



Date: August 31, 2021

Scrip Code – 532960, 890145
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

DHANI – EQ, DHANIPP
National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (E).
MUMBAI – 400 051

Sub: Notice convening Twenty Sixth Annual General Meeting (AGM) of Shareholders of Dhani Services Limited (the Company), along with Annual Report for the financial year 2020-21

Ref: Disclosure under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations)

Dear Sirs,

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and in furtherance to intimation dated August 30, 2021, we wish to inform that the Notice of the Twenty Sixth Annual General Meeting of the Shareholders of the Company, which has been scheduled to be held on Thursday, September 23, 2021 at 4:30 P.M. (IST) (“**AGM**”), along with Annual Report for the financial year 2020-21 are being mailed to the Shareholders, holding equity shares of the Company as on August 27, 2021 and whose email IDs are registered with the Company/Depositories.

In this connection and as required under the Listing Regulations, we hereby enclose Company’s Notice convening the Twenty Sixth AGM and Annual Report for the financial year 2020-21.

The said documents are also uploaded on the website of the Company viz. www.dhani.com.

This is for your information and record.

Thanking you,

Yours truly,

For **Dhani Services Limited**

Lalit Sharma
Company Secretary

Encl: a/a

CC:

Luxembourg Stock Exchange, Luxembourg





Notice

Dhani Services Limited

(formerly Indiabulls Ventures Limited)

CIN: L74110DL1995PLC069631

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi – 110 001

Email: support@dhani.com, **Tel:** 011-30252900, **Fax:** 011-30156901, **Website:** www.dhani.com

NOTICE

NOTICE is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the members of **DHANI SERVICES LIMITED** (the Company) will be held on **Thursday, September 23, 2021 at 4:30 P.M. IST** ("AGM") through Video Conference to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2021, and Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Pinank Jayant Shah (DIN: 07859798), Executive Director and Key Managerial Personnel, who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

Item No 3:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for the appointment of Mr. Rakesh Mohan Garg, IRS (Retd.) (DIN: 08970794) as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, appointment of Mr. Rakesh Mohan Garg, IRS (Retd.) (DIN: 08970794), as Non-Executive Independent Director of the Company, from November 25, 2020 up to November 24, 2021, be and is hereby approved AND THAT he shall not be liable to retire by rotation."

Item No 4:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for the appointment of Mr. Vijay Chugh, (Retired Principal Chief General Manager, RBI) (DIN: 07112794) as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, appointment of Mr. Vijay Chugh, (Retired Principal Chief General Manager, RBI) (DIN: 07112794), as Non-Executive Independent Director of the Company from December 21, 2020 up to December 20, 2021, be and is hereby approved AND THAT he shall not be liable to retire by rotation."

Item No 5:

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution for the appointment of Mr. Anish Williams (DIN: 03314110) as Non-Executive Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and any other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or



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re-enactments thereof for the time being in force) and Articles of Association of the Company, Mr. Anish Williams (DIN: 03314110), appointed as Non-Executive Director of the Company w.e.f. December 21, 2020, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

Item No. 6:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Mrs. Fantry Mein Jaswal, IRS (Retd.) (DIN: 07011247), as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Fantry Mein Jaswal, IRS (Retd.) (DIN: 07011247), an Independent Director on the Board of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of one year from August 23, 2021 up to August 22, 2022, on expiry of her existing term **AND THAT** she shall not be liable to retire by rotation.”

Item No. 7:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Mr. Praveen Kumar Tripathi, a retired IAS and Ex- Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Praveen Kumar Tripathi, a retired IAS and Ex- Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), an Independent Director on the Board of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of one year from September 16, 2021 up to September 15, 2022, on expiry of his existing term **AND THAT** he shall not be liable to retire by rotation.”

Item No. 8:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Mr. Rakesh Mohan Garg, IRS (Retd.) (DIN: 08970794), as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rakesh Mohan Garg, IRS (Retd.) (DIN: 08970794), an Independent Director on the Board of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of one year from November 25, 2021 up to November 24, 2022, on expiry of his existing term **AND THAT** he shall not be liable to retire by rotation.”

Item No. 9:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Mr. Vijay Chugh, (Retired Principal Chief General Manager, RBI) (DIN: 07112794), as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Chugh, (Retired



Principal Chief General Manager, RBI) (DIN: 07112794), an Independent Director on the Board of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of one year from December 21, 2021 up to December 20, 2022, on expiry of his existing term **AND THAT** he shall not be liable to retire by rotation.”

Item No. 10:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for issue of Non-Convertible Debentures, of the Company, on private placement basis:

“**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and subject to other applicable regulations/ guidelines, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to issue Redeemable Non-Convertible Debentures, secured or unsecured (“NCDs”) and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), for cash, either at par or premium or discount to the face value, for an aggregate amount not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore only) under one or more shelf disclosure documents and/or under one or more letters of offer, as may be issued by the Company, and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on private placement basis, from time to time, such that the aggregate amount to be raised through issue of NCDs / Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares) shall not exceed Rs. 1,000 Crore, such that the total amount to be raised through issuance of NCDs and/or Bonds shall be within the shareholders’ existing borrowing authorization of Rs. 5,000 Crore.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such other acts, deeds and things, as it may deem necessary, in its absolute discretion, including to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred, to any Committee of Directors and / or Directors and / or officers of the Company, to give effect to the authority of this resolution.”

By Order of the Board of Directors

For **Dhani Services Limited**

Sd/-

Lalit Sharma

Company Secretary

ACS: 24111

Place: Mumbai

Date: August 30, 2021

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
2. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure



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Requirements) Regulations, 2015 due to the COVID-19 pandemic" (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting" / e-AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

The Company has made arrangements through KFin Technologies Private Limited KFINTECH, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

3. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OAVM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 26th AGM.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent Skyline Financial Services Private Limited ("Skyline") for assistance in this regard.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 20, 2021 to Thursday, September 23, 2021 (both days inclusive) for the purpose of 26th AGM of the Company.
10. The Company has appointed Mr. Raj Kumar (Membership No. 501863), Proprietor of M/s AMRK & Associates, Practicing Chartered Accountants, Gurugram, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the



RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.

12. SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
13. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, the unclaimed dividend of ₹ 88.84 lakh - pertaining to the Financial Year 2012-13 and 2013-14 got transferred to Investor Education and Protection Fund after giving due notice to the members. Also, the Company has transferred 41,331 fully paid-up equity shares pertaining to the Financial Year 2012-13 and 2013-14 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
14. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed/ un-claimed dividend to IEPF are provided on the website of the Company at <https://www.dhani.com/>

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the those Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.

Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5 (available on www.iepf.gov.in) along with requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

The details of the unclaimed dividends are available on the Company’s website at <https://www.dhani.com/> and Ministry of Corporate Affairs at www.mca.gov.in.

15. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.



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16. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.
17. In accordance with, the General Circular No. 20/2020 dated May 05, 2020 issued by MCA, read with circulars no. 14/2020 dated April 8, 2020, no. 17/2020 dated April 13, 2020 and no. 02/2021 dated January 13, 2021, Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

As physical copies of the Annual Report 2020-21 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report and 26th AGM Notice are available on the Company's website at <https://www.dhani.com/> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and www.nseindia.com respectively and on the website of Registrar and Share Transfer Agent at www.skylinerta.com and KFINTECH at <https://evoting.kfintech.com.>, for those members whose email ids are not registered with the Company/Skyline

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' appended to this 26th AGM Notice as well as available on the Company's website at <https://www.dhani.com/> by the name "E-Communication Registration Form". Alternatively, those shareholders who have not yet registered their email address are requested to get their email addresses registered with their DP or RTA at compliances@skylinerta.com for electronic and Physical folios respectively.

18. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.

19. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences Monday, September 20, 2021 at 10.00 A.M. and ends on Wednesday, September 22, 2021 at 5.00 P.M.



- v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 16, 2021.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1.



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Type of shareholders	Login Method
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi II. Login with your registered user id and password. III. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. IV. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.



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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Dhani Services Limited AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".



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- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id raj@macroconsulting.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ Even No.”
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.



- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at lalit.s6@dhani.com Questions /queries received by the Company till September 18, 2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from September 20, 2021 to September 21, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from September 20, 2021 to September 21, 2021
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. PSRCH Murthy, Manager – RIS, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 16, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- V. This AGM Notice and is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 27, 2021. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL:
 - 2. MYEPWD <SPACE> IN12345612345678
 - 3. Example for CDSL:
 - 4. MYEPWD <SPACE> 1402345612345678



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5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.
- VII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company at <https://www.dhani.com> and Service Provider’s website at <https://evoting.kfintech.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.



EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/ SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at Item Nos. 2 to 10 of the accompanying Notice dated August 30, 2021.

Item No. 2: Re-appointment of Mr. Pinank Jayant Shah (DIN: 07859798), who retires by rotation and being eligible, offers himself for re-appointment:

Mr. Pinank Jayant Shah, Executive Director:

Mr. Pinank Shah has over 19 years of experience in Retail Lending, Corporate Lending and Fund Raising. Mr. Pinank Shah has been with Indiabulls Group for nearly 10 years. At Indiabulls Housing Finance Limited (IBHFL), Mr. Pinank Shah was heading the Treasury and managed the Fund Raising and investment plans of the company. Prior to joining IBHFL, Mr. Shah has worked with HDFC Ltd for about 10 years. With extensive professional experience in both lending and borrowing, Mr. Shah has been instrumental in expanding businesses of organizations he has worked for. Over the course of his career, Mr. Shah has developed a strong connect with market participants including shareholders. Since June 19, 2017, Mr. Shah has been designated as Chief Executive Officer of Dhani Loans and Services Limited (a non-public deposit taking NBFC registered with the Reserve Bank of India), a wholly owned subsidiary of the Company. Mr. Shah holds a Bachelor degree in Commerce from Mumbai University and a Master degree in Management Studies (Finance) from Jamnalal Bajaj Institute of Management Studies.

In changing business environment where the Company is focusing on the business of technology enabled subscription based healthcare and transaction finance services, through its Dhani App., Mr. Shah’s continuity on the Board of the Company, lends stability to the overall operations of the Company.

