



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/E-voting/2014-15

September 26, 2015

To
Bombay Stock Exchange Limited,
Corporate Relationship Dept
1st Floor New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai-400 001.

Email – info@bseindia.com, corp.relations@bseindia.com

Sub: Declaration of Results of the Voting on Resolutions set out in the Notice of 25th Annual General Meeting held on 25th September, 2015

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 25th Annual General Meeting (AGM) of the Company was convened on 25th September, 2015 at the Narada Gana Sabha, Mini Hall, No.314 TTK Road, Alwarpet, Chennai – 600 018 at 10:00 A.M. to seek the approval of members of the Company on the resolutions set out in the Notice.

Further, Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically and also by physical ballot on aforesaid resolutions and had appointed Mr M Damodaran & Associates, Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the e-voting and the physical ballot.

Accordingly, the Chairman has declared that all 5 (Five) resolutions as set out in the Notice of the 25th AGM of the Company have been passed with requisite majority by the Members of the Company. Further, the Company has made necessary disclosures on the website of the Company.

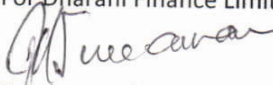
A copy of the scrutinizers' report and the chairman declaration of results by the duly authorised person are sent herewith as required by Rule 20 the Companies (Management & Administration) Rule 2014 as amended.

Kindly take the above on record.

Thanking you,

Yours faithfully

For Dharani Finance Limited


N Subramanian
Company Secretary





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DECLARATION

Based on the report dated 26th September 2015 of the Scrutinizers Mr M Damodaran & Associates, Practising Company Secretary, Chennai. I, N Subramanian, President (Corporate Affairs) and duly authorised by Chairman on this behalf do hereby declare the results of voting by the equity shareholders at the Annual General Meeting held on 25th September 2015 as follows.

Sl.No	Resolutions	% Votes in favour	Results
01	To adopt the Financial Statements for the year ended 31st March 2015.	99.99	Passed with majority
02	To re – appoint Dr Palani G Periasamy as Director	100	Passed unanimously
03	To Appoint M/s K Ramkrish & Co., Chartered Accountants as Statutory Auditors and fix their remuneration.	99.99	Passed with majority
04	To approve payment of Remuneration.	99.99	Passed with majority
05	To increase in Borrowing Powers	99.99	Passed with majority



N Subramanian
President (Corporate Affairs)
Duly authorised by Chairman

Place: Chennai
Date : 26 .09.2015

New No.6; Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

CONSOLIDATED SCRUTINIZER'S REPORT



(REMOTE E VOTING AND INSTA POLL)

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 25th Annual General Meeting of the Equity Shareholders of **DHARANI FINANCE LIMITED** held on the 25th September 2015 at 10.00 AM at Sathguru Gnanananda, Mini Hall, Narada Gana Sabha, No. 314, T T K Road, Alwarpet, Chennai. - 600018

1. I, M.Damodaran, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramni 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **DHARANI FINANCE LIMITED** (the company) for the purpose of:
 - (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 25th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 25th September 2015 at 10.00 AM at Sathguru Gnanananda, Mini Hall, Narada Gana Sabha, No. 314, T T K Road, Alwarpet, Chennai - 600018.



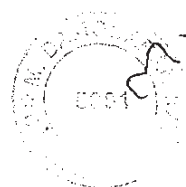
M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



2. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the 25th AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the voted cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL (Central Depository Services Limited) engaged by the company to provide e-voting facilities for voting through electronic means.
3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e by remote e voting and Poll by way of Ballot papers at the AGM as under:

DHARANI FINANCE LIMITED E VOTING & INSTA POLL REPORT											
Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ball-ots	Votes	Perce ntage	Ball ots	Votes	Perce ntage	Ball ots	Votes	Perce ntag e
Item No. 1: To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statements for the year ended on that date and consider the reports of the	E VOTING	103	103	1517530	99.98	-	-	-	-	-	-
	INSTA POLL	2	1	100	0.01	1	100	0.01	-	-	-
	TOTAL	105	104	1517630	99.99	1	100	0.01	-	-	-





M. DAMODARAN & ASSOCIATES



Practicing Company Secretaries

Directors and Auditors. (As an Ordinary resolution)														
Item No. 2: To appoint a Director in place of Dr Palani G Periasamy, (DIN 00081002) who retires by rotation and being eligible offers himself for reappointment. (As an Ordinary resolution)	E VOTING	103	103	1517530	99.98	-	-	-	-	-	-	-	-	-
	INSTA POLL	2	2	200	0.02	-	-	-	-	-	-	-	-	-
	TOTAL	105	105	1517730	100	-	-	-	-	-	-	-	-	-
Item No. 3: To appoint K. Ramkrish & Co., Chartered Accountants, Chennai (Registration number 003017S as Statutory Auditors of the Company to hold office for a period of 2 years from the conclusion of this AGM on such remuneration as may be agreed upon by the Audit committee and Board of Directors in consultation with the auditors (As an Ordinary resolution)	E VOTING	103	103	1517530	99.98	-	-	-	-	-	-	-	-	-
	INSTA POLL	2	1	100	0.01	1	100	0.01	-	-	-	-	-	-
	TOTAL	105	104	1517630	99.99	1	100	0.01	-	-	-	-	-	-





M. DAMODARAN & ASSOCIATES

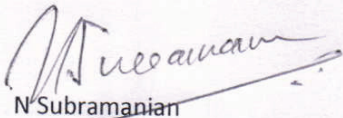


Practicing Company Secretaries

Item No. 4: To the payment of Remuneration of Rs.18,16,885 to Mr K Kandasamy (DIN: 00277906) Managing Director of the Company, having inadequate profits during the year 2014-15 for a period of 3 years with effect from 01.04.2014. (As a Special resolution)	E VOTING	103	102	1517430	99.98	1	100	0.01	-	-	-
	INSTA POLL	2	2	200	0.01	-	-	-	-	-	-
	TOTAL	105	104	1517630	99.99	1	100	0.01	-	-	-
Item No. 5: To obtain approval u/s 180(1)(c) of the Companies Act, 2013 for the borrowing limit not exceeding Rs.25 crores. (As a Special resolution)	E VOTING	103	103	1517530	99.98	-	-	-	-	-	-
	INSTA POLL	2	1	100	0.01	1	100	0.01	-	-	-
	TOTAL	105	104	1517630	99.99	1	100	0.01	-	-	-

4. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

For Dharani Finance Limited

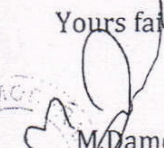

N Subramanian

President (Corporate Affairs)

Duly authorised by Chairman to declare the results



Thanking You,
Yours faithfully,


M. Damodaran
Practicing Company Secretary

Membership No. 5837

Place: Chennai

Date: 26.09.2015