22	139.11
Surplus brought forward	248.37	137.08
Profit available for appropriation	265.59	276.19
APPROPRIATIONS		-
Transfer to Statutory Reserves	3.44	27.82
Proposed Dividend	-	-
Dividend Distribution Tax	-	-
Net Surplus carried over	262.15	248.37

PERFORMANCE

The total revenue was Rs 110.45 lakhs as against Rs 374.75 lakhs in the previous year. Last year there was a profit of nearly Rs.200.00 lakhs due to sale of investments. The income this year consists mainly of interest on loans granted to two Companies. Besides interest, the Company also received a sum of Rs.31.66 lakhs as lease charges for the vehicles given on lease to a Group Company. Dividend income has come down from Rs.4.48 lakhs to Rs.0.11 lakhs. Consequent to transfer of the vehicles on lease, along with the staff to a Group Company expenses on employee benefits and

Contribution to Provident Fund etc., came down from Rs. 78.73 lakhs to Rs.15.64 lakhs. There was also a reduction in other expenses from Rs.139.71 lakhs to Rs.53.77 lakhs due to reduced provision for diminution in value of investment from Rs.44.57 lakhs to Rs.5.44 lakhs. The Company has not been able to expand its financial services due to insufficient funds. Activities have remained at the same level as in the previous year due to this reason.

OUTLOOK

Your company is also exploring the possibility of increasing its resources by additional capital or borrowings. In addition, by using its surplus, your Company proposes to increase its financial services activities.

RESERVES

A sum of Rs.3.44 lakhs is being transferred to the Statutory Reserves, as required by RBI regulations. With this, total Statutory Reserves comes to Rs. 148.85 lakhs.

DIVIDEND

The profits for the year being negligible are proposed to be ploughed back to increase its range of financial services activities, and achieve the required % of financial assets and income from financial services as advised by RBI to retain the certificate of registration as an NBFC. Your directors do not therefore propose to recommend any dividend.

SHARE CAPITAL

There is no change in the Share Capital of the Company- either the Authorized Capital or the Issued Capital. The paid up equity capital as on March 31, 2019 continues to remain at Rs.4,99,44,000.00. The Company has not issued any shares during the period.

EXTRACT OF ANNUAL RETURN

This is available in web address of the Company.

BOARD MEETINGS

1. Board consists of five directors including one Woman Director, as given below.
2. During the year 2018-19 FOUR Board Meetings were held on 29.05.2018, 10.08.2018, 08.11.2018 and 14.02.2019. Attendance at these meeting is given below.



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Sl. No	Name of the Director	Category of Directorship	No. of Board Meetings Attended
1	Dr Palani G Periasamy (DIN 00081002)	Chairman (Non-Executive) - Promoter	4
2	Mrs Visalakshi Periasamy (DIN 00064517)	Non Executive - Promoter	2
3	Mr K Kandasamy (DIN 00277906)	Executive - Promoter	2
4	Mr M Ganapathy (DIN 00234337)	Non Executive - Independent	4
5	Dr S Muthu (DIN 03331664)	Non Executive - Independent	4

The following Committees are in existence. Audit / Nomination and Remuneration/Stakeholders and Risk Management Committee.

From 01.04.2019 transfer of shares can be only in demat form and Shareholders have been advised.

MANAGEMENT COMMITTEE

No Management Committee meeting was conducted during this period.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

The new accounting standards Ind AS will become applicable to the your company with effect from the year 2019-20.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have given their declarations as per Section 149 (6) to the effect that they meet the criteria of Independence. 2 Independent Directors were appointed as Independent Directors in the Annual General Meeting 25th September 2014 to hold office for 5 years from 25.09.2014 to 24.09.2019. They are being proposed for re-appointment for a Second Term.

LOANS, GUARANTEES OR INVESTMENTS

During the year 2018-19, the company has not given any loans or provided any guarantees covered under the provisions of Section 186 of the Companies Act, 2013. A sum of Rs.88000/- was invested in SBI by purchasing 300 fully paid equity shares of Rs.1/- each.

CONTRACTS, ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

All related party transactions that were entered into during the financial year were in the ordinary course of business and were on arm's length basis. The statement in form AOC 2 is attached as Annexure- II. There are no materially significant related party transactions entered into by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

AUDITOR'S REPORT

The observations made in the Auditors' Report read together with relevant notes thereon are self explanatory and do not call for any further comments under Section 134(3)f of the Companies Act, 2013. There are no qualifications reservations, or adverse remarks. Their report is an unmodified one.

STATUTORY AUDITORS

M/s. CNGSN & Associates LLP, Chartered Accountants (Firm Regn. No. 004915S/S200036), Chennai, appointed in the Annual General Meeting held on 26th September 2017 will continue as, Statutory Auditors.

SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies



(Appointment and Remuneration of Managerial Personnel) Rules, 2014. Mr M Damodaran and Associates, Company Secretaries in practice have carried out the Secretarial Audit of the Company. Their Audit report as on 31.03.2019 is annexed as “Annexure – III.

Important observations by the Auditors and the Company’s explanations are given below.

Observations	Reasons
a The Company has partly complied with the provisions of Section 203 of the Companies Act, 2013 with regard to the appointment of Whole-time Company Secretary.	Effective action is being taken to appoint a whole time Company Secretary within the time allowed in place of the Company Secretary who resigned from 11th January 2019.
b The Company has not transferred shares pertaining to unpaid and unclaimed dividend to IEPF authority as per section 124(6) of the Companies Act, 2013 read with Rule 6(5) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	Transfer of shares (2010-11) to IEPF is underway and expected to be completed shortly. The form IEPF 4 will be filed on completion of the work.
c The Company has not filed e-form IEPF - 4 under rule 6(5) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.	
d There was delay in filing e-form IEPF - 6 as per Rule 8 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2015.	There was some delay in getting the confirmation from bank which resulted in late filing.
e The website of the company was not updated as per regulation 46 of the SEBI (LODR) Regulations, 2015.	
f There was delay of 5 hours 29 minutes in submission of Voting Results of the Annual General Meeting held for financial year ended 31.03.2018 under regulation 44 of the SEBI (LODR) Regulations, 2015.	It would be ensured in future, as delay occurred while concluding the proceedings of the Annual General Meeting and failure of computer connectivity.
g There was delay of 4 hours 29 minutes in submission of proceedings of the Annual General Meeting held for financial year ended 31.03.2018 under regulation 30 read with Schedule III of the SEBI (LODR) Regulations, 2015.	

It is declared that Company has complied with all the applicable Secretarial Standards.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of the report.

FOREIGN EXCHANGE EARNINGS AND OUT-GO, CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

- A. During the year there were no Foreign Exchange Earnings & Outflow.
- B. Conservation of Energy & Technology absorption. These guidelines are not applicable to this Company.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary or any associate Company

RISK MANAGEMENT POLICY

The Company has developed a risk management policy. Pursuant to Section 134 (3) (n) of the Companies Act, 2013 details of the Policy are disclosed in the Company’s Website.

At present the Company has not identified any element of risk which may threaten the existence of the Company. In this context, report against heading ‘Material Changes of Commitments’ given above may be referred to.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Dr Palani G Periasamy, (DIN 00081002) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Dr S Muthu (DIN 03331664) and Mr M Ganapathy (DIN 00234337) are being proposed for re-appointment as Independent Directors in the ensuing Annual General Meeting.

Mr P Rajasekaran, Company Secretary and CFO resigned with effect from 11th January 2019. Company is taking action to fill up the vacancy at the earliest, within the time allowed.

SIGNIFICANT AND MATERIAL ORDERS

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company’s operations in future.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of



its operations. The scope and authority of the Internal Audit function is defined in the assignment order. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board & to the Chairman of the Board. The Internal Audit monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal auditor, management undertakes corrective action and thereby strengthen the controls. Significant audit observations wherever made and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

DEPOSITS

The Company does not hold any public deposits as on 31st March 2019. Your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

The Company has stopped collecting public deposits and had got its Licence amended by Reserve Bank of India to indicate that it is a non deposit taking NBFC. Your Company does not propose to collect public deposits in the coming year.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your Company does not fall within the parameters as per Section 135 of the Companies Act, 2013 and hence not mandated to formulate a Corporate Social Responsibility Policy or spend the prescribed amounts.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation is carried out is based on criteria approved by the Board which is available on the Company's Website.

VIGIL MECHANISM FOR DIRECTORS & EMPLOYEES

A competent Vigil mechanism has been established and a whistle blower policy has been designed to help Directors and Employees to report genuine

concerns. The complete mechanism is given in the company's website.

CORPORATE GOVERNANCE

This requirement is not applicable to this Company at present, as per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements), as its paid up capital is less than Rs. 10 crores and Net worth less than Rs.25 crores.