The shareholders of the Company vide their authorization of September 29, 2017 had approved the appointment of Mr. Shah as a Whole Time Director and Key Managerial Personnel designated as Executive Director of the Company, on the following terms:-

Period	5 years w.e.f. August 28, 2017
Nature	Director, liable to retire by rotation
Designation	Executive Director
Remuneration	Remuneration, excluding stock options, immediately prior to his appointment as on August 28, 2017, subject to an annual revision, as approved by the Board on the recommendation of Nomination & Remuneration Committee.
Performance related incentive	Stock options/SARs in terms of ESOP/ESBS Schemes of the Company.
Sitting Fees	Nil

Further, the approval of members at Item No. 2 of this Notice is not sought for payment of remuneration to Mr. Shah. Payment of remuneration to Mr. Shah, Executive Director of the Company is in accordance with the existing shareholders approval dated September 29, 2017.

The remuneration paid to Mr. Shah, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company’s website on www.dhani.com.

He holds 1,02,789 Fully paid-up Equity Shares of the Company. Mr. Shah is not related to any other director of the Company.

He is Executive Director and CEO on the Board of Dhani Loans and Services Limited, material subsidiary of the Company and Non-Executive Director on the Board of Transerv Limited, a step down subsidiary of the Company. He is member of Stakeholders Relationship Committee, Capital Raising Committee, Allotment Committee, CSR Committee,



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Management Committee and Securities Issuance Committee of the Company. He is also the Chairman of Asset Liability Management Committee, Investment Committee, Management Committee, Bond Issue Committee and a member of CSR Committee and Allotment Committee of Dhani Loans and Services Limited. He is also a member of CSR Committee of Transerv Limited.

In compliance with the applicable provisions of the Companies Act, Mr. Pinank Jayant Shah, as a Director of the Company, retires by rotation, and being eligible, he has offered himself to be reappointed as such in the ensuing AGM.

The Board is of the view that it will be in the best business interest of the Company that Mr. Pinank Jayant Shah, Executive Director and Key Managerial Personnel of the Company, who retires by rotation, be re-appointed.

Except the proposed appointee, in resolution set out at Item No. 2 of this Notice, proposing his re-appointment, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 3 & 8: Appointment and re-appointment of Mr. Rakesh Mohan Garg, IRS (Retd.) (DIN: 08970794) as an Independent Director:

Mr. Rakesh Mohan Garg, joined Indian Revenue Service in 1983 and retired as Principal Chief Commissioner of Income Tax in Govt. of India. During his illustrious career spanning over 35 years, he handled various assignments at all levels in the Income Tax Department and has varied experience in assessing and dealing with corporate houses. Mr. Garg possesses specialization in Maths and is a gold medalist from Guru Nanak Dev University. He is also a Management Graduate from Panjab University, Chandigarh. Prior to joining Indian Revenue Service, Mr. Garg had about 4 years of experience in the private sector.

The Board of Directors of the Company had appointed Mr. Rakesh Mohan Garg as an Additional Independent Director of the Company w.e.f. November 25, 2020 for a term of one year from November 25, 2020 up to November 24, 2021. As an Additional Independent Director, he holds office upto the date of ensuing Annual General Meeting of the Company. In compliance with applicable provisions under the Companies Act, shareholders' approval by way of Ordinary Resolution, in respect of his appointment w.e.f. November 25, 2020 up to November 24, 2021, is required. Further, it is also proposed to re-appoint him for a further period of one year from November 25, 2021 up to November 24, 2022, upon expiry of his existing term on November 24, 2021, for which shareholders' approval by way of Special Resolution, in the manner as set out at item no. 8 of this notice, is also sought.

The main terms and conditions of appointment and re-appointment of Mr. Rakesh Mohan Garg, as Independent Director of the Company, are as under:-

Period	Appointment for a period from November 25, 2020 and his re-appointment for a further period from November 25, 2021 up to November 24, 2022
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 1 lakh per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

The remuneration paid to Mr. Rakesh Mohan Garg, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company's website on www.dhani.com.

The Company has received a declaration from Mr. Garg confirming that he fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and he is independent of the Management of the Company.



Keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended seeking shareholders' approval on his continuation as an Independent Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Garg does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. He is not on the Board of any other company.

Except the proposed appointee, in resolutions set out at Item No. 3 & 8 of this Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 4 & 9: Appointment and re-appointment of Mr. Vijay Chugh, (Retired Principal Chief General Manager, RBI) (DIN: 07112794) as an Independent Director:

Mr. Vijay Chugh is a distinguished & committed professional with rich & varied experience of over 37 years with strong leadership qualities, in regulatory compliance, payment banking, policies, data protection etc., in financial sector. He is the former Principal Chief General Manager and Head of Payment and Settlement Systems, Reserve Bank of India. He has also served as RBI nominee on the Board of State Bank of Patiala and United Bank of India and as the chief vigilance officer of the Industrial Investment Bank of India Limited.

He is presently a part time advisor/consultant to the World Bank / IMF / UNCDF etc. and associated in their several projects including Data Protection Framework – Laws, Regulations, Policies (Research for IMF), Financial industry practice on the collection, storage, transmission and use of data (Multi Countries). He is also a consultant to Deloitte Touche Tohmatsu India LLP, Mswipe Technologies P Ltd, Netflix Entertainment Services India Ltd, Finnew Solutions P. Ltd. and MSC Global Consulting Pte Ltd (Singapore). Earlier he was a consultant to big corporates like Google (Singapore), SWIFT (India) and E-Currency Mint (Fintech firm advocating Digital Fiat Currency), Card network MasterCard, Pre-paid Issuers M/s MobMe, Transerv, LivQuik, ITZ Cash (now EBIX) and Paynear (payment gateway).

During his distinguished career of over 32 years with RBI, he has handled various key senior positions, in the department of payment and settlement systems and core banking solution (financial infrastructure), regulation and supervision of commercial banks (financial stability and financial integrity), and rural credit and development (financial inclusion) and also participated in national and international payment system policies/processes, as member of several prestigious committees, at national and international level, including Committee for Payments & Market Infrastructure (CPMI – the erstwhile CPSS), Bank for International Settlements, Basel, Switzerland, SAARC Payments Council, Payment & Settlement Systems of Asia-Pacific Central Banks (SEACEN), Malaysia, Regulatory Oversight Committee and its Executive Committee, Global Legal Entity Identifier (GLEI) Foundation, Switzerland, Indian/Bharat Bills Payment System (BBPS), MSME Trade Receivables Exchange (TReDS), Mobile Banking - SMS and USSD channels, etc.

Mr. Chugh holds a Bachelor of Arts degree from the Delhi University and a Master of Arts degree from the University of Rajasthan. He also holds a Post Graduate Diploma in Business Administration from the KC College of Management Studies, Mumbai. He is a Certificated Associate of the Indian Institute of Bankers and has been awarded an Advanced Certificate for Executives in Management, Innovation and Technology from the Sloan School of Management, Massachusetts Institute of Technology, U.S.A.

The Board of Directors of the Company had appointed Mr. Vijay Chugh as an Additional Independent Director of the Company w.e.f. December 21, 2020 for a term of one year up to December 20, 2021. As an Additional Independent Director, he holds office upto the date of ensuing Annual General Meeting of the Company. In compliance with applicable provisions under the Companies Act, shareholders' approval by way of Ordinary Resolution, in respect of his appointment w.e.f. December 21, 2020 up to December 20, 2021, is required. Further, it is also proposed to re-appoint him for a further period of one year from December 21, 2021 to December 20, 2022, upon expiry of his existing term on December 20, 2021, for which shareholders' approval by way of Special Resolution, in the manner as set out at item no. 9 of this notice, is also sought.



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The main terms and conditions of appointment and re-appointment of Mr. Vijay Chugh, as Independent Director of the Company, are as under:-

Period	Appointment for a period from December 21, 2020 and his re-appointment for a further period from December 21, 2021 up to December 20, 2022
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 1 lakh per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

The remuneration paid to Mr. Vijay Chugh, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company's website on www.dhani.com.

The Company has received a declaration from Mr. Chugh confirming that he fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and he is independent of the Management of the Company.

Keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended seeking shareholders' approval on his continuation as an Independent Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Chugh does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. He is also on the Board of Inditrade Fincorp Limited, Arka Fincap Limited, Inditrade Microfinance Limited, AGS Transact Technologies Limited, India Transact Services Limited, Tapits Technologies Private Limited, Access Development Services and Securevalue India Limited. He is Chairman of Nomination & Remuneration Committee and CSR Committee of AGS Transact Technologies Limited and India Transact Services Limited. He is Chairman of Nomination & Remuneration Committee and member of Audit Committee and CSR Committee of Securevalue India Limited. He is Chairman of Risk Management Committee of AGS Transact Technologies Limited and Arka Fincap Limited and member of Audit Committee of Inditrade Microfinance Limited, Arka Fincap Limited, India Transact Services Limited, AGS Transact Technologies Limited and member of Management Committee of India Transact Services Limited.

Except the proposed appointee, in resolutions set out at Item No. 4 & 9 of this Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 5: Appointment of Mr. Anish Williams (DIN: 03314110) as Non-Executive Director:

Mr. Anish Williams is Chief Product Officer of Dhani. He was the Founder & CEO of Transerv Limited, before its acquisition by the Company as its wholly owned subsidiary. Anish is a seasoned professional with over 22 years of enriched and varied experience in product design, technology and data analytics. During his distinguished career spanning over 22 years, he held various high level positions with leading organizations like Citi, HSBC and Amex. Mr. Anish is a graduate from the prestigious St. Stephen's College, Delhi University.

Mr. Anish Williams was appointed as an Additional Non-Executive Director of the Company w.e.f. December 21, 2020 by the Board of the Company, who shall hold office upto the date of ensuing Annual General Meeting of the Company. In compliance with applicable provisions under the Companies Act, shareholders' approval by way of Ordinary Resolution, in respect of his appointment w.e.f. December 21, 2020, is required.



The main terms and conditions of appointment of Mr. Williams, as Non-Executive Director of the Company, are as under:-

Nature	Director, liable to retire by rotation
Designation	Non-Executive Non-Independent Director
Remuneration	Nil
Performance related incentive	Stock options/SARs in terms of ESOP/ESBS Schemes of the Company.
Sitting Fees	Nil

Keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended seeking shareholders' approval on his continuation as Non-Executive Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Williams holds 1,71,404 fully paid-up equity shares in the Company and is not related to any other director or key managerial personnel of the Company. He is also an Executive Director on the Board of Transerv Limited. He is member of Capital Raising Committee of the Company and member of CSR Committee of Transerv Limited.

