



# 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](mailto:pgp_dfl@yahoo.com) / [secretarial@dharanifinance.in](mailto:secretarial@dharanifinance.in)

Website : [www.dharanifinance.in](http://www.dharanifinance.in) CIN No.: L65191TN1990PLC019152

Date: 28.09.16

To

**Bombay Stock Exchange Limited**

**Corporate Relationship Dept**

1<sup>st</sup> Floor New Trading Ring,

Rotunda Building, P.J. Towers,

Dalal Street, Fort, Mumbai – 400 001

Email- [Info@bseindia.com](mailto:Info@bseindia.com), [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Dear Sir,

Sub: Disclosure as per Regulation No. 30 & Regulation No. 34

In accordance with regulation No. 30, Schedule (III) Item A (10), a report on the proceedings of the Annual General Meeting is given below:

- (1) The Annual General Meeting of shareholders of the company was held on Saturday, 24<sup>th</sup> September 2016 at 10.00 A.M., at Sathguru Gnananda, Mini Hall, Narada Gana Sabha, No. 314, T. T.K Road, Alwarpet, Chennai – 600 018 and 61 nos of share holders were present in person and there was no proxy. Required quorum was present. Dr. Palani G Periasamy was the Chairman of the Meeting. The chairmen of the Audit Committee, Nomination & Remuneration Committee & Stake Holders & Relationship Committee were present, along with the Statutory Auditors and Secretarial Auditors.
- (2) The following 3 resolutions were considered at the meeting.
  - (a) To adopt the audited financial statements as on 31<sup>st</sup> March 2016.
  - (b) To reappoint Mrs. Visalakshi Periasamy as director who retire by rotation.
  - (c) To ratify the appointment of Statutory Auditors.

Before the resolutions were put up for voting Chairman briefly explained the nature of resolution and the background to them.

- a) As provided in the Companies Act 2013, and in compliance with SEBI directives through the Listing Obligations Disclosure Regulations, the Company had made necessary arrangements through CDSL to enable the members to exercise the right to vote on the resolutions through Electronic Voting.
- b) In addition polling was also held and the shareholders were provided the ballot paper for exercising their votes.

M/s. Damodaran & Associates, practicing Company secretaries who were appointed as Scrutinizers, submitted their report of the E-voting along with the Poll result.

This report was received on 26<sup>th</sup> September 2016. Thereafter the results were declared and also placed on the website of the company.


They were also sent to the Stock Exchange. All the 3 resolutions were declared passed.

The Annual Report duly approved in the Annual General Meeting is also sent herewith, as required by Regulation 34 of the Listing Obligations Disclosure Regulations.

Thanking you,

Yours faithfully,

For Dharani Finance Limited

  
N. Subramanian  
Company Secretary



# **DHARANI FINANCE LIMITED**



**26th**

**ANNUAL REPORT**  
**2015-2016**



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## DHARANI FINANCE LIMITED

### BOARD OF DIRECTORS

**Chairman** : **Dr Palani G Periasamy**

**Directors** : **Ms Visalakshi Periasamy**

**Dr S Muthu**  
**Mr R K Viswanathan**  
**Mr M Ganapathy**

**Managing Director** : **Mr K Kandasamy**

**Company Secretary &  
President (Corporate Affairs)** : **Mr N Subramanian**

**Chief Financial Officer** : **Mr R Muralidharan**

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**Auditors** : **M/s K Ramkrish & Co.,**  
New No.19, Old No.9-A  
Bagavantham Street,  
T. Nagar, Chennai - 600 017.

**Internal Auditors** : **R Balachandran & Co.,**  
Flat-3B, 3<sup>rd</sup> Floor, 3<sup>rd</sup> Block,  
Bajaj Apartments,  
7/4, Nandanam Extension,  
Main Road, Nandanam,  
Chennai-600035.

**Bankers** : **Indian Bank,**  
Sterling Road Branch,  
Nungambakkam,  
Chennai – 600 034.

**Admn. & Registered Office** : **“PGP House”**  
No.57 Sterling Road  
Nungambakkam,  
Chennai – 600 034.  
Phone Nos. 044-2831 1313, 2825 4176  
Fax No. 044 – 2823 2074  
Email: [secretarial@dharanifinance.in](mailto:secretarial@dharanifinance.in)  
Website : [www.dharanifinance.in](http://www.dharanifinance.in)  
CIN – L65191T1990PLC019152



**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the members of the Company will be held on **Saturday, the 24<sup>th</sup> September 2016 at 10.00 A.M.**, at Sathguru Gnanananda, **Mini Hall**, Narada Gana Sabha, No. 314, T T K Road, Alwarpet, Chennai - 600 018 to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss and Cash Flow Statements for the year ended on that date and consider the reports of the Board of Directors and Auditors.
2. To appoint a Director in place of Mrs Visalakshi Periasamy, (DIN 00064517) who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as ordinary resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and Audit and Auditors Rules, 2014, (the rules), (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) consent of the Company is hereby accorded for the ratification of the appointment of as Statutory Auditors M/s K. Ramkrish & Co., Chartered Accountants, Chennai (Registration number 003017S with the Institute of Chartered Accountants of India), who were reappointed as Statutory Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, for a period of 2 years to continue to hold office for the remaining period of 1 year from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

By Order of the Board

For Dharani Finance Limited

N Subramanian  
Company Secretary

Place : Chennai  
Date : 26.05.2016

**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.

2. The Share Transfer Books of the Company will remain closed from 10<sup>th</sup> September 2016 to 24<sup>th</sup> September 2016 (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.
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 mandates.
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 of 2009-10, 2010-11 and 2011-12 may send the same to the Registered Office or Share Transfer Agent for revalidation.
8. Unpaid dividend for over 7 years will be transferred to Central Government. Members may refer to page No. 10 of the Annual Report and lodge their claim, if any, immediately.



9. The Ministry of Corporate Affairs vide its Circular dated 21<sup>st</sup> 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.

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

For Dharani Finance Limited

N Subramanian  
Company Secretary

Place : Chennai  
Date : 26.05.2016

**e- Voting Process**

The Company is pleased to provide members facility to exercise their right to vote at the 26<sup>th</sup> 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 18<sup>th</sup> September 2016 **e-Voting through electronic mode shall not be allowed beyond 5.00 p.m. on 23<sup>rd</sup> September 2016.** During this period, shareholders of the Company, holding shares as on the cutoff date i.e, **Sunday, the 18<sup>th</sup> September 2016** are entitled to cast their vote electronically.

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

- (i) User ID and password are required for e-Voting. If you are holding shares in Demat form and logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used. Else, follow clause (v) to (vii) for login.
- (ii) Launch the internet browser during the voting period. Type the URL in the address bar [www.evotingindia.com](http://www.evotingindia.com). Home screen opens.
- (iii) Click on "Shareholders" tab to cast your vote.

- (iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"

- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN (case sensitive) issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name in block letters and the sequence number (8 digits) printed in the address slip in the PAN field.

# Please enter any one of the details in order to login.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now



reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). 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.

- (viii) Select EVSN (Electronic Voting Sequence number) of Dharani Finance Limited.
  - (ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - (xi) 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
  - (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
4. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/ depository participant(s) or requesting physical copy]:
- (i) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
5. E-voting cannot be exercised by a proxy. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should

upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

- 6. During the voting period, security holders can login any number of times till they have voted on all the resolutions. They can also decide to vote only on some of the resolutions.
- 7. A member who has cast his vote by electronic means is not entitled to vote in person again at the AGM.
- 8. 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](http://www.evotingindia.com) under help section or send an email to "helpdesk.evoting@cdslindia.com."
- 9. The voting rights of shareholders shall be in proportion to their shareholding as on the cut off date of **Sunday, the 18<sup>th</sup> September 2016**.
- 10. Mr M Damodaran, Practicing Company Secretary (Membership No. 005837) has been appointed as the Scrutinizer.
- 11. 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;  
  
The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- 12. 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](http://www.dharanifinance.in) and on the website of CDSL [www.evotingindia.co.in](http://www.evotingindia.co.in) within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE.



## DHARANI FINANCE LIMITED

### BOARD'S REPORT

Dear Members,

The Board of Directors present herein the **TWENTYSIXTH** Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March 2016.

### FINANCIAL SUMMARY

The Financial results for the year ended 31<sup>st</sup> March 2016 are briefly as follows: -

Particulars	Rupees in Lakhs	
	For the year Ended 31.03.2016	For the year Ended 31.03.2015
Income through Travel Operations, Finance Services and others	245.41	289.87
Expenditure (Employee & Administrative Expenses)	197.97	262.45
Profit	47.44	27.42
Depreciation	3.26	6.13
Interest & Bank Charges	0.13	0.23
Profit / after depreciation & Interest	44.05	21.06
Provision for Income Tax		
- Current	-	10.00
- MAT	-	(8.58)
- Deferred Tax	11.78	4.44
<b>Profit / after Tax</b>	<b>32.27</b>	<b>15.36</b>
Surplus / brought forward	84.88	72.59
<b>Profit available for appropriation</b>	<b>117.16</b>	<b>87.95</b>
<b>APPROPRIATIONS</b>		
Transfer to Statutory Reserves	6.45	3.07
Proposed Dividend	-	-
Dividend Distribution Tax	-	-
Net Surplus/(Deficit) carried over	110.70	84.88

### PERFORMANCE

Total income of the Company is Rs.245.41 lakhs as against Rs.289.87 lakhs in the previous year though income through travel operations has marginally increased from Rs.224.74 lakhs to Rs.225.94 lakhs. Company provides travel services to the guests of the Group's 5 star hotels at Chennai and Coimbatore. The Company earns a major portion of its income from travel services only. There was however increase in the amount of dividend received on long term investments from Rs.2.63 lakhs in the previous year to Rs.9.36 lakhs in the current year. The Company could not expand its financial services to the low capital base.

The Company's expenses have decreased to Rs.197.97 lakhs from the previous year's Rs.262.45 lakhs. The gross profits have increased from Rs.27.42 lakhs to Rs.47.44 lakhs. Software services, which the Company commenced last year, could not bring in much business. After providing Rs.3.26 lakhs towards depreciation and Rs.0.13 lakhs as Bank Charges etc., net profit comes to Rs.44.05 lakhs as against a profit of Rs. 21.06 lakhs in the previous year, while profit after tax works out to Rs.32.27 lakhs against Rs.15.36 lakhs in the previous year.