The above is also to be treated as Management discussion and analysis. Related Party disclosures are available in Note 28 to the accounts.

PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE

The Company has in place an Anti Sexual harassment policy in line with the requirements of Section 4 of the Sexual harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received as sexual harassment. All employees are covered under this policy. Details have been displayed prominently in the work place and also in the Company's Website.

No complaints were received during the year 2018-19.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company.

The Code has been posted on the Company's website : www.dharanifinance.in

UNCLAIMED DIVIDEND

Pursuant to Section 124 & 125 of the Companies Act, 2013, dividend remaining unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government.

a. The Company transferred the following amounts of unclaimed dividend to the IEPF of the Central Government during this period.

Year	% of Dividend	Date of declaration	Amount	Transferred to IEPF on
2010-11	5%	20.10.2011	Rs. 4,97,151.50	25.12.2018



DHARANI FINANCE LIMITED

b. The following amount is due to be transferred to IEPF during the year 2019-20.

Year	% of Dividend	Date of declaration	Amount	Due date for transfer to IEPF
2011-12	7%	15.10.2012	Rs.7,55,444.50	24.10.2019

Reminders are sent to the shareholders as per records every year, for the unpaid dividends.

MCA by notification GSR 352 (E) dated 10.05.2012 has stipulated publication of details of unclaimed/unpaid dividend in the Company website and MCA website. This will enable investors track unclaimed dividend by checking the status online and real time. Our company has already uploaded the requisite details that will get updated every year within 90 days of Annual General Meeting.

Transfer of unpaid Dividend and corresponding Shares to the Investor Education and Protection Fund.

- a. During the financial year 2018-19, 567740 Equity Shares in respect of which dividend entitlements to the extent of Rs.480790/- for the year 2009-10 remained unclaimed for seven consecutive years or more, have been transferred by the Company to the Investor Education and Protection Fund established by the Central Government (IEPF), pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The unclaimed dividend amount was already transferred

to IEPF Account during 2017-18

Shareholders may claim their unclaimed dividend for the years prior to and including the financial year 2009-10 and the corresponding shares, from the IEPF Authority by applying in the prescribed Form No. IEPF-5. This Form can be downloaded from the website of the IEPF Authority www.iepf.gov.in.

- b. While the unclaimed dividend for the financial year 2010-11 has been transferred, the corresponding shares will be transferred by the Company to IEPF Account. Communication has been sent to the concerned Shareholders advising them to write to the Company or Registrar of Transfer Agent to claim their dividend. Notices in this regard have also been published in newspapers. Details of such unclaimed dividend and corresponding shares are available on the Company's corporate website.

ACKNOWLEDGEMENTS

Your Directors place on record their appreciation of the services rendered by the Staff and Executives of your Company. Your Directors also thank the shareholders who have continued to repose their confidence in the Company and its management.

For and on behalf of the Board of Directors

**Dr. PALANI G PERIASAMY
CHAIRMAN
(DIN 00081002)**

**PLACE: CHENNAI
DATE : 27.05.2019**

**DHARANI FINANCE LIMITED**

Annexure - I

Board's Report**Form No. MGT-9****EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2019****[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]****I REGISTRATION & OTHER DETAILS:**

i	CIN	L65191TN1990PLC019152
ii	Registration Date	10.05.1990
iii	Name of the Company	Dharani Finance Limited
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	No.59 Sterling Road, Nungambakkam, Chennai - 34 Phone : 044 - 28311313 secretarial@dharanifinance.in
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Ltd, No.1 Club House Road, Subramanian Building, Chennai - 600 001. Ph : 044 - 28461832, 28460718

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

SL No	Name & Description of main products/services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Other Financial Service activities except Insurance	64990	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES - NIL

SL No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL					

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Sl.No.	Category of Shareholders	No. of shares held at the beginning of the year 01.04.2018				No. of shares held at the end of the year 31.03.2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Shareholding Of Promoter And Promoter Group									
1.	Indian									
A.	Individuals/hindu Undivided Family	815283	0	815283	16.32	815283	0	815283	16.32	0.00
b.	Central / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
c.	Bodies Corporate	595119	0	595119	11.92	595119	0	595119	11.92	0.00
d.	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
e.	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub - Total (a)(1)	1410402	0	1410402	28.24	1410402	0	1410402	28.24	0.00



DHARANI FINANCE LIMITED

Category - Wise Share holding Contd.,

	Category of Shareholders	No. of shares held at the beginning of the year 01.04.2018				No. of shares held at the end of the year 31.03.2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	Foreign									
A.	Individuals (non- Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
B.	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
C.	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
D.	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
E.	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub - Total (a)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Share Holding Of Promoter And Promoter Group (a) = (a)(1)+(a)(2)	1410402	0	1410402	28.24	1410402	0	1410402	28.24	0.00
B.	Public Shareholding									
1.	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
A.	Mutual Funds/UTI	0	0	0	0.00	0	0	0	0.00	0.00
B.	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
C.	Central / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
D.	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
E.	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
F.	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
G.	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
H.	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
I.	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub - Total (b)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2.	Non-institutions	0	0	0	0.00	0	0	0	0.00	0.00
A.	Bodies Corporate	207143	2700	209843	4.20	131703	400	132103	2.64	-1.55
B.	Individuals -									
	I Individual Shareholders Holding Nominal Share Capital Upto Rs. 1 Lakh	1042758	1718071	2760829	55.28	1086527	1131360	2217887	44.40	-10.87
	I Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	342840	94400	437240	8.76	385471	94400	479871	9.60	0.85
C.	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0	0
D.	Any Other	-	-	-	-	-	-	-	-	-
	Clearing Members	3111	0	3111	0.06	0	0	0	0.00	-0.06
	Hindu Undivided Families	51282	400	51682	1.03	0	0	0	0.00	-1.03
	lepf	0	0	0	0.00	567740	0	567740	11.36	11.36
	Non Resident Indians	52843	68350	121193	2.43	58243	68350	126593	2.53	0.10
	Resident Huf	0	0	0	0.00	59304	400	59704	1.19	1.19
	Trusts	100	0	100	0.00	100	0	100	0.00	0.00
	Total	107336	68750	176086	3.53	685387	68750	754137	15.09	11.57
	Sub - Total (b)(2)	1700077	1883921	3583998	71.76	2289088	1294910	3583998	71.76	0.00
	Total Public Shareholding (b) = B)(1)+(b)(2)	1700077	1883921	3583998	71.76	2289088	1294910	3583998	71.76	0.00
	Total (a)+(b)	3110479	1883921	4994400	100	3699490	1294910	4994400	100.00	0.00
C.	Shares Held By Custodians And Against Which Depository Receipts Have Been Issued									
	Promoter And Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Total Custodian (c)	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (a)+(b)+(c)	3110479	1883921	4994400	100	3699490	1294910	4994400	100.00	0.00



DHARANI FINANCE LIMITED

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) . contd.,

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year 01.04.2018			No. of shares held at the end of the year 31.03.2019			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Dharani Credit & Finance (p) Ltd	229133	4.59	-	229133	4.59	-	0.00
2	Dharani Developers Private Ltd	226986	4.54	-	226986	4.54	-	0.00
3	Dharani Sugars & Chemicals Ltd	139000	2.78	-	139000	2.78	-	0.00
4	K Vijayalakshmi	101568	2.03	-	101568	2.03	-	0.00
5	K Kandasamy	82990	1.66	-	82990	1.66	-	0.00
6	Visalakshi Periasamy	145198	2.91	-	145198	2.91	-	0.00
7	Palani G Periasamy	354112	7.09	-	354112	7.09	-	0.00
8	R Murugavel	21283	0.43	-	21283	0.43	-	0.00
9	Ananthi Periasamy	30044	0.60	-	30044	0.60	-	0.00
10	Santhi Periasamy	30044	0.60	-	30044	0.60	-	0.00
11	Nalini Periasamy	30044	0.60	-	30044	0.60	-	0.00
12	Jayanthi Periasamy	20000	0.40	-	20000	0.40	-	0.00
	Total	1410402	28.24	-	1410402	28.24	-	0.00

iii. Changes in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of the Shareholders	No. of shares held at the beginning of the year 01.04.2018		No. of shares held at the end of the year 31.03.2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	PALANI G PERIASAMY				
	At the beginning of the year 01.04.2018	354112	7.09		
	At the end of the Year 31-Mar-2019			354112	7.09
2	DHARANI CREDIT AND FINANCE (P) LTD				
	At the beginning of the year 01.04.2018	229133	4.59		
	At the end of the Year 31-Mar-2019			229133	4.59
3	DHARANI DEVELOPERS PRIVATE LIMITED				
	At the beginning of the year 01.04.2018	226986	4.54		
	At the end of the Year 31-Mar-2019			226986	4.54



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iii. Change in Promoters' Shareholding (please specify, if there is no change) Contd....