Except the proposed appointee, in resolution set out at Item No. 5 of this Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 6: Re-appointment of Mrs. Fantry Mein Jaswal, IRS (Retd.) (DIN: 07011247), as an Independent Director:

Mrs. Fantry Mein Jaswal, IRS (Rtd.) (DIN: 07011247) joined the Indian Revenue Service (Customs & Central Excise) in 1976. During her career spanning 35 years in the Customs and Central Excise Department, she held several assignments and Mrs. Jaswal as a recognition of her outstanding record in service, she was conferred with the President's "Meritorious Record of Service" award in 2003. She retired as Chief Commissioner of Customs & Central Excise in July 2011. In August 2012, she was appointed as Chairperson of the Arunachal Pradesh State Finance Commission and completed that assignment in July 2014.

As a member of the Board of Directors, Mrs. Fantry Mein Jaswal has provided valuable guidance to the Company. It is proposed to re-appoint her for a further period of one year from August 23, 2021 up to August 22, 2022, upon expiry of her existing term on August 22, 2021, for which shareholders' approval by way of Special Resolution, in the manner as set out at item no. 6 of this notice, is sought.

The main terms and conditions of re-appointment of Mrs. Fantry Mein Jaswal, as Independent Director of the Company, are as under:-

Period	From August 23, 2021 up to August 22, 2022
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 1 lakh per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

The remuneration paid to Mrs. Jaswal, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company's website on www.dhani.com.

The Company has received a declaration from Mrs. Jaswal confirming that she fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, she fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and she is independent of the Management of the Company.

Keeping in view of her vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended seeking shareholders' approval on her continuation as an Independent Director of the Company which the Board has recommended in the best business interest of the Company.



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Mrs. Jaswal does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. She is also on the Board of Basix Academy For Building Lifelongemployability Limited. She is member of Audit Committee, Nomination & Remuneration Committee, Compensation Committee, Stakeholders Relationship Committee, Securities Issuance Committee, Risk Management Committee and Management Committee of the Company and member of Audit Committee of Basix Academy For Building Lifelongemployability Limited.

Except the proposed appointee, in resolution set out at Item No. 6 of this Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 7: Re-appointment of Mr. Praveen Kumar Tripathi, a retired IAS and Ex- Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), as an Independent Director:

Mr. Praveen Kumar Tripathi is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and centre level such as Principal Secretary to Chief Minister, Govt of NCT Delhi; Chief Secretary – Govt of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc. Earlier he was on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.

Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organisation, with which he was associated, emerge a winner at all times. Mr. Tripathi is a post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.

As a member of the Board of Directors, Mr. Tripathi has provided valuable guidance to the Company. It is proposed to re-appoint him for a further period of one year from September 16, 2021 up to September 15, 2022, upon expiry of his existing term on September 16, 2021, for which shareholders' approval by way of Special Resolution, in the manner as set out at item no. 7 of this notice, is sought.

The main terms and conditions of re-appointment of Mr. Tripathi, as Independent Director of the Company, are as under:-

Period	From September 16, 2021 up to September 15, 2022
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 1 lakh per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

The remuneration paid to Mr. Tripathi, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company's website on www.dhani.com.

The Company has received a declaration from Mr. Tripathi confirming that he fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the



Board, he fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and he is independent of the Management of the Company.

Keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended seeking shareholders' approval on his continuation as an Independent Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Tripathi does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. He is also on the Board of Indiabulls Real Estate Limited, Yaarii Digital Integrated Services Limited, JBM Auto Limited and Indiabulls General Insurance Limited. He is Chairman of Audit Committee, Nomination and Remuneration Committee, Compensation Committee, Stakeholders Relationship Committee, Allotment Committee, Risk Management Committee and member of CSR Committee and Capital Raising Committee of the Company. He is also members of Audit Committee of JBM Auto Limited, member of Re-organisation Committee and Risk Management Committee of Indiabulls Real Estate Limited and member of Risk Management Committee of Yaarii Digital Integrated Services Limited.

Except the proposed appointee, in resolution set out at Item No. 7 of this Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 10: Issue of Non-Convertible Debentures, of the Company, on private placement basis.

To fund technology enabled subscription based healthcare and transaction finance services, through its Dhani App., the Company may be required to borrow funds from different sources including by way of issuance of Non-Convertible Debentures ("NCDs") and Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares).

NCDs represent a very cost-effective source of funding and a reliable means of diversification of funding sources. A diversified funding profile affords the Company multiple avenues of borrowing which from a cost and liquidity perspective are often complementary to one another enabling the company to run a cost effective and efficient funding programme. NCDs and Bonds provide access to the widest set of investors and thus the deepest pools of funding. NCDs can be raised from domestic debt investors such as mutual funds, insurance companies, pension and provident funds, banks; Domestic retail NCDs can be raised from regular individuals and also High Net worth Individuals [HNI's].

Pursuant to and in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Board of Directors of the Company, subject to shareholders' approval, by way of a Special Resolution, which is required to be passed every year, can raise funds through issue of NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), on a private placement basis, upto one year from the date of shareholders' approval to the resolution, as set out at Item No. 10 of this Notice.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 10 of this Notice, for the approval of the Members of the Company. None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
For **Dhani Services Limited**

Sd/-

Lalit Sharma
Company Secretary
ACS: 24111

Place: Mumbai
Date: August 30, 2021



Notice (Contd)

E-Communication Registration Form

To,
Skyline Financial Services Pvt. Ltd.
Unit: **Dhani Services Limited**
D-153 A 1st Floor Okhla Industrial Area, Phase-1,
New Delhi-110020
Tel: 011-40450193 TO 197, Fax: 011-26812682
E-mails: compliances@skylinerta.com, info@skylinerta.com
Website: www.skylinerta.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID

Name of the First Registered Holder

Registered Address

Email ID (to be Registered)

Signature of the First Registered Holder

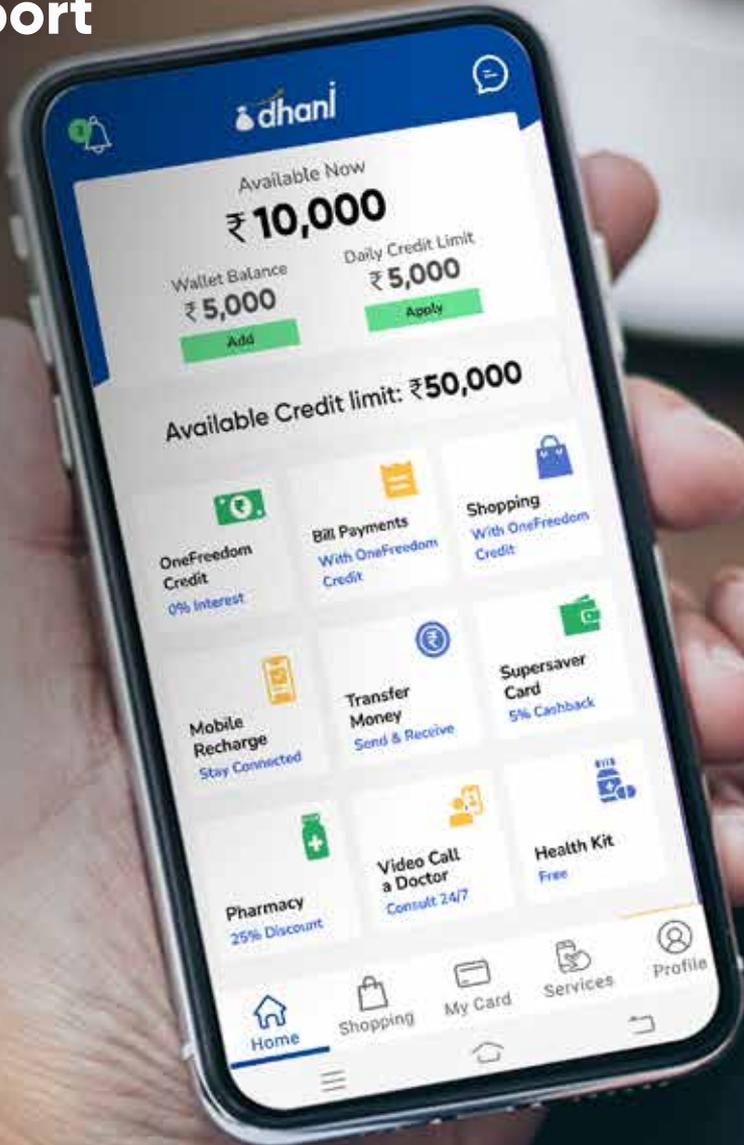
Date

Notes:

1. On registration/ updation, all the communications will be sent to the registered e-mail id.
2. The form is also available on the website of the Company www.dhani.com under the heading "Investors" by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants/Company's Registrar- Skyline Financial Services Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.



Dhani Services Limited Annual Report 2021



Forward-Looking Statements

This Annual Report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

Although we have been prudent in our assumptions, we cannot guarantee that these forward-looking statements will be realised. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could materially vary from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statement whether as a result of new information, future events or otherwise.

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Corporate Information

Board of Directors:

Mr. Sameer Gehlout
Dr. Narendra Damodar Jadhav
Mr. Praveen Kumar Tripathi
Mrs. Fantry Mein Jaswal
Mr. Rakesh Mohan Garg
Mr. Vijay Chugh
Mr. Divyesh B. Shah
Mr. Gagan Banga
Mr. Pinank Jayant Shah
Mr. Anish Williams

Chief Financial Officer:

Mr. Rajeev Lochan Agrawal

Company Secretary:

Mr. Lalit Sharma

Statutory Auditors:

Walker Chandio & Co LLP
(A member of Grant Thornton International)
Chartered Accountants
L 41, Connaught Circus,
New Delhi 110 001

Internal Auditors:

N.D. Kapur & Co.
Chartered Accountants
1st Floor, The Great Eastern Center
70, Nehru Place, Behind IFCI Tower
New Delhi – 110 014

Secretarial Auditors:

A.K. Kuchhal & Co.
Company Secretaries,
C-154, Sector-51,
Noida- 201301

Registered Office:

M- 62 & 63, First Floor,
Connaught Place, New Delhi – 110 001
Email: support@dhani.com
Tel: 0124-6681199, Fax:0124-6681240
Website:www.dhani.com

Corporate Offices:

One International Centre (Formerly IFC),
Senapati Bapat Marg, Elphinstone Road,
Mumbai – 400 013

Indiabulls House, 448-451,
Udyog Vihar, Phase V,
Gurugram – 122 016

Registrars & Transfer Agents:

Skyline Financial Services Pvt. Ltd.
Unit: Dhani Services Limited,
D-153 A 1st Floor Okhla Industrial Area,
Phase-1 New Delhi-110020

Bankers:

- Allahabad Bank
- Axis Bank
- Bank of Baroda
- Canara Bank
- Central Bank of India
- HDFC Bank
- ICICI Bank
- IDBI Bank
- IDFC First Bank
- Indian Overseas Bank
- Indusind Bank
- Kotak Mahindra Bank
- Punjab and Sind Bank
- Punjab National Bank
- RBL Bank Limited
- South Indian Bank
- State Bank of India
- Union Bank of India
- Yes Bank





Dhani at a Glance

Dhani Services Ltd. is a consumer business that offers digital healthcare and digital transactional finance to its customers through innovative & affordable product offerings. The company has grown from strength to strength and garnered 1.8 million paid subscribers since the launch of its first subscription product earlier this year. The Dhani app is used by 8.4 million unique users every month.

