DHARANI FINANCE LIMITED

PGP GROUP

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

August 28, 2026

DFL/SE/AGM/Aug 2026

To,
The Listing Department,
Bombay Stock Exchange Limited
Phirozejeejee Bhoy Towers, 25th Floor,
Dalal Street, Mumbai 400 001.

Dear Sir/madam,

Sub: Notice of 36th Annual General Meeting & Annual report for the financial year 2025-26 - reg

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening 36th Annual General Meeting and the Annual Report for the financial year 2025-26 which will be circulated to the shareholders through electronic mode. The 36th AGM will be held on Wednesday, September 23, 2026 at 11.00 A.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM).

The Notice and the Annual Report will be made available on the Company's website at www.dharanifinance.com/financial.php

The schedule of the AGM is as set out below:

Particulars	Details
Benpos Date for Sending Notice	21st August 2026, Friday
Cut Off Date (e-Voting)	18th September 2026, Friday
Remote e-Voting Start Date	20th September 2026, Sunday
Remote e-Voting Start Time	09.00 AM
Remote e-Voting End Date	22nd September 2026, Tuesday
Remote e-Voting End Time	05.00 PM
Date of AGM	23rd September 2026, Wednesday
AGM convening Time	11.00 AM
AGM e-voting Result Date	25th September 2026, Friday

This is for your information and records.
Thanking you,

Yours faithfully
For **DHARANI FINANCE LIMITED**

MURUGAVEL RAMASAMY
Digitally signed by MURUGAVEL RAMASAMY
Date: 2026.08.28 17:12:22 +05'30'

MURUGAVEL RAMASAMY
MANAGING DIRECTOR
DIN 10693633

DHARANI FINANCE LIMITED

PGP GROUP

36th ANNUAL REPORT

2025-2026

Board of Directors

Dr. Palani G Periasamy	Chairman
Mrs. Visalakshi Periasamy	Director
Mr. Murugavel Ramasamy	Managing Director
Mr. P R Shampath, IAS (R)	Independent Director
Mr. P G Muthusamy, IRS (R)	Independent Director
Mr. K Kandasamy, (till 16th May 2026)	Director

Key Managerial Personnel

Mr. Sivabalan Nagarajan	Chief Financial Officer
Mrs. Saloni Jain	Company Secretary & Compliance Officer

Auditors

Statutory Auditor	Srivatsan & Associates, Chartered Accountants, Chennai - 600 028
Secretarial Auditor	M Damodaran & Associates LLP., Company Secretaries, Chennai- 600 028
Internal Auditor	R Balachandran & Co., Chartered Accountants,Chennai- 600 035

Bankers

Indian Bank, Chennai - 600 034
HDFC Bank, Chennai - 600 034
ICICI Bank, Chennai - 600 034

Registrar & Share Transfer Agent

Cameo Corporate Services Limited
No.1, Club House Road, Subramanian Building,
Anna Salai, Chennai – 600 002
Phone: 044-4002 0700

Registered Office

'PGP HOUSE' No. 59 (Old No. 57) Sterling Road,
Nungambakkam, Chennai 600034
Phone: 044 - 2831 1313 | 044 – 2823 4000
Mail: secretarial@dharanifinance.com | dfl@pgpgroup.in
CIN: L65191TN1990PLC019152 | website: www.dharanifinance.com

36th Annual General Meeting

36th Annual General Meeting of the Company will be held through Video Conferencing mode/other audio – Visual means on Wednesday, 23rd September 2026, 11.00 am.

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the 36th Annual General Meeting (AGM) of the Members of DHARANI FINANCE LIMITED will be held on Wednesday, 23rd September 2026, 11.00 am through Video Conferencing (”VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors and auditors thereon

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the audited financial statements consisting of Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March, 2026 together with the Report of Board of directors, Independent Auditor thereon be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mrs. Visalakshi Periasamy, (DIN: 00064517) who retires by rotation in accordance with the provisions of the Companies Act, 2013 and, being eligible, offers herself for re-appointment

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, Mrs. Visalakshi Periasamy, (DIN: 00064517), who retires by rotation and being eligible, offers herself for re-appointment and be and is hereby re-appointed as a Director of the company liable to retire by rotation.”

By the order of the board
For Dharani Finance Limited

R.Murugavel
Managing Director
DIN : 10693633

Date : 10th August 2026
Place : Chennai

NOTES

The Ministry of Corporate Affairs ('MCA') has, vide its circular No. 3/2025 dated 22nd Sept 2025, 9/2024 dated September 19, 2024, read along with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars'), allowed inter-alia the conducting of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ('SEBI'), vide Regulations 36(1), 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 36th AGM of the Company is being held through VC/OAVM on Wednesday, 23 September 2026, 11.00 am. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 'PGP House', No. 59, (Old No. 57), Sterling Road, Nungambakkam, Chennai 600034.

Members can join the AGM in VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Please note that, the facility for participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

Institutional investors/corporate shareholders: Institutional Investors/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 113 of the Act, as the case may be, to attend the AGM and vote through remote e-Voting, are requested to send their certified copy of the Board Resolution/Power of Attorney/Authority Letter to the Company by e-mail at secretarial@dharanifinance.com with a copy marked to evoting@cdsl.com or upload by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "e-Voting" tab in their login.

The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e., Friday, 18th September 2026, will be entitled to vote at the Meeting.

Despatch of Annual Report: In accordance with the aforesaid MCA Circulars and the SEBI Listing Regulations, the Notice of the AGM along with the 36th Annual report FY2025-26 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA')/ Depositories/ Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report is available, to those shareholder(s) who have not so registered their e-mail addresses.

The Company shall send physical copy of the Annual Report to those Members who request for the same at secretarial@dharanifinance.com or raise request with RTA – Cameo Corporate Services Limited at murali@cameoindia.com by mentioning their Folio No./DP ID and Client ID. The Notice convening the 36th AGM along with the Annual Report is also available on the website of the Company at www.dharanifinance.com and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited at www.bseindia.com and the website of CDSL at www.evotingindia.com.

For this 36th AGM of the company through VC/OAVM, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice.

The Company has appointed M/s Pankaj Mehta & Associates, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within 48 hours of the conclusion of the Meeting and the same, along with the consolidated scrutinizer's Report will be placed on the website of the company www.dharanifinance.com and on the website of CDSL at https://evoting.india.com. The results will simultaneously be communicated to the stock exchange.
All documents referred to in the accompanying Notice shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@dharanifinance.com

Since the 36th AGM is being held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this Notice.

The Register of Members and Share Transfer books will remain closed from 17th September 2026 to 23rd September 2026 (both days inclusive).

Particulars of Directors seeking re-appointment pursuant to Regulation 36(3) of the Listing Regulations is given in Annexures that forms part of this Notice

In accordance with the proviso to Regulation 40(1) of the SEBI (LODR) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.

Special window for re-lodgement of physical share transfer requests:
Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.

Simplification of Procedure for Issuance of Duplicate Share Certificates :
The SEBI Circular dated December 24, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

i) Value Up to Rs. 10,000: Undertaking on plain paper (no notarisation required)
ii) Value Above Rs. 10,000 and up to Rs. 10 Lakh: Single Affidavit-cum-Indemnity Bond
iii) Value Above Rs. 10 lakhs: Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement Further, Letter of Confirmation ('LOC') will not be issued effective April 2, 2026 and shares will be credited directly to the shareholder's demat

account by the Company/RTA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of LOC

Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-

a) the change in the residential status on return to India for permanent settlement, and

b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.

The following documents will be available for inspection by the Members electronically during the 36th AGM: Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013. Members seeking to inspect such documents can send an email to secretarial@dharanifinance.com by mentioning their name, DP ID and Client ID/Folio No. and Mobile No.

Dispute Resolution: SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login)

Dispensing the requirement of issuance of a Letter of Confirmation and direct credit of shares to the Demat Account of Member/Claimant :

As prescribed by SEBI, all investor service requests# are processed only in dematerialised form. In line with the earlier regulatory framework, the RTA was issuing Letters of Confirmation (LOC) to applicants upon processing their service requests. Such LOCs were required to be submitted by them to the respective Depository Participants within 120 days for credit of shares in their demat accounts.

With a view to simplifying the process for credit of securities, SEBI has recently dispensed with the requirement of issuing LOCs. Accordingly, upon processing the service requests, the RTA now credits the shares directly to the investors' demat accounts. LOCs issued earlier shall, however, remain valid and may be submitted by investors to their Depository Participants within 120 days from the date of issuance for dematerialisation.

 # Service Requests: Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the 36th AGM through VC/ OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dharanifinance.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023, General circular No. 09/2024 dated 19.09.2024 and circular No. 3/2025 dated 22nd Sept 2025 after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Sunday, 20th September 2026, 09.00 am. and ends on Tuesday, 22nd September 2026, 05.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with NSDL Depository	5) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@dharanifinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to

avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@ dharanifinance.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Information about the Directors Seeking Appointment/ Re-appointment in this Annual General Meeting is furnished here under Regulation 36 (3) (Listing Obligations and Disclosure Requirements) Regulation 2015 and 1 & 2 of Secretarial Standards on General Meetings:

Item No: 2: To appoint a director in place of Mrs. Visalakshi Periasamy, (DIN: 00064517) who retires by rotation in accordance with the provisions of the Companies Act, 2013 and, being eligible, offers himself for re-appointment

Name of the Director	Mrs. Visalakshi Periasamy
Director Identification Number (DIN)	00064517
Designation and Category of Director	Non-Independent Non-Executive Director
Date of birth and age	12/08/1946 and 79 years
Date of first appointment	10/05/1990
Qualifications	Graduate
Brief profile and experience, Expertise in specific functional areas	Mrs. Visalakshi Periasamy is a qualified paramedical professional with over 35 years of experience as a Medical Technologist in the United States. She served for more than 20 years as a Senior Medical Technologist at Johns Hopkins Hospital, Baltimore, Maryland, gaining extensive experience in healthcare administration and operations. She is also a Systems Analyst and holds a Bachelor of Business Administration (BBA) degree. In addition, she served as Director, Secretary, and Comptroller of PGP International, USA, where she was actively involved in the management of hospitality, real estate, and commercial property businesses. Her responsibilities included business administration, financial oversight, tax compliance, and coordination with public chartered accountants Her strong organizational and administrative capabilities have contributed significantly to the success of the organizations she has served.
Terms and conditions of re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
No. of Board Meetings attended during the Financial Year 2025-26	3
Directorships held in other companies (excluding Foreign Companies)	• Appu Hotels Limited • Dharani Sugars and Chemicals Limited • Dharani Credit and Finance Private Limited • PGP Educational and Welfare Society
Listed Entities from which he has resigned as Director in past 3 year	Nil
Memberships/Chairmanships of committees of other companies (excluding Foreign Companies)	Nil
Details of remuneration sought to be paid	Sitting Fees
Number of Equity Shares held in the Company	1,45,198 - 2.91% of the paid-up equity share capital
Relationship with other Directors and KMP of the Company	Spouse of Dr Palani G Periasamy, Chairman

BOARD REPORT

Dear Members,

Your directors present herein the 36th Annual Report of the Company along with the audited financial statements for the financial year ended 31st March 2026.

FINANCIAL SUMMARY

The Financial performance of the Company for the financial year ended 31st March 2026 is summarized as follows:

Rs. in Lakhs

Particulars	2025-26	2024-25
Income through Travel Operations, Finance Services and others	139.81	142.43
Expenditure (Employee & Administrative Expenses)	44.01	42.48
Profit / (Loss) before depreciation & Interest	95.80	99.95
Depreciation	8.90	9.92
Finance Cost & Net Loss on Fair value charges	5.83	5.49
Profit/ (Loss) after depreciation & Interest	81.07	84.54
Provision for Income Tax Current Deferred	 19.28 6.33	 17.85 (17.10)
Profit/(Loss) after Tax	55.46	83.79
Surplus brought forward	-	-
Profit available for appropriation	55.46	83.79
APPROPRIATIONS	-	-
Transfer to Statutory Reserves	11.09	16.76
Proposed Dividend	-	-
Net Surplus carried over	44.37	67.03

PERFORMANCE

OUTLOOK

The Company is presently engaged in NBFC activities within a limited areas in the state of Tamil Nadu. The Company is planning to expand its operations in and around parts of State of Tamil Nadu and is taking active steps to upscale its business in the coming years.

