



DHARANI FINANCE LIMITED

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

DFL/Outcome BM/Audited Results/Mar2025

May 28, 2025

The Secretary,
The Stock Exchange, Mumbai
Corporate Relationship Department,
P J Towers, Dalal Street, Fort,
Mumbai 400 001

Dear Sir/Madam,

Sub: Outcome- Board Meeting – 28th May 2025 - Audited Financial Results of the Company for the quarter and year ended 31st March 2025 under Regulation 30 of SEBI (LODR) Regulations, 2015.
Ref: Scrip Code – 511451 – Dharani Finance Limited

Pursuant to Regulation 30 and 33 of the SEBI (LODR) Regulations, 2015, we hereby inform that the Board of Directors of Dharani Finance Limited ("the Company") at their meeting held on May 28, 2025, inter- alia transacted the following items of business:

1. Audited Financial Results of the Company for the Quarter and year ended March 31, 2025, along with segment wise report, Statement of Assets & Liabilities and Cashflow Statement.
2. Independent Auditors Report.
3. Statement on impact of Audit Qualifications.
4. Appointed M/s R Balachandran & Co., Chartered Accountant (FRN. 000323S) as the Internal Auditor of the Company for the Financial year 2025-26 to conduct the Internal Audit of the Company.
5. Appointed Mr M Damodaran, Practicing Company Secretary (Membership No.5837) from M Damodaran & Associates LLP, Chennai (Firm No. L2019TN006000) Secretarial Auditor of the Company for a period of 5 years from 01.04.2025 to 31.03.2030 subject to approval of shareholders at the ensuing Annual General Meeting.
6. Re-appointment of Dr Palani Gounder Periasamy, Director (DIN:00081002) who retires by rotation and being eligible offers himself for re-appointment subject to approval of shareholders at the ensuing Annual General Meeting.

The Meeting of the Board of Directors of the Company commenced at 2.30 p.m. and concluded at 6.30 p.m.

This information is also available at the website of the Company (www.dharanifinance.com) and at the websites of the Stock Exchanges where the equity shares of the Company are listed: BSE Limited (www.bseindia.com)

Thanking You,

Yours faithfully,
for Dharani Finance Limited

Murugavel Ramasamy
Managing Director

Encl.: as above.



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QUARTERLY INTEGRATED FILING (FINANCIAL)

FOR THE QUARTER ENDED 31st March 2025

S.No.	Particulars	Remarks
A	Financial Results for the Quarter ended 31 st March 2025	Attached
B	Statement on deviation or variation for proceeds of Public Issue, Right Issue, Preferential Issue, Qualified institutions placement etc.,	Not Applicable
C	Disclosure of Outstanding default on Loan and Debt Securities.	No Loan and debt securities. hence, Not Applicable
D	Disclosure of Related Party transaction (Applicable only for half yearly filing i.e., 2 nd and 4 th Quarter)	Attached
E	Statement on impact of audit Qualifications (for audit report with modified Opinion) submitted along with annual audited financial results – (Standalone and consolidated separately) Applicable only for annual filing i.e., 4 th Quarter)	Attached



Dharani Finance Limited

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Ph.91-44-2831313 Email id: secretarial@dharanifinance.com Website: www.dharanifinance.com

CIN L65191TN1990PLC019152

Statement of standalone Audited Financial results for the quarter and year ended March 31, 2025

(Rs. In Lakhs)