Residing at the nucleus of our business is the Dhani Card which offers convenient payment solution with or without credit to our customers. Available in both digital & physical formats, and accepted by over 1 crore+ RuPay merchants, the card brings great usage versatility thereby providing high levels of customer engagement for Dhani.

Dhani's growth has been built on the foundation of innovation, customer experience and transparency. We aim to constantly outdo ourselves in our chase of offering innovative digital product offerings & customer delight.

26.1 mn
Customers

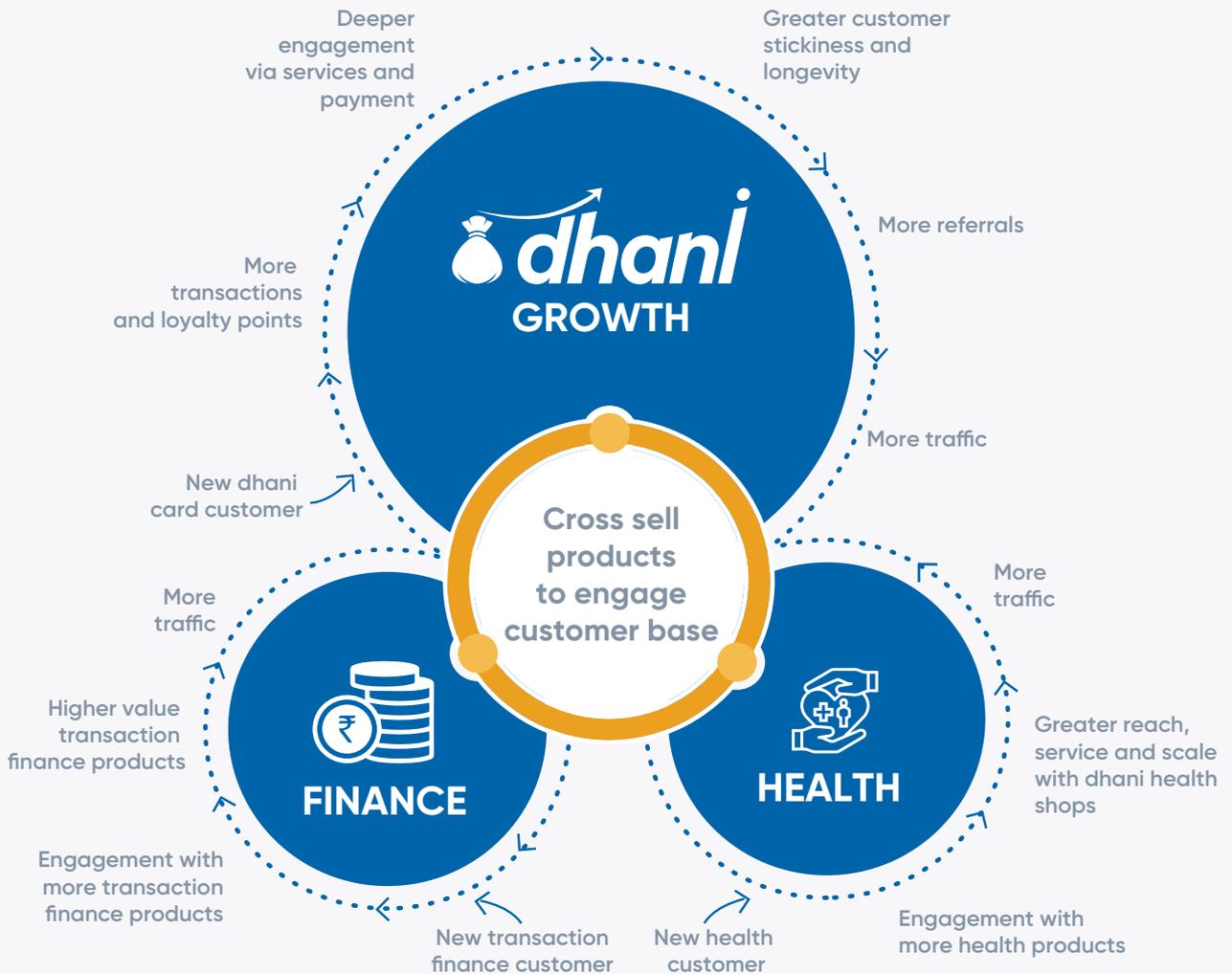
1.8 mn
Paid Subscriptions

8.4 mn
Monthly Active Users





The self reinforcing Dhani virtuous flywheel





Journey of Dhani

2021

- Mar** • Launch of Pharmacy
• 26.1 million Customers
- Jan** • Launch of Health 365

2020

- Dec** • Launch of Private Patients
• 22 million customers
• # 4th Rank on Google Play Store in Business Category
- Nov** • Launch of OneFreedom
- Oct** • 1 Hour Delivery of Medicines
- Sep** • Instant Doctor Consultations
• 16 million customers
- Jul** • Launch of SuperSaver
- Jun** • Launch of Insurance
• 10 million customers
- May** • First Subscription Product Launched



Choice Of Multiple Monthly Subscription Products

Doctor: Monthly Subscription: ₹ 150, ₹ 300

Personal doctor available instantly, anytime through video consultation on app, prescription uploaded on app

Medicines:

50% off on 1 hour medicines delivery to customer for prescriptions from doctor consultations on dhani app

Pharmacy

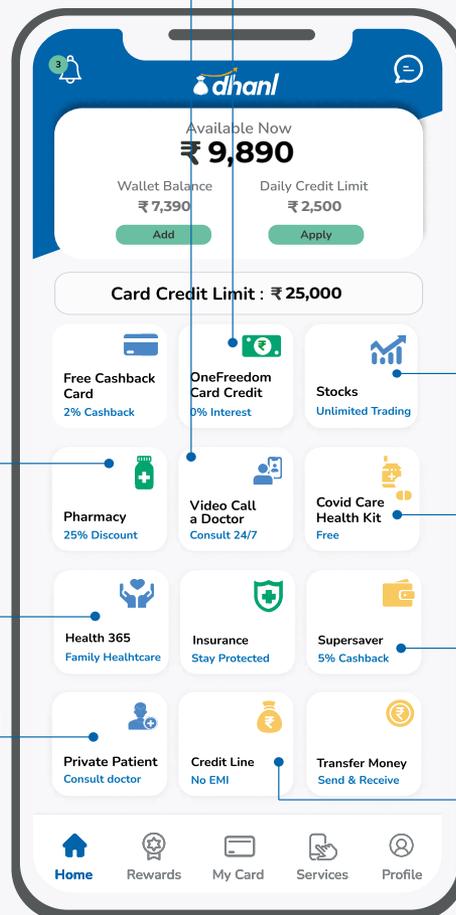
Delivery of branded medicines & OTC products

Health 365: Monthly Subscription: ₹ 450, ₹ 700, ₹ 900

Unlimited doctor consultations and medicines

Private Patient

Digital practice management solution for doctors for their private patients



OneFreedom: Monthly Subscription for transaction finance plus doctor: ₹ 199 to ₹ 1799

0% interest, amount paid on T+1, T+30, T+60; 50% off on medicines and personal doctor available instantly, anytime through video consultation on app

Stocks

Discount brokerage trading plans

Health Insurance: Monthly premium: ₹ 394

Family health insurance, third party product distribution

Super Saver: Monthly Subscription for cash back plus doctor: ₹ 200, ₹ 300, ₹ 350

60% off on medicines, personal doctor available instantly, anytime through video consultation on app and 5% cashback on all spends

Flat Personal Loan: Monthly Subscription for overdraft facility plus doctor: ₹ 450, ₹ 500, ₹ 700, ₹ 900

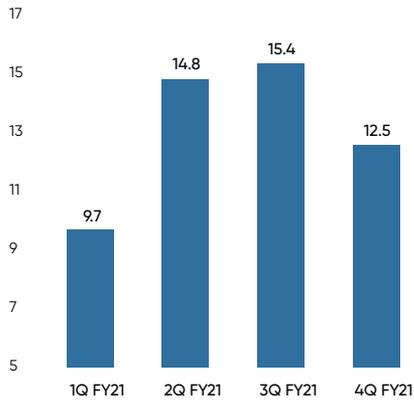
Instant credit line of 3 months with no EMI payments, 50% off on medicines and personal doctor available instantly, anytime through video consultation on app



Business Highlights

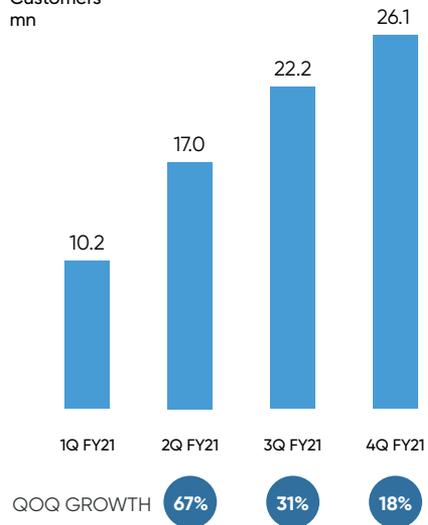
Consistent High App Downloads

Users downloading Dhani app
mn



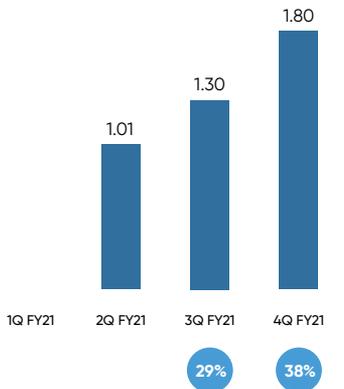
Our Customer Base is Large and Growing Rapidly