During the year under review your company has established a liaison office in the form of travel desk at Hotel Le Meridien, Neelambur, Coimbatore - 641 048 to facilitate and coordinate vehicle registration and other related administrative matters in connection with its lease finance operations. This office does not undertake any financing activities.

In view of the Net Owned Funds (NOF) requirements prescribed under applicable regulatory provisions, the Company is considering the infusion of additional capital to strengthen its capital base and ensure continued compliance with statutory requirements.

RESERVES

Your Board Directors has not recommended transferring any amount to General Reserve Account during the year. However your company has transferred Rs.11.09 Lakhs to the statutory reserve as per the RBI guidelines.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, the Company has continued to operate as a Non-Deposit Accepting, Base layer Non-Banking Financial Company (NBFC) and has not considered any change in its existing nature of business model.

DIVIDEND & DIVIDEND DISTRIBUTION POLICY

During the year under review to conserve the cash flow, your Board of Directors has not recommended any dividend. The Board has decided to retain all earnings for the current period and such retained earnings will be used to fund future investments and support the company's continued growth. Pursuant to Regulation 43A of LODR Regulation 2015, the regulations related to Dividend Distribution Policy are not applicable to the Company.

SHARE CAPITAL

There is no change in the Share Capital of the Company either the Authorized Capital or the issued Capital. The Paid-up equity capital as on March 31, 2026 continues to remain at Rs.4,99,44,000/-. During the year under review, the company has not issued shares with differential voting rights nor granted stock options or sweat equity or bonus shares. The Company has not bought back any of its securities during the year under review.

ANNUAL RETURN

The details forming part of the annual return in the prescribed Form MGT-7 as per Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available at the website www.dharanifinance.com.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year under review, your company's board of directors comprised of six (6) directors, consisting of two independent directors, a women director, two non-executive directors and a Managing Director as tabled below:

DIN	Name	Designation
00081002	Dr. Palani G Periasamy	Director
00064517	Mrs. Visalakshi Periasamy	Director
10693633	Mr. R. Murugavel	Managing Director
09048245	Mr. P G Muthusamy, IRS (R)	Director
10461017	Mr. P R Shampath, IAS (R)	Director
00277906	Mr. K. Kandasamy (till 16.05.2026)	Director

During the year under review, there was no changes in the composition of Board of directors of the Company. However, Mr. Kolandagounder Kandasamy, Director has vacated from his office as per Section 167(1)(b) with effect from 16th May 2026.

In pursuance of Section 152 of the Companies Act, 2013 and the rules framed there under Mrs. Visalakshi Periasamy, Non-Executive Director (DIN 00064517), of the Company is liable to retire by rotation, at the 36th Annual General Meeting and being eligible offers herself for reappointment.

The resolution seeking members approval for the re-appointment of Mrs. Visalakshi Periasamy as a Director of the Company is included in the Notice convening the 36th Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience, and they fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the management.

The Board of Directors has carried out an annual evaluation of its own performance, working of its Committees and Individual Directors of the Company pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder and SEBI (LODR) Regulations. The performance was evaluated by the Board after seeking input from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc

Pursuant to the provisions of Schedule IV of the Companies Act, 2013, the Independent Directors of the Company had a separate meeting during the financial year without the attendance of non-independent Director at its meeting held on 11th Feb 2026, the performance of the Non-Independent Directors, the Board as a whole was evaluated, taking into account the views of Directors.

With regard to Key Managerial Personnel, During the year under review, there was no change in the office of Key Managerial Personnel, the following persons continue to be in their designation as follows:

- Mr. R. Murugavel, Managing Director;
- Mr. N. Sivabalan, Chief Financial Officer;
- Ms. Saloni Jain, Company Secretary & Compliance Officer.

MEETINGS OF THE BOARD

During the financial year ended 31 March 2026, four (4) meetings of the Board of Directors were held on 28 May 2025, 11 August 2025, 12 November 2025, and 11 February 2026. The details of attendance at these meetings are provided in the table below:

Name of Directors	No of meeting entitled to attend	No of meeting attended
Dr. Palani G Periasamy	4	4
Mrs. Visalakshi Periasamy	4	3
Mr. P. G Muthusamy, IRS (R)	4	4
Mr. P. R Shampath, IAS (R)	4	4
Mr. R. Murugavel	4	4
Mr. K. Kandasamy	4	0

AUDIT COMMITTEE

Your Company has an Audit Committee pursuant to the requirements of the Act read with Rules framed thereunder and SEBI (LODR) Regulations, 2015. During FY 2025-26, the recommendations of Audit Committee were duly accepted by the Board.

During the year under review, the Audit Committee met four (4) times, on 28 May 2025, 11 August 2025, 12 November 2025, and 11 February 2026. The composition of the Committee and the attendance of its members at the meetings are provided in the table below:

Name of Directors	Designation	No of meeting entitled to attend	No of meeting attended
Mr. P. G Muthusamy, IRS (R)	Chairman	4	4
Mr. P. R Shampath, IAS (R)	Member	4	4
Mr. R.Murugavel	Member	4	4

NOMINATION AND REMUNERATION COMMITTEE

The Company has in place a Nomination and Remuneration Committee in terms of the requirements of the Companies Act, 2013 read with the rules made there under and SEBI (LODR) Regulations. The Board has accepted the recommendations of the Nomination and Remuneration Committee and there were no incidences of deviation from such recommendations during the financial year under review.

During the year under review, the Nomination and Remuneration Committee met only once on 28 May 2025 and the details of the directors comprising the committee, meetings held, and attendance of each Director are as tabled below:

Name of Directors	Designation	No of meeting entitled to attend	No of meeting attended
Mr. P. G. Muthusamy, IRS (R)	Chairman	1	1
Mr. P. R Shampath, IAS (R)	Member	1	1
Mr. Visalakshi Periasamy	Member	1	1

STAKEHOLDER RELATIONSHIP COMMITTEE

The Company has in place a Stakeholders Relationship Committee in terms of the requirements of the Companies Act, 2013 read with the rules made there under.

During the year under review, the Stakeholder Relationship Committee met only once on 28 May 2025 and the details of the directors comprising the committee, meetings held, and attendance of each Director are as tabled below:

Name of Directors	Designation	No of meeting entitled to attend	No of meeting attended
Mr. P. R Shampath IAS (R)	Chairman	1	1
Mr. R. Murugavel	Member	1	1

CREDIT COMMITTEE MEETING

The Company has formulated a comprehensive credit policy to identify and support customers and corporate entities requiring financial assistance for the enhancement and growth of their businesses.

In this regard, a Board-level Committee was constituted on 28 May 2025 to review and sanction credit facilities across various lines of business, in accordance with the delegation matrix approved by the Board.

The detailed terms of reference of the Committee are available on the Company's website: www.dharanifinance.com.

During the year under review, the Credit Committee met 4 (four) times on 02 June 2025, 11 August 2025, 12 November 2025 and 11 February 2026 and the details of the committee, meetings held, and attendance are as tabled below:

Name of Directors	Designation	No of meeting entitled to attend	No of meeting attended
Mr. P.R Shampath, IAS (R)	Chairman	4	4
Mr. R. Murugavel	Member	4	4
Mr. N. Sivabalan	Member	4	4

RISK MANAGEMENT COMMITTEE

The Board of Directors has constituted a Risk Management Committee, comprising a majority of the Directors, in accordance with the applicable provisions of the Reserve Bank of India (RBI) regulations.

During the Financial year the committee met only once on 11 Feb 2026.

The composition of the Committee and the attendance of its members at the meetings are as follows:

Name of Directors	Designation	No of meeting entitled to attend	No of meeting attended
Mr. P. R Shampath, IAS (R)	Chairman	1	1
Mr. P. G Muthusamy, IRS (R)	Member	1	1
Mr. R. Murugavel	Member	1	1

The Committee is entrusted with the responsibility of evaluating the overall risk profile of the Company, including, but not limited to, liquidity risk, and of reporting its observations and recommendations to the Board of Directors. It ensures the establishment and maintenance of a robust risk management framework, whereby all material risks are identified, assessed, monitored, and mitigated in alignment with the Company's strategic objectives.

INDEPENDENT DIRECTORS' MEETING

Pursuant to the Companies Act 2013, the independent directors must hold at least one meeting in a financial year without attendance of non-independent directors and members of the Management. Accordingly, independent directors of the Company met on 11th Feb 2026 and:

- noted the report of performance evaluation from the Chairman of the Board for the year 2025-26;
- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairman of the Board, taking into account the views of executive and non-executive directors; and
- assessed the quality, quantity, and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

COMPLIANCE WITH CODE OF CONDUCT

All Board members and employees have affirmed compliance with the Company's Code of Conduct for Financial year 2025-26.

POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION

The Company's policy on Directors, Senior Management appointment and remuneration and other matters provided in Section 178 (3) of the Companies Act, 2013.

Its core objective is to ensure that the remuneration structure is reasonable, competitive, and aligned with the company's performance. It aims to attract, retain, and motivate highly competent individuals while striking a balance between short-term and long-term goals to drive sustainable growth. The policy is available for reference on the company's official website at the following link: www.dharanifinance.com

CORPORATE SOCIAL RESPONSIBILITY

Your Company does not fall in the threshold limit specified under Section 135 of the Companies Act and hence not mandated to formulate a Corporate Social Responsibility Policy or spend the prescribed amounts.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the section 134 (5) of the Companies Act, 2013, your directors, to the best of the knowledge and ability, confirms as follows:

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

WHISTLE-BLOWER POLICY/VIGIL MECHANISM

In accordance with Section 177 of the Companies Act, 2013 Company has formulated a Vigil Mechanism and has a whistle blower policy in place to address genuine concerns or grievances, if any, of the directors, customers and employees. The whistle blower policy is available on the website of the Company at www.dharanifinance.com.

STATUTORY AUDIT & MANAGEMENT EXPLANATION

Your Company has appointed M/s. Srivatsan & Associates, Chartered Accountants (FRN: 014921S) as Statutory Auditors for the Company in the 32nd Annual General Meeting held on 29th December 2022 to hold the office till the conclusion of the 37th Annual General Meeting (Till FY 2026-27).

The Independent Auditors' Report(s) to the Members of the Company in respect of the Financial Statements for the Financial Year ended 31st March 2026 forms part of this Annual Report and auditor has provided qualified opinion with regard to the financial statements for the year ended 31st March 2026 and the same is as follows:

Qualification	Management Explanation
a. Recovery of amount due from major customer aggregating to Rs. 272 Lakhs, which is considered doubtful due to uncertainty in the receipt of funds.	The Management is of the opinion that based on the discussion with the customer that the full repayment of the outstanding receivable is expected to be received.
b. Had the company considered making provision for the outstanding balance referred to in (a) above, the net owned funds of the Company as at March 31, 2026 will be lower than the limits prescribed under section 45-IA of the Reserve Bank of India Act, 1934 for a Non-Banking Financial Services Company (NBFC). Thus, the Company's ability to continue as an NBFC and as a going concern may depend on infusion of further capital to meet the minimum net owned funds criteria as per RBI norms within the prescribed time limit and on identification of alternative business plans	

DETAILS OF FRAUD

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government during FY 2025-26.

SECRETARIAL AUDIT

Your Company has appointed M/s. Damodaran & Associates, LLP, Company secretaries (FRN: L2019TN006000) as Secretarial Auditors of the Company in the 35th Annual General meeting held on 24th Sep 2025 for the term of 5 years from FY 2025-26 to 2029-30.

