

and the net profit after taxes etc. was Rs.33.81 lakhs. The newly formed I.T. Division could earn a modest income of Rs.11.55 lakhs by providing training in software to candidates seeking employment in BPOs. We hope to increase the volume and scale of such training this year, as the Company has entered into agreements with a few Universities providing online education.

We do not however expect any significant improvement in income from travel services, as it depends on the performance of the Hotel Industry which is just trying to come out of the bottom. Your company has also initiated steps to explore possibility of entering into advertising services by taking up advertising agency.

The unaudited results for the Quarter ended 30th June 2014 reported a modest profit of Rs.6.38 lakhs.

Depending on how the Indian economy fares, actively helped by the new Government's sincere and well meaning efforts, as also the expected improvement in the world economy, your Company hopes that these will help in achieving better results and returns in the coming years.

The New Companies Act, 2013 has been notified. While some sections came into effect from 12.09.2013, the rest of them (except a few) came into effect from 1/4/2014. The corresponding rules have also been notified. The new Act lays higher emphasis on better governance, fixed term for independent directors, more disclosures, rotation of auditors, stricter enforcement of provisions and greater participation by shareholders. Facility of electronic voting by shareholders wherever situated is one such means. SEBI has also modified its regulations to be in alignment with the new Companies Act and in some requirements, provides for a more stringent code like a fixed percentage of independent directors, increased responsibilities on the members of the Audit Committee, duties of Statutory Auditors, getting approval of shareholders on certain important matters. Your Company has initiated necessary steps in this regard and hopes to be in full compliance with these requirements within the time frame allowed.

I take this opportunity to thank every member of Dharani Family for their dedication and hard work.

Above all, we are deeply grateful for the continuing invaluable support extended by the family of shareholders of the Company.

With these fond hopes, I conclude my address

Once again I thank you all,

Date:25.09.2014
Chennai


Dr. Palani G Periasamy
Chairman



DHARANI FINANCE LIMITED

CHAIRMAN'S SPEECH

25.09.2014

24th ANNUAL GENERAL MEETING

Venue: Sathguru Gnananda Mini Hall, Narada Gana Sabha
314 T.T.K. Road, Alwarpet, Chennai – 600 018

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



PPF GROUP

DHARANI FINANCE LIMITED CHAIRMAN'S SPEECH

25th September 2014

Dear Shareholders,

It is with great pleasure, I welcome you all to this 24th Annual General meeting of your Company. The Annual Statement of accounts sent to you earlier has been with you for some time and I seek your permission to take it as read.

I shall commence the proceedings of the Annual General meeting with a brief summary of the present status of the world economy and its impact on the Indian Economy and in effect the present situation that our Company is facing.

There has been a slowdown in global demand in the last few years. While there were expectations that Global economic growth will be at a slightly faster rate this year, such expectations have not fructified fully. Unusually harsh weather, geopolitical tensions and internal rebalancing have led to a contraction in growth in several economies. Investment weakness continued across economies and external funding and domestic financial conditions increasingly tightened in some. Inflation continued to moderate over the globe in late 2013, as output remained substantially below potential in advanced economies. However, the US economy grew at a faster pace in the second half of 2013. Global growth is projected to strengthen to 3.6% in 2014 from 3.0% in 2013, according to International Monetary Fund. Growth in advanced economies is expected to pick up from 1.3% in 2013 to 2.2% in 2014. Survey indicators remain strong supported by resilient growth dynamics in advanced economies. Though there was some reduction in early 2014 due to harsh winter, growth is expected to rebound over the rest of the year. Euro area financial system stress has remained moderate. Financial stability has improved in the advanced economies in late 2013 and early 2014. The FED's tapering is setting the stage for a transition from liquidity driven to growth driven markets. There has been a steep fall in oil prices.

World Trade is projected to grow 4.3% in 2014 and 5.3% in 2015. The mature market economies like USA, Euro zone and Japan are showing distinct signs of recovery. Overall, the likelihood of a sustained U.S. recovery combined with a moderating trend in oil prices provides the global economy a significant growth stimulus.

The Indian economy in the recent period has witnessed a severe slowdown. Credit growth has dipped below 10%. The subdued industrial activity, weak corporate sector performance, risk aversion by Banks due to rise in bad debts, regulatory bottlenecks and inflationary pressures continue to have a significant

impact on the growth. The economy faltered on numerous fronts. The performance of the Indian economy has been weaker than what was anticipated last year. The growth has been less than 5%. Confronted with a different macro economic situation of slowing growth, high inflation and depreciating rupee, the Government and Reserve Bank of India had taken a number of corrective measures to support economic growth.