### OUTLOOK

With the expected improvement in the fortunes of the hospitality industry, business of providing travel services to the visitors to our group hotels is likely to grow resulting in increased revenue to your Company.

### DIVIDEND

As the profits for the year are not sufficient enough, your directors regret their inability to recommend any dividend.

### RESERVES

A sum of Rs.6.45 lakhs is being transferred to the Statutory Reserves, as required by RBI regulations. With this, total Statutory Reserves comes to Rs.110.99 lakhs.

### SHARE CAPITAL

There is no change in the Share Capital of the Company either the Authorised Capital or the Issued Capital. The paid up equity capital as on March 31, 2016 continues to remain at Rs.4,99,44,000. The Company has not issued any shares during the period.

### EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in form MGT-9 as provided under Section 92(3) of the Companies Act 2013 is attached herewith. Annexure - I

### BOARD MEETINGS

Board consists of the following directors including one Woman Director.

Sl. No	Name of the Director	Category of Directorship
1	Dr Palani G Periasamy (DIN 00081002)	Chairman (Non Executive) - Promoter
2	Mrs Visalakshi Periasamy (DIN 00064517)	Non Executive - Promoter
3	R K Viswanathan (DIN 00047420)	Non Executive - Independent
4	K Kandasamy (DIN 00277906)	Executive - Promoter
5	M Ganapathy (DIN 00234337)	Non Executive - Independent
6	Dr S Muthu (DIN 03331664)	Non Executive - Independent





During the year 2015-16 four Board Meetings were held on 27.05.2015, 13.08.2015, 12.11.2015 and 11.02.2016.

**LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loans or provided any guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by Company are given in the notes to the financial statements.

**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 the business and were on arm's length basis. The statement in form AOC 2 is attached. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with 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 hence, do not call for any further comments under Section 134 of the Companies Act, 2013. There are no qualifications reservations, or adverse remarks.

**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.

As the Company being a NBFC registered with Reserve Bank of India has not been able to comply with the RBI norms in regard to maintenance of % of revenue from financial services to total revenue and % of financial assets to total assets, it has been decided in the Board Meeting held on 26<sup>th</sup> May 2016 to seek the advice of RBI whether the Company can surrender the Certificate of RBI as a NBFC temporarily till such time, the Company is able to increase its financial services business and be in a position to conform to the RBI norms. Once this certificate is surrendered, your Company will not be permitted to carry on any NBFC business and its activities will be limited to providing travel services only, which will have a bearing on the Company's Income.

**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. Hence no report on subsidiary, associate, joint venture Company is provided.

**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 and Commitments' given above may be referred to.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mrs Visalakshi Periasamy, (DIN 00064517) retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment.

**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.

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 undertake 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 31<sup>st</sup> March 2016. 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 has got its Licence amended by Reserve Bank of India accordingly. Your Company does not propose to collect public deposits in the coming year.

**DECLARATION BY INDEPENDENT DIRECTOR**

The Independent Directors have given their declarations as per Section 149 (6) to the effect that they meet the criteria of Independence. The 3 Independent Directors were appointed as Independent Directors in the Annual General Meeting 25<sup>th</sup> September 2014 and will hold office for 5 years from 25.09.2014 to 24.09.2019.

**SECRETARIAL AUDIT**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Mr M Damodaran and Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. Their Audit report as on 31.03.2016 is annexed herewith as "Annexure – III. There were no qualifications or observations requiring Board comments.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Your Company does not fall within the parameters as per section 135 of the Companies Act and hence not mandated to form Corporate Social Responsibility Policy or to spend the prescribed amounts.

**AUDIT COMMITTEE**

A qualified Audit Committee is in position consisting of the following independent directors.

Mr M Ganapathy – Chairman, Mr R. K Viswanathan and Dr S Muthu

The Company Secretary is the Secretary to this Committee. The Audit Committee met 4 times on 27.05.2015, 13.08.2015, 12.11.2015 and 11.02.2016. There was no instance where the recommendation of the Audit Committee was not accepted by the Board.

**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 and is already available on the Company's Website.

**NOMINATION AND REMUNERATION COMMITTEE**

As required by Section 178 of the Companies Act, 2013 a Nomination & Remuneration Committee has been set up. Mr M Ganapathy, Mr R K Viswanathan and Dr S Muthu with Mr. M. Ganapathy as the Chairman are the members of this Committee. All the three are independent directors. The Committee has formulated the criteria for appointment of Directors and their Remuneration.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is available in the 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 Listing Obligations and Disclosure Requirements, its paid up capital being less than Rs. 10 crores and Net worth being less than Rs.25 crores.

Management discussion and analysis is part of the Board's report.

Related Party disclosures are available in Notes 20.7 to the accounts



**MANAGERIAL REMUNERATION**

A	Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. (Applicable to listed Company)	Annexure (IV) - enclosed
B	Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	There are no employees falling within the requirements of Section 197 read with rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
C	Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.	NIL
D	The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement: as per Schedule V, Part -II, Section -II of the Companies Act, 2013	

In Rupees													
(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	<table border="0"> <tr> <td>Salary</td> <td style="text-align: right;">12,68,750.00</td> </tr> <tr> <td>Perquisites</td> <td></td> </tr> <tr> <td>HRA</td> <td style="text-align: right;">90,000.00</td> </tr> <tr> <td>Provident Fund @ 12%</td> <td style="text-align: right;">1,51,200.00</td> </tr> <tr> <td>Superannuation @ 15%</td> <td style="text-align: right;">1,89,000.00</td> </tr> <tr> <td>Gratuity</td> <td style="text-align: right;">14,391.00</td> </tr> </table>	Salary	12,68,750.00	Perquisites		HRA	90,000.00	Provident Fund @ 12%	1,51,200.00	Superannuation @ 15%	1,89,000.00	Gratuity	14,391.00
Salary	12,68,750.00												
Perquisites													
HRA	90,000.00												
Provident Fund @ 12%	1,51,200.00												
Superannuation @ 15%	1,89,000.00												
Gratuity	14,391.00												
(ii) details of fixed component and performance linked incentives along with the performance criteria;	NA												
(iii) service contracts, notice period, severance fees;	5 years, 3 months, Nil												
(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil												

As the profits of the Company for the year were inadequate, remuneration within the prescribed limits as given in D (i) above has been proposed to be paid to the Managing Director. The same amount as was paid in the last year is proposed to be paid for the year 2015-16 Approval of the Shareholders in accordance with Schedule V Part II Section II of the Companies Act, 2013 for making this payment for a period of 3 years has been obtained through a special resolution in the Annual General Meeting held on 25<sup>th</sup> September 2015. This is valid for the years 2014-15, 2015-16 and 2016-17.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has in place an Anti Sexual harassment policy in line with the requirements of the 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 of 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 2015-16.

**STATUTORY AUDITORS**

M/s K. Ramkrish & Co., Chartered Accountants (Firm Regn. No. 1030125), Chennai retire as Statutory Auditors on the conclusion of this Annual General Meeting. They can be continued for a further period of 2 years, though they have completed the two terms of 5 years each on 31.03.2014. They have conveyed their consent for re-appointment and have also furnished the required declaration as required in Section 139 of the Act. Accordingly, they were re-appointed for a period of 2 years from 01.04.2015 to 31.03.2017 in the Annual General Meeting held on 25<sup>th</sup> September 2015. Ratification of their appointment by the shareholders is sought for in this Annual General Meeting for their continuance as Statutory Auditor for the year 2016-17.

**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



## DHARANI FINANCE LIMITED

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 system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### MANAGEMENT COMMITTEE

The Members of the Management Committee are:

Dr Palani G Periasamy,  
Mrs Visalakshi Periasamy and  
Mr K Kandasamy.

No meeting of this Committee was held during 2015-16.

### STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is in position to specifically look into shareholders / investors complaints, on transfer of shares, non – receipt of balance sheet, non-receipt of declared dividend etc., and also the action taken by the Company on those matters. The Committee met on 27.05.2015. The members of the Stakeholders Relations Committee are Mr R K Viswanathan , Independent Director(Chairman) and Mr K Kandasamy Managing Director.

### 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](http://www.dharanifinance.in)

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management

Place : Chennai  
Date : 26.05.2016

personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

### PREVENTION OF INSIDER TRADING

The Company has adopted a Code of disclosures & a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. This has been disclosed in the Company's website. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

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

Year	% of Dividend	Date of Declaration	Amt in lakhs	Due date for transfer to IEPF
2009-10	5	01.10.2010	488040.00	11.10.2017
2010-11	5	20.10.2011	510276.50	30.10.2018
2011-12	7	15.10.2012	760939.90	24.10.2019

The Company transferred the following amounts of unclaimed dividend to the IEPF of the Central Government, during this year

Year	% of Dividend	Date of Declaration	Amt in lakhs	Transferred to IEPF on
2007-08	5	10.10.2008	448176.00	31.10.2015

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. Our company has already uploaded the requisite details that will get updated every year within 90 days of Annual General Meeting.