The secretarial audit report forms part of this annual report as Annexure 1 and contains no qualification, reservation or adverse remark or disclaimer in the Audit Report.

INTERNAL AUDIT

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and all other applicable provisions (including any amendment thereof) if any of the Companies Act, 2013, M/s. R Balachandran & Co., Chartered Accountants, (FRN 000323S), Chennai was appointed as the Internal Auditors of the company for the Financial Year 2025-26.

However, Pursuant to the recommendation of the Audit committee, your Board of directors had approved to reappoint M/s. R Balachandran & Co., Chartered Accountants, (FRN 000323S) Chennai as the internal auditors for the financial year 2026-27.

COST AUDIT

During the year under review, your Company does not fall under the category of Section 148 of Companies Act, 2013.

LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 186(11) (a) of the Act read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by an NBFC registered with the RBI are exempt from the applicability of the provisions of Section 186 of the Act. However, for the details of loans, guarantees, investments made by the Company are given in notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has in place a policy on related party transactions as approved by the Board and the same is available on the website of the Company. All transactions with related parties that were entered into during the financial year were in the ordinary course of business and were on an arm's length basis. There were no significant transactions with promoters, Directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

There were no contracts or arrangements entered into with related parties during the year to be disclosed under sections 188(1) and 134(h) of the Act in form AOC-2. An omnibus approval of the Audit Committee was obtained for the transactions of the Company proposed to be entered into with related parties at the beginning of the financial year. The transactions entered into pursuant to the approval so granted were placed before the audit committee for its review on a quarterly basis.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has been in compliance with the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, with respect to Meetings of Board and its Committees and General Meetings respectively.

MATERIAL CHANGES AND COMMITMENTS

There was no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

FOREIGN EXCHANGE EARNINGS AND OUT-GO, CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

A. Foreign Exchange Earnings & Out-Go

During the year, the Company did not have any foreign exchange earnings and outgo.

B. Conservation of energy

As a Non-Banking Financial Company (NBFC), the Company does not engage in energy-intensive manufacturing activities. However, the Company remains conscious and prudent in its energy consumption and integrates sustainability considerations into its day-to-day operations.

With regard to Rule 8 of the Companies (Accounts) Rules, 2014, the details are as follows:

- Steps taken or impact on conservation of energy: The Company continuously adopts and promotes energy-efficient practices across its offices and operational facilities, including the use of energy-saving equipment, optimization of lighting and air-conditioning systems, and regular monitoring of energy usage to identify opportunities for improvement.
- Steps taken by the Company for utilizing alternate sources of energy: Nil
- Capital investment on energy conservation equipment: Nil

C. Technology Absorption

As a Non-Banking Financial Company (NBFC), the Company uses basic technology required for its operations, such as accounting systems, record management, and communication tools. These systems are maintained and updated as needed to ensure smooth functioning. The Company adopts simple digital processes wherever feasible to improve efficiency and continues to use technology in line with its operational requirements.

SUBSIDIARIES / ASSOCIATES / JOINT VENTURES

During the year under review, your Company has no Subsidiary / Associate / Joint Venture.

PARTICULARS OF EMPLOYEES REMUNERATION

The ratio of remuneration of each Director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013 and information relating to employees to be disclosed under Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed to and forms part of this report as Annexure 2.

RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed a comprehensive Risk Management Policy and constituted a Risk Management Committee, as detailed earlier in the report, as risk management forms an integral part of our business strategy. As a lending institution, the Company is exposed to various risks inherent in its operations. The objective of our risk management processes is to identify, measure, monitor, and mitigate these risks, in accordance with policies and procedures and strictly following the directions issued by the Reserve Bank of India (RBI).

The Company's Risk Management Committee of the Board of Directors, constituted in accordance with the Companies Act and applicable RBI regulations, has overall responsibility for overseeing the implementation of the Risk Management Policy. The Committee meets once every six months to review the overall risk position and evaluate the effectiveness of risk management practices.

During each meeting, the Committee reviews reports detailing major developments in various risk areas over the reporting period, along with the measures in place to manage them. Recommendations and directions from the Committee for strengthening risk management practices are implemented across the Company in both letter and spirit. The primary responsibility for managing day-to-day risks rests with the heads of the respective business units.

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 & to the Chairman of the Board. 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 undertakes 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

Your Company being a Non-Deposit Taking NBFC, has not accepted any deposits from the public during the year under review.

CORPORATE GOVERNANCE

Pursuant to the regulation 15(2) SEBI (LODR) regulations, 2015, Your Company does not come under the ambit of the said provisions.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual harassment policy in line with the requirements of 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 as sexual harassment. All employees are covered under this policy. No complaints were received during the year 2025-26.

The details as per Rule 8 Companies (Accounts) Rules, 2014 is as follows:

number of complaints of sexual harassment received in the year	Nil
number of complaints disposed-off during the year	Nil
number of cases pending for more than ninety days	Nil

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis for the year under review as stipulated under Regulation 34(2) of the SEBI (LODR) Regulations, highlighting the business details, is attached and forms part of this report as Annexure 3.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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.

DEMATERIALISATION OF SHARES

As on March 31, 2026, 81.60% of the Company's paid-up Equity Share Capital exists in dematerialized form, with the remaining 18.40% in physical form. Your Company has updated the relevant forms in the website of the company regarding the procedure to convert their physical shares into dematerialized form. The shareholders can access those form to convert their physical holdings into dematerialised form.

The Company's Registrar and Share transfer Agent is M/s. Cameo Corporate Services Limited, Subramanian Building, No 1, Club House Road, Chennai, Tamil Nadu, 600002.

UNCLAIMED DIVIDEND

In accordance with Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund (Accounting, Audit, Transfer, and Refund) Rules, 2016, any dividends that remain unclaimed or unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF").

During the Financial Year 2025-26, the Company has not transferred any amounts to the IEPF. Shareholders whose dividends are eventually transferred to the IEPF may claim the same by applying to the IEPF Authority in the prescribed form, as detailed on the Company's website at www.dharanifinance.com. Once the dividend is transferred to the IEPF, no claim shall lie against the Company in respect of such dividend.

GENERAL

Your directors state that no disclosure or reporting is required of the following matter as there were no transactions on these matters during the year under review:

- Issue of equity shares with differential rights.
- Issue of shares to employees of the Company under any scheme.
- There are no proceedings pending under the Insolvency and Bankruptcy code, 2016.
- There was no instance of one-time settlement with any Banks or financial institution.
- The provision of Maternity Benefit act 1961 is not applicable to the company for the financial year ended 31st March 2026.

ACKNOWLEDGEMENT

The Board of Directors sincerely appreciates the hard work and dedication of all the employees and executives of the Company. Their efforts have played an important role in the Company's growth and success.

The Board also takes this opportunity to thank the Company's customers, shareholders, and other stakeholders for their continued support and trust. Their confidence in the Company means a lot.

For and on behalf of the Board of Directors

Dr Palani G Periasamy
Chairman
DIN: 00081002

Date: 16 May 2026
Place: Chennai

Annexure 1 to the Board Report

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
DHARANI FINANCE LIMITED
(CIN: L65191TN1990PLC019152)
New No.59 (Old No.57) Sterling Road,
Nungambakkam,
Chennai, Tamil Nadu, India, 600034.

We, M Damodaran & Associates LLP, Practicing Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. DHARANI FINANCE LIMITED (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion there on.

Based on our verification of the Company's 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 ('Audit Period') 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 hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(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’) including amendment/ re-enactment made thereto; (to the extent applicable)
(a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act, 2013 and dealing with clients;
(e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’);
(f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
(vi) Reserve Bank of India Act, 1934 and Guidelines and Directions issued by the RBI as applicable to the NBFC Companies.

We have also examined compliance with the applicable clauses of the following:
(i) The Listing Agreement entered into by the Company with BSE Limited; and
(ii) Secretarial Standards (SS-1) for Board Meeting and Secretarial Standards (SS-2) – for General Meeting issued by the Institute of Company Secretaries of India.

During the audit period, the Company has complied with the applicable provisions of the Acts, Rules, Regulations, Guidelines, Secretarial Standards, etc. mentioned above and there are no other specific observations requiring any qualification on non-compliances.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice was given to all directors to schedule the Board & Committee Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance for meetings 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board and Committees were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company to commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period under review,

a. Board of Directors of the Company, at their meeting held on November 12, 2025, approved for availing financial assistance and/or banking facilities for enhancing the lease finance division, from one or more banks and/or financial institutions, up to an aggregate limit of Rs. 1,00,00,000/- (Rupees One Crore only) pursuant to provisions of Section 179 (3) (d) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

b. the shareholders of the Company, inter alia, have passed ordinary resolution at the Annual General Meeting held on September 24, 2025 under Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 for the appointment of M/s. M Damodaran & Associates LLP, Practicing Company Secretaries (Firm Registration Number L2019TN006000), as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030.

For M Damodaran & Associates LLP

Kalayarasi Janakiraman
Partner
M No.: 29861 | CP No.: 19385
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: A029861H000380411

Place: Chennai
Date: 16 May, 2026

(This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report)

Annexure 1 to the Secretarial audit report

To
The Members,
DHARANI FINANCE LIMITED
(CIN: L65191TN1990PLC019152)
New No.59 (Old No.57) Sterling Road,
Nungambakkam, Chennai, Tamil Nadu, India, 600034.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on the audit conducted by us.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M Damodaran & Associates LLP

Kalayarasi Janakiraman
Partner
M No.: 29861 | CP No.: 19385
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: A029861H000380411

Place: Chennai
Date: 16 May, 2026

Annexure 2 to the Board Report

Remuneration details under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended for the financial year ended 31 March 2026

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

S. No	Name of Director & KMP	Designation	Ratio of the remuneration of each Director and KMP to the median remuneration	% Increase in remuneration in the financial year
1	Mr. R. Murugavel	Managing Director	3.01: 1	55.00
2	Mr. N. Sivabalan	Chief Financial Officer	1:1	47.37
3	Ms. Saloni Jain	Company Secretary	0.7: 1	21.05

(ii) the percentage increase in the median remuneration of employees in the financial year; 47.37%

(iii) the number of permanent employees on the rolls of company: 3 (Three)

(iv) the key parameters for any variable component of remuneration availed by the directors: NA

(v) affirmation that the remuneration is as per the remuneration policy of the company: Yes, Company affirms that remuneration is paid as per the remuneration policy of the company

(vi) Average percentile increase already made in the salaries of employees : For FY25-26, there were no employees other than the key managerial personnel. Accordingly, disclosure relating to the average annual increase in remuneration of employee other than the key managerial personnel is not applicable. The average increase in the remuneration of key managerial personnel during the year is 41.14%

For and on behalf of the Board of Directors

Dr Palani G Periasamy
Chairman
DIN: 00081002

Date: 16 May 2026
Place: Chennai

Annexure 3 to the Board Report

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry structure and developments

The Indian economy is experiencing sustained growth in the financial sector, supported by continuous liberalisation measures. Publications by the Government of India and the Reserve Bank of India highlight that, the Non-Banking Financial Company (NBFC) sector has emerged as a key contributor to credit intermediation, improving credit penetration across retail, MSME, and other segments.

The NBFC sector has demonstrated resilience and stable growth, supported by improved asset quality, stronger capital adequacy, and enhanced regulatory oversight. The focus on financial inclusion, digitalisation, and prudent risk management practices has further strengthened the sector's role in supporting overall financial stability.

Dharani Finance Limited is currently in a developing stage within this competitive financial services environment. The Company is progressively strengthening its market position by leveraging its experience, expanding its network, and maintaining robust systems and processes. It remains committed to adopting sound governance practices and aligning with regulatory expectations.