Sl No	Particulars	Quarter ended			Year ended	
		March 31, 2025 (Audited)	December 31, 2024 (Unaudited)	March 31, 2024 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited)
	Revenue from Operations					
	Interest Income	18.48	17.77	(14.89)	82.18	13.09
	Dividend Income	0.05	-	0.01	0.17	0.06
	Gain on fair value changes	5.97	-	1.12	7.70	35.09
	Income from services	13.00	24.22	6.53	50.28	26.10
1	Total Revenue from Operations	37.50	41.98	(7.23)	140.33	74.34
2	Other Income	0.75	1.00	4.48	2.10	4.95
3	Total Income (1+2)	38.25	42.99	(2.76)	142.43	79.28
4	Expenses					
	Finance costs	0.45	0.44	0.34	1.62	1.69
	Loss on fair value changes	(1.84)	3.92	10.29	3.87	58.57
	Employee benefit expenses	4.80	7.80	3.42	16.91	7.14
	Depreciation, amortization and impairment	2.48	2.48	2.48	9.92	9.92
	Other expenses	12.72	5.32	8.67	25.57	32.36
	Total Expenses	18.61	19.95	25.20	57.89	109.68
5	Profit/ (loss) before exceptional items and tax (3-4)	19.64	23.03	(27.96)	84.54	(30.40)
6	Exceptional items	-	-	-	-	-
7	Profit/ (loss) before tax (5+6)	19.64	23.03	(27.96)	84.54	(30.40)
8	Tax expense					
	Current tax	17.85	-	-	17.85	-
	Deferred tax	-17.10	-	-	-17.10	-
	Total Tax Expenses	0.75	-	-	0.75	-
9	Profit/ (loss) for the period from continuing operations (7-8)	18.89	23.03	(27.96)	83.79	(30.40)
10	Profit / (Loss) from discontinued operations	-	-	-	-	-
11	Tax expense of discontinued operations	-	-	-	-	-
12	Profit / (Loss) from discontinued operations (after tax) (10-11)	-	-	-	-	-
13	Profit/ (loss) for the period (11+12)	18.89	23.03	(27.96)	83.79	(30.40)
14	Other comprehensive income , net of income tax					
	a) (i) items that will not be reclassified to profit or loss	1.44	-	2.05	1.44	2.05
	(ii) income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	b) (i) items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	Total other comprehensive income , net of income tax	1.44	-	2.05	1.44	2.05
15	Total comprehensive income/ (loss) for the period (13+14)	20.32	23.03	(25.91)	85.22	(28.35)
16	Paid-up equity share capital	499.72	499.72	499.72	499.72	499.72
	Face value per share (Rs)	10.00	10.00	10.00	10.00	10.00
17	Earning per share (Rs) (not annualised)					
	- Basic	0.38	0.46	(0.56)	1.68	(0.61)
	- Diluted	0.38	0.46	(0.56)	1.68	(0.61)



1. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on 28th May 2025. The Statutory Auditors have issued a modified opinion on the audited financial results.
2. The audited financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard, prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India, to the extent applicable.
3. 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 ('the Hon'ble NCLT) vide its order dated May 5, 2020. The settlement proposal under Section 12A of the IBC, 2016, was put to vote from October 14, 2022, to October 31, 2022, and was approved with 100% of the total voting power of the CoC. The Hon'ble NCLT has subsequently passed an order approving the resolution plan submitted by the promoter vide Order No. 1A/1410/2022 dated December 20, 2023. The management is of the opinion that, as the settlement proposal duly acknowledges the dues of the Company and provides for full repayment, the outstanding receivables from the said customer are fully recoverable. The balance outstanding as on 31st March 2025 amounts to INR 305 Lakhs. The interest on the outstanding balance of INR 305 Lakhs has been duly received as per the terms. However, the Company reviewed the terms and the asset quality and extended the loan to be repaid on or before 31.03.2026.
4. 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 2024-25.

This is a matter of qualification by the auditors.

5. Accrued interest on loans and advances receivable on the above-mentioned loans has been carried at outstanding values. However, no provision has been made in the books of accounts based on the prudential norms. Management is of the opinion, based on discussions with the customer, that full repayment of the outstanding receivable from the said customer is expected to happen.

This is a matter of qualification by the auditors.