Customers
mn



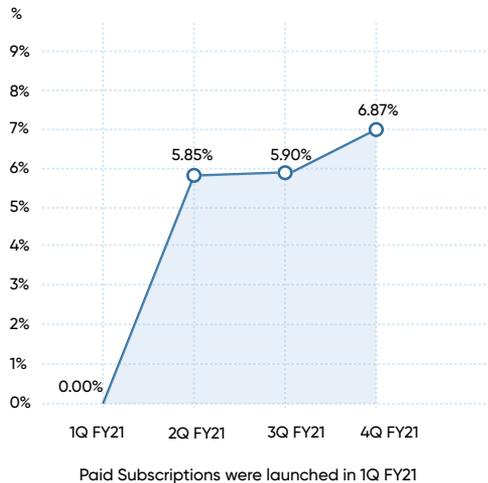
Paid Subscription Penetration Increase Since Launch

Paid Subscriptions
mn



Paid Subscriptions were launched in 1Q FY21

Paid Subscriptions as percent of total customers



Paid Subscriptions were launched in 1Q FY21



Board of Directors

Mr. Sameer Gehlaut

Founder, CEO & Chairman

Mr. Gehlaut is the Founder of the Indiabulls Group, one of India's leading business conglomerates with interests in consumer finance, housing finance, consumer digital services, real estate and pharmaceuticals. Mr. Gehlaut holds a B.Tech in Mechanical Engineering from the Indian Institute of Technology [IIT], Delhi. In 1999, Mr. Gehlaut began his entrepreneurial journey by buying a defunct brokerage and rechristening it as Indiabulls Financial Services. Sameer's vision in the ensuing years served as the guiding light for Indiabulls as the company grew from strength to strength and diversified from being a broking services company to a large financial services conglomerate.

Dr. Narendra Damodar Jadhav [Former Member Planning Commission]

Independent Director

Dr. Narendra Jadhav Ph.D. in Economics from Indiana University, USA is a renowned economist, educationist, social scientist, author and a public speaker. During his distinguished career spanning over four decades of public service, Dr. Jadhav has served in various key positions including as Member of the Planning Commission of India and the National Advisory Council. He has also held the position of Principal Adviser and Chief Economist, Reserve Bank of India (RBI). During his 31 year association with the RBI, he also served in Advisory capacities at International Monetary Fund (IMF) and various Governments. He is known for his expertise and contribution in the areas of economics and social work. He is the recipient of numerous national and international awards including four Honorary D-Litt. Degrees and the title of the Commander of the Order of Academic Palmes by the Government of France.

Mr. Praveen Kumar Tripathi [Retd. IAS and Ex- Chief Secretary, Govt. of NCT Delhi]

Independent Director

Mr. P. K. Tripathi is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and centre level such as Principal Secretary to Chief Minister, Govt of NCT Delhi; Chief Secretary - Govt of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax - NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc. Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organisation, with which he was associated, emerge a winner at all times. Mr. Tripathi is a post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.



Mrs. Fantry Mein Jaswal [Retd. IRS]

Independent Director

Mrs. Fantry Mein Jaswal, IRS (Rtd.) joined the Indian Revenue Service (Customs & Central Excise) in 1976. During her career spanning 35 years in the Customs and Central Excise Department, she held several assignments and Mrs. Jaswal as a recognition of her outstanding record in service, she was conferred with the President's "Meritorious Record of Service" award in 2003. She retired as Chief Commissioner of Customs & Central Excise in July 2011. In August 2012, she was appointed as Chairperson of the Arunachal Pradesh State Finance Commission and completed that assignment in July 2014. Smt. Jaswal is on the Board of Basix Academy For Building Lifelongemployability Limited.

Mr. Rakesh Mohan Garg [Retd. IRS]

Independent Director

Mr. Rakesh Mohan Garg, joined Indian Revenue Service in 1983 and retired as Principal Chief Commissioner of Income Tax in Govt. of India. During his illustrious career spanning over 35 years, he handled various assignments at all levels in the Income Tax Department and has varied experience in assessing and dealing with corporate houses. Mr. Garg possesses specialization in Maths and is a gold medalist from Guru Nanak Dev University. He is also a Management Graduate from Panjab University, Chandigarh. Prior to joining Indian Revenue Service, Mr. Garg had about 4 years of experience in the private sector.

Mr. Vijay Chugh [Retd. Principal Chief General Manager, Reserve Bank of India]

Independent Director

Mr. Vijay Chugh, is a distinguished & committed professional with rich & varied experience of over 37 years with strong leadership qualities, in regulatory compliance, payment banking, policies, data protection etc., in financial sector. He is the former Principal Chief General Manager and Head of Payment and Settlement Systems, Reserve Bank of India. He has also served as RBI nominee on the Board of State Bank of Patiala and United Bank of India and as the chief vigilance officer of the Industrial Investment Bank of India Limited. He is presently a part time advisor/consultant to the World Bank / IMF / UNCDF etc. and associated in their several projects including Data Protection Framework – Laws, Regulations, Policies (Research for IMF), Financial industry practice on the collection, storage, transmission and use of data (Multi Countries). He is also a consultant to Deloitte Touche Tohmatsu India LLP, Mswipe Technologies P Ltd, Netflix Entertainment Services India Ltd, Finnew Solutions P. Ltd. and MSC Global Consulting Pte Ltd (Singapore). Earlier he was a consultant to big corporates like Google (Singapore), SWIFT (India) and E-Currency Mint (Fintech firm advocating Digital Fiat Currency), Card network MasterCard, Pre-paid Issuers M/s MobMe, Transerv, LivQuik, ITZ Cash (now EBIX) and Paynear (payment gateway).

During his distinguished career of over 32 years with RBI, he has handled various key senior positions, in the department of payment and settlement systems and core banking solution (financial infrastructure), regulation and supervision of commercial banks (financial stability and financial integrity), and rural credit and development (financial inclusion) and also participated in national and international payment system policies/processes, as member of several prestigious committees, at national and international level, including Committee for Payments & Market Infrastructure (CPMI – the erstwhile CPSS), Bank for



International Settlements, Basel, Switzerland, SAARC Payments Council, Payment & Settlement Systems of Asia-Pacific Central Banks (SEACEN), Malaysia, Regulatory Oversight Committee and its Executive Committee, Global Legal Entity Identifier (GLEI) Foundation, Switzerland, Indian/Bharat Bills Payment System (BBPS), MSME Trade Receivables Exchange (TReDS), Mobile Banking - SMS and USSD channels, etc. Mr. Chugh holds a Bachelor of Arts degree from the Delhi University and a Master of Arts degree from the University of Rajasthan. He also holds a Post Graduate Diploma in Business Administration from the KC College of Management Studies, Mumbai. He is a Certificated Associate of the Indian Institute of Bankers and has been awarded an Advanced Certificate for Executives in Management, Innovation and Technology from the Sloan School of Management, Massachusetts Institute of Technology, U.S.A.

Mr. Divyesh B. Shah

Executive Director & COO

Mr. Divyesh Shah is the Chief Operating Officer of the Dhani Group. With over 20 years of experience in building profitable businesses for the Group, he is now at the forefront of executing new initiatives in the digital transactional finance and digital healthcare space.

Mr. Gagan Banga

Non-Executive Director

Mr. Banga is Non-Executive Director of Dhani Services Ltd. He has over 22 years of industry experience and has been with Indiabulls since 2000. He is also the Vice Chairman and Managing Director of Indiabulls Housing Finance Limited (IBH), and a key driver of the success story of transforming a start-up IBH into India's third largest housing finance company. Under Gagan's leadership, the IBH today is a lender of considerable size, repute and presence in asset classes such as Home Loans, Loans Against Property and Corporate Mortgage Loans.

Mr. Pinank Jayant Shah

Executive Director

Mr. Pinank is the Group CFO & the CEO of Dhani Loans & Services Limited. Prior to joining Dhani, Pinank was the head of Treasury at Indiabulls Housing Finance for 6 years before which he spent almost a decade at HDFC Limited in retail, corporate lending & risk management functions. Pinank holds a Masters degree in Management Studies (Finance) from Jamnalal Bajaj Institute of Management Studies.

Mr. Anish Williams

Non-Executive Director

Mr. Anish Williams is Chief Product Officer of Dhani. He was the Founder & CEO of Transerv Limited, before its acquisition by the Company as its wholly owned subsidiary. Anish is a seasoned professional with over 22 years of enriched and varied experience in product design, technology and data analytics. During his distinguished career spanning over 22 years, he held various high level positions with leading organisations like Citi, HSBC and Amex. Mr. Anish is a graduate from the prestigious St. Stephen's College, Delhi University.



Message from Founder

**Sameer Gehlaut**

Founder, CEO & Chairman
Dhani Services Ltd.

Dear Shareholders,

FY 20-21 was our first year in new avatar of digital product offerings for transaction finance and primary healthcare. At the beginning itself, it is important to mention the goals set out in my last letter of FY 19-20 Annual Report and reflect on the progress made on those through the last year.

We want to grow our customers from 5 million to 20 million in FY 21. Other than the loan products, we will introduce other financial products as well. However the defining and king product for our consumer business will be affordable healthcare for our customers through Dhani doctor that will be available 24 hours, 365 days a year, through online video consultations. Consumers will also have optional delivery of generic medicines at their doorstep, at a discount, as compared to the branded medicines otherwise available in the market. We believe that today digital healthcare is at the same inflection point where online shopping was in 1995. We have set out to offer our customers digital healthcare products that they simply could not get before and at very affordable prices.

We want to introduce affordable monthly subscriptions of various product offerings to our customers. To begin with, our goal is to get a small percentage of our customer base to take monthly subscriptions from us.

We believe that if we can learn how to successfully offer subscription products to our customers and also keep healthy subscription renewal rates in the process then we will be able to scale up the customer base and the subscriptions very quickly in the subsequent years, in a very cost effective manner. This business has a huge potential of size and scale and has the ability to serve a significant percentage of the growing Indian population.