During the financial year 2025–26, Dharani Finance Limited continues to focus on improving operational efficiency, enhancing customer service, and expanding its reach. The Company aims to increase its contribution to credit delivery for both individual and corporate customers, while maintaining a balanced approach towards growth, asset quality, and risk management. The long-term objective is to achieve sustainable growth and create value for all stakeholders.

Opportunities and Threats:

Opportunities

- The continued growth of the Indian economy and increasing financial inclusion, as supported by initiatives of the Government of India and regulations of the Reserve Bank of India, provide significant opportunities for NBFCs.
- Rising demand for credit from retail customers, MSMEs, and small businesses offers strong growth potential.
- Increasing adoption of digital financial services enables better customer reach, faster processing, and improved operational efficiency.
- Expanding rural markets create new avenues for business growth.
- Supportive regulatory framework and focus on strengthening the NBFC sector enhance long-term stability and growth prospects.

Threats

- Intense competition from other NBFCs, and fintech companies may impact market share and margins.
- Changes in regulations and compliance requirements by the Reserve Bank of India may increase operational costs.
- Economic uncertainties, inflation, or slowdown may affect borrowers' repayment capacity and asset quality.
- Rising interest rates can impact borrowing costs and profitability.
- Credit risk and asset quality concerns remain key challenges in the NBFC sector.
- Maintenance of Net owned requirements as per RBI Directions.

Segment–wise or product-wise performance.

Despite facing various internal and external challenges during the year, the Company maintained a resilient financial performance. The loan book increased from Rs. 838.44 lakhs in FY 2024–25 to Rs. 896.00 lakhs in FY 2025–26, primarily driven by growth in the corporate business loan segment, which helped offset the relatively weaker performance in the retail consumer segment.

Net Interest Income (NII) for the year stood at Rs. 78.99 lakhs, compared to Rs. 82.18 lakhs in the previous financial year. Consequently, Profit After Tax (PAT) for the current financial year amounted to Rs. 55.46 lakhs, as against Rs. 83.79 lakhs reported in FY 2024–25.

The Retail segment continued to demonstrate moderate growth, with the number of loan accounts increasing during FY 2025–26, reflecting the Company's sustained focus on expanding its customer base and strengthening its presence in the segment.

Outlook

Looking ahead, Company remains cautiously optimistic about the upcoming financial year. The lending business continues to display resilience and is expected to sustain its positive momentum.
Company remains committed to generating sustainable value for stakeholders through prudent risk management, technology-driven innovation, and a strong focus on customer-centric lending practices.

Risks and concerns

Company maintains vigilant oversight of both external and internal risks to ensure robust mitigation strategies are in place. This proactive approach enables the company to effectively manage emerging threats, capitalize on new opportunities, and respond swiftly to challenges. The principal risks and concerns currently identified are:

- A potential slowdown in the global or Indian economies, possibly triggered by heightened geopolitical tensions.
- A potential downturn in the real estate sector, which may impact collections and loan book growth.
- Difficulties in accessing funds at competitive borrowing costs, which could influence profitability and hinder growth objectives.

  Through continuous monitoring of these risks, Company is committed to proactive risk management and seeks to sustain financial strength while pursuing opportunities for long-term growth.

Internal 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 & to the Chairman of the Board. 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 undertakes 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.
Material developments in Human Resources / Industrial Relations front, including number of people employed.

The Company considers its workforce as the cornerstone of its ongoing success. The well-being and motivation of employees are recognized as direct drivers of organizational productivity, efficiency, and overall performance. The company strives to nurture a positive, supportive work environment that addresses employee needs and cultivates a strong sense of belonging and dedication. There are no significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, during the financial year.

Cautionary Statement

The Management Discussion and Analysis Report contains certain forward-looking statements, which are based on the current expectations, estimates, and assumptions of the Company. These statements are subject to various risks and uncertainties that could cause actual results to differ materially from those expressed or implied.

The statements made above are based on current expectations and assumptions. Actual results may vary due to changes in business, economic, or other factors affecting the Company.

Investors should exercise caution and make their own assessment before taking any investment decisions.

For and on behalf of the Board of Directors

Dr Palani G Periasamy
Chairman
DIN: 00081002

Date: 16 May 2026
Place: Chennai

Independent Auditors' Report to the members of Dharani Finance Limited

Report on the audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Dharani Finance Limited, ("the Company"), which comprise of the Balance Sheet as at March 31, 2026, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, subject to the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended as on that date.

Basis for Qualified Opinion

We draw attention to the following matters:

a) Note 42 - The Company has not received interest on inter-corporate deposits for Rs. 200 Lakhs given to M/s. Aryav Exports Private Limited on July 14, 2017. Hence no interest is accrued for the financial year 2024-25 and 2025-26.

b) Had the Company considered making provision for the outstanding balance referred to in (a) above, the net owned funds of the Company as at March 31, 2026 will be lower than the limits prescribed under Section 45-IA of the Reserve Bank of India Act, 1934 for a Non-Banking Financial Services Company (NBFC). Thus, the Company's ability to continue as an NBFC and as a going concern may depend on infusion of further capital to meet the minimum net owned funds criteria as per RBI norms within the prescribed time limit and on identification of alternative business plans.

c) The matters referred to in (a) to (b) also cast a significant doubt on the Company's ability to continue as a going concern and accordingly, we are unable to comment on the appropriateness of management's assumption of preparing the standalone financial statements on a going concern basis.

Our opinion on the financial statements is qualified in respect of the matters (a) to (b) referred above. The above matters have also been qualified in the audit opinion on the audited financial statements of earlier years.

We conducted our audit in accordance with the standards on auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

The matters more fully explained in the Basis for Qualification Section of our opinion cast a significant doubt on the Company's ability to continue as a going concern. Considering the management estimate of recovering the entire outstanding from the major customer, we were informed that these financial statements have been prepared on a going concern basis. This is a matter of qualification in our opinion on these financial statements.

Key audit matters

Dues from a major customer

We draw attention to the fact that in the previous year's audit report, recovery of Inter Corporate Deposit (ICD) from one of the major customers of the Company, against whom Corporate Insolvency Resolution Process (CIRP) proceedings had been initiated pursuant to the order of the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench dated May 5, 2020, was reported as a Key Audit Matter.

The resolution plan was approved by the Hon'ble NCLT on December 20, 2023. During the previous year, the Company had received part repayment along with accrued interest and the balance outstanding ICD amounting to INR 305 Lakhs was extended for repayment up to March 31, 2026.

The said balance amount of INR 305 Lakhs has subsequently been received by the Company on June 13, 2025 along with applicable interest. Accordingly, no material uncertainty exists as at the date of this report regarding recovery of the said amount.

In our opinion and based on the information and explanations given to us, there are no other key audit matters to be communicated in our report, other than those morefully described in the basis of qualified opinion paragraph of our report which describes the uncertainties arising regarding repayment by the major customers.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 financial statements that give a true and fair view the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditors' responsibility for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in Annexure "A" a statement on the matters specified in clauses 3 and 4 of the Order.

As required by Section 143 (3) of the Act, based on our audit 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 **except for the matters stated in the paragraph v below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;**

c) In our opinion, subject to our comments in the basis for qualified opinion section above, the balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows comply with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS), as amended from time to time, prescribed under Section 133 of the Companies Act, 2013;

d) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the books of account;

e) On the basis of the written representations received from the directors of the Company as on March 31, 2026 taken on record by the board of directors, none of the directors are disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act; and

h) With respect to the other matters to be included in the auditors' report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 litigation 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; and

iii. There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the Company.

iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,

a) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

b) no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As required under rule 11(g) of the companies (Audit & Auditors) Rule 2014, as amended, we report that the company has maintained an audit trail (edit log) facility in the accounting software used for maintaining its books of account, which has operated throughout the year for all the relevant transactions recorded in the software, and we have not come across any instance of audit trail feature having been tampered with during the year. However, the audit trail facility was not maintained for the financial years prior to 1 April 2025. Accordingly the company has not complied with the requirements for preservation of audit trail records for the earlier financial years commencing on or after 1 April 2023, as required under the applicable provisions of companies act, 2013, read with the guidance issued by the Institute of Chartered Accountants of India, which requires such records to be preserved for a minimum period of 8 years.

vi. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

For Srivatsan & Associates
Chartered Accountants
Firm Registration Number 014921S

N Srivatsan
Proprietor
Membership Number 230195
UDIN: 26230195QDGYKL5176

Place: Chennai
Date: 16 May 2026

"Annexure A" to the Independent Auditors' Report

(Referred to in Paragraph 1 under Report on Other Legal and Regulatory Requirements' section of our report to the members of Dharani Finance Limited of even date)

(i)

(a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have any intangible assets.

(b) According to the information and explanations given to us, the Property, Plant and Equipment were physically verified by the management during the year. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the Company does not possess any immovable property. Hence clause 3 (i) (c) of the Order is not applicable.

(d) The Company has not revalued any of its Property, Plant and Equipment and Intangible Assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended) and rules made thereunder.

(ii)

(a) The company is a non-deposit accepting Non-Banking Finance Company (NBFC) and accordingly does not hold any inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of 5 Crore in aggregate from banks on the basis of security of current assets at any point of time during the year. Hence clause 3(ii)(b) of the Order is not applicable.

(iii) According to information and explanation given to us, the Company has granted inter corporate loans to a Company covered in the register required to be maintained under section 189 of the Companies Act, 2013. The Company has not granted any other loans, secured or unsecured to firms, limited liability partnerships or other parties covered in the register required to be maintained under section 189 of the Companies Act, 2013. In respect of loans and advances given as aforesaid, we report that:

(a) the terms and conditions of the acceptances of such deposits are, in our opinion, prima facie, not prejudicial to the Company's interest

(b) the schedule of repayment of principal and payment of interest has been stipulated, and repayments of principal amounts have been regular as per stipulations as detailed under Basis for Qualified Opinion and

(c) The company has not accrued or received interest for the financial year in respect of the inter corporate deposit of Rs. 200 Lakhs given to M/s. Aryav Exports Private Limited.

Due to uncertainties involved, we are unable to comment on the recoverability or otherwise of the above loans.

(iv) In our opinion and according to information and explanation given to us, the Company has not granted any loans or provided any guarantees or given any security to which the provisions of section 185 of the Act are applicable. In respect of investments made by the Company and loans given to parties other than those covered in Section 185 of the Act, the Company had complied with the provisions of Section 186 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under Clause 3(v) of the Order is not applicable to the Company.

(vi) According to information and explanations given to us, the Central Government has not specified maintenance of cost records under subsection (1) of section 148 of the Act, in respect of Company's services / business activities. Accordingly, reporting under Clause 3(vi) of the Order is not applicable.

(vii)

a) According to the information and explanations given to us and the records of the Company examined by us, undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities. There are no undisputed statutory dues outstanding as at March 31, 2026 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited as at March 31, 2026 on account of dispute.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.

(ix) In our opinion and according to the information and explanations given to us, the Company has not taken any term loans during the year and accordingly, the provisions of the clause 3 (ix) of the Order are not applicable to the Company.

(x)

(a) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly Clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under Clause 3(x)(b) of the Order is not applicable to the Company.

(xi)

(a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company. Therefore, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, the Company have an internal audit system, commensurate with the size and nature of its business.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under Clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi)

(a) 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.

Had the Company considered making provision for the outstanding balance referred to in the basis for qualification section of our opinion on financial statements, the net owned funds of the Company as at March 31, 2026 will be lower than the limits prescribed under Section 45-IA of the Reserve Bank of India Act, 1934 for a Non-Banking Financial Services Company (NBFC). Thus, the Company's ability to continue as an NBFC may depend on infusion of further capital to meet the minimum net owned funds criteria as per RBI norms within the prescribed time limit.

(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under Clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under Clause 3(xviii) of the Order is not applicable to the Company.