### 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)

**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, 2016****[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.57 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 - 2 Ph : 044 - 28460390

**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	Financial Services	-	3.48
2	Travel Services	-	96.52

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

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)  
Category - Wise Share holding**

Sl.No.	Category of Shareholders	No. of shares held at the beginning of the year-01.04.2015				No. of shares held at the end of the year -31.03.2016				% 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	814283	0	814283	16.30	814283	0	814283	16.30	-
B.	Central / State Government(s)	0	0	0	0.00	0	0	0	0.00	-
C.	Bodies Corporate	573009	21910	594919	11.91	595119	0	595119	11.91	-
D.	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	-
E.	Any Other	0	0	0	0.00	0	0	0	0.00	-
	Sub - Total (a)(1)	1387292	21910	1409202	28.22	1409402	0	1409402	28.22	-



## DHARANI FINANCE LIMITED

### Category - Wise Share holding Contd.,

	Category of Shareholders	No. of shares held at the beginning of the year-01.04.2015				No. of shares held at the end of the year –31.03.2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2)</b>	<b>Foreign</b>									
a.	Individuals (non- Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	-
b.	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	-
C.	Institutions	0	0	0	0.00	0	0	0	0.00	-
D.	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	-
e.	Any Other	0	0	0	0.00	0	0	0	0.00	-
	Sub - Total (a)(2)	0	0	0	0.00	0	0	0	0.00	-
	Total Share Holding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)	1387292	21910	1409202	28.22	1409402	0	1409402	28.22	-
<b>B.</b>	<b>Public Shareholding</b>									
1.	Institutions	0	0	0	0.00	0	0	0	0.00	-
a.	Mutual Funds/UTI	0	0	0	0.00	0	0	0	0.00	-
b.	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	-
C.	Central / State Government(s)	0	0	0	0.00	0	0	0	0.00	-
D.	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	-
E.	Insurance Companies	0	0	0	0.00	0	0	0	0.00	-
F.	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	-
G.	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	-
H.	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	-
I.	Any Other	0	0	0	0.00	0	0	0	0.00	-
	Sub - Total (B)(1)	0	0	0	0.00	0	0	0	0.00	-
2.	Non-institutions	0	0	0	0.00	0	0	0	0.00	-
A.	Bodies Corporate	49171	2700	51871	1.04	49602	2700	52302	1.05	0.01
B.	Individuals -									
	I Individual Shareholders Holding Nominal Share Capital Upto Rs. 1 LAKH	1036649	1780871	2817520	56.41	1060511	1764871	2825382	56.57	0.16
	II Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 LAKH	296350	290400	586750	11.75	288156	290400	578556	11.58	-0.17
c.	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	-
d.	Any Other	0	0	0	0.00	0	0	0	0.00	-
	Clearing Members	300	0	300	0.01	0	0	0	0.00	-
	Hindu Undivided Families	20848	400	21248	0.43	20749	400	21149	0.42	-0.01
	Non Resident Indians	39159	68350	107509	2.15	39159	68350	107509	2.15	-
	TRUSTS	0	0	0	0.00	100	0	100	0.00	-
	Total	60307	68750	129057	2.58	60008	68750	128758	2.58	-
	Sub - Total (B)(2)	1442477	2142721	3585198	71.78	1458277	2126721	3584998	71.78	-
	Total Public Shareholding (B) = B)(1)+(B)(2)	1442477	2142721	3585198	71.78	1458277	2126721	3584998	71.78	-
	Total (A)+(B)	2829769	2164631	4994400	100	2867679	2126721	4994400	100.	-
<b>C.</b>	<b>Shares Held By Custodians And Against Which Depository Receipts Have Been Issued</b>									
	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	-
	Public	0	0	0	0.00	0	0	0	0.00	-
	Total Custodian (C)	0	0	0	0.00	0	0	0	0.00	-
	Grand Total (A)+(B)+(C)	2829769	2164631	4994400	100	2867679	2126721	4994400	100	-



## DHARANI FINANCE LIMITED

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

#### (ii) Shareholding of promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2015			Shareholding at the end of the year 31.03.2016			% 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	-	-
2	Dharani Developers Private Ltd	226786	4.54	-	226986	4.54	-	-
3	Dharani Sugars & Chemicals Ltd	139000	2.78	-	139000	2.78	-	-
4	K Vijayalakshmi	101568	2.03	-	101568	2.03	-	-
5	K Kandasamy	82990	1.66	-	82990	1.66	-	-
6	Visalakshi Periasamy	145198	2.91	-	145198	2.91	-	-
7	Palani G Periasamy Dr	353112	7.07	-	353112	7.07	-	-
8	R Murugavel	20983	0.42	-	20983	0.42	-	-
9	Murugavel R	300	0.01	-	300	0.01	-	-
10	Ananthi Periasamy	30044	0.60	-	30044	0.60	-	-
11	Santhi Periasamy	30044	0.60	-	30044	0.60	-	-
12	Nalini Periasamy	30044	0.60	-	30044	0.60	-	-
13	Jayanthi Periasamy	20000	0.40	-	20000	0.40	-	-
	<b>Total</b>	<b>1409202</b>	<b>28.22</b>	<b>-</b>	<b>1409402</b>	<b>28.22</b>	<b>-</b>	<b>-</b>

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

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year- 01.04.2015		Cumulative Shareholding during the year- 31.03.2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	<b>PALANI G PERIASAMY DR</b>				
	At the beginning of the year 01.04.2015	353112	7.07		
	At the end of the Year 31-Mar-2016			353112	7.07
2	<b>DHARANI CREDIT AND FINANCE (P) LTD</b>				
	At the beginning of the year 01.04.2015	229133	4.59		
	At the end of the Year 31-Mar-2016			229133	4.59
3	<b>DHARANI DEVELOPERS PRIVATE LIMITED</b>				
	At the beginning of the year 01.04.2015	226786	4.54		
	Purchase on 30 June 2015	200			
	At the end of the Year 31-Mar-2016			226986	4.54
4	<b>VISALAKSHI PERIASAMY</b>				
	At the beginning of the year 01.04.2015	145198	2.91		
	At the end of the Year 31-Mar-2016			145198	2.91



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

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year- 01.04.2015		Cumulative Shareholding during the year- 31.03.2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5	<b>DHARANI SUGARS AND CHEMICALS LIMITED</b>				
	At the beginning of the year 01.04.2015	139000	2.78		
	At the end of the Year 31-Mar-2016			139000	2.78
6	<b>K VIJAYALAKSHMI</b>				
	At the beginning of the year 01.04.2015	101568	2.03		
	At the end of the Year 31-Mar-2016			101568	2.03
7	<b>K KANDASAMY</b>				
	At the beginning of the year 01.04.2015	82990	1.66		
	At the end of the Year 31-Mar-2016			82990	1.66
8	<b>R MURUGAVEL</b>				
	At the beginning of the year 01.04.2015	21283	0.43		
	At the end of the Year 31-Mar-2016			21283	0.43
9	<b>ANANTHI PERIASAMY</b>				
	At the beginning of the year 01.04.2015	30044	0.60		
	At the end of the Year 31-Mar-2016			30044	0.60
10	<b>SANTHI PERIASAMY</b>				
	At the beginning of the year 01.04.2015	30044	0.60		
	At the end of the Year 31-Mar-2016			30044	0.60
11	<b>NALINI PERIASAMY</b>				
	At the beginning of the year 01.04.2015	30044	0.60		
	At the end of the Year 31-Mar-2016			30044	0.60
12	<b>JAYANTHI PERIASAMY</b>				
	At the beginning of the year 01.04.2015	20000	0.40		
	At the end of the Year 31-Mar-2016			20000	0.40





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

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year- 01.04.2015		Cumulative Shareholding during the year- 31.03.2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>SANTOSH KUMAR KHEMKA JT1 : VINEET KHEMKA</b>				
	At the beginning of the year 01.04.2015	151000	3.02		
	At the end of the Year 31-Mar-2016			151000	3.02
<b>2</b>	<b>LALIT KISHORE CHOUDHURY</b>				
	At the beginning of the year 01.04.2015	93692	1.88		
	At the end of the Year 31-Mar-2016			93692	1.88
<b>3</b>	<b>SANTOSH KUMAR KHEMKA JT1 : CHITRA KHEMKA</b>				
	At the beginning of the year 01.04.2015	90000	1.80		
	At the end of the Year 31-Mar-2016			90000	1.80
<b>4</b>	<b>SANTOSH KUMAR KHEMKA JT1 : CHITRA KHEMKA</b>				
	At the beginning of the year 01.04.2015	45000	0.90		
	At the end of the Year 31-Mar-2016			45000	0.90
<b>5</b>	<b>JAGANATHAN M</b>				
	At the beginning of the year 01-Apr-2015	30190	0.60		
	Purchase 22-Jan-2016	4976	0.09		
	At the end of the Year 31-Mar-2016			35166	0.70
<b>6</b>	<b>DINESH KUMAR MURARKA</b>				
	At the beginning of the year 01.04.2015	30000	0.60		
	At the end of the Year 31-Mar-2016			30000	0.60
<b>7</b>	<b>AJIT BABURAO VANKUDRE</b>				
	At the beginning of the year 01.04.2015	21000	0.42		
	At the end of the Year 31-Mar-2016			21000	0.42
<b>8</b>	<b>VIJAY JANAKIRAMAN JT1 : MALLIGA JANAKIRAMAN</b>				
	At the beginning of the year 01.04.2015	20032	0.40		
	At the end of the Year 31-Mar-2016			20032	0.40
<b>9</b>	<b>NILOUFER B KOSI JT1 : MR GAFFOUR A KOSI</b>				
	At the beginning of the year 01.04.2015	20000	0.40		
	At the end of the Year 31-Mar-2016			20000	0.40
<b>10</b>	<b>SHRI PARASRAM HOLDINGS PVT LTD</b>				
	At the beginning of the year 01.04.2015	18321	0.37		
	Purchase during the year	8466	0.17		
	Sold during the year	7466	0.15		
	At the end of the Year 31-Mar-2016			19321	0.39



**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors KMP	Shareholding at the beginning of the year-01.04.2015		Cumulative Shareholding during the year-31.03.2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>A</b>	<b>Directors</b>				
1	Dr Palani G Periasamy	353112	7.07	353112	7.07
2	Mrs Visalakshi Periasamy	145198	2.91	145198	2.91
3	Mr K Kandasamy	82990	1.66	82990	1.66
4	Mr R K Viswanathan	21200	0.42	21200	0.42
5	Mr M Ganapathy	0	0.00	0	0.00
6	Dr S Muthu	0	0.00	0	0.00
	<b>Total A</b>	<b>602500</b>	<b>12.06</b>	<b>602500</b>	<b>12.06</b>
	<b>Key Managerial Personnel</b>				
1	Mr R Muralidharan	0	0.00	0	0.00
2	Mr N Subramanian	0	0.00	0	0.00
	<b>Total B</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	At the beginning of the year	<b>602500</b>	<b>12.06</b>	<b>602500</b>	<b>12.06</b>
	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	<b>602500</b>	<b>12.06</b>	<b>602500</b>	<b>12.06</b>

**V INDEBTEDNESS**

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



## DHARANI FINANCE LIMITED

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

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

In Lakhs

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	
		K Kandasamy	Total Amount
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1268750.00	1268750.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	90000.00	90000.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00
2	Stock option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission as % of Profit	0.00	0.00
5	others (specify) - Gratuity, Provident Fund, Superannuation Fund	341639.00	341639.00
	<b>Total (A)</b>	1700389.00	1700389.00
	<b>Ceiling as per the Act</b>	3000000.00	3000000.00