We surpassed our goals that we set out. By end of the year, we had over 25 million customers, we launched many products at a breathtaking pace through the year on both primary healthcare (24x7 on demand doctor, deep discounted unbranded medicines and an e-pharmacy on the app for branded medicines) and transaction finance. The monthly subscriptions started and we were able to offer paid subscriptions to around 7% of our customer base. We were also able to learn a lot on the consumer preferences and trends.

The goals for this year are :

1. Improve our products and the user interfaces basis our learnings of last year
2. Focus on retention and renewal rates of paying customers
3. To provide superior customer service and introduce customer NPS feedback
4. Doubling the paying subscriptions percentage on our customer base
5. Increasing the revenue per paying customer

To achieve our goals, we are investing heavily in technology resources, systems and infrastructure. Tech First is an ethos that is now widely imbibed by the senior management team. We believe that the product construct itself has to be the main driver of marketing. Great products require minimum marketing and that is a direction we are moving on very rapidly. We are making continuous changes on the product constructs looking at various cohorts for increasing the renewals of paying customers and expect good results. We are adding over 5,000 people to our own call center team for customer service and support for easy adoption for our digital products within our customer base. Finally, we do believe that if we have winning products and great customer service, we can increase our revenue per paying customer by offering upgraded plans and more products.

As the legacy loan book runs off, our revenues from paid subscriptions and delivery of medicines will pick up. We expect increasing momentum in our business each year, for many years to come.

We, at Dhani are very grateful to our initial set of paying customers in our first year and our shareholders who continue to support and share our passion of delivering great everyday use products at very reasonable prices to millions of people.

Thank you



Board's Report

Dear Shareholders,

Your Directors are pleased to present the Twenty Sixth Annual Report of the Company alongwith the audited statement of accounts for the financial year ended March 31, 2021.

The year gone by has been unprecedented in all of our lives. At the beginning of 2020, few of us could have anticipated the profound challenges that the world would face in the months ahead. The COVID-19 pandemic prompted an unprecedented health crisis, loss of lives and livelihood for millions and large scale economic disruption around the globe. Medical researchers the world over rose to the challenge, and by December 2020, the first vaccines to counter the infection were approved. By early 2021, multiple vaccines were rolled out across the world, raising hopes of finally containing the pandemic.

India did well to control the spread of infections in the first wave and, supported by government and RBI's initiatives, the battered economy clawed its way back to growth from October – November 2020 onwards. However, the sharp rise in COVID-19 cases since March 2021 has led to the re-imposition of restrictions in various states and cities which has impacted economic activity. The spiralling count of infections and deaths seen in April and early May 2021 has now receded and the economy is tentatively opening up again. Vaccination has gathered very good pace and it would not be overly optimistic to hope that we may finally be getting to a stage where we can put the most devastating aspects of the pandemic behind us.

Supported by generous monetary and fiscal measures by central banks and governments the world over, including in India, deep economic damage seems to have been contained, and it is expected that the world economy will be nurtured back to good health over the next couple of years.

Through financial year 2020-21, the Company continued to rationalize its balance sheet following the difficult liquidity scenarios that the financial sector has been facing since September 2018, following the default by the infrastructure-lending focused NBFC IL&FS. The Company even amid an unprecedented global crisis, continue to balance success as a business with exemplary governance and responsiveness to the needs of all our stakeholders.

FINANCIAL HIGHLIGHTS (STANDALONE)

The financial highlights of the Company, for the financial year ended March 31, 2021, are as under:

	Amount in ₹ Lakhs	
	Year ended March 31, 2021	Year ended March 31, 2020
Profit/(loss) before Depreciation & Amortisation expenses and Tax	(764.21)	25,718.59
Less: Depreciation & Amortisation expenses	19.38	16.50
Profit/(loss) before Tax	(783.59)	25,702.09
Less: Tax Expense	891.41	1,014.46
Profit/(loss) from continuing operations after tax	(1,675.00)	24,687.63
Profit / (loss) from discontinued operations after tax	-	(82.83)
Profit/(loss) for the year	(1,675.00)	24,604.80
Other comprehensive income (net of taxes)	152.27	(151.93)
Total comprehensive income for the year	(1,522.73)	24,452.87
Balance in retained earnings at the beginning of the year	18,553.20	11,916.95
Profit/(loss) for the year	(1,675.00)	24,604.80
Other comprehensive income – Remeasurement of defined employee benefit plans (net of taxes)	0.45	15.42
Other comprehensive income - Sale for equity instruments	-	65.60
Transfer from share based payments - Options lapsed	3,541.16	227.07



Board's Report (Contd)

Amount in ₹ Lakhs

	Year ended March 31, 2021	Year ended March 31, 2020
Amount transferred to capital redemption reserve upon buy-back	-	(1,333.33)
Interim Dividend on Equity Shares	-	(17,174.35)
Corporate Dividend Tax on Interim Dividend on Equity Shares	-	(2.96)
Interim dividend received on Treasury Shares	-	234.00
Balance in retained earnings at the end of the year	20,419.81	18,553.20

The total revenue of the Company during the financial year ended March 31, 2021 stood at ₹ 3,539.00 lakh with a net loss of ₹ 1,675.00 lakh. The Company proposes to retain the entire amount of ₹ 20,419.81 lakh in the statement of profit & loss. The consolidated revenue of the Company stood at ₹ 136,345.70 lakh and the consolidated net loss after tax stood at ₹ 22,976.90 lakh. This decline in revenue was primarily due to the fundamental change in the Company's business model to monthly subscriptions as the main revenue driver and adverse impact of COVID-19 pandemic.

DIVIDEND

The Company has not declared any dividend during the financial year 2020-21.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year 2020-21, Mr. Sameer Gehlaut, the Founder Promoter, was appointed as Whole time Director & Key Managerial Personnel, designated as Chairman and Chief Executive Officer (CEO) of the Company effective from September 25, 2020.

Mr. Rakesh Mohan Garg, IRS (Retd.) (DIN: 08970794) and Mr. Vijay Chugh (Retired Principal Chief General Manager, RBI) (DIN: 07112794) were appointed as Non-Executive Independent Director(s) (Additional Directors) of the Company, for a period of one year w.e.f. November 25, 2020 and December 21, 2020, respectively. Mr. Anish Williams (DIN: 03314110) was appointed as a Non-Independent Director (Additional Director) on the Board of the Company w.e.f. December 21, 2020. Being Additional Directors, they hold office up to the date of ensuing Annual General Meeting of the Company. The Board recommends the appointments of Mr. Garg and Mr. Chugh, as such for a period of one year w.e.f. November 25, 2020 and December 21, 2020, respectively, as Non-Executive Independent Director(s), not liable to retire by rotation and appointment of Mr. Williams as a Non-Executive Director, liable to retire by rotation, at the ensuing Annual General Meeting of the Company.

The existing term of Mrs. Fantry Mein Jaswal, IRS (Retd.) (DIN: 07011247), Mr. Praveen Kumar Tripathi, a retired IAS and Ex- Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), Mr. Rakesh Mohan Garg, IRS (Retd.) (DIN: 08970794) and of Mr. Vijay Chugh (Retired Principal Chief General Manager, RBI) (DIN: 07112794) as Non-Executive Independent Director(s) of the Company, is upto August 22, 2021, September 15, 2021, November 24, 2021 and December 20, 2021, respectively. To ensure continuity of their guidance, the Board has recommended their re-appointment as Non- Executive Independent Directors of the Company for additional one year i.e. up to August 22, 2022, September 15, 2022, November 24, 2022 and December 20, 2022, respectively.

Further, in compliance with the applicable regulations, Mr. Pinank Jayant Shah (DIN: 07859798), Executive Director and Key Managerial Personnel, liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

All the Independent Directors have given declaration that they meet the criteria of independence laid down under Section 149 (6) of the Act, and in Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'). The brief resume of the Directors proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, terms of appointment and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, are provided in the Notice convening the



Twenty Sixth Annual General Meeting of the Company.

During the financial year 2020-21 and upto the date of this report, the following changes have also taken place in the Board:

- (a) Mr. Divyesh B. Shah was re-designated as Chief Operating Officer of the Company w.e.f. August 28, 2020;
- (b) Mr. Shyam Lal Bansal (DIN: 02910086) and Mr. Alok Kumar Misra (DIN: 00163959) ceased to be the Independent Directors on completion of their respective tenure(s) w.e.f. August 27, 2020; and
- (c) Mrs. Rekha Gopal Warriar (DIN: 08152356) resigned due to her personal reasons, w.e.f. May 23, 2020.

SHARE CAPITAL

During the financial year 2020-21, the Company had:

- (a) Issued and allotted 2,79,85,452 fully paid up equity shares of face value ₹ 2/- each, at a price of ₹ 550/- per equity share, (including a premium of ₹ 548/- per Equity Share) to certain foreign investors, upon conversion of equivalent number of Compulsorily Convertible Debentures (CCDs) of face value of ₹ 550/- each, earlier issued and allotted to them on a preferential basis, in terms of shareholders' approval dated November 21, 2018 and November 28, 2018.
- (b) Issued and allotted 3,36,00,000 fully paid up equity shares of face value ₹ 2/- each, at a price of ₹ 175/- per equity share, (including a premium of ₹ 173/- per equity share) to certain foreign investors, on a preferential basis, in terms of shareholders' approval dated September 25, 2020.
- (c) Received the second call money of ₹36/- (₹ 0.50 face value and ₹ 35.50 premium) on 26,344 partly paid shares which got listed for trading in relevant ISIN.

Consequently, the paid up share capital of the Company increased to ₹ 114,54,06,140.80 divided into 52,71,14,892 Fully Paid-up Equity shares of face value ₹ 2/- each and 8,28,30,208 Partly Paid up Equity Shares (PPS) of face value of ₹2/- each (Paid-up value ₹1.10 per PPS) and 78,910 PPS of face value of ₹2/- each (Paid-up value Re.0.80 per PPS). Voting rights in respect of PPS are proportionate to the amount paid-up thereon.

ESOP SCHEMES

Presently, stock options granted to the employees operate under the schemes namely; "Dhani Services Limited Employees Stock Option Scheme – 2008 and "Dhani Services Limited Employees Stock Option Scheme - 2009. During the year under review no stock option was granted to any employee under these schemes. However, during the current financial year, 1,01,00,000 stock options representing an equal number of fully paid-up equity shares of face value of ₹ 2/- each in the Company under "Dhani Services Limited Employees Stock Option Scheme(s) – 2008 & 2009" were granted to the eligible employees.

