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Mandaveli,  
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**M. DAMODARAN & ASSOCIATES**

Practicing Company Secretaries



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

**CONSOLIDATED SCRUTINIZER'S REPORT**

**(REMOTE E-VOTING & INSTA POLL)**

**Form NO. MGT-13**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended and the provisions of  
Regulation 44 of the SEBI LODR, Regulations 2015]

To,

The **Chairman** of 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s DHARANI FINANCE LIMITED (CIN: L65191TN1990PLC019152) held on Tuesday, the 25<sup>th</sup> September 2018 at 10.00 A.M., at Sathguru Gnanananda, Mini Hall, Narada Gana Sabha, No. 314, T T K Road, Alwarpet, Chennai - 600 018.

Dear Sir,

1. I, M.Damodaran, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of M/s DHARANI FINANCE LIMITED (the company) for the purpose of :

(i) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and the provisions of Regulation 44 of the SEBI LODR, Regulations 2015.

(ii) Poll through Ballot paper (Insta Poll) under the provisions of Section 109 of the Companies Act 2013 read with Rule 21 of the Rules, on the resolutions contained in the notice to the 28<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on Tuesday, the 25<sup>th</sup> September 2018 at 10.00 A.M., at Sathguru Gnanananda, Mini Hall, Narada Gana Sabha, No. 314, T T K Road, Alwarpet, Chennai - 600 018.

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by Ballot paper (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 28<sup>th</sup> AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Insta Poll at AGM) is restricted to making a consolidated scrutinizer's report of the vote cast "in favour "or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.





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**Results of E-Voting and Insta Poll of M/s DHARANI FINANCE LIMITED**

Item No: 1

Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors etc., for the FY 2017-18.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	2	2	200	100	0	0	0	100
E-Voting	39	39	1491051	100	0	0	0	100
<b>Total</b>	<b>41</b>	<b>41</b>	<b>1491251</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
<b>Total</b>	<b>0</b>

*M. Damodaran*  
5084  
M. DAMODARAN & ASSOCIATES  
COMPANY SECRETARY





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Item No: 2

Re-appointment of Mrs. Visalakshi Periasmy, (DIN 00064517) as Director, who retires by rotation.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	2	2	200	100	0	0	0	100
E-Voting	39	39	1491051	100	0	0	0	100
Total	41	41	1491251	100	0	0	0	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**SPECIAL BUSINESS**

Item No: 3

Fixing of Revised Remuneration to Mr.K. Kandasamy, Managing Director (DIN:00277906)

passed as Special Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	2	2	200	100	0	0	0	100
E-Voting	39	39	1491051	100	0	0	0	100
Total	41	41	1491251	100	0	0	0	100

**Details of invalid Votes:**

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0

*M. Damodaran*  
5081  
M. DAMODARAN  
COMPANY SECRETARY



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



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

Thanking You,  
Yours faithfully,

  
M. Damodaran  
Practicing Company Secretary  
C.P No: 5081

Place: Chennai  
Date: 26.09.2018





## **DHARANI FINANCE LIMITED**

### **CHAIRMAN'S SPEECH**

25<sup>th</sup> September 2018

Dear Shareholders,

On behalf of the Board of Directors, I am glad to welcome you to the 28<sup>th</sup> Annual General Meeting of your company. Your continued trust, encouragement and support are what gives us energy, enthusiasm, confidence and motivation to continuously strive for improvement.

India continues to be among the world's fastest growing major economies, despite temporary hiccups caused by demonetisation and goods and services tax (GST) implementation. The country's GDP growth is pegged at 6.7% in 2017 and likely to accelerate to 7.4% in 2018 and 7.8% in 2019. The Indian economy is looking at brighter side ahead with revival of domestic demand in most sectors which has further boosted output of both manufacturing and services. Per capita growth rates "are strong" and are expected to help bring down poverty in coming years.