(xix) In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans and based our comments in the Basis for Qualified Opinion Section of our report, we are unable to comment whether there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) There is no liability of the Company under the provisions of Section 135 of the Act. Accordingly, reporting under Clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Srivatsan & Associates
Chartered Accountants
Firm Registration Number 014921S

N Srivatsan
Proprietor
Membership Number 230195
UDIN: 26230195QDGYKL5176

Place: Chennai
Date: 16 May 2026

“Annexure B” to the Independent Auditors’ Report

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Dharani Finance Limited of even date)

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 Dharani Finance Limited (‘the Company”) as of March 31, 2026 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 (‘ICAI’). 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 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 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 that the audit evidence we obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control systems 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 March 31, 2026, 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 Srivatsan & Associates
Chartered Accountants
Firm Registration Number 014921S

N Srivatsan
Proprietor
Membership Number 230195
UDIN: 26230195QDGYKL5176

Place: Chennai
Date: 16 May 2026

Balance Sheet as at March 31, 2026

(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Financial Assets			
Cash and cash equivalents	4	23.01	11.85
Trade receivables	5	-	38.19
Loans	6	896.00	838.44
Investments	7	17.85	15.89
Other Financial Assets	8	79.43	80.04
		1016.29	984.42
Non-financial Assets			
Current Tax Assets	9	26.30	10.47
Deferred Tax Assets	10	10.77	17.10
Property, plant and equipment	11	43.26	2.14
Right of use asset	11	16.79	1.54
Other non-financial assets	12	10.83	3.11
		107.95	34.37
Total Assets		1,124.24	1,018.78
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Payables			
Trade payables	13	0.54	15.73
Deposits	14	0.94	1.40
Lease Liability	15	17.47	3.83
Loans	16	45.48	-
		64.42	**20.96**
Non-Financial Liabilities			
Provisions	17	50.69	43.32
Other non-financial liabilities	18	6.00	6.15
		56.69	**49.47**
Total liabilities		**121.11**	**70.43**
EQUITY			
Equity Share Capital	19	499.72	499.72
Other Equity	20	503.41	448.63
		1,003.13	**948.35**
Total liabilities and equity		**1,124.24**	**1018.78**

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For SRIVATSAN & ASSOCIATES
Chartered Accountants
FRN : 014921S

N.SRIVATSAN
Proprietor
Membership No. 230195
UDIN: 26230195QDGYKL5176

Place : Chennai
Date : 16 May 2026

For and on behalf of the board of directors of
Dharani Finance Limited

Dr. PALANI G PERIASAMY
Chairman
DIN : 00081002

MURUGAVEL RAMASAMY
Managing Director
DIN: 10693633

SALONI JAIN
Company Secretary
M. No. A54383

N.SIVABALAN
Chief Financial Officer

Statement of Profit and Loss for the year ended March 31, 2026

(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
Income			
1 Revenue from operations	21		
Interest Income		78.99	82.18
Dividend Income		0.26	0.17
Gain on fair value changes		7.90	7.70
Sale of services		51.65	50.28
Total revenue from operations		139.80	140.33
2. Other income	22	1.01	2.10
3. Total income (1+2)		**139.81**	**142.43**
4. Expenses			
Finance costs	23	(0.11)	1.62
Net Loss on fair value changes	24	5.94	3.87
Employee benefit expenses	25	21.60	16.91
Depreciation, amortization and impairment	26	8.90	9.92
Other expenses	27	22.41	25.57
Total expenses		**58.74**	**57.89**
5. Profit/ (loss) before exceptional items and tax		**81.07**	**84.54**
6. Exceptional items	36	-	-
7. Profit/ (loss) before tax from continuing operations		81.07	84.54
Income tax expense	28		
Current tax		19.28	17.85
Deffered tax charge / (Credit)		6.33	(17.10)
8. Profit/ (loss) for the year		**55.46**	**83.79**
9. Other comprehensive income			
a) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax (charge)/ credit relating to these items		-	-
(b) (i) Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		(0.68)	1.44
ii) Income tax (charge)/ credit relating to these items		-	-
Other comprehensive income for the year, net of tax		**(0.68)**	**1.44**
10. Total comprehensive income/ (loss) for the year		**54.78**	**85.22**

Statement of Profit and Loss for the year ended March 31, 2026

(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
11. Earnings per share	30		
Basic earnings per share (Rs)		1.11	1.68
Diluted earnings per share (Rs)		1.11	1.68

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For SRIVATSAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 014921S

For and on behalf of the board of directors of
Dharani Finance Limited

N.SRIVATSAN
Proprietor
Membership No. 230195
UDIN: 26230195QDGYKL5176

Dr. PALANI G PERIASAMY
Chairman
DIN : 00081002

MURUGAVEL RAMASAMY
Managing Director
DIN: 10693633

Place : Chennai
Date : 16 May 2026

SALONI JAIN
Company Secretary
M. No. A54383

N.SIVABALAN
Chief Financial Officer

Statement of cash flows for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash Flow From Operating Activities		
Profit before income tax	81.07	84.54
Adjustments for Depreciation and amortisation expense	8.90	9.92
Finance costs	(0.11)	1.62
Re-measurement of defined benefit (liability)/asset	(0.68)	1.44
Fair value (gain)/ loss on investments (net	(1.96)	(3.82)
Dividend income	(0.26)	(0.17)
	86.96	**93.52**
Change in operating assets and liabilities		
(Increase)/ decrease in loans given	(57.56)	(122.91)
(Increase)/ decrease in other current financial assets	0.61	63.72
(Increase)/ decrease in trade receivables	38.19	(22.84)
(Increase)/ decrease in Deferred Tax Assets	6.33	(17.10)
(Increase)/ decrease in other non-current financial assets	(7.72)	6.16
Increase/ (decrease) in provisions and other liabilities	20.39	9.57
Increase/ (decrease) in trade payables	(15.19)	5.34
Cash generated from operations	72.01	15.46
Less : income taxes paid (net of refunds)	(41.44)	(3.73)
Net cash from operating activities (A)	**30.57**	**11.73**
Cash Flows From Investing Activities		
(Purchase)/ disposal proceeds of PPE	(65.26)	-
(Purchase)/ disposal proceeds of Investments	-	-
Dividend received	0.26	0.17
Net cash used in investing activities (B)	**(65.00)**	**0.17**
Cash Flows From Financing Activities		
Repayment of long term borrowings	-	-
Loans Received	45.48	-
Interest paid	0.11	(1.62)
Net cash from/ (used in) financing activities (C)	**45.59**	**(1.62)**
Net increase/decrease in cash and cash equivalents (A+B+C)	11.16	10.27
Cash and cash equivalents at the beginning of the financial year	11.85	1.58
Cash and cash equivalents at end of the year	**23.01**	**11.85**

Statement of cash flows for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025

Notes:

1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 “Cash Flow Statements”.
2. Components of cash and cash equivalents

Balances with banks - in current accounts	22.77	11.60
Cash on hand	0.24	0.25
	23.01	11.85

As per our report of even date attached
For SRIVATSAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 014921S

For and on behalf of the Board of directors of
Dharani Finance Limited

N.SRIVATSAN
Proprietor
Membership No. 230195
UDIN: 26230195QDGYKL5176

Dr. PALANI G PERIASAMY
Chairman
DIN : 00081002

MURUGAVEL RAMASAMY
Managing Director
DIN: 10693633

Place : Chennai
Date : 16 May 2026

SALONI JAIN
Company Secretary
M. No. A54383

N.SIVABALAN
Chief Financial Officer

Statement of Changes in Equity for the year ended March 31, 2026

(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

A) Equity Share Capital	
Balance at the beginning of April 1, 2024	499.72
Changes in equity share capital due to prior period errors	-
Changes in equity share capital during the year	-
Balance at the end of March 31, 2025	**499.72**
Changes in equity share capital due to prior period errors	-
Changes in equity share capital during the year	-
Balance at the end of March 31, 2026	**499.72**

(B) Other Equity

Particulars	Statutory Reserve	Other comprehensive income	Profit and Loss Account	Total
Balance as at April 1, 2024	**160.85**	**-**	**202.54**	**363.39**
Changes due to prior period errors	-	-	-	-
Total Comprehensive Income for the year	-	1.44	83.79	85.23
Deductions/Adjustments during the year	16.76	-	(16.76)	-
Balance as at March 31, 2025	**177.61**	**1.44**	**269.59**	**448.6**
Changes due to prior period errors	-	-	-	-
Total Comprehensive Income for the year	-	(0.68)	55.46	54.78
Deductions/Adjustments during the year	11.09	-	(11.09)	-
Balance as at March 31, 2026	**188.70**	**0.76**	**313.96**	**503.41**

The Accompanying notes form an integral part of the financial statements

As per our report of even date attached

For SRIVATSAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 014921S

For and on behalf of the Board of directors of
Dharani Finance Limited

N.SRIVATSAN
Proprietor
Membership No. 230195
UDIN: 26230195QDGYKL5176

Dr. PALANI G PERIASAMY
Chairman
DIN : 00081002

MURUGAVEL RAMASAMY
Managing Director
DIN: 10693633

Place : Chennai
Date : 16 May 2026

SALONI JAIN
Company Secretary
M. No. A54383

N.SIVABALAN
Chief Financial Officer

1. Corporate Information

The Company is registered with the Reserve Bank of India as a Non-Banking Finance Company - Base Layer NBFC not accepting publicdeposits and carrying on non banking financial services.

2. Basis of preparation of financial statements

Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘the Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Basis of preparation and presentation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (‘the Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The material accounting policy information related to preparation of the standalone financial statements have been discussed in the respective notes.

Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company’s functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals).

The financial statements are approved for issue by the Company’s Board of Directors on May 16, 2026.

2A. Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 2, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Property, Plant and Equipment (PPE/Intangible assets)

The residual values and estimated useful life of PPEs and Intangible Assets are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained/ recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets - PPE

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined Benefit Plans and Other long term employee benefits

The cost of the defined benefit plan and other long term employee benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

2B Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31,2026, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3 Accounting Policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle
ii) Held primarily for the purpose of trading
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle
ii) It is held primarily for the purpose of trading
iii) It is due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 3 months as its operating cycle.

Fair value measurement

The Company has applied the fair value measurement wherever necessitated at each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) In the principal market for the asset or liability;
ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non - financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and the best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 : Quoted (unadjusted) market prices in active market for identical assets or liabilities;

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

C) Revenue Recognition

(i) Interest income

Interest income is recognised in Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost, debt instruments measured at FVTOCI and debt instruments designated at FVTPL. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

(ii) Dividends

Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

(iii) Sale of services (lease income)

Sale of services representing lease income for vehicles arising out of operating lease is recognised on a straight line basis over the term of the relevant lease as per Ind AS 116.

d) Property, plant and equipment and capital work in progress

Deemed cost option for first time adopter of Ind AS

Under the previous GAAP (Indian GAAP), the property, plant and equipment were carried in the balance sheet at cost less accumulated depreciation. The company has elected to use the previous GAAP carrying amount as the deemed cost as at the date of transition, viz.,1 April 2018

Presentation

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Machinery spares/ insurance spares that can be issued only in connection with an item of fixed assets and their issue is expected to be irregular are capitalised. Replacement of such spares is charged to revenue. Other spares are charged as revenue expenditure as and when consumed.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) **Depreciation on property, plant and equipment**

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life on a straight line method. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Leases

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

As a lessee

a) Initial measurement

Lease liability is initially recognised and measured at an amount equal to the present value of minimum lease payments during the lease term that are not yet paid. Right-of-use asset is recognized and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of restoration costs and any initial direct costs incurred by the lessee.

b) Subsequent measurement

The lease liability is measured in subsequent periods using the effective interest rate method. Right-of-use asset is depreciated in accordance with requirements in Ind AS 16, Property, Plant and equipment.