Sl. No.	Name of the Shareholders	No. of shares held at the beginning of the year 01.04.2018		No. of shares held at the end of the year 31.03.2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4	VISALAKSHI PERIASAMY				
	At the beginning of the year 01.04.2018	145198	2.91		
	At the end of the Year 31-Mar-2019			145198	2.91
5	DHARANI SUGARS AND CHEMICALS LIMITED				
	At the beginning of the year 01.04.2018	139000	2.78		
	At the end of the Year 31-Mar-2019			139000	2.78
6	K VIJAYALAKSHMI				
	At the beginning of the year 01.04.2018	101568	2.03		
	At the end of the Year 31-Mar-2019			101568	2.03
7	K KANDASAMY				
	At the beginning of the year 01.04.2018	82990	1.66		
	At the end of the Year 31-Mar-2019			82990	1.66
8	R MURUGAVEL				
	At the beginning of the year 01.04.2018	21283	0.43		
	At the end of the Year 31-Mar-2019			21283	0.43
9	ANANTHI PERIASAMY				
	At the beginning of the year 01.04.2018	30044	0.60		
	At the end of the Year 31-Mar-2019			30044	0.60
10	SANTHI PERIASAMY				
	At the beginning of the year 01.04.2018	30044	0.60		
	At the end of the Year 31-Mar-2019			30044	0.60
11	NALINI PERIASAMY				
	At the beginning of the year 01.04.2018	30044	0.60		
	At the end of the Year 31-Mar-2019			30044	0.60
12	JAYANTHI PERIASAMY				
	At the beginning of the year 01.04.2018	20000	0.40		
	At the end of the Year 31-Mar-2019			20000	0.40



DHARANI FINANCE LIMITED

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sl. No.	Name of the Shareholders	No. of shares held at the beginning of the year 01.04.2018		No. of shares held at the end of the year 31.03.2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	MASTER CAPITAL SERVICES LTD				
	At the beginning of the year 01-Apr-2018	167550	3.36	167750	3.35
	Sale 11-May-2018	-1	0.00	167749	3.35
	Sale 18-May-2018	-10699	0.21	157050	3.14
	Sale 01-June-2018	-8	0.00	157042	3.14
	Sale 22-June-2018	-9715	0.19	147327	2.94
	Sale 29- June-2018	-22485	0.45	124842	2.49
	Sale 13-July-2018	-6470	0.13	118372	2.37
	Sale 20-July-2018	-17530	0.35	100842	2.01
	Sale 27-July-2018	-100000	2.00	842	0.01
	Purchase 21-Sep-2018	378	0.00	1220	0.02
	Purchase 28-Sep-2018	122	0.00	1342	0.02
	Purchase 30-Nov-2018	2842	0.05	4184	0.08
	Sale 07-Dec-2018	-2842	0.05	1342	0.02
	Sale 28-Dec-2018	-500	0.01	842	0.01
	At the end of the year 31-Mar-2019	842	0.01	842	0.01
2	AMIT ARORA				
	At the beginning of the year 01-Apr-2018	92525	1.85	92525	1.85
	Purchase 23-Nov-2018	100	0.00	92625	1.85
	Sale 28-Dec-2018	-92625	1.85	0	0.00
	At the end of the year 31-Mar-2019	0	0.00	0	0.00
3	SHASHI KIRAN BHAUKA				
	At the beginning of the year 01-Apr-2018	50000	1.00	50000	1.00
	Sale-01-Jun-2018	-51	0.00	49949	1.00
	Sale 08-Jun-2018	-200	0.00	49749	0.99
	Sale 15-Jun-2018	-4902	0.09	44847	0.89
	Sale 22-Jun-2018	-200	0.00	44647	0.89
	Sale 29-Jun-2018	-36250	0.72	8397	0.16
	Purchase 27-Jul-2018	100000	2.00	108397	2.17
	Sale 03-Aug-2018	-18397	0.36	90000	1.80
	Sale 17-Aug-2018	-20000	0.40	70000	1.40
	Sale 31-Aug-2018	-5170	0.10	64830	1.29
	Sale 05-Oct-2018	-3241	0.06	61589	1.23



DHARANI FINANCE LIMITED

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sl. No.	Name of the Shareholders	No. of shares held at the beginning of the year 01.04.2018		No. of shares held at the end of the year 31.03.2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Sale 12-Oct-2018	-8289	0.16	53300	1.06
	Sale 19-Oct-2018	-8861	0.17	44439	0.88
	Sale 26-Oct-2018	-23909	0.47	20530	0.41
	Sale 23-Nov-2018	20530	0.41	0	0.00
	At the end of the year 31-March -2019	0	0.00	0	0.00
4	JAGANATHAN M				
	At the beginning of the year 01-Apr-2018	35166	0.70	35166	0.70
	At the end of the year 31-March-2019	35166	0.70	35166	0.70
5	DINESH KUMAR MURAKA				
	At the beginning of the year 01-Apr-2018	30000	0.60	30000	0.60
	At the end of the year 31-March-2019	30000	0.60	30000	0.60
6	AJIT BABURAO VANKUDRE				
	At the beginning of the year 01-Apr-2018	21000	0.42	21000	0.42
	At the end of the year 31-March-2019	21000	0.42	21000	0.42
7.	VIJAY JANAKIRAMAN				
	JT1:MALLIGA JANAKIRAMAN				
	At the beginning of the year 01-Apr-2018	20032	0.40	20032	0.40
	At the end of the year 31-March-2019	20032	0.40	20032	0.40
8	JAYESHKUMAR MANILAL PATEL				
	At the beginning of the year 01-Apr-2018	20000	0.40	20000	0.40
	At the end of the year 31-March-2019	20000	0.40	20000	0.40
9	NILOUFER B KOSI				
	JT1: MR GAFFOUR A KOSI				
	At the beginning of the year 01-Apr-2018	20000	0.40	20000	0.40
	At the end of the year 31-March-2019	20000	0.40	20000	0.40
10	ANKIT GULATI				
	At the beginning of the year 01-Apr-2018	16451	0.32	16451	0.32
	Sale 15-Jun-2018	-1050	0.02	15401	0.30
	Sale 22-Jun-2018	-1500	0.03	13901	0.27
	Sale 29-Jun-2018	-1194	0.02	12707	0.25
	Sale 06-Jul-2018	-1386	0.02	11321	0.22
	Sale 30-Nov-2018	-11321	0.22	0	0.00
	Purchase 30-Nov 2018	11321	0.00	11321	0.22
	At the end of the year 31-Mar-2019	11321	0.00	11321	0.22



DHARANI FINANCE LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors KMP	Shareholding at the beginning of the year-01.04.2018		Cumulative Shareholding during the year-31.03.2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
A	Directors				
1	Dr Palani G Periasamy	354112	7.09	354112	7.09
2	Mrs Visalakshi Periasamy	145198	2.91	145198	2.91
3	Mr K Kandasamy	82990	1.66	82990	1.66
4	Mr M Ganapathy	0	0.00	0	0.00
5	Dr S Muthu	0	0.00	0	0.00
	Total A	582500	11.66	582500	11.66
	Key Managerial Personnel				
1	Mr R Muralidharan	0	0.00	0	0.00
	At the beginning of the year	582500	11.66	582500	11.66
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0.00	0	0.00
	At the end of the year	582500	11.66	582500	11.66

V INDEBTEDNESS

In Lakhs

Indebtedness of the Company including interest outstanding/accrued but not due for payment			
	Secured Loans excluding deposits	Unsecured Loans	Deposits
Indebtedness at the beginning of the financial year	20.16	-	-
i) Principal Amount	-	-	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	20.16	-	-
Change in Indebtedness during the financial year			
Additions	-	-	-
Reduction	8.86	-	-
Net Change	-	-	-
Indebtedness at the end of the financial year			
i) Principal Amount	11.30	-	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	11.30	-	-



DHARANI FINANCE LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

(a) Remuneration to Managing Director, Whole time director and/or Manager:

In Rs.

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	
		K Kandasamy	Total Amount
1	Gross salary	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	90,000.00	90,000.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.		
2	Stock option		
3	Sweat Equity		
4	Commission as % of Profit		
5	others (specify) – Gratuity, Provident Fund, superannuation Fund	0	0
	Total (A)	90,000.00	90,000.00
	Ceiling as per the Act	60,00,000.00	60,00,000.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL..., contd.,

(b) Remuneration to other directors:

In Rs.