6. The Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated July 29, 2021 admitted a corporate insolvency resolution process (CIRP) and approved the appointment of an interim resolution professional, in one of the investee companies. The carrying amount of investments as at June 30, 2023 was Rs. 21.99 Lakhs. The investee company went into liquidation vide Order passed by the Hon'ble NCLT on June 27, 2023. Accordingly, the carrying value of investments was made nil in the books of account. The investee company had filed an appeal before the Hon'ble National Company Law Appellate Tribunal which was dismissed vide its Order dated July 11, 2023. Subsequently, the investee company had filed an appeal before the Hon'ble Supreme Court. The Hon'ble Supreme Court vide its Order dated March 18, 2024 had set aside the Tribunal's Order of liquidation and remitted back the matter to the Hon'ble NCLT, to examine and follow the procedures established by law in terms of Section 12A of IBC, 2016. The Hon'ble NCLT, vide its Order dated May 9, 2024, has restored the powers back to the Board of Directors of the investee Company. However, the value of investment is not reinstated in the books as on March 31, 2025.
7. The Company is engaged in the business of Non-Banking Financial Company (NBFC) activities. Both in the current and previous financial years, the Company was solely engaged in NBFC activities. In accordance with Ind AS 108 – Operating Segments, the Company has identified only one reportable segment, i.e., NBFC activities. Since there are no other segments that meet the criteria for separate reporting, no additional segment disclosures are required.



A handwritten signature in black ink, appearing to be "M. S. J."

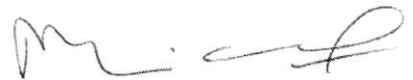
Segment-wise Revenue, Results and Capital Employed						
(Rs. In Lakhs)						
Sl. No.	Particulars	Quarter ended			Year ended	
		March 31, 2025 (Audited)	December 31, 2024 (Unaudited)	March 31, 2024 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited)
1	Segment Revenue (Net Sales/ Income from each segment)					
	a. Financial Services	38.25	42.99	(2.76)	142.43	79.28
	b. Travel Services	-	-	-	-	-
	c. Others	-	-	-	-	-
	Total	38.25	42.99	(2.76)	142.43	79.28
	Less: Inter Segment Revenue	-	-	-	-	-
	Net Sales/ Income from Operations	38.25	42.99	(2.76)	142.43	79.28
2	Segment Results (Profit/(Loss) before tax and interest)					
	a. Financial Services	20.09	23.48	(27.63)	86.16	(28.70)
	b. Travel Services	-	-	-	-	-
	c. Others	-	-	-	-	-
	Total	20.09	23.48	(27.63)	86.16	(28.70)
	Less:					
	i. Interest	0.45	0.44	0.34	1.62	1.69
	ii. Other unallocable expenditure net off	-	-	-	-	-
	Total profit/(loss) before tax	19.64	23.03	(27.96)	84.54	(30.40)
3	Capital Employed (Segment Assets - Segment Liabilities)					
	a. Financial Services	905.09	903.72	6.92	905.09	849.17
	b. Travel Services	26.16	24.31	48.49	26.16	13.76
	c. Others	-	-	-	-	-
	Total	931.25	928.03	55.41	931.25	862.93




Statement of assets and liabilities

(Rs. In Lakhs)

Particulars	As at March 31,2025 (Audited)	As at March 31,2024 (Audited)
Assets		
Financial Assets		
Cash and cash equivalents	11.85	1.58
Receivables	38.19	15.35
Loans	838.44	715.53
Investments	15.89	12.06
Other Financial Assets	80.04	143.76
	984.42	888.28
Non-financial Assets		
Current Tax Asset (Net)	10.47	7.49
Deferred Tax Assets	17.10	-
Property, plant and equipment	2.14	2.76
Right of use asset	1.54	10.84
Other non-financial assets	3.11	9.26
	34.36	30.35
Total - Assets	1,018.78	918.63
Liabilities and Equity		
Liabilities		
Financial Liabilities		
Trade payables	15.73	13.64
Deposits	1.40	1.40
Lease Liability	3.83	11.85
	20.96	26.88
Non-Financial Liabilities		
Provisions	43.32	24.47
Other non-financial liabilities	6.15	4.17
	49.47	28.64
Total Liabilities	70.43	55.52
Equity		
Equity Share Capital	499.72	499.72
Other Equity	448.63	363.39
	948.35	863.11
Total - Liabilities and Equity	1,018.78	918.63