As a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

g) Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value. However, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are also added to the cost of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified into the following categories:

- Financial instruments other than equity instruments at amortised cost
- Financial instruments other than equity instruments at fair value through other comprehensive income (FVTOCI)
- Financial instruments other than equity instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial instruments other than equity instruments at amortised cost

The Company classifies a financial instruments other than equity instruments as at amortised cost, if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
b) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial instruments other than equity instruments at FVTOCI

The Company classifies a financial instrument other than equity at FVTOCI, if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Financial instruments other than equity instruments included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes finance income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss statement. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial instruments other than equity instruments at FVTPL

The Company classifies all financial instruments other than equity instruments, which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

Financial instruments other than equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. Where the Company makes an irrevocable election of classifying the equity instruments at FVTOCI, it recognises all subsequent changes in the fair value in OCI, without any recycling of the amounts from OCI to profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents SPPI, are measured as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans given to employees and others, deposits, interest receivable and other advances recoverable in cash.
FVTOCI	Equity investments in companies other than subsidiaries and associates if an option exercised at the time of initial recognition
FVTPL	Other investments in equity instruments

Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, receivables and bank balance.
b) Financial assets that are debt instruments and are measured at FVTOCI
c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation of ECL for various financial instruments is described below:

- **Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:** ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Financial instruments other than equity instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done on the following basis:

Name of the financial asset	Impairment Testing Methodology
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets
Other financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Classification	Name of the financial liability
Amortised cost	Borrowings, Trade payables, Interest accrued, Unclaimed dividends, Security deposits and other financial liabilities not for trading.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company’s senior management determines change in the business model as a result of external or internal changes which are significant to the Company’s operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

S.No	Original classification	Revised classification	Accounting treatment
1	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
2	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
3	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
4	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
5	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h) Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. All other borrowings costs are expensed in the period in which they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

i) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Retirement and other employee benefits

Short-term employee benefits

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/ availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

k) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

l) Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

m) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

n) Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity’s cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

o) Earnings per share

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

Notes to Financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars		As at March 31, 2026	As at March 31, 2025
4. Cash and cash equivalents			
Cash-on-hand		0.24	0.25
Balances with Banks			
In Current Accounts		22.77	11.60
	Total	**23.01**	**11.85**
5. Trade receivables			
Unsecured, considered good		-	38.19
Have significant increase in credit risk		-	-
Credit impaired		-	-
		-	38.19
Less : Allowance for expected credit loss		-	-
	Total	-	**38.19**
6. Loans			
At Amortised Cost			
Unsecured, considered good			
Loans and advances to related parties		568.00	488.44
Loans that have significant increase in their Credit Risk		-	-
Credit Impaired		-	-
Other Loans and Advances		328.00	350.00
		896.00	**838.44**
Less: Allowance for expected credit loss		**-**	**-**
	Total	**896.00**	**838.44**

Type of Borrower	Amount of Loan or advance in the nature of loan outstanding	Percentage of total loan and advances in the nature of loans
Related Parties (also refer note 38)	568.00	63.39%

Notes to Financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
7. Investments **Others** **Fair valued through profit and loss** Investment in Equity Instruments (Quoted)		
Dharani Sugars & Chemicals Ltd.	-	-
[2,68,182 (Previous year: 2,68,182) fully paid equity shares of Rs.10/- each]		
Indbank Merchant Bank Services Ltd.	1.46	1.41
[5,000 (Previous year : 5,000) fully paid equity shares of Rs.10/- each]		
Sri Nachammai Cotton Mills Ltd.	0.23	0.25
[700 (Previous year : 700) fully paid equity shares of Rs.10/- each]		
Bank of India	1.37	1.07
[1,000 (Previous year : 1,000) fully paid equity shares of Rs.10 each]		
Union Bank of India	1.35	1.04
[825 (Previous year : 825) fully paid equity shares of Rs.10 each]		
IDFC First Bank Limited	10.50	9.81
[17,850 (Previous year : 17,850) fully paid equity shares of Rs.10 each]		
State Bank of India	2.94	2.31
[300 (Previous year : 300) fully paid equity shares of Rs. 1 each]		
Total Investments	**17.85**	**15.89**
Investment outside India	-	-
Investment in India	17.85	15.89

Note-1: The Company has made a provision for the diminution in the value of the investments for 2,68,182 equity shares held in Dharani Sugars and Chemicals Limited due to suspension of trading on stock exchanges, during FY 23-24. Accordingly, the carrying value of the investment has been presented as nil.

Particulars	As at March 31, 2026	As at March 31, 2025
8. Other Financial Assets Unsecured, considered good		
Security deposits	-	-
Interest accrued on other deposits*	79.43	80.04
Advance to Vendors	-	-
Less: Allowance for expected credit loss	-	-
Total	**79.43**	**80.04**

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars		As at March 31, 2026	As at March 31, 2025
9. Current tax assets			
Advance Income Tax		26.30	10.47
	Total	**26.30**	**10.47**
10. Deferred Tax Assets			
Deferred Tax Assets		10.77	17.10
	Total	**10.77**	**17.10**

11. Property, plant and equipment

Particulars	Office Equipments	Furniture & Fixtures	Vehicles	Total	Right of use asset
Cost as at March 31, 2024	**4.98**	**0.26**	**17.54**	**22.78**	**27.89**
Additions	-	-	-	-	-
Disposals/ reclassifications	-	-	-	-	-
Cost as at March 31, 2025	**4.98**	**0.26**	**17.54**	**22.78**	**27.89**
Additions	0.38	-	41.63	42.01	23.24
Disposals/ reclassifications	-	-	-	-	-
Cost as at March 31, 2026	**5.36**	**0.26**	**59.17**	**64.79**	**51.13**
Depreciation/Amortisation					
As at March 31, 2024	**2.28**	**0.20**	**17.54**	**20.02**	**17.05**
Charge for the period	0.57	0.05	-	0.62	9.30
Disposals	-	-	-	-	-
As at March 31, 2025	**2.84**	**0.25**	**17.54**	**20.64**	**26.35**
Charge for the period	0.22	0.01	0.67	0.90	8.00
Disposals	-	-	-	-	-
As at March 31, 2026	3.06	0.26	18.21	21.54	34.35
Net Block					
As at March 31, 2025	2.14	0.01	-	2.14	1.54
As at March 31, 2026	**2.30**	**-**	**40.96**	**43.26**	**16.79**

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
12 Other Non-Financial Assets		
Unsecured, considered good		
Balances with government authorities	10.24	2.69
Locker Rent Receivable	0.59	0.41
Prepaid Expenses	-	-
Total	**10.83**	**3.11**
13 Trade Payables		
Trade payables		
a. Total outstanding dues of micro and small enterprises	-	-
b. Total outstanding dues of creditors other than micro and small enterprises	0.54	15.73
Total	**0.54**	**15.73**
14 Deposits & Advance		
From others	-	-
Caution money deposit for lockers & advances	0.94	1.40
Total	**0.94**	**1.40**
15 Lease Liabilities		
Lease Liability	17.47	3.83
Total	**17.47**	**3.83**
16 Loans		
A) In India		
At Amortised Cost:		
Term Loans from bank	45.48	-
	45.48	-
B) Out of above:		
Secured (Against Tangible Assets - Vehicles)	45.48	-
Unsecured	-	-
Total	**45.48**	-

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars		As at March 31, 2026	As at March 31, 2025
17 Provisions			
Provision for employee benefits			
Gratuity		23.73	22.22
Compensated absences		1.93	0.36
Provision for Income Tax Liability - FY2025-26		22.13	17.85
Contingent provision against standard assets		2.90	2.90
	Total	**50.69**	**43.32**
18 Other Non-financial liabilities			
Other payables			
Statutory dues payable		0.34	0.26
Directors sitting fees payable		1.62	1.56
Employee payables		1.54	1.33
Audit fees payable		2.50	3.00
	Total	**6.00**	**6.15**
19 Equity Share Capital			
Equity Share Capital		499.44	499.44
		499.44	**499.44**
Capital			
Authorised Share Capital			
50,00,000 (Previous year 50,00,000) Equity Shares of Rs.10 each		500.00	500.00
Issued Share Capital			
49,94,400 (Previous year 49,94,400) Equity Shares of Rs. 10 each		499.44	499.44
	Total	**499.44**	**499.44**
Subscribed and fully paid up share capital			
49,94,400 (Previous year 49,94,400) Equity Shares of Rs. 10 each		499.44	499.44
Add: Equity shares forfeited (paid up)		0.28	0.28
	Total	**499.72**	**499.72**
Notes:			
a) Reconciliation of number of equity shares subscribed			
Balance as at the beginning and end of the year		**49,94,400**	**49,94,400**

b) There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting period.

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

c) Shareholders holding more than 5% of the total share capital				
Name of the share holder	31-Mar-26		31-Mar-25	
	No of shares	%	No of shares	%
Dr. Palani G Periasamy	354,112	7.09	354,112	7.09%

Shares held by promoters at the end of the year

Name of the promoter	Numbers of Shares held	% of total shares	% of change during the year
Dr Palani G Periasamy	354,112	7.09%	Nil
Visalakshi Periasamy	145,198	2.91%	Nil
K Vijayalakshmi	101,568	2.03%	Nil
K Kandasamy	82,990	1.66%	Nil
R Murugavel	21,283	0.43%	Nil
Ananthi Periasamy	30,044	0.60%	Nil
Santhi Periasamy	30,044	0.60%	Nil
Nalini Periasamy	30,044	0.60%	Nil
Jayanthi Periasamy	20,000	0.40%	Nil
Dharani Credit and Finance Private Ltd	252,424	5.05%	0.46%
Dharani Developers Private Limited	226,986	4.54%	Nil
Dharani Sugars and Chemicals Limited	139,000	2.78%	Nil

d) Rights, preferences and restrictions in respect of equity shares issued by the Company

The company has only one class of equity shares having a par value of Rs.10 each. The equity shares of the company having par value of Rs.10 /- rank pari-passu in all respects including voting rights and entitlement to dividend. The dividend proposed if any, by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company, after settling the dues of preferential and other creditors as per priority. The distribution will be in proportion to the number of equity shares held by the shareholders. During the current and previous year, no dividend has been proposed by the company to equity shareholders

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
20. Other Equity		
Statutory Reserve	188.70	177.61
Other Comprehensive Income	0.76	1.44
Profit and Loss Account	313.94	269.57
Total	**503.40**	**448.62**
a) Statutory Reserve		
Balance at the beginning of the year	177.61	160.85
Add: Amount transferred from surplus in statement of profit and loss	11.09	16.76
Balance at the end of the year	188.70	177.61
b) Other comprehensive income		
Balance at the beginning of the year	1.44	-
Additions during the year	(0.68)	1.44
Deductions/Adjustments during the year	-	-
Balance at the end of the year	0.76	1.44
c) Profit and Loss Account		
Balance at the beginning of the year	269.57	202.54
Net profit for the period	55.46	83.79
Transfer to Special Reserve	(11.09)	(16.76)
Reversal of expected credit loss	-	-
Transfer from Other Comprehensive Income	-	-
Balance at the end of the year	313.94	269.57

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
21 Revenue from operations			
Interest Income		78.99	82.18
Interest Received on Loans		-	-
Dividend Income		0.26	0.17
Gain on fair value changes		7.90	7.70
Sale of services			
Leasing Income		51.65	50.28
	Total	**138.80**	**140.33**
22 Other income			
Locker Rent		0.34	0.51
Discount Received		0.10	-
Profit on sale of asset		0.10	0.15
Miscellaneous Income		0.46	1.44
	Total	**1.01**	**2.10**
23 Finance costs			
Interest expense on			
Secured Loans		0.49	-
Lease liability		(0.60)	1.62
	Total	**(0.11)**	**1.62**
24 Net Loss on fair value changes			
Net Loss on fair value changes		5.94	3.87
	Total	**5.94**	**3.87**
25 Employee benefit expenses			
Salaries, wages and bonus		18.91	16.80
Contribution to provident and Other funds		2.69	0.12
	Total	**21.60**	**16.91**
26 Depreciation, Amortisation and Impairment			
Depreciation and amortisation expenses		0.90	0.62
Depreciation on Right-of-use asset		8.00	9.30
	Total	**8.90**	**9.92**