#### (b) Remuneration to other directors:

In Lakhs

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
		R K Viswanathan	M Ganapathy	Dr Muthu	
1	Independent Directors				
	(a) Fee for attending board / committee meetings	10000	9000	7000	26000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	<b>Total (1)</b>	10000	9000	7000	26000
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings	4000	3000	0	7000
	(b) Commission	0	0	0	0
	(c) Others, please specify.	0	0	0	
	<b>Total (2)</b>	4000	3000	0	7000
	<b>Total (B)=(1+2)</b>	14000	12000	7000	33000
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act.</b>				NA



**DHARANI FINANCE LIMITED**

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

In Lakhs

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	849903.00	594577.00	1444480.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission as % of Profit	0.00	0.00	0.00
5	Others, specify	0.00	0.00	0.00
6	Others, please specify	0.00	0.00	0.00
	<b>Total</b>	<b>849903.00</b>	<b>594577.00</b>	<b>1444480.00</b>

**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)
<b>A. COMPANY</b>			NIL		
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For DHARANI FINANCE LIMITED

**DR PALANI G PERIASAMY**  
CHAIRMAN  
(DIN 00081002)

Place : Chennai  
Date : 26.05.2016

**DHARANI FINANCE LIMITED****Annexure to Boards Report**

Annexure - II

**Form No. AOC-2**

(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.

<b>1. Details of contracts or arrangements or transactions not at arm's length basis - NIL</b>		
a	Name(s) of the related party and nature of relationship	Nil
b	Nature of contracts/ arrangements/ transactions.	NA
c	Duration of the contracts / arrangements/ transactions	NA
d	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
e	Justification for entering into such contracts or arrangements or transactions	NA
f	date(s) of approval by the Board	NA
g	Amount paid as advances, if any	NA
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

<b>2. Details of material contracts or arrangements or transactions at arm's length basis</b>		
a	Name(s) of the related party and nature of relationship	Section 2(76)(v) : Appu Hotels Ltd: Director holds more than 2% of the paid up Capital.
b	Nature of contracts/arrangements / transactions	Providing Travel Services – cars for the guests of Appu Hotels Ltd
c	Duration of the contracts / arrangements / transactions	One year
d	Salient terms of the contracts or arrangements or transactions including the value, if any:	Charges not exceeding prevailing market rates that will be charged by any other Travel Services providers upto a maximum of Rs. 4.00 crores Value Rs. 2,34,74,110/- during 2015-16
e	Date(s) of approval by the Board, if any:	27 <sup>th</sup> May 2015
f	Amount paid as advances, if any	Nil

For DHARANI FINANCE LIMITED

**DR PALANI G PERIASAMY**  
**CHAIRMAN**  
**(DIN 00081002)**Place : Chennai  
Date : 26.05.2016

**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.	Only Managing Director is paid remuneration. 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 is 9.61
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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	-6.38 (No increase)
2	Mr N Subramanian	Company Secretary	-14.16 (No increase)
3	Mr R Muralidharan	Chief Financial Officer	(Not comparable) as his services in the previous year was only 7 months against 12 months in the current year and salary was paid accordingly. Rule 5 of Companies (Appointment and Remuneration) rules 2014.

iii	The percentage increase in the median remuneration of employees in the financial year:	6.01%
iv	The number of permanent employees on the rolls of company as on 31st March 2016	43
v	Average increase in remuneration & Company Performance.	No increase in average Remuneration.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

In Lakhs

Managerial Personnel		Performance of the Company	
2014-15	Rs.29.56	Profit before Tax	Rs.21.05
2015-16	Rs.31.45	Profit before Tax	Rs.44.05
Increase	Rs.1.89	Increase	Rs.23.00
% of	6.4%	% of	109.26%

Increase in remuneration of Key Managerial personnel is 6.4%, while the Company performance increased 109.26%

(vii) Variation in the market capitalization of the Company, Price Earnings ratio as at the closing date of the current Financial year and previous Financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer:



## DHARANI FINANCE LIMITED

Date	Issued Capital Rs In Lakhs	Closing Market price per share	PE Ratio	Market Capitalisation Rs In Lakhs
31.03.2015	499.00	4.50	14.52	224.75
31.03.2016	499.00	5.16	7.94	257.71
Issue price of the Share at the last Public Offer (IPO)	Last IPO was more than 20 years back. Issued at par i.e., Rs.10/- per share			
Increase/Decrease in market price as on 31.03.2016 as compared to Issue Price of IPO	-	Decrease 4.84	-	-
Increase/Decrease in %	-	-48.4%	-	-

viii	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	In the Current year, salary for the CFO for the whole year i.e., 12 months has been taken into account while in the last year it was for 7 months only, as he was appointed only from 1 <sup>st</sup> September 2014. Hence the apparent increase in remuneration of Managerial Personnel. There is no increase in the remuneration of Managing Director and Company Secretary.
xi	The Key parameters for any variable component of remuneration availed by the Directors.	Not Applicable. There are no variable components.
X	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Not Applicable
xi	If remuneration is as per the remuneration policy of the Company	Yes

For DHARANI FINANCE LIMITED

DR PALANI G PERIASAMY  
CHAIRMAN  
(DIN 00081002)

Place : Chennai  
Date : 26.05.2016



**Annexure to Boards Report**

**SECRETARIAL AUDIT REPORT**

**For The Financial Year Ended On 31st March, 2016**

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

To,  
The Members,  
**DHARANI FINANCE LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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 the **DHARANI FINANCE LIMITED** 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 **31.03.2016** 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 **DHARANI FINANCE LIMITED** ("the Company") for the financial year ended on 31.03.2016 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, 1992;
  - (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) a) 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 clauses of the following:

(i) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited;  
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: NIL

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**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 the company did not have specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

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

Chennai  
26.05.2016





**INDEPENDENT AUDITOR'S REPORT**

**To the Members of M/s. Dharani Finance Limited**

**Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **M/s. Dharani Finance Limited** ("the Company"), which comprise the Balance sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**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 standalone 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 of 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) 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;
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of sub-section (2) of section 164 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".
- (g) With respect to the other matters to be included in

the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 litigations 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.

**For K. RAMKRISH & CO.,**  
Chartered Accountants  
Registration # 003017S)

**(S. Baskar Shrinivas)**  
Chartered Accountant  
Membership # 209004

*Chennai*  
26.05.2016



**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

1. a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a phased programme of physical verification of fixed assets, which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. In accordance with such programmes, the management has physically verified fixed assets during the year and no material discrepancies were noticed on such verification.
- c) According to the information and explanation given to us, the Company does not possess any immovable property. Hence, paragraph 3(i)(c) of the order is not applicable.
2. The Company's nature of operations does not require it to hold inventories. Accordingly, paragraph 3(ii) of the order is not applicable.
3. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of loans, investments, guarantees and security.
5. The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable.
6. According to the information and explanations 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 clause vi of paragraph 3 of Companies (Auditors Report) Order 2016 is not applicable.
7. a) According to the information and explanations given to us, and on the basis of our examination of the books of account, the Company has been regular, wherever applicable, in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, customs duty, excise duty, service tax, Value added tax, cess and any other statutory dues.

According to the information and explanations given to us, no undisputed dues payable in respect of provident fund, employee's state insurance, income-tax, sales tax, customs duty, excise duty, service tax, Value added tax and cess were outstanding as at 31<sup>st</sup> March

2016 for a period of more than six months from the date they became payable.

b) **Statement of Disputed Dues**

<i>Nature of the statute</i>	<i>Nature of the dues</i>	<i>Amount Rs. In Lakhs</i>	<i>Period to which the amount relates</i>	<i>Forum where dispute is pending</i>
NIL	NIL	NIL	NIL	NIL

8. The Company did not have any outstanding dues to Banks /financial institutions/debenture holders during the year.
9. In our opinion, the Company has not obtained any term loans.. During the year, the company has not raised money by way of initial public offer or further public offer. Accordingly, paragraph 3(ix) of the order is not applicable.
10. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
11. In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Accordingly, clause xii of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
13. In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act 2013 where applicable, and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, clause xiv of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non - cash transactions with directors or persons connected with the Directors. Accordingly, clause xv of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
16. In our opinion and according to the information and explanations given to us, 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 K. RAMKRISH & CO.,**  
Chartered Accountants  
Registration # 003017S)

**(S. Baskar Shrinivas)**  
Chartered Accountant  
Membership # 209004

Chennai  
26.05.2016



**ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT**

**Report on the Internal Financial Controls 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 **M/s. Dharani Finance Limited** ("the Company") as of 31<sup>st</sup> March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management 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, including adherence to company's policies, 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 Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 of 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 controls 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2016, 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 K. RAMKRISH & CO.,**  
Chartered Accountants  
Registration # 003017S)

**(S. Baskar Shrinivas)**  
Chartered Accountant  
Membership # 209004

Chennai  
26.05.2016



## DHARANI FINANCE LIMITED

### Balance Sheet as at March 31, 2016

(All Amounts are in Indian Rupees unless otherwise specified)

Particulars	Note No.	As at 31-03-2016	As at 31-03-2015
<b>I Equity and liabilities</b>			
<b>(1) Shareholders' funds</b>			
Share capital	3	4,99,72,000	4,99,72,000
Reserves and surplus	4	2,21,69,906	1,89,42,372
		<b>7,21,41,906</b>	<b>6,89,14,372</b>
<b>(2) Non-current liabilities</b>			
Other long term liabilities	5	3,01,600	2,89,100
Long term Provisions	6	15,99,789	14,89,440
		<b>19,01,389</b>	<b>17,78,540</b>
<b>(3) Current liabilities</b>			
Other current liabilities	7	35,55,265	44,57,358
Short Term Provisions	8	4,90,217	10,37,431
		<b>40,45,482</b>	<b>54,94,789</b>
<b>Total</b>		<b>7,80,88,777</b>	<b>7,61,87,701</b>
<b>II Assets</b>			
<b>(1) Non-current assets</b>			
Fixed assets			
Tangible assets	9	15,32,512	18,58,366
<b>(2) Non-current investments</b>			
Deferred tax assets (net)	10	3,78,68,203	2,09,70,119
Long-term loans and advances	11	22,32,990	34,10,629
Other Non-Current assets	14	19,17,148	24,16,376
		39,17,974	36,25,986
		<b>4,74,68,827</b>	<b>3,22,81,476</b>
<b>(3) Current assets</b>			
Trade receivables	12	1,86,33,060	1,73,96,835
Cash and bank balances	13	92,51,862	2,40,12,658
Short-term loans and advances	11	9,75,272	-
Other current assets	14	17,59,756	24,96,732
		<b>3,06,19,950</b>	<b>4,39,06,225</b>
<b>Total</b>		<b>7,80,88,777</b>	<b>7,61,87,701</b>
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements.	20		
As per our report of even date			