India's economy grew at an impressive 8.2 per cent in the first quarter of 2018-19 financial year ending June 30 on the back of a strong core performance and a healthy base. India's growth is expected to pick up further to 7.60% in 2019-20 as efforts to strengthen the banking system and continued corporate deleveraging are likely to bolster private investment.

#### **NBFC Services in India:**

NBFCs (Non Banking Financial Companies) play an important role in promoting inclusive growth in India, by catering to the diverse financial needs of bank excluded customers. Further NBFCs often take lead role in providing innovative financial services to Micro, Small and Medium Enterprises (MSMEs) most suitable to their business requirements.

NBFCs do play a critical role in participating in the development of an economy by providing a fillip to transportation, employment generation, wealth creation, bank credit in rural segments and to support financially weaker sections of the society. Emergency services like financial assistance and guidance is also provided to the customers in the matters pertaining to insurance.



NBFCs are financial intermediaries engaged in the business of accepting deposits, delivering credit and play an important role in channelizing the scarce financial resources to capital formation. They supplement the role of the banking sector in meeting the increasing financial needs of the corporate section delivering credit to the unorganized sector and to small local borrowers. NBFC are bound by the Indian Banking Industry rules and regulations.

NBFC focuses on business related loans and advances, acquisition of shares, Stocks, bonds, debentures, securities issued by government or local authority or other securities of like marketable nature, leasing, hire purchase, insurance business, chit business.

The role of NBFCs is critical and their presence in a country would only boost the economy in the right direction. Your Company being a NBFC, though small is contributing towards this by engaging in the above business and through financing & leasing arrangements. During the year 2017-18, the Company's income was Rs.374.75 lakhs with a profit of Rs.139.11 lakhs. The profits are being ploughed back to increase its range of financial services to conform to RBI's requirement for a NBFC. In the first quarter of 2018-19, your Company has been able to continue to report a satisfactory performance of Rs.4.72 lakhs profit.

I take this opportunity to convey my gratitude to my colleagues on the board for their co-operation and help during the year. I thank for every member of Dharani Family for their dedication and hard work. I thank the bankers, for their support and continued patronage. I gratefully acknowledge the support received from Government departments both at the central and state levels.

Before I close, I place on record my deep appreciation for the dedication and hard work put in by all employees of your Company. Once again I thank you all.

With the Positive feeling, let us commence the proceedings of the Annual General Meeting.

Dr Palani G Periasamy  
Chairman

Place: Chennai  
Date: 25.09.2018

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



# **DHARANI FINANCE LIMITED**



**28<sup>th</sup>**

**ANNUAL REPORT**  
**2017-2018**





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## DHARANI FINANCE LIMITED

### BOARD OF DIRECTORS

Chairman	:	Dr Palani G Periasamy
Directors	:	Mrs Visalakshi Periasamy Dr S Muthu -Independent Director Mr M Ganapathy - Independent Director
Managing Director	:	Mr K Kandasamy

Chief Financial Officer	:	Mr R Muralidharan
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Auditors	:	M/s CNGSN & Associates LLP Flat No.6 First Floor, Vignesh Apartment North Avenue, Sri Nagar Colony Little Mount, Chennai 600 015. Firm Regn. No. 004915S/S200036
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Internal Auditors	:	R Balachandran & Co., Flat-3B, 3rd Floor, 3rd Block, Bajaj Apartments, 7/4, Nandanam Extension, Main Road, Nandanam,Ch-600035. Firm Regn. No. : 000323S
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Bankers	:	Indian Bank, Sterling Road Branch, Nungambakkam, Chennai – 600 034.
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Admn. & Registered Office	:	“PGP House” No.59 Sterling Road Nungambakkam, Chennai – 600 034. Phone Nos. 044-2831 1313, 28311414 Fax No. 044 – 2823 2074 Email: <a href="mailto:secretarial@dharanifinance.in">secretarial@dharanifinance.in</a> Website : <a href="http://www.dharanifinance.in">www.dharanifinance.in</a> CIN – L65191TN1990PLC019152
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