A new Government led by a different political party is at the helm of affairs. The new Government, under the Prime Ministership of Mr. Narendra Modi, has come with a very positive set of expectations from industry. The common person expects inflation to be tamed and new employment opportunities created. Going by the manifesto of the ruling political party, some major policy changes are in the cards though their introduction and passage in Parliament will take time. Despite the rising expectations, the deeper structural constraints affecting the economy will not go away so easily.

The emphasis on economic growth and aspirations in growth rates will have to be seriously tempered by concerns of social equity and inclusion. While agricultural performance has been overall satisfactory in 2013-14, the El Nino's effect that has been predicted may make monsoon erratic. Forecast of the performance of the economy in 2014-15 indicates moderate recovery in growth. Indian economy is also vulnerable to volatility of the international capital markets (though it is low right now).

The Government is expected to take effective measures to deliver on the promise of economic deliverance from years of policy paralysis and slow growth. Inflation is at a high level. Food and primary articles along with fuel had contributed most significantly to wholesale as well as consumer price inflation. While wholesale inflation has shown a steep fall, retail inflation is still high. Long term measures are needed to increase the supply of goods and services. The year 2014-15 looks like a water shed. A time of uncertainty fear and overall gloom is slowly giving way to hope and renewal as the pointers indicate an economic resurgence after a prolonged slump. The growth rate projected for the Indian economy is 5.5% in 2014-15 and 6.4% in 2015. During the April-June quarter, the economy grew by 5.7%. Government of India is confident that by pursuing growth inducing policies, India will go back to 7% plus growth in two-three years.

On a sectoral basis, services sector is expected to record a healthy growth - say by 7.3%. The anticipated improvement in economic conditions, domestic and global, easing credit conditions and partial industrial recovery during the second half of the year would enable the services sector to support economic growth.

Your Company, being a part of this sector, is also expected to be benefitted by any such improvements

During the year 2013-14, the income of your Company was Rs.315.80 lakhs



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PGP GROUP

CIN No. L65191TN1990PLC019152

Minutes of the Twenty-fourth Annual General Meeting of the Shareholders of Dharani Finance Limited held on Thursday the 25th September 2014 at 10.00 A.M at Narada Gana Sabha Mini Hall, No.314, T T K Road, Alwarpet, Chennai – 600 018.

Members Present

Dr Palani G Periasamy, Chairman

Ms. Visalakshi Periasamy, Director

Mr. A Sennimalai

Shri K Kandasamy, Managing Director

Shri M P Kaliannan

Shri R Murugavel

Shri B Murugesan

Shri C Konguvel

Shri E.P. Sakhivel -Representing Dharani Sugars and Chemicals Limited,, Client ID No. IN30163741329572

Shri R. Gautham - Representing Dharani Developers (P) Ltd. (Client ID No.IN300597 10059570)

Shri A R Sundaram - Representing Dharani Credit and Finance P Limited, Client ID No. IN 30059710059570),

Shri P Jayachandran

and Other Shareholders and proxy holders

By Invitation

Shri M Ganapathy : Director & Chairman of Audit Committee

Dr S Muthu : Director

Shri N Subramanian : Company Secretary

Shri K Ramkrishnan } M/s. Ramkrish & Co.

Shri S Baskar } Statutory Auditors

Shri M. Damodharan : Practising Company Secretary

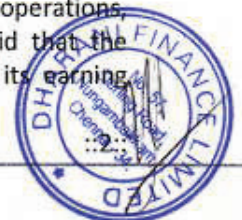
Smt. S. Radha } Cameo Corporate Services Ltd.,

} (Registrar and Transfer Agents)

Dr Periasamy, Chairman of the Board of Directors occupied the chair and commenced the proceedings with a welcome to all the shareholders and other guests. After welcoming, he introduced the Directors and other members on the dais to the shareholders. It was noted that 198 shareholders were present in person and 4 through proxy. Accordingly Chairman declared that there is the prescribed quorum and called the meeting to order.

In his speech to the shareholders, he touched briefly on the world economy and how it is affecting Indian economy. The Indian economy has been besieged by problems. With the new Government formed he hoped that growth will be higher. He referred to the recent initiatives declared by the Government and hoped things might improve.

He gave a brief outline of the Company's performance during the year 2013-14. Chairman indicated that though the Company's activities cover both financial services and travel operations, the share from financial services has been declining in the last few years. He said that the Company is exploring activities in IT Division and ways and means to increase its earning potential.





PGP GROUP

CIN No. L65191TN1990PLC019152

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With the consent of all the shareholders, the notice for the meeting was taken as read. He then took up for consideration the business as per the notice circulated. The auditors' report was also taken as read.

Members' comments on the Financial Statements:

Chairman invited the members to seek any clarifications or ask any questions on the financials of the company for the year ended 31st March 2014. Only one member sought clarifications on some items of the accounts, especially on expenses. Chairman suitably answered the question. Chairman also appreciated the interest taken by the members.