**For K. RAMKRISH & CO**  
Firm Regn No : 003017S  
Chartered Accountants

For and on behalf of the board of directors

**S. Baskar Shrinivas**  
Partner  
Membership No:209004

**N.Subramanian**  
Company Secretary

**K. Kandasamy**  
Managing Director

**Dr Palani G Periasamy**  
Chairman

Place : Chennai  
Date : 26/05/2016

**R Muralidharan**  
Chief Financial Officer

**DHARANI FINANCE LIMITED****Statement of Profit & Loss  
Profit & Loss Statement for the year ended March 31, 2016****(All Amounts are in Indian Rupees unless otherwise specified)**

Particulars	Note No	For the year Ended 31-03-2016	For the year Ended 31-03-2015
<b>I Revenue</b>			
Revenues from operations	15	2,34,08,874	2,32,21,933
Other income	16	11,32,854	57,65,078
<b>Total revenue (I)</b>		<b>2,45,41,728</b>	<b>2,89,87,011</b>
<b>II Expenses</b>			
Cost of Revenues		-	-
Employee benefits expense	17	1,10,47,212	1,17,00,925
Depreciation and amortization expense	18	3,25,854	6,13,721
Other expenses	19	87,63,489	1,45,66,520
<b>Total (II)</b>		<b>2,01,36,555</b>	<b>2,68,81,166</b>
<b>III Profit before tax (I) - (II)</b>		<b>44,05,173</b>	<b>21,05,845</b>
<b>IV Tax expenses</b>			
Current tax		-	10,00,000
MAT Entitlement credit		-	(8,75,000)
Deferred tax		11,77,639	4,44,335
<b>Total tax expenses (IV)</b>		<b>11,77,639</b>	<b>5,69,335</b>
<b>V Profit after tax</b>		<b>32,27,534</b>	<b>15,36,510</b>
<b>VI Earnings per equity share</b>			
(a) Basic		0.65	0.31
(a) Diluted		0.65	0.31

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements. 20

As per our report of even date

**For K. RAMKRISH & CO**  
Firm Regn No : 003017S  
Chartered Accountants

For and on behalf of the board of directors

**S. Baskar Shrinivas**  
Partner  
Membership No:209004**N.Subramanian**  
Company Secretary**K. Kandasamy**  
Managing Director**Dr Palani G Periasamy**  
ChairmanPlace : Chennai  
Date : 26/05/2016**R Muralidharan**  
Chief Financial Officer

**NOTES ON ACCOUNTS****1. Background of the Company**

The Company is a registered Public Limited Company engaged in the business of NBFC activities and registered as a NBFC with Reserve Bank of India. In addition the Company is also engaged in providing travel and tourism services.

**2. Statement of Significant Accounting Policies****I. INCOME RECOGNITION:**

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

Income from sale of leased assets, after completion of the lease period, is recognized on Cash basis.

- (c) Interest accrued on Investments and Deposits are accounted for on accrual basis.
- (d) Delayed payment charges are accounted on receipt basis.

**II. FIXED ASSETS:**

- (a) Fixed Assets are stated at cost.
- (b) Fixed Assets are depreciated on straight-line method in accordance with Schedule II of the Companies Act, 2013.

Depreciation has been charged proportionately for the period the Assets had been in use.

The cost of all the leased assets are amortized fully during lease period and lease equalization charge is accordingly provided.

**III. INVESTMENTS:**

Investments are classified as long term investments and are stated at cost. However provision has been made for diminution, wherever the decline in the value is other than temporary, in accordance with Accounting Standard 13

**IV. RETIREMENT BENEFITS:**

The Company's Liability towards Gratuity to the employees is provided on the basis of an actuarial valuation at the year end.

**V. TAXATION**

- a) Provision for Income tax for the Current year is made for the amount of tax payable in respect of taxable income for the year under Income Tax Act, 1961.
- b) Deferred Tax is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods, subject to consideration of prudence.

The Status and Break up as of 31.03.2016 is given below:-

(Rs in Lakhs)

DESCRIPTION	ASSET
Timing Difference in Depreciable Asset	14.29
Timing difference in Provision against NPA	0.67
Timing Difference in Provision for Bonus	0.91
Timing Difference in Provision for Gratuity & Leave Encashment	6.46
<b>Total</b>	<b>22.33</b>
<b>Net Deferred Tax Asset</b>	<b>22.33</b>

**VI. SEGMENT REPORT**

The Company has adopted Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, which requires disclosure of financial and descriptive information about the Company's reportable operating segments. The operating segments reported below are the segments of the Company for which separate financial information is available.



**Business Segment**

**SEGMENT INFORMATION FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016  
INFORMATION ABOUT PRIMARY BUSINESS SEGMENTS**

(Rs. in Lakhs)

<b>PARTICULARS</b>	<b>FINANCIAL SERVICES</b>	<b>TRAVEL OPERATIONS</b>	<b>UNALLOCATED</b>	<b>TOTAL</b>
<b>REVENUE</b>				
Financial Charges	17.85	-	-	17.85
Travel Operation	-	227.56	-	227.56
Export Services	-	-	-	-
Other Income	-	-	-	-
Total Revenue	<b>17.85</b>	<b>227.56</b>	-	<b>245.41</b>
<b>RESULT</b> Segment Result	25.71	18.34	-	44.05
Unallocated Corporate Expenses	-	-	-	-
Operating Profit	-	-	-	44.05
Interest Expenses	-	-	-	-
Interest Income	-	-	-	-
Income Taxes	-	-	(11.77)	(11.77)
Profit from Ordinary Activities	-	-	-	32.27
Extra Ordinary items	-	-	-	-
<b>NET PROFIT / LOSS</b>	25.71	18.34	(11.77)	32.27
<b>OTHER INFORMATION</b>				
Segment Assets	476.24	262.65	-	738.89
Unallocated Corporate assets	-	-	19.67	19.67
Total assets	476.24	262.65	19.67	758.56
Segment Liabilities	4.41	27.93	-	32.34
Unallocated Corporate liabilities	-	-	27.13	27.13
Total liabilities	4.37	27.97	27.13	59.47
Capital Expenditure	-	-	-	-
Depreciation	-	3.26	-	3.26
Non-cash expenses other than depreciation	(-7.58) (7.09)	-	(-29.48) (21.80)	(-37.06) (28.89)





**Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

**3 SHARE CAPITAL**

Particulars	31-03-2016	31-03-2015
<b>Authorized shares</b> 50,00,000 Equity Shares of Rs.10/- each (Previous Year - 50,00,000 Equity Shares of Rs.10/- each)	<b>5,00,00,000</b>	5,00,00,000
	<b>5,00,00,000</b>	5,00,00,000
<b>Issued &amp; Subscribed Share Capital</b> 49,94,400 Equity shares of Rs.10/- each (Previous year - 49,94,400 Equity shares of Rs.10/- each)	<b>4,99,44,000</b>	4,99,44,000
<b>Paid up Share Capital</b> 49,94,400 Equity shares of Rs.10/- each (Previous year - 49,94,400 Equity shares of Rs.10/- each) Less: Calls unpaid by Directors and other officers	<b>4,99,44,000</b>	4,99,44,000
	-	-
Add: Equity shares forfeited (paid up)	<b>28,000</b>	28,000
<b>Total</b>	<b>4,99,72,000</b>	4,99,72,000

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

Equity Shares	31-03-2016		31-03-2015	
	No.	Amount	No.	Amount
At the beginning of the period	49,94,400	4,99,44,000	49,94,400	4,99,44,000
Issued during the period	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>49,94,400</b>	<b>4,99,44,000</b>	49,94,400	4,99,44,000

**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. The company declares and pays dividends in Indian rupees.

During the year ended 31 March 2016, the amount of per share dividend recognized as distribution to equity shareholders was Rs.NIL (31 March 2015: Rs. NIL).

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.

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

Class of Shares / Name of the Share holders	31-03-2016		31-03-2015	
	No.	% holding in the class	No.	% holding in the class
<b>Equity shares with voting rights</b>				
Dr. Palani G Periasamy	3,53,112	7.07	3,53,112	7.07


**DHARANI FINANCE LIMITED**

**Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

Particulars	As at 31-03-2016	As at 31-03-2015
<b>4 RESERVES &amp; SURPLUS</b>		
<b>Securities premium reserve</b>	-	-
<b>Statutory Reserve</b>		
Balance as per the last financial statements	1,04,54,167	1,01,46,865
<b>Add:</b> Amount transferred from surplus balance in the statement of profit and loss	6,45,507	3,07,302
Closing Balance - (A)	1,10,99,674	1,04,54,167
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	84,88,205	72,58,998
Profit/(loss) for the year	32,27,534	15,36,509
<b>Less:</b> Appropriations		
Proposed final equity dividend (amount per share Rs.0.00) (31 March 2014: Rs. 0.00))	-	-
Tax on proposed equity dividend	-	-
Transfer to General Reserve	-	-
Provision for Standard Assets	-	-
Transfer to Statutory Reserve	(6,45,507)	(3,07,302)
Net surplus/(deficit) in the statement of profit and loss - (B)	1,10,70,232	84,88,205
<b>Total Reserves &amp; Surplus - (A+B)</b>	<b>2,21,69,906</b>	<b>1,89,42,372</b>
<b>5 OTHER LONG TERM LIABILITIES</b>		
Trade Payables	-	-
Others (Deposits)	3,01,600	2,89,100
<b>Total</b>	<b>3,01,600</b>	<b>2,89,100</b>
<b>6 LONG TERM PROVISIONS</b>		
Provision for Gratuity	15,48,908	14,35,679
Provision for compensated absences	50,881	53,761
Provision for dividends (including dividend distribution tax)	-	-
Provision for income tax (Net off Advance tax )	-	-
Contingent Provision against Standard Assets	-	-
<b>Total</b>	<b>15,99,789</b>	<b>14,89,440</b>
<b>7 OTHER CURRENT LIABILITIES</b>		
Unpaid / unclaimed dividends	17,55,006	22,60,020
Statutory Payables	3,74,593	1,74,818
Accrued Expenses	14,25,666	20,22,520
<b>Total</b>	<b>35,55,265</b>	<b>44,57,358</b>
<b>8 SHORT TERM PROVISIONS</b>		
<b>Provision for employee benefits:</b>		
(i) Provision for gratuity (net)	1,82,688	2,06,339
(ii) Provision for compensated absences	3,07,529	3,28,076
<b>Provision for income tax (Net off Advance tax )</b>	-	5,03,016
<b>Total</b>	<b>4,90,217</b>	<b>10,37,431</b>



**Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

**9 TANGIBLE ASSETS**

Description	Plant and Machinery	Furniture & Fixtures	Motor Vehicles	Office Equipments	Total
<b>Cost or valuation</b>					
At 1 April 2014	3,61,92,521	29,12,890	4,48,34,103	35,60,307	8,74,99,821
Additions	-	-	-	-	-
Disposals	-	-	26,48,000	-	26,48,000
<b>At 31 March 2015</b>	<b>3,61,92,521</b>	<b>29,12,890</b>	<b>4,21,86,103</b>	<b>35,60,307</b>	<b>8,48,51,821</b>
Additions	-	-	-	-	-
Disposals	-	-	23,05,438	-	23,05,438
<b>At 31 March 2016</b>	<b>3,61,92,521</b>	<b>29,12,890</b>	<b>3,98,80,665</b>	<b>35,60,307</b>	<b>8,25,46,383</b>
<b>Depreciation</b>					
At 1 April 2014	1,10,47,874	28,64,736	4,34,44,880	25,25,597	5,98,83,087
Charge for the year	-	5,350	2,77,845	3,30,526	6,13,721
Disposals	-	-	26,48,000	-	26,48,000
<b>At 31 March 2015</b>	<b>1,10,47,874</b>	<b>28,70,086</b>	<b>4,10,74,725</b>	<b>28,56,123</b>	<b>5,78,48,808</b>
Charge for the year	-	5,083	2,63,952	56,819	3,25,854
Disposals	-	-	23,05,438	-	23,05,438
<b>At 31 March 2016</b>	<b>1,10,47,874</b>	<b>28,75,169</b>	<b>3,90,33,239</b>	<b>29,12,942</b>	<b>5,58,69,224</b>
<b>Impairment</b>					
At 1 April 2014	2,51,44,647	-	-	-	2,51,44,647
Charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
<b>At 31 March 2015</b>	<b>2,51,44,647</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,51,44,647</b>
Charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
<b>At 31 March 2016</b>	<b>2,51,44,647</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,51,44,647</b>
<b>Net Block</b>					
<b>At 31 March 2015</b>	<b>-</b>	<b>42,804</b>	<b>11,11,378</b>	<b>7,04,184</b>	<b>18,58,366</b>
<b>At 31 March 2016</b>	<b>-</b>	<b>37,721</b>	<b>8,47,426</b>	<b>6,47,365</b>	<b>15,32,512</b>


**DHARANI FINANCE LIMITED**

**Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

Particulars	As at 31-03-2016	As at 31-03-2015
<b>10. NON CURRENT INVESTMENTS</b>		
<b>(A) Investments at cost - Trade - Quoted</b>		
Investment in equity instruments	-	-
(i) of subsidiaries		
(ii) of associates		
(iii) of joint venture companies		
(iv) of controlled special purpose entities		
(v) of other entities		
Dharani Sugars & Chemicals Ltd. 2,68,182 Shares @ Rs.30.91 each (PY: 2,68,182 Shares @ Rs.30.91 each)	82,88,553	82,88,553
Maruti Industrial Carbo Hydrates 600 Shares @ Rs.10/- each (PY: 600 Shares @ Rs.10/- each)	6,000	6,000
Indbank Merchant Bank Services Ltd. 5,000 Shares @ Rs.43.50 each (PY: 5,000 Shares @ Rs.43.50 each)	2,17,500	2,17,500
Sri Nachammai Cotton Mills Ltd. 700 Shares @ Rs.70/- each (PY: 700 Shares @ Rs.70/- each)	49,000	49,000
Harig Crank Shafts Ltd. 5,000 Shares @ Rs.4.36 each (PY: 5,000 Shares @ Rs.4.36 each)	21,808	21,808
Bank of India 1,000 Shares @ Rs.434.39 each (PY: 1,000 Shares @ Rs.434.39 each)	4,34,390	4,34,390
Corporation Bank 2500 Shares @ Rs.57.40 each (PY: 2500 Shares @ Rs.57.40 each)	1,43,497	1,43,497
HDFC Bank 16,529 Shares @ Rs.625.90 each (PY - 16,529 shares @ Rs. 625.90 each)	1,03,45,551	1,03,45,551
IDFC 7,000 Shares @ Rs.181.88 each (PY: 7,000 Shares @ Rs.181.88 each)	12,73,125	12,73,125
RELIANCE INDUSTRIES 3,124 Shares @ Rs.1,139.91 each (PY: 3,124 Shares @ Rs.1,139.91 each)	35,61,083	35,61,083
STATE BANK OF INDIA 5,000 Shares @ Rs.173.47 each (PY: 4,000 Shares @ Rs.153.93 each)	8,67,336	6,15,732
	<b>2,52,07,843</b>	<b>2,49,56,239</b>



**DHARANI FINANCE LIMITED**

**Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

<b>Particulars</b>	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
<b>INVESTMENT IN MUTUAL FUNDS</b>		
Axis Enhanced Arbitrage Fund - Dividend 2,50,474.28 units @ Rs.10.42 each (PY: NIL)	26,10,418	-
<b>SBI Arbitrage Opportunities Fund - Dividend</b> 2,38,485.19 units @ Rs.13.14 each (PY: NIL)	31,32,697	-
<b>ICICI Prudential Flexi Income Plan - Daily Dividend</b> 73,896,260 units @ Rs.105.74 each (PY: NIL)	78,13,480	-
<b>HDFC Liquid Fund- Dividend- Daily Reinvest</b> 1,049.994 units @ Rs.1019.8200 each (PY: 98,056.52 units @ Rs.10.1982 each)	10,70,805	10,00,000
<b>HDFC Liquid Fund- Dividend Weekly</b> 1,037.385 units @ Rs.1032.4625 each (PY: 96968.757 units @ Rs.10.3126 each)	10,71,063	10,00,000
<b>Total</b>	1,56,98,463	-
<b>Total - Trade (A)</b>	4,09,06,306	<b>2,69,56,239</b>
<b>(B) Other Investments</b>	-	-
<b>Total - Other Investments (B)</b>	-	-
<b>Total Investments (A + B)</b>	<b>4,09,06,306</b>	<b>2,69,56,239</b>
Less: Provision for diminution in value of Investments	30,38,103	59,86,120
<b>Total</b>	<b>3,78,68,203</b>	<b>2,09,70,119</b>
Aggregate value of listed but not quoted investments	6000	6000
Aggregate amount of unquoted investments	-	-
Aggregate amount of quoted investments	4,09,00,306	2,49,50,238
Aggregate market value of listed and quoted investments	4,53,32,681	2,61,55,625


**DHARANI FINANCE LIMITED**

**Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

11 LOANS AND ADVANCES	Non-current		Current	
	31-03-2016	31-03-2015	31-03-2016	31-03-2015
<b>Capital advances</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	-
Doubtful	-	-	-	-
Provision for doubtful advances	-	-	-	-
<b>(A)</b>	-	-	-	-
<b>Security deposit</b>				
Secured, considered good	2,08,606	2,08,606	-	-
Unsecured, considered good	-	-	-	-
Doubtful	-	-	-	-
Provision for doubtful security deposit	-	-	-	-
<b>(B)</b>	<b>2,08,606</b>	<b>2,08,606</b>	-	-
<b>Loans &amp; advances to related parties</b>				
Secured, Considered good	-	-	-	-
Unsecured, Considered good	-	-	-	-
Doubtful	-	-	-	-
Less: Allowances for bad and doubtful debts	-	-	-	-
<b>(C)</b>	-	-	-	-
<b>Loans and advances to employees</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	-
Doubtful	-	-	-	-
Less: Provision for doubtful loans and advances	-	-	-	-
<b>(D)</b>	-	-	-	-
<b>Advance income tax (net of provisions)</b>	8,33,542	13,32,770	9,75,272	-
<b>(E)</b>	<b>8,33,542</b>	<b>13,32,770</b>	<b>9,75,272</b>	-
<b>MAT Entitlement credit</b>	8,75,000	8,75,000	-	-
<b>(F)</b>	<b>8,75,000</b>	<b>8,75,000</b>	-	-
<b>Balances with government authorities</b>				
Unsecured, considered good				
(i) CENVAT credit receivable	-	-	-	-
(ii) VAT credit receivable	-	-	-	-
(iii) Service Tax credit receivable	-	-	-	-
<b>(G)</b>	-	-	-	-
<b>Other loans and advances - Vehicles</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	7,58,270
Doubtful	2,16,797	2,16,797	-	-
	<b>2,16,797</b>	<b>2,16,797</b>	-	<b>7,58,270</b>
Less: Provision for other doubtful loans and advances	<b>2,16,797</b>	<b>2,16,797</b>	-	<b>7,58,270</b>
<b>(H)</b>	0	0	-	-
<b>TOTAL (A+B+C+D+E+F+G+H)</b>	<b>19,17,148</b>	<b>24,16,376</b>	<b>9,75,272</b>	-



## DHARANI FINANCE LIMITED

### Notes to Financial Statements for the year ended March 31, 2016 Contd., (All Amounts are in Indian Rupees unless otherwise specified)