Statement of cash flows		
	(Rs. In Lakhs)	
Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Cash Flow From Operating Activities		
Profit before income tax	84.54	(30.40)
Adjustments for		
Reversal of Allowance for expected credit loss	-	81.53
Depreciation and amortisation expense	9.92	9.92
Finance costs	1.62	1.69
Right of Use Asset on modification of lease	-	-
Re-measurement of defined benefit (liability)/asset	1.44	2.05
Fair value (gain)/ loss on investments (net)	(3.82)	23.48
Dividend income	(0.17)	(0.06)
Change in operating assets and liabilities	93.52	88.21
(Increase)/ decrease in loans given	(122.91)	(100.53)
(Increase)/ decrease in other current financial assets	63.72	(11.40)
(Increase)/ decrease in trade receivables	(22.84)	109.66
(Increase)/ decrease in Deferred Tax Assets	(17.10)	-
(Increase)/ decrease in other non-current financial assets	6.16	0.07
Increase/ (decrease) in provisions and other liabilities	9.57	(12.71)
Increase/ (decrease) in trade payables	5.34	(81.55)
Cash generated from operations	15.46	(8.25)
Less : Income taxes paid (net of refunds)	(3.73)	7.82
Net cash from operating activities (A)	11.73	(0.43)
Cash Flows From Investing Activities		
Sale proceeds of PPE		
(Purchase)/ disposal proceeds of Investments		
Dividend received	0.17	0.06
Net cash used in investing activities (B)	0.17	0.06
Cash Flows From Financing Activities		
Repayment of long term borrowings	-	-
Interest paid	(1.62)	(1.69)
Net cash from/ (used in) financing activities (C)	(1.62)	(1.69)
Net increase/decrease in cash and cash equivalents (A+B+C)	10.27	(2.06)
Cash and cash equivalents at the beginning of the financial year	1.58	3.64
Cash and cash equivalents at end of the year	11.85	1.58

2. The figures for the quarter ended March 31, 2025 represents the balancing figure between the audited results for the year ended March 31, 2025 and the unaudited figures for the nine months ended December 31, 2024.

3. Figures for the previous periods have been regrouped and/or reclassified wherever necessary to confirm with the classification for the current period.

For Dharani Finance Limited



Initialed for Identification purposes



Dr Palani G Periasamy
Chairman
DIN : 00081002

**Statement on impact of Audit Qualifications (for Audit Report with modified opinion submitted) along with Audited Financial Results
- (Standalone and consolidated separately)**

**Statement on impact of Audit Qualifications for the Audited Financial Results
for the year ended 31st March 2025**

(See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulation, 2016)