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
27 Other expenses			
Advertisement		2.28	2.32
Office Expenses		0.55	3.32
Vehicle Maintenance		0.89	0.37
Legal and professional charges		4.95	5.66
Payments to auditors (Refer note below)		3.25	3.25
Bank Charges		0.23	0.06
Directors Sitting Fees		1.80	-
Fees and subscription		4.94	4.55
Rates and taxes		2.79	3.66
Miscellaneous expenses		0.74	2.38
	Total	**22.41**	**25.57**
27a) Payment to auditors			
Statutory audit		2.25	2.25
Limited review fees		1.00	1.00
Out of pocket expenses		-	-
	Total	**3.25**	**3.25**
28 Income tax expense			
Profit before Tax (A)		81.07	84.54
Adjustments to Book Profit as per IT Act (B)		(4.46)	(13.62)
Income as per IT Act (A+B)		**76.61**	**70.92**
Tax Rate		25.17%	25.17%
Current Tax expense		**19.28**	**17.85**
29 Deferred Tax expense			
Carrying Value of assets as per Tax Base		77.56	40.35
Carrying Value of assets as per Companies Act		77.89	19.58
Carrying Value of Liabilities as per Tax Base		-	-
Carrying Value of Liabilites as per Companies Act		43.13	47.15
Net Difference in Carrying Value		42.80	67.93
Deferred Tax Asset to be recognised		**10.77**	**17.10**

In the earlier years, In view of the carried forward losses under the taxation laws, no deferred asset have been recognised as per Ind AS 12 and hence no disclosure of movement in deferred tax is made.

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
30 Earnings per share		
Profit/(Loss) for the year attributable to owners of the Company	55.46	83.79
Weighted average number of ordinary shares outstanding	49.94	49.94
Basic earnings per share (Rs)	1.11	1.68
Diluted earnings per share (Rs)	1.11	1.68
31 Earnings in foreign currency	Nil	Nil
32 Expenditure in foreign currency	Nil	Nil

33 Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

(a) The principal amount remaining unpaid at the end of the year	-	-
(b)Interest Accrued and due to the suppliers under MSMED Act, on the above amount	-	-
(c) The delayed payments of principal amount paid beyond the appointed date during the year	-	-
(d) Interest actually paid under Section 16 of MSMED Act	-	-
(e) Normal Interest due and payable during the year, for all the delayed payments, as per the agreed terms	-	-
(f) Total interest accrued during the year and remaining unpaid	-	-

*This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

34 Commitments and contingent liability

Contingent Liability		
(a) claims against the company not acknowledged as debt	25.53	25.53
Commitments	-	-

35 Operating Segments

The company is engaged in the business of “NBFC activities” while in the previous year engaged in the business of “NBFC activities and also providing travel and tourism services”, However, it has only one reportable segment in accordance with Ind AS 108 ‘Segment Reporting”. Other operating segments do not meet the criteria for reportable segments.

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Segment Revenue (Net Sales/ Income from each segment)		
a. Financial Services	139.81	142.43
b. Travel Services	-	-
c. Others	-	-
	139.81	142.43
less : Inter Segment Revenue	-	-
Net Sales / income from operations	**139.81**	**142.43**
Segment Results (Profit/ (Loss) before tax and interest)		
a. Financial Services	80.96	86.15
b. Travel Services	-	-
c. Others	-	-
	80.96	86.15
Less:		
i. Interest	(0.11)	1.62
ii. Other unallocable expenditure net off	-	-
Total profit/(loss) before tax	81.07	84.54
Capital Employed (Segment Assets - Segment Liabilities)		
a. Financial Services	1,003.12	849.18
b. Travel Services	-	13.76
c. Others		
	1,003.12	**862.94**

Information relating to geographical areas

The Company is domiciled in India and its operations are restricted only in India. Accordingly, no disclosures with regard to geographical locations are disclosed.

Single customer with more than 10% revenue

Number of external customers each contributing more than 10% of total revenue	1	1
Total revenue from the above customers	51.65	50.28

36 Operating lease arrangements

As Lessor

The Company has entered into operating lease arrangements for certain surplus facilities. The leases are non-cancellable for a period ranging from 1 to 5 years with an option to the Company for renewing at the end of the initial term

Total lease income recognised in the Statement of Profit and Loss	51.65	50.28

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

37 Financial Instruments

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

Net debt to equity ratio:	March 31, 2026	March 31, 2025
Debt	45.48	-
Less: Cash and bank balances	23.01	11.85
Net debt	22.47	(11.85)

Total equity	1,003.13	948.35
Net debt to equity ratio (%)	2.24%	-1.25%

Categories of Financial Instruments

Financial assets

a. Measured at amortised cost		
Cash and cash equivalents	23.01	11.85
Receivables	-	38.19
Loans	896.00	838.44
Other financial assets	79.43	80.04

b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Investments	17.85	15.89

Financial liabilities

a. Measured at amortised cost		
Trade payables	0.54	15.73
Deposits	0.94	1.40
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Derivative instruments	-	-

Financial risk management objectives

In the course of its business, the Company is exposed to certain financial risks namely interest risk, credit risk & liquidity risk. The Company's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Interest rate risk management

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in interest rates. The Company is exposed to interest rate risk because it borrow funds at fixed interest rates. The Company actively manages its interest rate exposures through a centralized treasury division

Credit risk management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Cash and Cash Equivalents and Bank Deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies. Investments of surplus funds are made only with approved financial institutions/ counterparty.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in such items which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

March 31, 2026	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	0.54	-	-	0.54
	0.54	**-**	**-**	**0.54**

March 31, 2025	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	15.73	-	-	15.73
	15.73	**-**	**-**	**15.73**

	March 31, 2026	March 31, 2025
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

This space is intentionally left blank

Notes to Financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

38. Related party disclosure	
a) Directors & Key Management Personnel (KMP)	Dr. Palani G Periasamy – Chairman Mrs. Visalakshi Periasamy – Director Mr. Murugavel Ramasamy – Managing Director Mr. Kolandagounder Kandasamy - Director (Till 16 May 2026) Mr. P. G. Muthusamy Mr. P. R. Shampath Mr. Sivabalan - CFO Ms. Saloni Jain - CS
b) Entity over which relative of Key Management Personnel exercise significant influence	M/s. Dharani Sugars and Chemicals Ltd M/s. Appu Hotels Ltd M/s. PGP Educational and Welfare Society M/s. Dharani Credit and Finance Private Ltd M/s. Dharani Developers Private Limited

c) Transactions with related parties are as follows :

S. No	Transactions/ Balances	Enterprises in which Key Management Personnel and their Relatives have significant influence		Key Management Personnel and their Relatives	
		31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
1	Lease liability paid				
	Dr. Palani G Periasamy	-	-	9.00	9.00
	Mrs. Visalakshi Periasamy	-	-	1.80	1.80
2	Sitting fees paid				
	Dr. Palani G Periasamy – Chairman	-	-	0.20	-
	Mrs. Visalakshi Periasamy - Director	-	-	0.20	-
	Mr. P. G. Muthusamy	-	-	0.45	-
	Mr. P. R. Shampath	-	-	0.50	-
	Mr. R. Murugavel	-	-	-	-
3	Services rendered (Car rental and lease)				
	Appu Hotels Limited	51.65	50.28	-	-
4	Loans given				
	Dharani Developers Private Limited	152.00	133.44		
5	Expense Reimbursement				
	Dharani Developers Private Limited	-	7.57	-	-

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

S. No	Transactions/ Balances	Enterprises in which Key Management Personnel and their Relatives have significant influence		Key Management Personnel and their Relatives	
		31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
6	Interest on Inter-Corporate Deposits				
	Dharani Developers Private Limited	31.50	20.96	-	-
7	Lease Charges Received				
	Appu Hotels Limited	101.19	40.78	-	-
8	Managerial Remuneration				
	Mr. R. Murugavel	-	-	12.00	7.74
	Mr. Sivabalan	-	-	3.98	2.65
	Ms. Saloni Jain	-	-	2.76	2.40
d) Balances with related parties are as follows					
1	Rent Payable				
	Dr. Palani G Periasamy – Chairman	-	-	0.15	9.61
2	Director sitting fees payable	-	-	1.62	-
3	Trade payable				
	Dharani Developers Private Limited	-	-	-	-
4	Trade Receivable				
	Appu Hotels Limited	-	38.19	-	-
5	Loans given				
	Appu Hotels Limited	240.00	305.00	-	-
	Dharani Developers Private Limited	328.00	183.44	-	-
6	Interest accrued on loans given				
	Appu Hotels Limited	-	66.62	-	-
	Dharani Developers Private Limited	4.46	3.05	-	-

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

39. Retirement benefit plans

Defined contribution plans

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident fund.

Defined benefit plans
(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted

(b) Compensated absence

The leave scheme is a final salary defined benefit plan, that provides for a lumpsum payment at the time of separation based on scheme rules the benefits are calculated on the basis of last drawn salary and the leave count at the time of separation and paid as lumpsum.

(c) Risks associated with defined benefit plans

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Notes to financial statements for the year ended March 31, 2026

(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2026	March 31, 2025
Discount rate	6.70%	6.62%
Rate of increase in compensation level	5.00%	5.00%
Attrition rate	10.00%	10.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:t	March 31, 2026 Rs. Lakhs	March 31, 2025 Rs. Lakhs
Amount recognised under Employee Benefits Expense in Profit and Loss		
Current service cost	0.69	0.63
Net interest expense	0.15	1.42
Due to change in financial assumptions	-	-
Due to change in actuarial adjustments	-	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**0.84**	**2.05**
Amount recognised in Other Comprehensive Income (OCI) for the Year		
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	0.68	(1.27)
Components of defined benefit costs recognised in other comprehensive income	0.68	(1.27)
Total	**1.51**	**0.78**
The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:		
Present value of defined benefit obligation	23.73	22.22
Fair value of plan assets	-	-
Net liability/ (asset) arising from defined benefit obligation	**23.73**	**22.22**
Funded	-	-
Unfunded	23.73	22.22
	23.73	**22.22**
Non-Current Provision	20.10	22.22
Current Provision	2.12	-
	22.22	**22.22**

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Movements in the present value of the defined benefit obligation in the current year were as follows:

Opening defined benefit obligation	22.22	21.44
Current service cost	0.69	0.63
Interest cost	0.15	1.42
Actuarial (gains)/losses		
Due to change in financial assumptions	(0.00)	0.01
Due to change in actuarial adjustments	0.68	(1.28)
Closing defined benefit obligation	23.73	22.22

Sensitivity analysis

In view of the fact that the Company for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

(b) Compensated absences

The leave scheme is a final salary defined benefit plan, that provides for a lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the leave count at the time of separation and paid as lumpsum

Interest rate risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effects of these decrement on the DBO depends upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

40 Additional regulatory and other information as required by the Schedule III to the Companies Act 2013

a) Ageing Schedule of Trade Receivables
As at March 31, 2026

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered good	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk and considered doubtful	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables							
(iv) Considered good	-	-	-	-	-	-	-
(v) Which have significant increase in credit risk and considered doubtful	-	-	-	-	-	-	-
(vi) Credit impaired	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered good	-	12.04	26.16	-	-	-	38.19
(ii) Which have significant increase in credit risk and considered doubtful	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables							
(iv) Considered good	-	-	-	-	-	-	-
(v) Which have significant increase in credit risk and considered doubtful	-	-	-	-	-	-	-
(vi) Credit impaired							
Total	-	**12.04**	**26.16**	**-**	**-**	**-**	**38.19**