SAR SCHEMES

Presently, stock appreciation rights granted to the employees operate under the scheme namely; "Dhani Services Limited - Employee Stock Benefit Scheme – 2019", "Dhani Services Limited - Employee Stock Benefit Scheme – 2020" and "Dhani Services Limited - Employee Stock Benefit Scheme –2021" (hereinafter individually and/or collectively referred to as the "Scheme"). In compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 (SBEB Regulations), the Company has set up a registered employee's welfare trust titled "Udaan Employee Welfare Trust" (formerly Indiabulls Ventures Limited – Employees Welfare Trust)" (the "Trust") to efficiently manage the Scheme and to acquire, purchase, hold and deal in fully paid-up equity shares of the Company from the secondary market, for the purpose of administration and implementation of the Scheme. Since shares granted under the Scheme, on account of exercise of options, will be out of those purchased by the Trust from the secondary market, there will be no dilution in shareholding.



Board's Report (Contd)

During the year under review and upto the date of this Report, 1,97,00,000 shares held by the Trust have been appropriated for the implementation and management of Company's employees benefit scheme viz. the "Dhani Services Limited - Employee Stock Benefit Scheme – 2019" and "Dhani Services Limited - Employee Stock Benefit Scheme – 2020", towards grant of Share Appreciations Rights (SARs) to the employees of the Company and its subsidiaries as permitted pursuant to and in compliance with applicable SBEB Regulations.

There has been no material variation in the terms of the options granted under any of these schemes and all the schemes are in compliance with SBEB Regulations.

The disclosures required to be made under SBEB Regulations and the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, in respect of all existing ESOP Schemes/SARs of the Company have been placed on the website of the Company www.dhani.com.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public, falling within the ambit of Chapter V of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

LISTING WITH STOCK EXCHANGES

The fully paid up Equity Shares (ISIN: INE274G01010) and partly paid up Rights Equity Shares (ISIN: IN9274G01034) of the Company continue to remain listed at BSE Limited and National Stock Exchange of India Limited. The listing fees payable to both the exchanges for the financial year 2021-22 have been paid. The GDRs issued by the Company continue to remain listed on Luxembourg Stock Exchange.

CHANGE OF NAME OF THE COMPANY

The name of the Company stands changed from Indiabulls Ventures Limited to Dhani Services Limited with effect from October 6, 2020, vide fresh Certificate of Incorporation, issued by Registrar of Companies, NCT of Delhi & Haryana (ROC).

STATEMENT OF DEVIATION(S) OR VARIATION(S) PURSUANT TO REGULATION 32 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 32 of the SEBI LODR Regulations, statement of deviation, for the quarter and year ended March 31, 2021, on the utilization of proceeds of Rights Issue of the Company was placed before the Audit Committee, in its meeting held on June 18, 2021, wherein the Audit Committee noted that there was no deviation as regards the utilization of funds from the Objects stated in the Letter of Offer for Company's Rights Issue and post its approval the same was submitted with the Stock Exchanges on June 18, 2021.

INFORMATION PURSUANT TO SECTION 134 AND SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH THE RELEVANT RULES AND SEBI LODR REGULATIONS

The information required to be disclosed pursuant to Section 134 and Section 197 of the Act read with the relevant rules (to the extent applicable) and SEBI LODR Regulations, not elsewhere mentioned in this Report, are given in "Annexure A" forming part of this Report.

AUDITORS

(a) Statutory Auditors

M/s Walker Chandio & Co LLP (Firm Regn. No. 001076N/N500013) (a member of Grant Thornton International), the statutory auditors of the Company were appointed by the members in their 22nd Annual General Meeting, held on September 29, 2017, for a period of five years i.e. until the conclusion of the 27th Annual General Meeting of the Company.



The Notes to the Accounts referred to in the Auditors' Report are self – explanatory and therefore do not call for any further explanation. No frauds have been reported by the Auditors of the Company in terms of Section 143(12) of the Act.

(b) Secretarial Auditors & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act read with the rules made thereunder, the Company has appointed M/s A. K. Kuchhal & Co., a firm of Company Secretaries in practice as its Secretarial Auditors, to conduct the secretarial audit of the Company, for the Financial Year 2020-21. The Company has provided all assistance, facilities, documents, records and clarifications etc. to the Secretarial Auditors for conducting their audit. The Report of Secretarial Auditors for the Financial Year 2020-21, is annexed as “**Annexure 1**” and forming part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Secretarial Compliance Report as prescribed by SEBI is annexed as “**Annexure 2**” and forming part of this Report.

The Secretarial Audit Report of material subsidiary company, namely, Dhani Loans and Services Limited is annexed as “**Annexure 3**”.

(c) Cost Records

The Company is not required to prepare and maintain cost records pursuant to Section 148(1) of the Act.

CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under “Corporate Social Responsibility (CSR)”, the Company has undertaken projects in the area of Education, as per its CSR Policy (available on your Company's website https://www.dhani.com/wp-content/uploads/2020/12/csr-policy-isl_1564987829.pdf and the details are contained in the Annual Report on CSR Activities given in “**Annexure 4**”, forming part of this Report. The project is in accordance with Schedule VII of the Act read with the relevant rules.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of SEBI LODR Regulations, Management's Discussion and Analysis Report, for the year under review, is presented in a separate section forming part of this Annual Report.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of the SEBI LODR Regulations, Corporate Governance Practices followed by the Company, together with a certificate from a practicing Company Secretary confirming compliance, is presented in a separate section forming part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34 of the SEBI LODR Regulations, Business Responsibility Report (BRR) is presented in a separate section forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134 of the Act:

- a) that in the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;



Board's Report (Contd)

- b) that such accounting policies as mentioned in the Notes to the Financial Statements had been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2021 and the profit and loss of the Company for the year ended on that date;
- c) that proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts had been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that such financial controls were adequate and were operating effectively; and
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functional areas and the efficient utilization of all its resources for sustainable and profitable growth. Your Directors wish to place on record their appreciation of the contributions made and committed services rendered by the employees of the Company at various levels. Your Directors also wish to express their gratitude for the continuous assistance and support received from the investors, clients, bankers, regulatory and government authorities, during the year.

For **Dhani Services Limited**

Sd/-
Divyesh B. Shah
Whole-time Director & COO
(DIN: 00010933)

Sd/-
Pinank Jayant Shah
Executive Director
(DIN: 07859798)

Place: Mumbai
Date: August 6, 2021



ANNEXURE-A

ANNEXURE FORMING PART OF THE BOARDS' REPORT

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) of the Companies Act, 2013 ("Act"), the Annual Return as on March 31, 2021 is available on the Company's website https://www.dhani.com/wp-content/uploads/2021/08/DSL-Form_MGT-7_31.03.2021-1.pdf.

BOARD MEETINGS

During the FY 2020-21, 6 (Six) Board Meetings were convened and held. The details of such meetings are given in Corporate Governance Report forming part of this Annual Report. The intervening gap between these meetings was within the period prescribed under the Act. Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent to relaxations granted by MCA and SEBI, all Board meetings in FY 2021 were held through Video Conferencing. The notice and agenda including all material information and minimum information required to be made available to the Board under Regulation 17 read with Schedule II Part-A of the SEBI LODR Regulations, were circulated to all directors, well within the prescribed time, before the meeting or placed at the meeting. During the year, separate meeting of the Independent Directors was held on March 26, 2021, through video conferencing mode, without the attendance of Non-Independent Directors and the members of the Company Management.

BOARD EVALUATION

The Nomination and Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board Committee(s), as well as performance of each director(s)/Chairman and confirms that the existing evaluation parameters are in compliance with the requirements as per SEBI guidance note dated January 5, 2017 on Board evaluation. The parameter which inter-alia includes effectiveness of the Board and its committees, decision making process, Directors/members participation, governance, independence, quality and content of agenda papers, team work, frequency of meetings, discussions at meetings, corporate culture, contribution, role of the Chairman and management of conflict of interest. Basis these parameters and guidance note on board evaluation issued by SEBI, the NRC had reviewed at length the performance of each director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as well as the performance of each director individually, including the Chairman was carried out by the entire Board of Directors. The performance evaluation of the Chairman, Executive Directors and Non-Executive Director was carried out by the Independent Directors in their meeting held on March 26, 2021. The Directors expressed their satisfaction with the evaluation process.

Also the Chairman of the Company, on a periodic basis, has had one-to-one discussion with the directors for their views on the functioning of the Board and the Company, including discussions on level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders and implementation of the suggestions offered by Directors either individually or collectively during different board/committee meetings.

POLICY ON APPOINTMENT OF DIRECTORS & THEIR REMUNERATION

A Board approved policy for selection and appointment of Directors, Senior Management and their remuneration, is already in place. The brief of Remuneration Policy is stated in the Corporate Governance Report forming part of this Annual Report.

LOANS, GUARANTEES OR INVESTMENTS

During the FY 2020-21, in terms of the provisions of Section 186 (1) of the Act, the Company did not make any investments through more than two layers of investment companies. The Company's investment/loans/guarantees, during FY 2020-21, were in compliance with the provisions of Section 186 of the Act, particulars of which are captured in financial statements of the Company for the financial year ended March 31, 2021, wherever applicable and required, forming part of this Annual Report.



RELATED PARTY TRANSACTIONS

All the related party transactions, entered into by the Company, during the financial year, were in its ordinary course of business and on an arm's length basis. There are no materially significant related party transactions entered by the Company with its Promoters, Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large. None of the transactions with related parties fall under the scope of Section 188(1) of the Act and hence the informations on transactions with related parties pursuant to Section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules 2014 required to be given in the prescribed form AOC -2 are not applicable.

Further, the Policy for Dealing with Related Party Transactions is enclosed as “Annexure 5” and is also available on the website of the Company at https://www.dhani.com/wp-content/uploads/2020/12/IVL_Policy_For_Dealing_with_Realted_Party_Transactions_1598078265.pdf

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an elaborate system of internal controls commensurate with the size, scale and complexity of its operations; it also covers areas like financial reporting, fraud control, compliance with applicable laws and regulations etc. Regular internal audits are conducted to check and to ensure that responsibilities are discharged effectively. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with regulatory directives, efficacy of its operating systems, adherence to the accounting procedures and policies of the Company and its subsidiaries. Wherever required, the internal audit efforts are supplemented by audits conducted by specialized consultants/audit firms. Based on the report of the Internal Auditors, process owners undertake corrective actions, in their respective areas and thereby strengthen the controls.