Sl.No	Particulars	Unaudited Figures (as reported before adjusting for qualifications)	Unaudited Figures (unaudited figures after adjusting for qualifications)
		(Rs. lakhs)	
I	a	Turnover/ Total Income	142.43
	b	Total Expenditure	57.89
	c	Net Profit/ (Loss)	84.54
	d	Earnings Per share	1.68
	e	Total Assets	1018.78
	f	Total Liabilities	70.43
	g	Net Worth	948.35
	h	Any other financial item(s) as felt appropriate by the Management)	
II	Audit Qualification (each audit qualification / Disclaimer of Opinion/ Adverse Qualification		
	a	Details of Audit Qualifications.	Recovery of amount due from major customer aggregating to INR.272 Lakhs, which is considered doubtful due to uncertainty in the receipt of funds.
	b	Type of Audit Qualifications: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion	Qualified Opinion
	c	Frequency of Qualifications: Whether appeared first time/ repetitive / since how long continuing	8 th time, Since 31 st March 2020.
	d	for Audit Qualification(s) where the impact is quantified by the auditor, Management's views:	Not Quantified
	e	for Audit Qualification(s) where the impact is not quantified by the auditor:	
	i.	Management's estimation on the impact of audit qualification.	The Management is of the opinion that based on the discussion with the customer that the full repayment of the outstanding receivable from the said Customer is expected to be received.
	ii.	Management's is unable to estimate the impact, reasons for the same:	NA
	iii.	Auditor's comments on (i) or (ii) above;	Statement relating to given Inter-Corporate Deposit (ICD) of Rs. 200 Lakhs to a customer and accrued interest on loans and advances receivable on the above-mentioned loans have been carried at outstanding values of Rs.272 Lakhs. The Management is of the opinion on full repayment of the outstanding receivable from the said Customer. Due to uncertainty on the receipt of funds from the customer till the date of issue of this report, the impact of the above in case provision of outstanding values shall affect the net owned funds of the Company.

 R Murugavel Managing Director	 N Sivabalan Chief Financial Officer	 P Muthusamy Audit Committee Chairman	 N Srivatsan For Srivatsan & Associates Statutory Auditors
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Place: Chennai

Date :28th May 2025.



DHARANI FINANCE LIMITED

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Disclosure of Related Party transactions (as approved by the Audit Committee Meeting held on 28th May 2025)

(A) Transactions in the Ordinary Course of business

1. Outstanding against Inter Corporate Loan given to Appu Hotels Limited as on 31.03.2025 - Rs. 3,05,00,000/-
2. Outstanding against Inter Corporate Loan given to Dharani Developers Private Limited as on 31.03.2025 – Rs.1,90,94,000/- (Including interest Rs.7,50,000/-
3. Rs.75,000/- per month + GST has been paid to Dr Palani G Periasamy, Chairman towards the rent for the use of 1250 sq. ft. as its Registered Office in premises owned by Dr Palani G Periasamy and Mrs Visalakshi Periasamy, as per approval of the Board in its meeting on 17th May 2024. Outstanding Rent payable as on 31.03.2025 is Rs.14,92,569/- (Including maintenance Rs.5,31,360/-)

(B) Transactions not in the Ordinary Course of business - Nil

(C) Transactions during the Financial year 2025-26.

Omni bus Approval by Audit Committee:

- i. Provide car rental/leasing services to Appu Hotels Limited for a total amount not exceeding Rs.2.00 crores in year 2025-26 including leasing of Cars for the use of group company executives at rates not below the market rates.
- ii. Continue Lease of 1250 sq.ft. portion of the building owned by Dr Palani G Periasamy and Mrs Visalakshi Periasamy at New No.59 (Old No.57) Sterling Road, Nungambakkam, Chennai for the use of the Company as its registered office at rates not over the prevailing market rates, the present rate being Rs.60/- per Sq.ft. Total lease amount not exceeding Rs.20 lakhs for 2025-26.



Independent Auditors Report on the Audited Financial Results for the quarter and year ended March 31, 2025, of M/s Dharani Finance Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

The Board of Directors
Dharani Finance Limited,
57 Sterling Road, Nungambakkam,
Chennai 600 034.

Report on the audit of the Standalone Financial Results

Qualified Opinion

We have audited the accompanying standalone quarterly financial results of Dharani Finance Limited (the "Company") for the quarter and the year ended March 31, 2025 ("Statement"), attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, subject to the effects of the matters described in the Basis for Qualified Opinion section of our report, the Statement:

- a) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net loss and other comprehensive income and other financial information for the quarter and year ended March 31, 2025.

Basis for Qualified Opinion

We draw attention to the following matters:

- a) Note 4 & 5 - 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.
- 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, 2025 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.

Material Uncertainty Relating 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

Dues from a major customer

We draw your attention to Note 40 which explains that a corporate insolvency resolution process (CIRP) and the appointment of a resolution professional were admitted in the case of one of the major customers of the Company by the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench vide its order dated May 5, 2020.