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
		Dr Palani G Periasamy (Non Executive Director)	Mrs Visalakshi Periasamy (Non Executive Director)	Dr S Muthu (Independent Director)	M Ganapathy (Independent Director)	
	(a) Fee for attending board committee meetings	4000.00	4000.00	12000.00	11000.00	31000.00
	(b) Commission	0	0	0	0	0
	(c) Others, please specify					
	Total	4000.00	4000.00	12000.00	11000.00	31000.00
	Overall Ceiling as per the Act					NA

(c) Remuneration to Key Managerial Personnel Other than Managing Director/ Manager / Whole Time Director.

In Rs.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary (Upto 11.01.2019)	Total
1	Gross Salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	4,19,085.00	2,85,218.00	7,04,303.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of Profit	-	-	-
5	Others, specify Superannuation, Provident Fund, Gratuity	-	-	-



DHARANI FINANCE LIMITED

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal/ made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

For DHARANI FINANCE LIMITED

Place : Chennai
Date : 27th May 2019

Dr Palani G Periasamy
Chairman
DIN No. : 00081002

Annexure to Board's Report Form No. AOC-2

Annexure - II

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions.	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any.	Date(s) of approval by the Board, if any.	Amount paid as advances, if any-
Appu Hotels Ltd: (Directors hold more than 2% of the paid up Capital.)	Providing Travel Services – cars for the guests	One year from 01.04.2018	Rs. 6 crs p.a.	29.05.2018	-
	Grant of Loan	Repayment 31.03.2020	Not exceeding Rs.5 crs. @ 12% interest	29.05.2018	-
Dr Palani G Periasamy - Chairman and Mrs Visalakshi Periasamy, Director	Taking on Rent for Registered Office Premises 1250 Sq.ft	3 years from 01.04.2018	Rs.10.00 lakhs p.a. Not exceeding Market rates	29.05.2018	-
Dr Palani G Periasamy - Chairman and Mrs Visalakshi Periasamy, Director	Taking on Rent for Managing Director Residence / Office 2020 Sq.ft	3 years from 01.04.2018	Rs.5.00 lakhs p.a. Not exceeding Market rates	29.05.2018	-

For DHARANI FINANCE LIMITED

Place : Chennai
Date : 27th May 2019

Dr Palani G Periasamy
Chairman
DIN No. : 00081002



Form No. MR-3

**SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31.03.2019**

**(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)**

To,
The Members,
DHARANI FINANCE LIMITED
CIN: L65191TN1990PLC019152
PGP House, NO.57, Sterling Road,
Nungambakkam, Chennai -600 034.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. DHARANI FINANCE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on my verification of **M/s. DHARANI FINANCE LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made here in after:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. DHARANI FINANCE LIMITED** ("the Company") for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct

Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (vi) Reserve Bank of India Act, 1934 and Guidelines and Directions issued by the RBI as applicable to the NBFC Companies.

I have also examined compliance with the applicable Regulations and standards of the following:

- (i) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the Listing Agreement entered into by the Company with Bombay Stock Exchange Limited; and
- (ii) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) The Company has not transferred shares pertaining to unpaid and unclaimed dividend to IEPF account as per section 124(6) of the Companies Act, 2013 read with Rule 6(5) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.



- b) The Company has not filed form IEPF-4 under rule 6(5) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
- c) There was delay in filing form IEPF-6 as per Rule 8 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2015.
- d) There was minor delay in submission of voting results of the Annual General Meeting held for financial year ended 31.03.2018 under regulation 44 of the SEBI (LODR) regulations, 2015.
- e) There was minor delay in submission of proceedings of the Annual General Meeting held for Financial Year ended 31.03.2018 under regulation 30 read with schedule III of the SEBI (LODR) regulations, 2015.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors and there were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no major/specific events in the company.

Place : Chennai
Date : 27th May 2019

M. DAMODARAN
ACS/FCS No.5837
C P No.5081

**DHARANI FINANCE LIMITED****Board's Report**

Annexure - IV

Particulars pursuant to section 197(12) and Rule 5 of Companies (Appointment and Remuneration) rules 2014.

(i)	The ratio of the remuneration of each director to the median employee's remuneration for the Financial year.	Managing Director is paid only HRA. No other remuneration is paid. Other Directors are not paid any remuneration except sitting fees. Sitting fees paid to the Directors have not been considered as Remuneration. Ratio in respect of Managing Director - NA
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(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year:

Sl.No	Name	Designation	% of Increase/decrease
1	Mr K Kandasamy	Managing Director	No increase at all
2	Mr P Rajasekaran	Company Secretary	Resigned w.e.f 11.01.2019
3	Mr R Muralidharan	Chief Financial Officer	Resigned W.e.f 31.10.2018

(iii)	The percentage increase in the median remuneration of employees in the financial year:	10.28%
(iv)	The number of permanent employees on the rolls of company as on 31st March 2019	2

v	Average percentile increase already made in the salaries of employees' other than the managerial personnel in the last Financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration	There is no increase in the remuneration of Managing Director. CFO & Company Secretary.
vi	If remuneration is as per the remuneration policy of the Company	Yes

For DHARANI FINANCE LIMITED**Dr Palani G Periasamy**
Chairman
DIN No. : 00081002**Place : Chennai**
Date : 27th May 2019



INDEPENDENT AUDITOR'S REPORT

To the members of Dharani Finance Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Dharani Finance Limited, ("the Company"), which comprise of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit and cash flows for the year ended as on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing ("SAs") specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Details of Key Audit Matter

Trade Receivables outstanding for more than 6 months

Trade Receivables outstanding for more than 6 months from the date on which they are due amounts to Rs.191.13 Lakhs as on the reporting date.

The Company has concluded that no provision is considered necessary as they are recoverable from a group company and is backed by sufficient collateral security

Auditors' Response to the Key Audit Matter

Principal Audit Procedures

We assessed the Company's process to identify the recoverability of trade receivable.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- (a) Evaluated the design of internal controls relating to evaluation of credit risk in trade receivable.
- (b) Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of credit risk.
- (c) Selected a sample of continuing and new contracts and performed the following procedures:
 - Read, analysed and identified the process of fixing the credit limits after evaluating credit risk of the customers.
 - Compared the results with those identified and recorded by the Company.
 - Considered the terms of the contracts to determine the credit period and to test the basis of estimation of the credit risk.
 - Performed subsequent realisation and movement in the trade receivable
 - Obtained and evaluated management estimation of future recoverability

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's



Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's board of directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation

precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in Annexure "A" a statement on the matters specified in clauses 3 and 4 of the Order.

As required by Section 143 (3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) In our opinion, the balance sheet, statement of profit and loss, and cash flow statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- d) The balance sheet, the statement of profit and loss and the statement of cash flow dealt with by this report are in agreement with the books of account;
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the board of directors, none of the directors are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;



DHARANI FINANCE LIMITED

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- h) with respect to the other matters to be included in the auditors' report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigation which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the Company.

For CNGSN & Associates LLP

Chartered Accountants

Firm Registration No.004915S/ S200036

(CHINNSAMY GANESAN)

Partner

Membership No. 027501

Place : Chennai

Date: 27th May, 2019

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Dharani Finance Limited of even date)

1. In respect of the Company's fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. The Company is in the process of updating certain particulars regarding the fixed assets. In our opinion, this will not have any material impact on the financial statements.
- (b) The Company has physically verified all the items of fixed assets during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company does not possess any immovable property. Accordingly, paragraph 3(i)(c) of the order is not applicable.
2. The company is a non-deposit accepting Non-Banking Finance Company (NBFC) and

accordingly does not hold any inventories. Accordingly, paragraph 3(ii) of the order is not applicable.

3. According to information and explanation given to us, the company has granted inter corporate loans to a Company covered in the register required to be maintained under section 189 of the Companies Act, 2013. The Company has not granted any other loans, secured or unsecured to firms, limited liability partnerships or other parties covered in the register required to be maintained under section 189 of the Companies Act, 2013. In respect of such deposits, we report that
- (a) the terms and conditions of the acceptances of such deposits are, in our opinion, prima facie, not prejudicial to the Company's interest;
- (b) the schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and interest have been regular as per stipulations; and
- (c) there is no overdue amount remaining receivable as at the year-end
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making



DHARANI FINANCE LIMITED

- investments and providing guarantees and securities, as applicable.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and accordingly, the provisions of the paragraph 3 (v) of the Order are not applicable to the Company.
 6. According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Companies Act 2013. Accordingly, paragraph 3 (vi) of the Order is not applicable.
 7. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and services tax, customs duty, excise duty, cess and other material statutory dues applicable to it with the appropriate authorities;
 - (b) There were no undisputed amounts payable in respect of provident fund, employees' state Insurance, income tax, sales tax, service tax, value added tax, goods and services tax, customs duty, excise duty, cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.; and
 - (c) There are no dues of income tax, sales tax, service tax, excise duty, value added tax and goods and services tax which have not been deposited as at March 31, 2019 on account of dispute.
 8. The Company has not defaulted in repayment of loans or borrowing from banks. The Company did not have any outstanding dues to any financial institutions, government or debenture holders during the year.
 9. In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
 10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
 11. In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
 12. The Company is not a Nidhi Company and accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.
 13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
 15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
 16. According to the information and explanations given to us and based on our examination of the records of the company, the company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, registration has been obtained.

