



# DHARANI FINANCE LIMITED

Regd. & Admn. Off : "PGP House" No.59, (Old No.57) Sterling Road, Nungambakkam, Chennai - 600 034.  
Tel : +91-44-28254176, 28254609, 28311313, 28234000 E-mail : dfl@pgpgroup.in / secretarial@dharanifinance.com  
CIN : L65191TN1990PLC019152 GST : 33AAACD1282G1Z4 PAN : AAACD1282G

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25<sup>th</sup> September 2025

DFL/AGM/Scrutinizer report/Sep 2025

To,  
The Listing Department,  
Bombay Stock Exchange Limited  
Phirozejeejee Bhoy Towers,  
Dalal Street, Mumbai 400 001.

**Scrip Code: 511451**

Dear Sir/Madam,

**Sub: Voting Results of the 35<sup>th</sup> Annual General Meeting of Dharani Finance Limited held on Wednesday, 24<sup>th</sup> September 2025- reg.**

Ref: Regulation 44(3) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results along-with consolidated Report of the Scrutinizer for the business transacted at 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on Wednesday, 24<sup>th</sup> September, 2025 at 11.00 AM through Video Conference.

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of the 35<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority.

Kindly take the above information on record.

Yours faithfully,

**For DHARANI FINANCE LIMITED**

**MURUGAVEL RAMASAMY  
MANAGING DIRECTOR  
DIN 10693633**

General information about company	
Scrip code	511451
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE899D01011
Name of the company	DHARANI FINANCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:22 AM

Scrutinizer Details	
Name of the Scrutinizer	M. Damodaran
Firms Name	M Damodaran & Associates LLP
Qualification	CS
Membership Number	5837
Date of Board Meeting in which appointed	28-05-2025
Date of Issuance of Report to the company	24-09-2025

Voting results	
Record date	17-09-2025
Total number of shareholders on record date	9335
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	38
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Financial Statements and the Reports of the Board of Directors and Auditors for the Financial Year ended March 31, 2025.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1432373	902229	62.9884	902229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1432373	902229	62.9884	902229	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3562027	24132	0.6775	24127	5	99.9793	0.0207
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3562027	24132	0.6775	24127	5	99.9793	0.0207
Total		4994400	926361	18.548	926356	5	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr Palani Gounder Periasamy (DIN: 00081002) as Director of the Company, who retires by rotation, and being eligible offered himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1432373	902229	62.9884	902229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1432373	902229	62.9884	902229	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3562027	24132	0.6775	24127	5	99.9793	0.0207
	Poll							
	Postal Ballot (if applicable)							
	Total	3562027	24132	0.6775	24127	5	99.9793	0.0207
Total		4994400	926361	18.548	926356	5	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. M Damodaran & Associates LLP, as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1432373	902229	62.9884	902229	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1432373	902229	62.9884	902229	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3562027	24132	0.6775	24127	5	99.9793	0.0207
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3562027	24132	0.6775	24127	5	99.9793	0.0207
Total		4994400	926361	18.548	926356	5	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





## M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

### **CONSOLIDATED SCRUTINIZER'S REPORT (Remote e-voting & e-voting at the AGM) Form No. MGT 13**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman of the 35<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **DHARANI FINANCE LIMITED** ( CIN: L65191TN1990PLC019152 ) held on Wednesday, September 24, 2025 at 11:00 A.M (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

Dear Sir,

1. I, M. Damodaran, Practicing Company Secretary, Managing Partner of M/s. M Damodaran & Associates LLP, had been appointed as a Scrutinizer by the Board of Directors of DHARANI FINANCE LIMITED ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for scrutinizing the process of remote e-voting and e-voting at the AGM in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the resolutions proposed at the said AGM, the details of which are forming part of this report.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the said Act, Rules and SEBI Listing Regulations relating to voting through electronic means [i.e. by remote e-voting and e-voting at the AGM] for the resolutions contained in the Notice of the 35<sup>th</sup> AGM of the Equity Shareholders of the Company dated May 28, 2025. My responsibility as a Scrutinizer for the voting process through electronic means (i.e by remote e-voting and e-voting at the AGM) is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor " or "against" the resolutions stated in the Notice of the 35<sup>th</sup> AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") engaged by the Company to provide remote e-voting and e-voting facilities at the AGM.