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

(b) Ageing Schedule of Trade Payables

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2026						
i) MSME	-	-	-	-	-	-
ii) Others	-	0.54	-	-	-	0.54
iii) Disputed Dues - MSME	-	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-	-
v) Unbilled Dues	-	-	-	-	-	-
Total	**-**	**0.54**	**-**	**-**	**-**	**0.54**

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2025						
i) MSME	-	-	-	-	-	-
ii) Others	-	15.73	-	-	-	15.73
iii) Disputed Dues - MSME	-	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-	-
v) Unbilled Dues	-	-	-	-	-	-
Total	**-**	**15.73**	**-**	**-**	**-**	**15.73**

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

c) Proceedings under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

d) Borrowings from banks

Company does not have any outstanding borrowings from banks or financial institutions at any time during the year on the basis of security of current assets.
The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.

e) Relationship with Struck off Companies

The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

f) Compliance with number of layers of companies

The Company do not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

(g) Ratios

Ratio	Numerator	Denominator	Year ended 31-Mar-2026	Year ended 31-Mar-2025	Variance
Current ratio (in times)	Current assets	Current liabilities	3.55	3.37	-5.23%
Debt - Equity ratio (in times)	Long Term Borrowings + Short Term Borrowings	Equity shareholders' funds	0.05	-	NA
Debt Service coverage (in times)	Earnings available for debt service	Total debt service	91.11	-	NA
Return on equity (in %)	Profit for the year (after taxes)	Average equity shareholders' funds	5.68%	9.25%	-3.57%
Inventory Turnover (in times)	Revenue from operations	Average inventories	NA	NA	NA
Trade receivables turnover (in times)	Revenue from operations	Average trade receivables	NA	0.20	NA
Trade payables turnover (in times)	COGS + Other Expenses - Non Cash Expenditure	Average trade payables	5.41	3.25	-66.31%

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Net capital turnover (in times)	Revenue from operations	Current assets - Current liabilities	1.39	1.39	0.28%
Net profit ratio (in %)	Profit for the year (after taxes)	Revenue from operations	39.67%	58.83%	-19.16%
Return on capital employed (in %)	Profit before tax + Finance costs	Average capital employed	8.17%	9.33%	-1.17%
Return on investment (in %)	Income from Investments	Time weighted average investments	6.02%	11.78%	-5.75%

Remarks for Variance (>25%) compared to Previous year ended 31st March 2025:

(a) The Company has borrowed loans during the financial year under review and accodingly current liabilities has increased owing to decrease in current ratio from 3.37 to 2.39 times.
(b) The Company has promptly cleared the trade payables dues during the year ended 31st March 2026 compared to previous year
(c) Revenue from operations has remained the same for both the year. But The Company has borrowed loans during the financial year under review and accodingly current liabilities has increased owing to decrease in current ratio from 3.37 to 2.39 times
(d) Net Profit after Tax % reduced significantly (-32.73%) due to the following reasons:
    (i) Deferred Tax Gain has been recognized during the previous year to an extent of 17.10 lakhs
    (ii) Income Tax Demand Provision has been provided during the year ended 31st March 2026 to an extent of 20.73 Lakhs

For the year ended March 31, 2026	Numerator	Denominator	Ratio
i. Capital to Risk-weighted Assets Ratio (CRAR)	1,003.13	1,045.55	0.96
ii. Tier I CRAR	499.72	1,045.55	0.48
iii. Tier II CRAR	503.41	1,045.55	0.48
iv. Liquidity coverage ratio.	23.01	0.90	25.57
For the year ended March 31, 2025	**Numerator**	**Denominator**	**Ratio**
i. Capital to Risk-weighted Assets Ratio (CRAR)	948.35	980.99	0.97
ii. Tier I CRAR	499.72	980.99	0.51
iii. Tier II CRAR	448.63	980.99	0.46
iv. Liquidity coverage ratio.	11.85	0.91	13.02
Variance	**Numerator**	**Denominator**	**Ratio**
i. Capital to Risk-weighted Assets Ratio (CRAR)	96%	97%	-1%
ii. Tier I CRAR	48%	51%	-6%
iii. Tier II CRAR	48%	46%	5%
iv. Liquidity coverage ratio.	25.57	13.02	96%

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Formula adopted for above Ratios
Capital to Risk-weighted Assets Ratio (CRAR) = (Tier I Capital + Tier II Capital) / Risk weighted assets
Tier I CRAR = Tier I Capital / Risk weighted assets
Tier II CRAR = Tier II Capital / Risk weighted assets
Liquidity coverage ratio = High Quality Liquid Assets/Net Outflow of Funds for 30 Calendar Days

Reasons for variation if more than 25%
Liquidity coverage ratio
For the year ended March 31, 2026, The Company has excess cash balance owing to collection of Trade receivables against the net cashflow required for the next 30 calendar days. Hence the variation is significant (92%) from the previous year ended 31.03.2025.

h) Scheme of arrangements
There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

i) Advance or loan or investment to intermediaries and receipt of funds from intermediaries
The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

j) Undisclosed Income
The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

k) Details of Crypto Currency or Virtual Currency
The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

l) Registration of charges or satisfaction with Registrar of Companies
The Company has complied with Section 77 of The Companies Act, 2013 and doesn’t have any charges or satisfaction that is yet to be registered with Registrar of Companies beyond the statutory period

n) Title deeds of Immovable Properties not held in name of the Company
There are no immovable properties held by the Company.

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

41 Maturity Analysis of Asset and Liabilities

The table below shows the maturity analysis of assets and liabilities according to when they are expected to be recovered or settled.

Particulars	As at March 31, 2026			As at March 31, 2025		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	23.01	-	23.01	11.85	-	11.85
Trade receivables	-	-	-	38.19	-	38.19
Loans	-	896.00	896.00	-	838.44	838.44
Investments	7.92	9.93	17.85	5.96	9.93	15.89
Other Financial Assets	-	80.04	79.43	-	80.04	80.04
	30.93	985.97	1,016.29	56.00	928.41	984.41
Non- Financial assets						
Current tax assets (net)	-	10.47	26.30	-	10.47	10.47
Deferred Tax Assets	-	10.77	10.77	-	17.10	17.10
Property, plant and equipment	-	43.26	43.26	-	2.14	2.14
Right of use asset	16.79	-	16.79	1.54	-	1.54
Other non-financial assets	10.83	-	10.83	3.11	-	3.11
	27.61	64.49	107.95	4.65	29.71	34.36
Liabilities						
Financial Liabilities						
Trade payables						
i) Total outstanding dues of micro and small enterprises	-	-	-	-	-	-
ii) Total outstanding dues of creditors other than micro and small enterprises	0.54	-	0.54	15.73	-	15.73
Deposits	-	0.94	0.94	-	1.40	1.40
Lease Liability	17.47	-	17.47	3.83	-	3.83
Secured Loans	7.79	37.69	45.48	-	-	-
	25.80	38.62	64.42	19.56	1.40	20.96
Non- Financial Liabilities						
Provisions	29.50	21.19	50.69	22.13	21.19	43.32
Other non-financial liabilities	6.00	-	6.00	6.15	-	6.15
	35.50	21.19	56.69	28.28	21.19	49.47

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

42 Dues from customer

Corporate Insolvency Resolution Process (CIRP) and the appointment of Resolution Professional were admitted in the case of one of the customers of the Company by the Hon'ble National Company Law Tribunal, Chennai Bench ("Hon'ble NCLT") vide its order dated May 5, 2020. The settlement proposal under Section 12A of the Insolvency and Bankruptcy Code, 2016 was approved with 100% voting share of the Committee of Creditors (CoC), and subsequently, the Hon'ble NCLT approved the resolution plan vide Order No. 1A/1410/2022 dated December 20, 2023. The balance outstanding as on March 31, 2025 amounted to INR 305 Lakhs. During the previous year, the Company had received part repayment along with accrued interest and the repayment period for the balance outstanding amount was extended up to March 31, 2026. The said balance amount of INR 305 Lakhs has subsequently been received by the Company on June 13, 2025 along with applicable interest. Accordingly, management is of the opinion that no material uncertainty exists as regards recovery of the aforesaid amount.

The Company has given Inter-Corporate Deposit (ICD) of Rs. 200 Lakhs to M/s. Aryav Exports Private Limited on July 4, 2017. However, the Company has not received interest on ICD till date. Therefore, no accrued interest on ICD has been recognised in the books of accounts for the financial year 2025-26.

For SRIVATSAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 014921S

For and on behalf of the Board of directors of
Dharani Finance Limited

N.SRIVATSAN
Proprietor
Membership No. 230195
UDIN: 26230195QDGYKL5176

Dr. PALANI G PERIASAMY
Chairman
DIN : 00081002

MURUGAVEL RAMASAMY
Managing Director
DIN: 10693633

SALONI JAIN
Company Secretary
M. No. A54383

N.SIVABALAN
Chief Financial Officer

Place : Chennai
Date : 16 May 2026

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

43 Exposure to Capital Markets

The table below shows the maturity analysis of assets and liabilities according to when they are expected to be recovered or settled.

Particulars	As at March 31, 2026	As at March 31, 2025
Direct investment in equity shares	17.85	15.89
Total exposure to capital market	**17.85**	**15.89**

44 Sectoral exposure

Particulars	As at March 31, 2026			As at March 31, 2025		
	Total Exposure	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
Services						
1. Hospitality	240.00	-	-	11.85	-	-
2. Other Business	656.00	-	-	38.19	-	-
Total	896.00	-	-	838.44	-	-

45 Intra - Group Exposures

Particulars	As at March 31, 2026	As at March 31, 2025
Total amount of intra-group exposures	568.00	488.44
Total amount of top 20 intra-group exposures	568.00	488.44
Percentage of intra-group exposures to total exposure of the borrowers/ customers	63.39%	58.26%

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

46 Exposures to Related Parties

(in Lakhs. Rs.)

Particulars	As at March 31, 2026	As at March 31, 2025
A. Loans to Related Parties		
Aggregate value of loans sanctioned to related parties during the year	492.00	133.44
Aggregate value of outstanding loans to related parties as on 31st March	568.00	488.44
Aggregate value of outstanding loans to related parties as a proportion of total credit exposure as on 31st March (in %)	63.39%	58.26%
Aggregate value of outstanding loans to related parties which are categorized as:	-	-
(i) Special Mention Accounts as on 31st March	-	-
(ii) Non-Performing Assets as on 31st March	-	-
Amount of provisions held in respect of loans to related parties as on 31st March	-	-
B. Contracts and Arrangements involving Related Parties		
Aggregate value of contracts and arrangements awarded to related parties during the year	-	-
Aggregate value of outstanding contracts and arrangements involving related parties as on 31st March	**1.77**	**9.61**

Notes to financial statements for the year ended March 31, 2026
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

47 Unhedged foreign currency Exposure
The Company's exposure of unhedged foreign currency risk at the end of the reporting period is - Nil (Previous year - Nil).

48 Loans to directors, senior officers and relatives of directors during the year

Particulars	As at March 31, 2026	As at March 31, 2025
Directors and their relatives	-	-
Entities associated with directors and their relatives	492.00	133.44
Senior Officers and their relatives	-	-

For SRIVATSAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 014921S

For and on behalf of the Board of directors of
Dharani Finance Limited

N.SRIVATSAN
Proprietor
Membership No. 230195
UDIN: 26230195QDGYKL5176

Dr. PALANI G PERIASAMY
Chairman
DIN : 00081002

MURUGAVEL RAMASAMY
Managing Director
DIN: 10693633

Place : Chennai
Date : 16 May 2026

SALONI JAIN
Company Secretary
M. No. A54383

N.SIVABALAN
Chief Financial Officer

Registered Book Post / Courier

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