For CNGSN & Associates LLP

Chartered Accountants

Firm Registration No.004915S/ S200036

(CHINNSAMY GANESAN)

Partner

Membership No. 027501

Place : Chennai

Date : 27th May, 2019



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Dharani Finance Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Dharani Finance Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate



DHARANI FINANCE LIMITED

because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of

internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CNGSN & Associates LLP

Chartered Accountants
Firm Registration No.004915S/ S200036

(CHINNSAMY GANESAN)

Partner
Membership No. 027501

Place : Chennai
Date : 27th May, 2019



DHARANI FINANCE LIMITED

Balance Sheet as at March 31, 2019

(All Amounts are in lakhs of Indian Rupees except otherwise stated)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I Equity and Liabilities			
Shareholders' funds			
Share capital	3	499.72	499.72
Surplus	4	411.00	393.78
		910.72	893.50
Non-current liabilities			
Long Term Borrowings	5	3.34	9.96
Other long term liabilities	6	1.38	1.36
Long term Provisions	7	4.08	14.02
		8.80	25.34
Current liabilities			
Trade Payables	8	50.69	33.77
Other current liabilities	9	21.64	41.75
Short Term Provisions	10	22.73	49.94
		95.06	125.46
Total Equity and Liabilities		1,014.58	1,044.30
II Assets			
Non-current assets			
Property, plant and equipment	11	29.68	37.22
Non-current investments	12	41.07	45.62
Non-Current Loans and advances	13	669.28	675.74
Deferred tax assets (net)	14	9.36	10.87
		749.39	769.45
Current assets			
Trade receivables	15	194.14	195.53
Cash and bank balances	16	9.13	18.67
Other current assets	17	61.92	60.65
		265.19	274.85
Total Assets		1,014.58	1,044.30

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For CNGSN & Associates LLP
 Chartered Accountants
 Firm Registration No. 004915S/ S200036

For and on behalf of the board of directors of
Dharani Finance Limited

CHINNSAMY GANESAN
 Partner
 Membership No.027501

K. KANDASAMY
 Managing Director

Dr PALANI G PERIASAMY
 Chairman

Place : Chennai
 Date : 27th May 2019

N. SIVABALAN
 Chief Financial Officer

**DHARANI FINANCE LIMITED****Statement of profit and loss for the period ended March 31, 2019**

(All Amounts are in lakhs of Indian Rupees except otherwise stated)

Particulars	Note No	For the year Ended March 31, 2019	For the year Ended March 31, 2018
I Income			
Revenues from operations	18	105.87	264.96
Other income	19	4.58	109.79
Total Income		110.45	374.75
II Expenditure			
Employee benefits expense	20	15.64	78.73
Finance Cost	21	5.85	2.97
Depreciation and amortization expense	22	7.23	7.57
Other expenses	23	53.77	139.71
Total expenditure		82.49	228.98
III Profit before tax		27.96	145.77
IV Tax expenses			
Current tax		9.24	37.90
Taxes relating to previous years		-	0.45
MAT Entitlement credit		-	(37.90)
Deferred tax		1.50	6.21
Total tax expense		10.74	6.66
Profit for the year from continuing operations		17.22	139.11
Profit for the year from discontinued operations	-	-	
Tax expense of discontinued operations	-	-	
Profit from discontinued operations after tax	-	-	
V Net profit after tax for the period		17.22	139.11
VI Earnings per equity share			
(a) Basic	32	0.34	2.79
(b) Diluted		0.34	2.79

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For CNGSN & Associates LLP
Chartered Accountants
Firm Registration No. 004915S/ S200036

For and on behalf of the board of directors of
Dharani Finance Limited

CHINNSAMY GANESAN
Partner
Membership No.027501

K. KANDASAMY
Managing Director

Dr PALANI G PERIASAMY
Chairman

Place : Chennai
Date : 27th May 2019

N. SIVABALAN
Chief Financial Officer



DHARANI FINANCE LIMITED

Cash flow statement for the year ended March 31, 2019 (All Amounts are in lakhs of Indian Rupees except otherwise stated)

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
A. Cash flows from operating activities		
Profit before tax	27.96	145.77
Adjustments for :		
Depreciation	7.23	7.57
(Profit) / loss on sale / write off of assets	-	(3.13)
Dividend income	(0.11)	(4.48)
Interest expenses	5.44	44.57
	5.85	2.97
Operating profit before working capital changes	46.37	193.27
Adjustments for :		
(Increase) / decrease in Trade receivables	1.39	3.36
(Increase) / decrease in loans and advances	6.45	(696.69)
(Increase) / decrease in Other assets	(1.28)	43.70
Increase / (decrease) Trade Payables	16.92	16.31
Increase / (decrease) Other liabilities	(17.86)	7.99
Increase / (decrease) provisions	(1.25)	45.55
Cash generated from operations	50.74	(386.51)
Income taxes paid	(45.12)	(0.45)
Net cash provided by operating activities (A)	5.62	(386.96)
Cash flows from investing activities		
Capital expenditure on fixed assets, including capital advances	-	(34.25)
Proceeds from sale of fixed assets	0.31	4.65
Net investment in Bank balances not considered as cash and cash equivalents	5.23	91.08
(Purchase)/ disposal of investments (net)	(0.88)	313.32
Dividend received - Others	0.11	4.48
Net cash used in investing activities (B)	4.77	379.28
Cash flows from financing activities		
Proceeds from/ (repayment of) long term borrowings (net)	(8.86)	9.96
Interest paid	(5.85)	(2.97)
Net cash used in financing activities (C)	(14.71)	6.99
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(4.32)	(0.69)
Cash and cash equivalents at the beginning of year	6.09	6.78
Cash and cash equivalents at the end of year (also refer note 16)	1.77	6.09
Cash and cash equivalents at the end of the year		
Cash in hand	0.25	0.25
Balances with banks in current accounts	1.52	5.84
	1.77	6.09

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For CNGSN & Associates LLP
Chartered Accountants
Firm Registration No. 004915S/ S200036

CHINNSAMY GANESAN
Partner
Membership No.027501

Place : Chennai
Date : 27th May 2019

For and on behalf of the board of directors of
Dharani Finance Limited

K. KANDASAMY
Managing Director

Dr PALANI G PERIASAMY
Chairman

N. SIVABALAN
Chief Financial Officer



Notes to Financial Statements for the year ended March 31, 2019

1 Corporate Information

The Company is registered with the Reserve Bank of India as a Non-Banking Finance Company (NBFC) and carrying on non banking financial services, including leasing of vehicles

2 Basis of preparation of financial statements

Statement of compliance

The financial statements have been prepared in conformity with generally accepted accounting principles to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year except for the change in accounting policies explained below. The complete financial statements have been prepared along with all disclosures.

2.1 Significant accounting policies

a) Use of estimated

The preparation of financial statements in conformity with generally accepted accounting principles requires Management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent liabilities as on the date of financial statements. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

b) Property, plant and equipment, depreciation/amortisation

Property, plant and equipment are stated at cost less accumulated depreciation

and impairment losses, if any. Cost comprises of the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on property, plant and equipment

"Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013 except for the following items, where useful life estimated on technical assessment and past trends differ from those provided in Schedule II of the Companies Act, 2013. "

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing Rs.5000 each or less are fully depreciated retaining its residual value based on internal technical evaluation.

c) Impairment of assets

An assessment is done at each Balance Sheet date as to whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

d) Investments

Investment that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long term investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consonance with the current/non current classification scheme of Schedule III of Companies Act 2013. Long term investments (including current portion thereof) are carried at cost less provisions for



Notes to Financial Statements for the year ended March 31, 2019

diminution, other than temporary, in the carrying value of each investment. Current investments are carried at the lower of cost and fair value.

e) Revenue Recognition

Income from hire purchase contracts is reckoned on a progressive basis (diminishing return method) over the period of the contract on time basis.

Lease Rental Income is recognized on the basis of implicit rate of return as per the Guidance Note on Accounting for Leases issued by the ICAI.

Interest accrued on Investments and Deposits are accounted for on accrual basis. Delayed payment charges are accounted on receipt basis.

f) Employee Benefits

Short Term

Short term employee benefits are recognised as an expense as per the company's scheme based on expected obligations.