The Hon'ble NCLT has approved the resolution plan vide its Order No. 1A/1410/2022 dated December 20, 2023. Hence, as per the Order, the Company has expected to receive the balance Inter Corporate Deposit of INR 305 Lakhs (INR 415 Lakhs previous year) along with accrued interest in the normal course of business, preferably within 365 days from the date of NCLT Order i.e. 31st December 2024.

Based on the discussion with the Management out of outstanding INR 415 Lakhs, during the year INR 110 Lakhs has been received along with interest from the Customer and the accrued interest on balance INR 305 Lakhs has also been received during the year. The Company reviewed the terms and asset quality and extended loan to be repaid on or before 31.03.2026.

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



Management's responsibility for the Standalone financial results

The Statement has been prepared on the basis of the Standalone annual financial statements. The Company's board of directors are responsible for the preparation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the board of directors are 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 the board of directors 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 Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also carried out the following procedures as part of our audit:

- Identify and assess the risks of material misstatement of the statement, whether due design to fraud or error, 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 statement 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 statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results 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 standalone financial results.

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.

For Srivatsan & Associates
Chartered Accountants
Firm Registration No. 014921S


N. Srivatsan
Proprietor

Membership No. 230195



Place: Chennai

Date: 28-05-2025

UDIN: 25230195BMIWEM2278

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, 2025, 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, 2025, 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 40 - 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.
- 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, 2025 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 your attention to Note 40 which explains that a corporate insolvency resolution process (CIRP) and the appointment of a resolution professional were admitted in the case of one of the major customers of the Company by the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench vide its order dated May 5, 2020.

The Hon'ble NCLT has approved the resolution plan vide its Order No. 1A/1410/2022 dated December 20, 2023. Hence, as per the Order, the Company has expected to receive the balance Inter Corporate Deposit of INR 305 Lakhs (INR 415 Lakhs previous year) along with accrued interest in the normal course of business, preferably within 365 days from the date of NCLT Order i.e. 31st December 2024.

Based on the discussion with the Management out of outstanding INR 415 Lakhs, during the year INR 110 Lakhs has been received along with interest from the Customer and the accrued interest on balance INR 305 Lakhs has also been received during the year. The Company reviewed the terms and asset quality and extended loan to be repaid on or before 31.03.2026.

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

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, 2025 taken on record by the board of directors, none of



the directors are disqualified as on March 31, 2025 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. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining the Books of Accounts using accounting software which has a feature of recording Audit Trail (edit log) facility is applicable to the company with effect from 1st April 2023 and accordingly reporting under Rule 11(g) of Companies (Audit and Auditors) Rules 2014 is applicable for the financial year ended 31st March 2025. However, the Company did not have this feature of recording of audit trail for all transactions recorded in the software during the year.
- 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



N Srivatsan
Proprietor
Membership Number 230195
UDIN: 25230195BMIEWEM2278

"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 Private 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, 2025 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 subject to discussion in our key audit matters.
- (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, 2025 for a period of more than six months from the date they became payable **except income-tax demand for the Assessment Year 2018-19 of Rs. 25,53,493/- including accrued interest.**

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, 2025 on account of dispute.

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.

(viii) 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.

(ix) (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.

(x) (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.

- (xi) The Company is not a Nidhi Company. Therefore, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xii) 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.
- (xiii) 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.
- (xiv) 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.
- (xv) (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, 2025 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

- (xvi) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xvii) 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.
- (xviii) 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 on 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.
- (xix) 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.
- (xx) 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: 25230195BMLWEM2278

"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, 2025 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

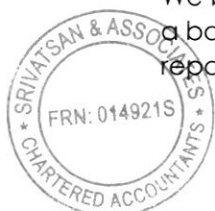
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial 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, 2025, 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: 25230195BMIWEM2278

Date: 28-05-2025