Particulars	Non-current		Current	
	31-03-2016	31-03-2015	31-03-2016	31-03-2015
<b>12 TRADE RECEIVABLES</b>				
Outstanding for a period exceeding six months from the date they are due for payment				
- Secured, Considered good	-	-	95,90,899	89,35,971
- Unsecured, Considered good	-	-	-	-
- Considered doubtful	-	-	-	-
Provision for doubtful receivables	-	-	95,90,899	89,35,971
(A)	-	-	95,90,899	89,35,971
Other receivables				
- Secured, Considered good	-	-	90,42,161	84,60,864
- Unsecured, considered good	-	-	-	-
- Considered doubtful	-	-	-	-
Provision for doubtful receivables	-	-	90,42,161	84,60,864
(B)	-	-	90,42,161	84,60,864
<b>Stock on Hire</b>				
Secured, Considered good	-	-	-	-
Unsecured, Considered good	-	-	-	-
Doubtful	-	-	-	-
Provision for doubtful receivables	-	-	-	-
(C)	-	-	-	-
<b>TOTAL (A+B+C)</b>	-	-	<b>1,86,33,060</b>	<b>1,73,96,835</b>
<b>Particulars</b>	<b>Non-current</b>		<b>Current</b>	
<b>13 CASH AND BANK BALANCES</b>	<b>31-03-2016</b>	<b>31-03-2015</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
<b>Cash and cash equivalents</b>				
<b>Balances with banks:</b>				
On current accounts	-	-	5,70,055	2,18,98,392
Deposits with original maturity of less than three months	-	-	-	-
Cash on hand	-	-	60,041	50,806
(A)	-	-	<b>6,30,096</b>	<b>2,19,49,198</b>
<b>Other Bank Balances</b>				
Deposits with original maturity for more than 3 months but less than 12 months	-	-	86,21,766	20,63,460
Margin Money Deposit	39,17,974	36,25,986	-	-
Earmarked Bank Balances	-	-	17,59,756	22,65,020
(B)	<b>39,17,974</b>	<b>36,25,986</b>	<b>1,03,81,522</b>	<b>43,28,480</b>
Less :Amount disclosed under other non-current assets (Refer Note 14 ) - (C)	39,17,974	36,25,986	17,59,756	22,65,020
(A+B-C)	-	-	<b>92,51,862</b>	<b>2,40,12,658</b>
<b>14 OTHER ASSETS</b>				
Non-current bank balances (Refer Note. 13)	39,17,974	36,25,986	17,59,756	22,65,020
Interest accrued on Deposits	-	-	0	2,24,080
Other Advance	-	-	0	7,632
<b>Total</b>	<b>39,17,974</b>	<b>36,25,986</b>	<b>17,59,756</b>	<b>24,96,732</b>



## DHARANI FINANCE LIMITED

**Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

<b>Particulars</b>	<b>For the year ended 31-03-2016</b>	<b>For the year ended 31-03-2015</b>
<b>15 INCOME FROM OPERATIONS</b>		
Income from Financial services	15,000	34,002
Income from Travel Operations	2,25,93,984	2,24,74,111
Interest Income	7,99,890	7,13,820
<b>Total</b>	<b>2,34,08,874</b>	<b>2,32,21,933</b>
<b>16 OTHER INCOME</b>		
Dividend from Long Term Investments	9,35,475	2,63,492
Other Income	62,379	52,96,171
Profit on Sale of Asset	1,35,000	1,95,000
Training fees	-	10,415
<b>Total</b>	<b>11,32,854</b>	<b>57,65,078</b>
<b>17 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and allowances	80,29,927	84,87,591
Contributions to PF, ESI and Other funds	10,44,394	12,23,037
Staff welfare expenses	2,72,502	1,73,412
Directors Remuneration	17,00,389	18,16,885
<b>Total</b>	<b>1,10,47,212</b>	<b>1,17,00,925</b>
<b>18 Depreciation and amortization expense</b>		
Depreciation of tangible assets	3,25,854	6,13,721
<b>TOTAL</b>	<b>3,25,854</b>	<b>6,13,721</b>
<b>19 OTHER EXPENSES</b>		
Rent and Electricity	6,12,612	6,19,332
Insurance	6,61,580	7,70,171
Rates & Taxes	22,235	-
Postage and Telephone	4,29,560	4,88,978
Audit Fees	68,700	67,416
Legal professional & consultancy charges	4,27,892	2,41,236
Advertisement, publicity and sales promotion	5,67,151	3,85,651
Adjustment to carrying amount of investments	(29,48,019)	21,79,912
Loss on Sale of Mutual Fund	-	-
Contingent provision against Standard Assets	-	(49,149)
Provision against NPA - Loan	(7,58,270)	7,58,270
Directors' sitting fees	33,000	36,000
Vehicle Maintenance	87,56,234	81,69,461
Repairs and Maintenance	-	37,045
Miscellaneous expenss	8,77,443	8,39,496
Bank charges	13,371	22,701
<b>TOTAL</b>	<b>87,63,489</b>	<b>1,45,66,520</b>



**DHARANI FINANCE LIMITED****Notes to Financial Statements for the year ended March 31, 2016 Contd.,**  
(All Amounts are in Indian Rupees unless otherwise specified)

Particulars	For the year ended 31-03-2016	For the year ended 31-03-2015
<b>Payment to auditor</b>		
<b>As auditor:</b>		
Audit fee	60,000	60,000
Limited review	-	-
Service Tax	8,700	7,416
<b>In other capacity:</b>		
Other services (certification fees)	-	-
Reimbursement of expenses	-	-
<b>Total</b>	<b>68,700</b>	<b>67,416</b>

**NOTES ON ACCOUNTS****Note 20**

- 20.1. Stock on hire is stated at agreement values less amounts received. Stock on hand (traded goods) are valued at lower of cost and market value.

In respect of certain vehicles financed under Hire Purchase Scheme, ownership has not been transferred in the name of hirers.

20.2. Expenditure on Employees	2015-2016	2014-2015
(a) Number of employees employed throughout the period and were in receipt of remuneration of more than Rs.60,00,000/-p.a.	NIL	NIL
(b) Number of employees employed for part of the period and were in receipt of remuneration of more than Rs, 5,00,000/-p.m	NIL	NIL

- 20.3. (a) Expenditure in Foreign currency **NIL** **NIL**  
(b) Earnings in Foreign Exchange **NIL** **NIL**

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

20.5. The Company has followed Prudential Norms for Income Recognition and Provisioning for Bad & Doubtful Assets as prescribed by the Reserve Bank of India for Non Banking Financial Companies during the year.

**Notes on Accounts Contd.,****20.6. Managerial Remuneration**

(Rupees)

Managing Director	2015-2016	2014-2015
A Salary	12,68,750	13,12,012
Rent	90,000	90,000
Leave Travel Allowance	NIL	80,500
Contribution to PF	1,51,200	1,36,800
Gratuity	1,439	16,973
Superannuation	1,89,000	1,80,600
<b>Total</b>	<b>17,00,389</b>	<b>18,16,885</b>

**20.7. Related Party disclosures :****a) Name of Related Parties.**

Enterprises in which Key Management Personnel exercise significant influence

M/s. Dharani Sugars & Chemicals Ltd  
M/s. Appu Hotels Ltd.  
M/s. PGP Educational & Welfare Society  
M/s. Dharani Credit and Finance Private Ltd  
M/s. PGP Hotels and Resorts India Private Ltd

Key Management Personnel

Dr. Palani G Periasamy – Chairman  
Mrs. Visalakshi Periasamy – Director  
Mr.K Kandasamy – Managing Director**(b) Aggregated Related Party transactions during 2015-2016**

Value in Lakhs

	Associate Companies	Key Management Personnel
Remuneration paid to	NIL	13.59
Rent for Premises paid to	0.60	5.17
Sitting Fees Paid to	NIL	0.07
Interest received on ICD	NIL	NIL
Inter Corporate Deposit Given	NIL	NIL
Services rendered to (air ticket Sales & car rentals)	224.70	NIL
Outstanding as on 31.03.2016 against services rendered during the year.	179.53	NIL

20.8. Lease Terminal adjustment account has been shown as a deduction from net block of Fixed assets as per the guidance note of ICAI.

**DHARANI FINANCE LIMITED****Notes on Accounts Contd.,**

20.9. Disclosure as per AS – 15 (Revised) 'Employee benefits' for the year ended 31.03.2016

Description of Benefits Plan	Unfunded Gratuity
Present value of projected benefit obligations	17,31,596/-
<b>A) Actuarial assumptions</b>	<b>31.03.2016</b>
Discount rate	7.70%
Salary escalation rate	5%
Attrition Rate	10%

The present value of obligation towards compensated absences, as per actuarial certificate, as on 31.03.2016 was Rs.3,58,410/- and is provided for in the books of account.

20.10. Provision for Non-performing Assets as detailed below has been made as per RBI norms, and has been shown separately in the Balance Sheet.

**(Rs. in Lakhs)**

Particulars	2015-2016	2014-2015
Loans & Advances	2.17	2.17
Other Loans - Vehicle	NIL	7.58
<b>Total</b>	<b>2.17</b>	<b>9.75</b>

20.11. Earnings Per Share:

Particulars	2015-2016	2014-2015
a) Net Profit/(Loss) as per Profit & Loss Account (Rs.in Lakhs)	32.28	15.37
b) No. of Equity Shares	49,94,400	49,94,400
c) Earnings per Share (in Rupees)	0.65	0.31

20.12. Dues to Small-Scale Industrial undertakings

The Company has no outstanding dues to small-scale industrial undertakings as on 31st March 2016 and 31st March 2015.