Post Retirement

Post retirement benefits comprise of provident fund and gratuity which are accounted as follows :

Provident Fund

This is a defined contribution plan. Contributions remitted to provident fund authorities in accordance with the relevant statute/rules are charged to statement of profit and loss as and when due. The company has no further obligations other than its monthly contributions.

Gratuity

This is a defined benefit plan. The liability is determined based on actuarial valuation using projected unit credit method. Actuarial gains and losses, comprising of experience adjustments and the effects of changes in actuarial assumptions are recognised immediately in the statement of profit and loss.

Compensated Absence

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

g) Taxes

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961. Deferred tax resulting from timing differences between book profits and tax profits is accounted for at the current rate of tax or the substantively enacted rate of tax to the extent the timing differences are expected to crystallise, in case of deferred tax liabilities with reasonable certainty and in case of deferred tax assets with reasonable certainty that there would be adequate future taxable income against which deferred tax assets can be realised. However, deferred tax asset arising on account of unabsorbed depreciation and business losses are recognised only if there is virtual certainty supported by convincing evidence that there would be adequate future taxable income against which the same can be realised/set off.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the "MAT Credit Entitlement" at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period.



Notes to Financial Statements for the year ended March 31, 2019

h) Provisions and contingent liabilities

Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

i) Leases

As Lessee

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalized at the fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the period of the lease.

As Lessor

Leases under which the Company transfers substantially all the risks and rewards of ownership are classified as finance leases. All other leases are treated as operating leases. Assets given on operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

j) Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

k) Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

l) Earnings per share

"The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate"



DHARANI FINANCE LIMITED

Notes to Financial Statements for the year ended March 31, 2019 Contd.,
(All Amounts are in lakhs of Indian Rupees except otherwise stated)

3. SHARE CAPITAL

Particulars	31-03-2019	31-03-2018
Authorized share Capital 50,00,000 (Previous year 50,00,000) Equity Shares of Rs.10/- each	500.00	500.00
	500.00	500.00
Issued and Subscribed Capital 49,94,400 (Previous year 49,94,400) Equity shares of Rs.10/- each	499.44	499.44
	499.44	499.44
Paid up Share Capital 49,94,400 (Previous year 49,94,400) Equity shares of Rs.10/- each	499.44	499.44
Add: Equity shares forfeited (paid up)	0.28	0.28
	499.72	499.72

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31-03-2019		31-03-2018	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	4,994,400	499.44	4,994,400	499.44
Issued during the period	-	-	-	-
Outstanding at the end of the period	4,994,400	499.44	499.44	4,994,400

b) Terms/ rights attached to equity shares

"The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. During the current and previous year, no dividend has been proposed by the company to equity shareholders."

c) Details of shareholders holding more than 5% shares in the Company

Class of Shares / Name of the Share holders	31-03-2019		31-03-2018	
	No. of Shares	%	No. of Shares	%
Equity shares with voting rights				
Dr. Palani G Periasamy	354,112	7.09	354,112	7.09


DHARANI FINANCE LIMITED
Notes to Financial Statements for the year ended March 31, 2019 Contd.,
 (All Amounts are in lakhs of Indian Rupees except otherwise stated)

Particulars	As at 31-03-2019	As at 31-03-2018
4 RESERVES & SURPLUS		
Statutory Reserve		
Balance at the beginning of the year	145.41	117.59
Add: Amount transferred from surplus in the statement of profit and loss	3.44	27.82
Balance at the end of the year	148.85	145.41
Surplus in the profit and loss account		
Balance at the beginning of the year	248.37	137.08
Profit for the year	17.22	139.11
Less: Appropriations		
Transfer to general reserve	-	-
Transfer to statutory reserve	(3.44)	(27.82)
Net surplus in profit and loss account	262.15	248.37
Total	411.00	393.78
5 LONG TERM BORROWINGS		
From banks		
Vehicle loans	11.30	20.16
Less : Current maturities disclosed under Other current liabilities (refer note 9)	(7.96)	(10.20)
TOTAL	3.34	9.96
6 OTHER LONG TERM LIABILITIES		
Other deposits	1.38	1.36
TOTAL	1.38	1.36
7 LONG TERM PROVISIONS		
Provision for gratuity	1.14	9.12
Provision for compensated absence	0.21	-
Contingent provision against standard assets	2.73	4.90
TOTAL	4.08	14.02
8 TRADE PAYABLES		
Dues to micro, small and medium enterprises (refer note 33)	-	-
Dues to others	50.69	33.77
TOTAL	50.69	33.77
9 OTHER CURRENT LIABILITIES		
Current maturities of long-term debts (refer note 5)	7.96	10.20
Unpaid/unclaimed dividends	7.36	12.53
Statutory payables	0.62	6.08
Employee related payable	4.88	12.94
Interest payable	0.08	-
Book Balance Overdraft	0.74	-
TOTAL	21.64	41.75
10 SHORT TERM PROVISIONS		
Provision for gratuity	18.98	10.37
Provision for compensated absence	0.08	-
Provision for income tax (net off advance tax)	3.67	39.57
TOTAL	22.73	49.94



DHARANI FINANCE LIMITED

Notes to Financial Statements for the year ended March 31, 2019 Contd.,
(All Amounts are in lakhs of Indian Rupees except otherwise stated)

11. PROPERTY, PLANT AND EQUIPMENT

Description	Plant and Machinery	Furniture & Fixtures	Motor Vehicles	Office Equipments	Total
Gross block					
Balance as at April 1, 2017	361.93	29.13	349.31	35.60	775.97
Additions	-	-	34.25	-	34.25
Disposals	-	-	(30.40)	-	(30.40)
Balance as at March 31, 2018	361.93	29.13	353.16	35.60	779.82
Additions	-	-	-	-	-
Deletions	-	-	(0.31)	-	(0.31)
Disposals	-	-	-	-	-
Balance as at March 31, 2019	361.93	29.13	352.85	35.60	779.51
Depreciation					
Balance as at April 1, 2017	110.48	28.80	343.48	29.70	512.46
Charge for the year	-	0.05	6.95	0.57	7.57
Disposals	-	-	(28.88)	-	(28.88)
Balance as at April 1, 2018	110.48	28.85	321.55	30.27	491.15
Charge for the year	-	0.05	6.61	0.57	7.23
Interhead transfer	-	(0.08)	0.86	(0.78)	-
Disposals	-	-	-	-	-
Balance as at March 31, 2019	110.48	28.82	329.02	30.06	498.38
Impairment					
Balance as at April 1, 2017	251.45	-	-	-	251.45
Charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at April 1, 2018	251.45	-	-	-	251.45
Charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at March 31, 2019	251.45	-	-	-	251.45
Net Block					
As at March 31, 2018	-	0.28	31.61	5.33	37.22
As at March 31, 2019	-	0.31	23.83	5.54	29.68


DHARANI FINANCE LIMITED
Notes to Financial Statements for the year ended March 31, 2019 Contd.,
 (All Amounts are in lakhs of Indian Rupees except otherwise stated)

Particulars	As at 31-03-2019	As at 31-03-2018
12. NON CURRENT INVESTMENTS		
Non Trade - Quoted		
(a) Investment in Equity Instruments		
Dharani Sugars & Chemicals Limited. [2,68,182 (Previous year : 2,68,182) fully paid equity shares of Rs.10/- each]	82.89	82.89
Maruti Industrial Carbo Hydrates Limited [600 (Previous year : 600) fully paid equity shares of Rs.10/- each]	0.06	0.06
Indbank Merchant Bank Services Limited [5,000 (Previous year : 5000) fully paid equity shares of Rs.10/- each]	2.18	2.18
Sri Nachammai Cotton Mills Limited [700 (Previous year : 700) fully paid equity shares of Rs.10/- each]	0.49	0.49
Harig Crank Shafts Limited [5,000 (Previous year : 5000) fully paid equity shares of Rs.1/- each]	0.22	0.22
Bank of India [1,000 (Previous year : 1000) fully paid equity shares of Rs.10 each]	4.34	4.34
Corporation Bank [2500 (Previous year : 2500) fully paid equity shares of Rs.2 each]	1.43	1.43
IDFC Limited [7,000 (Previous year : 7,000) fully paid equity shares of Rs.10 each]	6.37	6.37
IDFC First Bank Limited [7,000 (Previous year : 7,000) fully paid equity shares of Rs.10 each]	6.37	6.37
State Bank of India [300 (Previous year : Nil) fully paid equity shares of Rs. 1 each]	0.88	-
Less: Provision for diminution in value of investments	105.23 64.16	104.35 58.73
	41.07	45.62
Aggregate cost of unquoted investments	-	-
Aggregate cost of quoted investments	105.22	104.34
Aggregate market value of quoted investments	41.06	45.62


