

# **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



## DHARANI FINANCE LIMITED

### 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.



## DHARANI FINANCE LIMITED

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:

- 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.
- 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.
- Click on "Shareholders" tab to cast your vote.

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

- 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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



## DHARANI FINANCE LIMITED

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



## DHARANI FINANCE LIMITED

### 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> <tr> <td>Salary</td><td>12,68,750.00</td></tr> <tr> <td>Perquisites</td><td></td></tr> <tr> <td>HRA</td><td>90,000.00</td></tr> <tr> <td>Provident Fund @ 12%</td><td>1,51,200.00</td></tr> <tr> <td>Superannuation @ 15%</td><td>1,89,000.00</td></tr> <tr> <td>Gratuity</td><td>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:

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- 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