The following business was transacted thereafter viz. passing of resolutions:

Government of India and SEBI have mandated that all listed Companies should make available voting through electronic means to all shareholders. Facility of voting through electronic means had been provided to the shareholders from 18th September 2014 to 20th September 2014. Shareholders were also informed of this arrangement through the Notice and Annual Reports as also by publishing in the newspaper. Chairman mentioned that the results of the electronic voting are expected to be received from the appointed Scrutinizers Viz. M/s. M. Damodaran & Associates and will be taken into account while declaring the results. He, therefore, suggested that in the meantime such of those Shareholders who have not availed this facility and who were present at the meeting may exercise their voting through ballot paper, which has been provided to them.

The shareholders present then proceeded to cast their votes through the ballot in the ballot box kept near the dais. The scrutinizers report both on electronic voting and physical polling was received later and the results declared and uploaded in the Company's website as follows.

Ordinary Business

Resolution 1

"RESOLVED THAT the Financial Statements for the year ended 31st March 2014 along with the Directors' Report and Auditor's Report be and is hereby adopted.

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil.

Resolution 2

"RESOLVED THAT Mrs Visalakshi Periasamy, Director who is retiring and is eligible for re-appointment be and is hereby appointed as a Director of the Company".

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil





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Resolution 3

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s K Ramkrish & Co., Chartered Accountants (Firm Registration No.003017S), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors.

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil

SPECIAL BUSINESS

Resolution 4 (Special Resolution)

"RESOLVED THAT pursuant to Sections 196, 197 and 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 reappointment of Mr K Kandasamy, (holding DIN 00277906) as Managing Director, not subject to retirement by rotation, for a further period of five years from 25.06.2014 to 24.06.2019.

ALSO RESOLVED THAT Mr K Kandasamy, be paid the following remuneration.

Salary	Rs. 105000/- per month in the scale of Rs. 105000- 5000-125000
Perquisites	Perquisites detailed below. It shall however be restricted to an amount equal to the annual salary.

In case there are no profits in any financial year during the tenure of Mr K Kandasamy as Managing Director or if the profits are insufficient, he may be paid only the minimum remuneration within the limits prescribed in Sec II, Part II of Schedule V to the Companies Act, 2013 as applicable to a Company of this size and after following the procedure detailed therein.

Perquisites, other than contribution to Provident Fund, Superannuation Fund, gratuity, as admissible according to existing regulations, are presently classified as follows:

Part A

Housing I – The expenditure incurred by the Company on hiring unfurnished accommodation for the use of the Managing Director whole time director will be subject to the following ceilings:

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





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Housing II – In case accommodation is owned by the Company, 10% of the salary of the Managing Director shall be deducted by the Company.

Housing III – In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I.

Part B

He will be entitled to Leave Travel Allowance as per Company Policy. He will also be entitled to reimbursement of Medical expenditure as per Company Policy.

However Leave Travel Allowance and Medical reimbursement will each be restricted to one month's salary.

Part C

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

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil

Resolution 5 (Special Resolution)

"RESOLVED THAT in pursuance of Section 186 of the Companies Act, 2013, and the rules made thereunder approval of the shareholders is hereby accorded, permitting the Board of Directors of the Company to acquire by way of subscription, purchase or otherwise, securities of any other body corporate exceeding 60% of its paid up share capital and free reserves or 100% of its free reserves, whichever is more, subject to a total maximum limit of Rupees four crores only.

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil

Resolution 6

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr M Ganapathy, (holding DIN 00234337), a Director of the Company whose period of office comes to close at this Annual General Meeting as per Section 255 and 256 of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 25.09.2014 to 24.09.2019.

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil





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Resolution 7

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr R K Viswanathan, (holding DIN 00047420), a Director of the Company whose period of office is liable to determination by retirement of directors by rotation as per Section 255 and 256 of the earlier Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 25.09.2014 to 24.09.2019.

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil

Resolution 8

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr S Muthu, (holding DIN 0331664), a Director of the Company whose period of office is liable to determination by retirement of directors by rotation as per Section 255 and 256 of the earlier Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 25.09.2014 to 24.09.2019

No. of votes cast in favour by Shareholders - 1460071.

No. of votes cast against the resolution - Nil

All the resolutions are therefore declared as passed with the requisite majority.

All items of business having been satisfactorily concluded, Shri M Ganapathy, Director proposed the vote of thanks.

Thereafter Chairman declared the meeting as **CLOSED**.

Place: Chennai - 18

Date : 25.09.2014

//Sd/-

Dr Palani G Periasamy

Chairman

//Certified True Copy//

For Dharani Finance Limited



N Subramanian
N Subramanian
Company Secretary