DHARANI FINANCE LIMITED
Notes to Financial Statements for the year ended March 31, 2019 Contd.,
 (All Amounts are in lakhs of Indian Rupees except otherwise stated)

Particulars	As at 31-03-2019	As at 31-03-2018
13 NON-CURRENT LOANS AND ADVANCES		
Secured - considered good	-	-
Unsecured - considered good		
Security deposit	2.09	2.09
Loans and advances to related parties *	415.00	427.00
Other loans and advances	208.45	200.00
MAT credit entitlement	43.74	46.65
Loans and receivables which have significant increase in credit risk	-	-
Loans and receivables credit impaired	2.17	2.17
	671.45	677.91
Less: Provision for other doubtful loans and advances	2.17	2.17
TOTAL	669.28	675.74
* Also refer note 28 on related party transactions		
14 DEFERRED TAX ASSET (NET)		
On account of property plant and equipment	4.01	5.23
On account of 43B disallowances	5.35	5.64
TOTAL	9.36	10.87
15 TRADE RECEIVABLES *		
Secured - considered good	-	-
Unsecured, considered good	194.14	195.53
Trade receivable which have significant increase in credit risk	-	-
Trade receivables credit impaired	-	-
TOTAL	194.14	195.53
* Also refer note 28 on related party transactions		
16 CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash in hand	0.25	0.25
Balances with banks:		
On current accounts	1.52	5.84
	1.77	6.09
Other bank balances		
Unpaid dividend accounts	7.36	12.58
	7.36	12.58
TOTAL	9.13	18.67
17 OTHER CURRENT ASSETS		
(Unsecured, considered good)		
Balance with government authorities	2.55	3.48
Prepaid expenses	0.18	0.92
Interest accrued on loans and advances	56.72	53.78
Income tax refund receivable	2.47	2.47
TOTAL	61.92	60.65



DHARANI FINANCE LIMITED

Notes to Financial Statements for the year ended March 31, 2019 Contd., (All Amounts are in lakhs of Indian Rupees except otherwise stated)

Particulars	As at 31-03-2019	As at 31-03-2018
18 REVENUE FROM OPERATIONS		
Interest and locker rent	74.21	56.51
Leasing income	31.66	15.40
Income from sale of investments	-	193.05
The Company has applied Ind As 115 for the first time for the accounting period commencing on April 1, 2018. Since the Company's revenue is mainly from non banking financial services, there is no impact on revenue/related assets and liabilities on such application. Accordingly, no adjustment is considered necessary in the financial statements relating to the transitional provisions prescribed in Ind AS 115.		
TOTAL	105.87	264.96
19 OTHER INCOME		
Income from travel operations	-	81.92
Dividend from long term investments	0.11	4.48
Liabilities no longer required written back	4.47	20.26
Profit on sale of assets (net)	-	3.13
TOTAL	4.58	109.79
20 EMPLOYEE BENEFITS EXPENSES		
Salaries and Bonus	11.70	36.12
Contributions to provident and other funds	1.74	26.89
Staff welfare expenses	1.30	1.59
Directors' remuneration	0.90	14.13
TOTAL	15.64	78.73
21 FINANCE COST		
Interest on car loans	1.42	1.66
Interest on others	4.43	1.31
TOTAL	5.85	2.97
22 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation of property plant and equipment	7.23	7.57
TOTAL	7.23	7.57
23 OTHER EXPENSES		
Rent and electricity	10.80	10.61
Insurance	3.50	6.99
Rates and taxes	-	3.78
Postage and telephone	4.31	2.03
Payments to auditors	3.25	3.17
Legal professional and consultancy charges	9.44	5.70
Advertisement, publicity and sales promotion	2.75	3.38
Provision for diminution in value of investments	5.44	44.57
Directors' sitting fees	0.31	0.38
Vehicle maintenance	1.97	29.85
Bank charges	0.19	0.30
Miscellaneous expenses	11.81	28.95
TOTAL	53.77	139.71



DHARANI FINANCE LIMITED

Notes to Financial Statements for the year ended March 31, 2019 Contd., (All Amounts are in lakhs of Indian Rupees except otherwise stated)

Payment to auditors		
For statutory audit	2.25	2.25
For limited review of quarterly results	0.75	0.75
For tax audit and certification	0.25	-
Other services *	-	0.17
TOTAL	3.25	3.17
* includes amounts paid to erstwhile auditors Rs.17,100/-		

24 DETAILS OF SECURITY AND TERMS AND CONDITIONS OF LOANS

Vehicle Loan

"HDFC Bank Auto Loan A/C 47195188 and HDFC Bank Auto Loan A/C 47195599 was sanctioned during the financial year 2017-18 for a total sum of Rs.13.50 lakhs each which carries interest of 8.50% p.a. The loan is repayable in 36 monthly instalments of Rs.42,479/- each, commencing from June 2017, along with interest. The loan is secured by hypothecation of vehicles in favour of HDFC Bank"

	As at March 31, 2019	As at March 31, 2018
25 Expenditure in Foreign currency	Nil	Nil
26 Earnings in Foreign Exchange	Nil	Nil
27 The Company has followed prudential norms for income recognition and provisioning for bad and doubtful assets as prescribed by the Reserve Bank of India for Non Banking Financial Companies during the year.		

28 RELATED PARTY DISCLOSURES :

(a) Name of related party and nature of relationship

Enterprises in which Key Management Personnel exercise significant influence
M/s. Dharani Sugars and Chemicals Ltd
M/s. Appu Hotels Ltd
M/s. PGP Educational and Welfare Society
M/s. Dharani Credit and Finance Private Ltd
M/s. Dharani Developers Private Limited

Key Management Personnel
Dr.Palani G Periasamy – Chairman
Mrs.Visalakshi Periasamy – Director
Mr.K Kandasamy – Managing Director

(b) Transactions with related parties during the year

S.No	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1	Remuneration paid to Managing Director Mr. K.Kandasamy	0.90	14.13
2	Rent for Premises paid to Dr Palani G Periasamy Mrs.Visalakshi Periasamy	9.00 1.80	8.56 1.80
3	Sitting fees paid to Dr Palani G Periasamy Mrs.Visalakshi Periasamy	0.04 0.04	0.06 0.07
4	Appu Hotels Limited Inter corporate deposit given Inter corporate deposit repayment received Services rendered to (Air ticket and car rental)/Lease Interest received on inter corporate loans Rent paid	- 12.00 31.66 74.01 -	427.00 - 112.57 53.78 0.25
5	Services rendered to (Air ticket and car rental) Dharani Sugars and Chemicals Limited	-	0.27



DHARANI FINANCE LIMITED

Notes to Financial Statements for the year ended March 31, 2019 Contd., (All Amounts are in lakhs of Indian Rupees except otherwise stated)

(c) Balances outstanding as at the year end

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Dr Palani G Periasamy		
Rent Payable	27.21	16.59
Director sitting fees payable	0.21	0.16
Mrs.Visalakshi Periasamy		
Rent Payable	4.65	2.85
Director sitting fees payable	0.20	0.16
Dharani Sugars and Chemicals Limited		
Trade Receivable	-	4.74
Trade Payable	2.21	-
Dharani Developers Private Limited		
Trade Receivable	0.27	0.27
Appu Hotels Limited		
Trade Receivable	196.07	196.90
Loans given	415.00	427.00
Accrued Interest receivable	0	53.78

29. Disclosure as per AS – 15 (Revised) 'Employee benefits' for the year ended March 31, 2019 Defined benefit plan – Gratuity (Unfunded)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Changes in present value of obligation		
Present value of obligation at the beginning of the year	19.49	18.41
Interest cost	1.39	1.38
Current service cost	1.95	1.83
Past Service Cost	-	8.74
Benefits paid	-	-
Due to change in financial assumptions	0.04	-
Due to change in actuarial adjustments	(2.75)	-
Actuarial (gain)/loss on obligation	-	(10.87)
Present value of obligation as at the end of the year	20.12	19.49
Changes in the fair value of plan assets		
Fair value of plan assets at the beginning of the year	-	-
Contributions	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the year	-	-
Amount recognised in the Balance Sheet		
Present value of obligation as at the end of the year	20.12	19.49
Fair value of plan assets at the end of the year	-	-
Net defined benefit of the plan (asset)/ liability	20.12	19.49
Amounts recognised in the statement of profit and loss		
Current service cost	1.95	1.83
Interest cost	1.39	1.38
Due to change in financial assumptions	0.04	-
Due to change in actuarial adjustments	(2.75)	-
Past Service cost	-	8.74
Expenses recognised in the statement of profit or loss	0.63	11.95
Principal actuarial assumptions		
Discount rate	6.40%	7.21%
Salary escalation	5.00%	5.00%
Attrition rate	10.00%	10.00%

The estimates of rate of escalation in salary considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

**Notes to Financial Statements for the year ended March 31, 2019 Contd.,**
(All Amounts are in lakhs of Indian Rupees except otherwise stated)

- 30 The company is engaged in the business of "NBFC activities" while in the previous year engaged in the business of "NBFC activities and also providing travel and tourism services" and therefore, three reportable segments have been presented for the comparative purposes in accordance with AS 17 "Segment Reporting", namely financial services, travel operations and unallocated.