3. In respect of the below mentioned resolutions proposed at the 35<sup>th</sup> AGM of the equity shareholders of the Company held on Wednesday, September 24, 2025 at 11:00 A.M (IST), through VC/OAVM, I submit my report as under:

- i. The remote e-voting commenced on September 21, 2025 (Sunday) at 09.00 A.M (IST) and ended on September 23, 2025 (Tuesday) at 05.00 P.M (IST).
- ii. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 respectively, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circular"), Notice of the 35<sup>th</sup> AGM along with the Annual Report 2024-25 were sent only through electronic mode to those Members whose email addresses were registered with the Company/ Depository Participant(s) and physical copy was sent to those shareholders who had requested for the same. For Members who have not registered their e-mail address with the Company or with the depository, a letter containing web-link including the exact path of the website where details pertaining to the Annual Report and the Notice of AGM are hosted were also sent at the address registered in the records of RTA/Company/Depository Participant(s).
- iii. Since the AGM was held pursuant to the said MCA Circulars and SEBI Circulars through VC, physical attendance of members had been dispensed with. Accordingly, in terms of the above mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the members were also dispensed with.
- iv. The equity shareholders holding shares as on September 17, 2025 (Wednesday), i.e, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 35<sup>th</sup> AGM of the Company.





- v. The equity shareholders present at the 35<sup>th</sup> AGM through VC/OAVM voted through e-voting facility provided by CDSL.
- vi. As per the information given by CDSL & the Registrar and Transfer Agent of the Company, the names of the equity shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those equity shareholders who were present at the AGM through VC/OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.
- vii. On completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked and downloaded on Wednesday, September 24, 2025 at 11.38 A.M (IST) in presence of two witnesses who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the consolidated results were prepared.
- viii. Based on the data downloaded from CDSL e-voting system, the total votes cast in "favor" or "against" for all the resolutions proposed in the Notice of the 35<sup>th</sup> AGM are as under:







**CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE 35<sup>TH</sup>  
AGM OF M/s. DHARANI FINANCE LIMITED**

**ORDINARY BUSINESS:**

**Item No.: 1**

Adoption of the Financial Statements and the Reports of the Board of Directors and Auditors for the Financial Year ended March 31, 2025.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	26	21	926110	99.9995	5	5	0.0005	100.00
e-voting at the AGM	1	1	246	100	0	0	0	100.00
<b>Total</b>	<b>27</b>	<b>22</b>	<b>926356</b>	<b>99.9995</b>	<b>5</b>	<b>5</b>	<b>0.0005</b>	<b>100.00</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





## **Item No.: 2**

Appointment of Dr Palani Gounder Periasamy (DIN: 00081002) as Director of the Company, who retires by rotation, and being eligible offered himself for re-appointment.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	26	21	926110	99.9995	5	5	0.0005	100.00
e-voting at the AGM	1	1	246	100	0	0	0	100.00
<b>Total</b>	<b>27</b>	<b>22</b>	<b>926356</b>	<b>99.9995</b>	<b>5</b>	<b>5</b>	<b>0.0005</b>	<b>100.00</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





**SPECIAL BUSINESS:**

**Item No.: 3**

Appointment of M/s. M Damodaran & Associates LLP, as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting cast (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	26	21	926110	99.9995	5	5	0.0005	100.00
e-voting at the AGM	1	1	246	100	0	0	0	100.00
<b>Total</b>	<b>27</b>	<b>22</b>	<b>926356</b>	<b>99.9995</b>	<b>5</b>	<b>5</b>	<b>0.0005</b>	<b>100.00</b>

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*There were no invalid votes cast for the above said resolutions.*



- ix. Based on the aforesaid results, I report that all the Three (3) Resolutions as set out in the 35<sup>th</sup> AGM Notice dated May 28, 2025 have been passed with requisite majority.
- x. The electronic data and all other relevant records relating to remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and authenticates the minutes of the AGM.

Thanking You,

Yours faithfully,



M. Damodaran  
Managing Partner

**M Damodaran & Associates LLP**

Membership No.: 5837

COP No.: 5081

FRN: L2019TN006000

PR 3847/2023

ICSI UDIN: F005837G001327619

Place: Chennai

Date: September 24, 2025