Signatories to Notes 1 to 20

**For K. RAMKRISH & CO**  
**Firm Regn No : 003017S**  
**Chartered Accountants**

For and on behalf of the board of directors

**S. Baskar Shrinivas**  
Partner  
Membership No:209004

**N.Subramanian**  
Company Secretary

**K. Kandasamy**  
Managing Director

**Dr Palani G Periasamy**  
Chairman

Place : Chennai  
Date : 26/05/2016

**R Muralidharan**  
Chief Financial Officer

**DHARANI FINANCE LIMITED****Schedule to the Balance Sheet for the year ended 31st March 2016 (as required in terms of paragraph 13 of Non-Banking Financial (Non deposit accepting or holding) Companies Prudential Norms (Reserve Bank of India) Directions 2007).**

(Rs. in Lakhs)

Sl.No.	Particulars	Amount Outstanding	Amount Overdue
1	<b>Liabilities Side :-</b> <b>Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:</b>  (a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits *) (b) Deferred Credits (c) Term Loans (d) Inter-Corporate loans and borrowing (e) Commercial Paper (f) Other loans(specify nature)	Nil Nil  Nil Nil Nil Nil Nil	Nil Nil  Nil Nil Nil Nil Nil
2	<b>Assets side :-</b> <b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>  (a) Secured (b) Unsecured	Amount Outstanding	
			Nil 188.50
3	<b>Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities</b>		
	(i) Lease assets including lease rentals under sundry debtors : (a) Financial lease (b) Operating lease (ii) Stock on hire including hire charges under sundry debtors : (a) Assets on hire (b) Repossessed Assets (iii) Other loans counting towards AFC activities : (a) Loans where assets have been repossessed (b) Loans other than (a) above	Nil Nil  Nil Nil  Nil Nil	
4	<b>Break-up of Investments :-</b>  Current Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities	Nil Nil Nil Nil Nil	



**DHARANI FINANCE LIMITED**

**Schedule to the Balance Sheet Contd.,**

Sl.No.	Particulars	Amount Outstanding
	(v) Others (please specify)	Nil
	2. Unquoted :	
	(i) Shares : (a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
	Long Term investments :	
	1. Quoted :	
	(i) Shares : (a) Equity	252.02
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	156.98
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
	2. Unquoted :	
	(i) Shares : (a) Equity	0.06
	(b) preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil

(Rs. in Lakhs)

5	Borrower group-wise classification of all assets, Furnished as in (2) and (3) above :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	179.52	179.52
	2. Other than related parties	0.00	8.98	8.98
	<b>Total</b>	<b>0.00</b>	<b>188.50</b>	<b>188.50</b>

**DHARANI FINANCE LIMITED**

Investor group-wise classification of all investments (Current and long term) in shares and securities (both quoted and unquoted) :

Sl.No.	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
6	1. Related Parties		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	71.71	71.71
	2. Other than related parties	381.61	337.35
	Total	453.33	409.06
7	Other Information	Amount Outstanding	
	(i) Gross Non-performing Assets		
	(a) Related parties		Nil
	(b) Other than related parties		2.17
	(ii) Net Non-performing Assets		
	(a) Related parties		Nil
	(b) Other than related parties		Nil
(iii) Assets acquired in satisfaction of debt		Nil	


**DHARANI FINANCE LIMITED**
**Cash Flow Statement for the year ended 31 March, 2016**

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		<b>44.05</b>		21.06
<i>Adjustments for:</i>				
Depreciation and amortisation	<b>3.26</b>		6.14	
Provision for impairment of fixed assets and intangibles				
Amortisation of share issue expenses and discount on shares				
(Profit) / loss on sale / write off of assets	<b>(1.35)</b>		(1.95)	
Expense on employee stock option scheme				
Finance costs			-	
Interest income				
Dividend income	<b>(9.35)</b>		(2.63)	
Net (gain) / loss on sale of investments	-		(52.96)	
Rental income from investment properties				
Rental income from operating leases				
Share of profit from partnership firms				
Share of profit from AOPs				
Share of profit from LLPs				
Liabilities / provisions no longer required written back				
Adjustments to the carrying amount of investments	<b>(29.48)</b>		21.80	
Provision for losses of subsidiary companies				
Provision for doubtful trade and other receivables, loans and advances				
Provision for estimated loss on derivatives				
Provision for warranty				
Provision for estimated losses on onerous contracts				
Provision for contingencies	-		(0.49)	
Provision for Non Performing assets	<b>(7.58)</b>		7.58	
Other non-cash charges (specify)				
Net unrealised exchange (gain) / loss		<b>(44.51)</b>		(22.52)
Operating profit / (loss) before working capital changes		<b>(0.46)</b>		(1.46)
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Trade receivables	<b>(12.36)</b>		1.76	
Short-term loans and advances	<b>(2.17)</b>		0.09	
Long-term loans and advances	<b>4.99</b>		(8.60)	
Other current assets	<b>7.37</b>	<b>(2.17)</b>	(1.79)	(8.54)
Other non-current assets				
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Other current liabilities	<b>(9.02)</b>		(0.65)	
Other long-term liabilities	<b>0.13</b>		0.16	
Adjustment for Tax Provision and MAT Entitlement Credit	-		(1.25)	
Short-term provisions	<b>(5.47)</b>		7.61	
Long-term provisions	<b>1.10</b>	<b>(13.26)</b>	2.07	7.94
Cash flow from extraordinary items				
Cash generated from operations		<b>(15.89)</b>		(2.06)
Net income tax (paid) / refunds		-		-
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(15.89)</b>		(2.06)



**DHARANI FINANCE LIMITED**

**Cash Flow Statement for the year ended 31 March, 2016 (Contd.)**

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	-		-	
Proceeds from sale of fixed assets	1.35		1.95	
Inter-corporate deposits (net)				
Bank balances not considered as Cash and cash equivalents				
- Placed	(68.50)		(43.53)	
- Matured				
Current investments not considered as Cash and cash equivalents				
- Purchased				
- Proceeds from sale				
Purchase of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others	(138.08)		(3.63)	
Proceeds from sale of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others	-		135.23	
Loans given				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Loans realised				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Interest received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Dividend received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others	7.94		2.63	
Rental income from investment properties				
Rental income from operating leases				
Amounts received from partnership firms				
Amounts received from AOPs				
Amounts received from LLPs		(197.29)		92.65
Cash flow from extraordinary items		-		-
Net income tax (paid) / refunds		(197.29)		92.65
		-		-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(197.29)</b>		<b>92.65</b>




**DHARANI FINANCE LIMITED**
**Cash Flow Statement for the year ended 31 March, 2016 (Contd.)**

(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares		
Proceeds from issue of preference shares		
Redemption / buy back of preference / equity shares		
Proceeds from issue of share warrants		
Share application money received / (refunded)		
Proceeds from long-term borrowings		
Repayment of long-term borrowings		
Net increase / (decrease) in working capital borrowings		
Proceeds from other short-term borrowings		
Repayment of other short-term borrowings		
Finance cost		
Dividends paid		
Tax on dividend		
Cash flow from extraordinary items	-	-
<b>Net cash flow from / (used in) financing activities (C)</b>	-	
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(213.19)</b>	90.60
Cash and cash equivalents at the beginning of the year	<b>219.49</b>	128.89
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
<b>Cash and cash equivalents at the end of the year</b>	<b>6.29</b>	219.49
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
Cash and cash equivalents as per Balance Sheet (Refer Note 13)	<b>92.52</b>	240.13
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i>	<b>86.22</b>	40.63
Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> )	<b>6.30</b>	219.49
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> )	-	-
<b>Cash and cash equivalents at the end of the year *</b>	<b>6.30</b>	219.49
* Comprises:		
(a) Cash on hand	<b>0.60</b>	0.51
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	<b>5.70</b>	218.98
(ii) In EEFC accounts		
(iii) In deposit accounts with original maturity of less than 3 months	-	-
(iv) In earmarked accounts (give details) (Refer Note (ii) below)	-	-
(d) Others (specify nature)		
(e) Current investments considered as part of Cash and cash equivalents	-	-
	<b>6.30</b>	219.49

## Notes:

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.  
 (ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements.

In terms of our report attached.

**For K. RAMKRISH & CO**
**Firm Regn No : 003017S**
**Chartered Accountants**

For and on behalf of the board of directors

**S. Baskar Shrinivas**  
 Partner  
 Membership No:209004

**N.Subramanian**  
 Company Secretary

**K. Kandasamy**  
 Managing Director

**Dr Palani G Periasamy**  
 Chairman

 Place : Chennai  
 Date : 26/05/2016

**R Muralidharan**  
 Chief Financial Officer



**DHARANI FINANCE LIMITED**

**AUDITOR'S CERTIFICATE**

We have examined the attached Cash Flow Statement of M/s. DHARANI FINANCE LIMITED for the year ended 31st March 2016. The Statement has been prepared by the Company in accordance with the listing requirements of the Stock Exchange and is based on and derived from the audited accounts of the Company for the year ended 31st March 2016.

For **K. RAMKRISH & CO.**,  
Chartered Accountants  
(Fim Regn # 003017S)

**S. BASKAR SHRINIVAS**  
Partner  
Membership # 209004

Place : Chennai  
Date : 26-05-2016

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**DHARANI FINANCE LIMITED**

**DHARANI FINANCE LIMITED**

Regd. Office : "PGP House" No.57 Sterling Road, Nungambakkam, Chennai - 600 034.

**EMAIL ADDRESS REGISTRATION FORM (EARF)**

Name & Address of the Member \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Folio No. : \_\_\_\_\_

DP ID : \_\_\_\_\_

Client ID : \_\_\_\_\_

Email ID : \_\_\_\_\_

I hereby confirm that I am a member of the company and the above details furnished by me for registration of my email address to receive the copy of annual report comprising of Notice, Director's Report, Auditor's Report, Balance Sheet, Profit & Loss account etc., through electronic mode from the company are correct. I further confirm that I will intimate the Company / RTA from time to time if there is any change in my above Email ID.

Signature of the Shareholder

Place :

Date :

Name of the 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 Sixth Annual General Meeting of the Company, at Narada Gana Sabha, Mini Hall, No.314, TTK Road, Alwarpet, Chennai - 600 018. at 10.00 a.m, on Saturday, 24th September 2016.

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 - I 1**

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 Falling him	Or Falling him	

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on **Saturday, 24th September 2016**. at 10.00 a.m. at Chennai and at any adjournment 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)



SL.No.	Resolutions	For	Aganist
	<b>ORDINARY BUSINESS</b>		
1	To adopt Audited Statement of Profit and Loss for the Year ended 31.03.2016 and Balance Sheet.		
2	To Appoint a Director - Mrs. Visalakshi Palanisamy		
3	To Appoint Statutory Auditors		

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

## ROUTE MAP



Registered Book Post

To



If Undelivered, Please return to  
**DHARANI FINANCE LIMITED**  
(Secretarial Division)  
**"PGP HOUSE"**

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