Particulars	March 31, 2019	March 31, 2018
Segment Revenue (Net Sales/ Income from each segment)		
a. Financial Services	110.45	268.78
b. Travel Services	-	85.70
c. Others	-	20.26
	110.45	374.75
Less: Inter Segment Revenue	-	-
Net Sales/ Income from Operations	110.45	374.75
Segment Results (Profit/(Loss) before tax and interest)		
a. Financial Services	33.81	130.29
b. Travel Services	-	18.45
c. Others	-	-
	33.81	148.74
Less:		
i. Interest	5.85	2.97
ii. Other unallocable expenditure net off	-	-
Total profit/(loss) before tax	27.96	145.77
Capital Employed (Segment Assets - Segment Liabilities)		
a. Financial Services	658.80	670.41
b. Travel Services	191.68	207.63
c. Others	50.85	4.59
	901.33	882.63

31 Operating Lease Arrangements

The Company has given certain vehicles under cancellable lease arrangements. The lease arrangements can be terminated by either party after giving due notice. The lease rent income recognized during the year amounts to Rs.31.66 lakhs (Previous year Rs. 15.40 lakhs)

**Notes to Financial Statements for the year ended March 31, 2019 Contd.,**
(All Amounts are in lakhs of Indian Rupees except in otherwise stated)**32 Earnings per share**

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit attributable to the equity share holders	17.22	139.11
Weighted average number of equity shares outstanding	4,994,400	4,994,400
Face value of each share	10	10
Earnings per share (Basic/ Diluted)	0.34	2.79

33 Dues to Micro, Small and Medium Scale Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. The amount paid/ payable to these parties is considered to be Nil.

34 The Company Secretary resigned on January 11, 2019. According to section 203(4) of the Companies Act, 2013, if the office of any Key Managerial Personnel is vacated, the resulting vacancy shall be filled by the Board at a meeting of the Board within a period of six months from the date of such vacancy. The company is in the process of recruiting a full time Company Secretary.

35 Previous year's figures have been regrouped, recast and reclassified wherever necessary.

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For CNGSN & Associates LLP
Chartered Accountants
Firm Registration No. 004915S/ S200036

For and on behalf of the board of directors of
Dharani Finance Limited

CHINNSAMY GANESAN
Partner
Membership No.027501

K. KANDASAMY
Managing Director

Dr PALANI G PERIASAMY
Chairman

Place : Chennai
Date : 27th May 2019

N. SIVABALAN
Chief Financial Officer



DHARANI FINANCE LIMITED

**UPDATION OF PAN & BANK DETAILS
WHO ARE HOLDING SHARES IN PHYSICAL FORM**

PAN MANDATE FORM

NAME OF THE COMPANY		FOLIO NO.									
Dharani Finance Limited											
First /Sole Shareholder Name		PAN1									
First Jt. Holder Name		PAN2									
Second Jt. Holder Name		PAN3									
Third Jt. Holder Name		PAN4									

(SELF-ATTESTED COPIES OF PAN CARD ENCLOSED HEREWITH)

ECS MANDATE FORM

Name of the Bank	
Branch Name & Address	
Bank A/c Type (SB A/c / Current A/c)	
Bank A/c No.	
Bankers MICR ECS code No	
Bankers IFSC Code	

(ORINGAL CANCELLED CHEQUE LEAF WITH THE NAME OF SHAREHOLDER PRINTED ATTACHED HEREWITH)

EMAIL REGISTRATION FORM

Email ID	
Telephone No. / Mobile No.	

I hereby convey my consent to receive all communications, Annual Report / Notice of the Meetings and from the company through Email rather than hard copy

SIGNATURE OF THE FIRST/SOLE SHAREHOLDER :



DHARANI FINANCE LIMITED

DHARANI FINANCE LIMITED

Regd. Office : "PGP House" No.57, Sterling Road, Nungambakkam, Chennai - 600 034.
CIN - L65191TN1990PLC019152, Phone Nos. 044-2831 1313, 2825 4176, Fax No. 044 - 2823 2074
Email : secretarial@dharanifinance.in, Website : www.dharanifinance.in

ADMISSION SLIP

To be handed over at entrance of Meeting Hall

Folio No. / ID No. : _____ Shares : _____

I hereby record my presence at the Twenty Ninth Annual General Meeting of the Company, at Sri Thyaga Brahma Gana Sabha, Vani Mahal. MINI HALL, at No.103, G.N. Chetty Road, T.Nagar, Chennai - 600 017. at 10.00 a.m, on Monday 23rd September 2019.

Name of the shareholder / proxy"	Signature of the shareholder / proxy*

*Strike Out shareholder / proxy.

DHARANI FINANCE LIMITED

Regd. Office : "PGP House" No.57, Sterling Road, Nungambakkam, Chennai - 600 034.
CIN - L65191TN1990PLC019152, Phone Nos. 044-2831 1313, 2825 4176, Fax No. 044 - 2823 2074
Email : secretarial@dharanifinance.in, Website : www.dharanifinance.in

PROXY FORM - MGT - II

Folio No. / ID No. : _____

I / we being the member(s) of shares of the above named company hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
e-mail id	e-mail id	e-mail id
Signature	Signature	Signature
Or Failing him	Or Failing him	

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on **Monday, the 23rd September 2019**. at 10.00 a.m. at Chennai and at any adjourment thereof in respect of such resolutions, as are indicated overleaf.

- Note :
1. The Proxy need NOT be a Member
 2. The Proxy Form duly signed across revenue stamp should reach the Company's Registered office atleast 48 hours before the scheduled time of meeting.
 3. Proxy cannot speak at the meeting or vote on a show of hands.

(PTO)



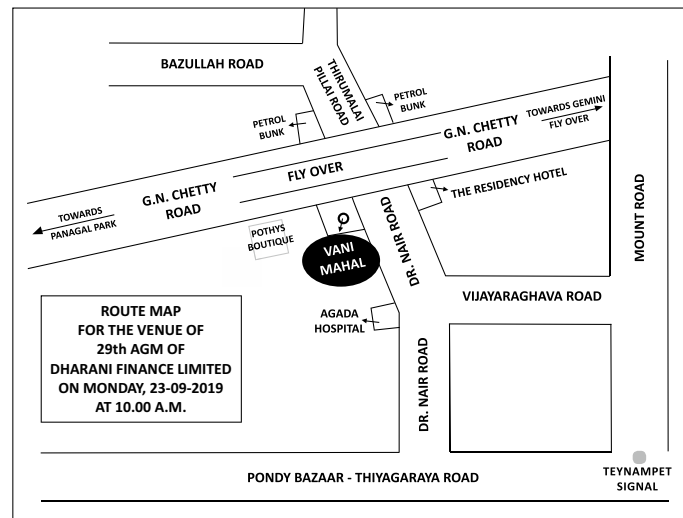
DHARANI FINANCE LIMITED

SL.No.	Resolutions	For	Aganist
	ORDINARY BUSINESS		
1	To adopt Audited Statement of Profit and Loss for the Year ended 31.03.2019 and Balance Sheet.		
2	To Appoint a Director - Dr. Palani G Periasamy		
	SPECIAL BUSINESS		
3	To consider Re-appointment and remuneration to Managing Director		
4	To consider Re-appointment of Dr. S. Muthu as on Independent Director for a Second Term		
5	To consider Re-appointment of Mr.. M. Ganapathy, as on Independent Director for a Second Term		

SHAREHOLDERS ARE INFORMED THAT
NO GIFT WILL BE DISTRIBUTED DURING
OUR ANNUAL GENERAL MEETINGS

SHAREHOLDERS HOLDING SHARE CERTIFICATES IN PHYSICAL FORMAT ARE ADVISED TO GET THEM DEMATERIALIZED.

SEBI HAS MANDATED THAT, AFTER 1ST APRIL 2019 ONLY SHARES IN DEMATERIALIZED FORMAT CAN BE TRANSFERRED OR SOLD.



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(Secretarial Division)

"PGP HOUSE"

New No.59, (Old No. 57), Sterling Road, Nungambakkam, Chennai - 600 034.