MATERIAL CHANGES AND COMMITMENTS

Apart from the information provided/disclosures made elsewhere in the Boards' Report including Annexures thereof, there are no material changes and commitments affecting the financial position of the Company, occurred between the date of end of the financial year of the Company i.e. March 31, 2021 till date of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

No significant and material orders were passed by the regulators or courts or tribunals, impacting the going concern status and Company's operations in future.

However, SEBI vide order dated May 21, 2021 imposed a penalty of ₹ 55 Lacs on the Company and its Secretary for not closing trading window in respect of one of the transaction executed in 2017 with the shareholders' approval in July 2016. SAT has granted stay on the said SEBI order subject to payment of 50% of penalty. The said penalty has been paid by the Company and Secretary of the Company. The appeal filed will be finally disposed off on September 20, 2021.

TRANSFER TO IEPF

During the year, the unclaimed dividend of ₹ 88.84 lakh pertaining to the Financial Year 2012-13 and 2013-14, got transferred to Investor Education and Protection Fund (IEPF) after giving due notice to the members.

Further, the Company has transferred 41,331 fully paid-up equity shares pertaining to the Financial Year 2012-13 and 2013-14 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority, in respect of which, individual notice had also been sent to concerned Shareholders.

Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or Skyline Financial Services Private Limited. Further, in compliance with the requirements, in terms of the notification issued by the Ministry of Corporate Affairs (MCA), the Company has till date transferred its 1,71,480 (One Lakh Seventy One Thousand Four Hundred and Eighty) fully paid-up equity shares in respect of which



dividend has not been received or claimed for seven consecutive years from the Financial Year 2008-09 onwards to Demat Account of IEPF Authority, in respect of which, individual notice had also been sent to concerned Shareholders.

Further, pursuant to the requirements of SEBI Circular no. SEBI/ LAD-NRO/GN/2016-17/008 dated July 8, 2016, the Dividend Distribution Policy of the Company is available on the website of the Company at - https://www.dhani.com/wp-content/uploads/2020/12/ivl-dividend-distribution-policy_1564992261.pdf

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has been the leader in technology adoption to set forth example for others to trail, and is continuously launching new products & services for the customers by leveraging existing and emerging technologies. Organisation has created single view for customers to enable usage of multiple services through single frontend leading to higher customer engagement. As part of the roadmap of technology stack modernisation, applications have been consolidating application layers leading to efficiency in the processes and enhanced customer experience. Organisation has invested into multiple technology platforms to enhance customer acquisition, servicing processes and handle volumes. The Company is also actively investing and deploying capabilities in Artificial Intelligence (AI), Machine learning (ML), natural language processing (NLP) in the area of customer service and collections through mailbot, chatbot & voicebot . Aim is to create an unmatched customer experience with swift response at their queries & needs. The technology architecture is being simplified to be able to manage the scale and agility requirements of the organisation. Organisation has intensely invested in cloud and data infrastructure to enables faster change management and provides ability to scale and deploy rapidly.

A. Conservation of Energy

The Company operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. As an ongoing process, the followings are (i) the steps taken or impact on conservation of energy; (ii) the steps taken by the Company for utilizing alternate sources of energy; and (iii) the capital investment on energy conservation equipment.

Consumption of electricity and its efficient utilization is an important area and the Company has taken many steps to reduce its carbon footprint on this front. The Company has been able to reduce energy consumption by using star rated appliances where possible and also through the replacement of CFL lights with LED lights. Monitoring resource usage, improved process efficiency, reduced waste generation and disposal costs have also supported the cause.

B. Technology Absorption

The Company is investing in cutting edge technologies to upgrade its infrastructure set up and innovative technical solutions, thereby increasing customer delight & employee efficiency. Next Generation Business Intelligence & analytics tool have been implemented to ensure that while data continues to grow, decision makers gets answers faster than ever for timely & critical level decision making. The Company has implemented best of the breed applications to manage and automate its business processes to achieve higher efficiency, data integrity and data security. It has helped it in implementing best business practices and shorter time to market new schemes, products and customer services. The Company has taken major initiatives for improved employee experience, by implementing innovative solutions and empowering them by providing mobile platform to manage their work while on the go. The Company's investment in technology has improved customer services, reduced operational cost and development of new business opportunities. No technology was imported by the Company during the last three financial years including financial year 2020-21.

C. Foreign Exchange Earnings and Outgo

During the year under review, your Company had no foreign exchange earnings. Foreign exchange outgo was ₹ 50.64 crores.



GREEN INITIATIVES

The Company's Environmental Management System (EMS) focuses on assessing the environmental cost of the Company's services and activities, and seeks to reduce or eliminate the negative impact and increase their positive effects.

Environmental sustainability is important to the Company and is one of the reasons behind the Company's push to digitize its processes.

Pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and pursuant to applicable provisions of the Act and rules made thereunder and SEBI LODR and the MCA/SEBI Circulars, the AGM of the Company is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Electronic copies of the Annual Report for Financial year 2020-21 and Notice of the Twenty Sixth AGM are sent to all the members whose email addresses are registered with the Company / Depository Participant(s). The Members who have not received the said Annual Report and Notice may download the same from the Company's website at www.dhani.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice of the Twenty Sixth AGM. This is pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI LODR Regulations. The instructions for remote e-voting are provided in the Notice convening the Twenty Sixth AGM. The members may also cast their votes during the AGM.

BUSINESS RISK MANAGEMENT

Pursuant to the applicable provisions of the Act and Regulation 21 of the SEBI LODR Regulations, the Company has in place a Board constituted Risk Management Committee. Details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this report.

The Company has a robust Business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on its business objectives and enhance its competitive advantage. It defines the risk management approach across the Company and its subsidiaries at various levels including the documentation and reporting. At present, the Company has not identified any element of risk which may threaten its existence.

PARTICULARS OF EMPLOYEES

Pursuant to the applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures on Managerial Remuneration are provided in "Annexure 6" forming part of this Report. In terms of the provisions of Section 136(1) of the Act, read with the said rules, the Boards' Report is being sent to all the shareholders of the Company excluding the annexure on the names and other particulars of employees, required in accordance with Rule 5(2) of said rules, which is available for inspection by the members, subject to their specific written request, in advance, to the Company Secretary of the Company. The inspection is to be carried out at the Company's Registered Office at New Delhi or at its Corporate Office, at Gurugram, during business hours on working days (except Saturday and Sunday) of the Company up to date of ensuing Annual General Meeting.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Non-Executive Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through presentations about the Company's strategy, business model, product and service offerings, customers & shareholders profile, financial details, human resources, technology, facilities, internal controls and risk management, their roles, rights and responsibilities in the Company.



The Board is also periodically briefed on the various changes, if any, in the regulations governing the conduct of non-executive directors including independent directors. The details of the familiarization programmes have been hosted on the website of the Company and link provided in the Report on Corporate Governance forming part of this Report.

SUBSIDIARY & ASSOCIATE COMPANIES

Pursuant to Section 129 of the Act and Indian Accounting Standard (IND AS) - 110 on Consolidated Financial Statements, the Company has prepared its Consolidated Financial Statement along with all its subsidiaries, in the same form and manner, as that of the Company, which shall be laid before its ensuing Twenty Sixth Annual General Meeting along with its Standalone Financial Statement. The Consolidated Financial Statements of the Company along with its subsidiaries, for the year ended March 31, 2021, forms part of this Annual Report.

Each quarter, the Audit Committee reviews the performance and unaudited/audited financial statements of subsidiary companies. The minutes of the board meetings of the unlisted subsidiary companies of the Company and significant transactions and arrangements entered into by all the unlisted subsidiary companies are placed before the board on a quarterly basis. The Board is periodically apprised of the performance of key subsidiary companies, including material developments.

For the performance and financial position of each of the subsidiaries of the Company, included in its Consolidated Financial Statements, the Members are requested to refer to Note no. 61 of the Notes to the Accounts, of Consolidated Financial Statements of the Company and statement pursuant to first proviso to subsection (3) of section 129 of the Act read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC - 1 relating to Statement containing salient features of the financial statement of subsidiary has been attached to this report and forms part of the financial statements.

Further pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are also available on the website of the Company at www.dhani.com

Shareholders may write to the Company for the annual financial statements and any further information on subsidiary companies. Further, the documents shall also be available for inspection by the shareholders at the registered office of the Company.

During the year, Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) (DLSL) was material unlisted subsidiary of the Company, as per SEBI LODR Regulations. As on March 31, 2021, the Company has 25 subsidiaries, 1 employee welfare trust and 14 business trusts and there is no joint venture company, within the meaning of Section 2(6) of the Act.

The Company is in compliance with Regulation 24A of the SEBI LODR Regulations. The Company's unlisted material subsidiary DLSL undergoes Secretarial Audit. Copy of Secretarial Audit Report of DLSL is given in Annexure-3. The Secretarial Audit report of DLSL does not contain any qualification, reservation or adverse remark.

NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES OR ASSOCIATE COMPANIES

During the year under review, the Company has incorporated/acquired 5 new subsidiary companies namely, Dhani Health Middle East FZ LLC, Euler Systems, INC, Jwala Technology Systems Private Limited, Dhani Limited (Jersey) and Dhani LTD (UK).

COMMITTEES OF THE BOARD

The Company has following Board constituted committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

- a) Audit Committee
- b) Nomination and Remuneration Committee



- c) Stakeholders Relationship Committee
- d) Compensation Committee
- e) Corporate Social Responsibility Committee
- f) Allotment Committee
- g) Management Committee
- h) Securities Issuance Committee
- i) Restructuring Committee
- j) Risk Management Committee
- k) Internal Complaints Committee

The details with respect to the composition, powers, roles, terms of reference, etc. of relevant committees constituted under the Act and SEBI LODR Regulations are given in the Corporate Governance Report forming part of this Annual Report.

SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards (SS-1 and SS-2) respectively relating to Meetings of the Board, its Committees and the General Meetings as issued by the Institute of Company Secretaries of India.

NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the financial year 2020-21 no case of sexual harassment was reported.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received, if any, regarding sexual harassment.

VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has implemented the Whistle Blower Policy ("the Policy"), to provide an avenue for employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees working for the Company and its subsidiaries. Pursuant to the Policy, the whistle blowers can raise concerns relating to matters such as breach of Company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, misappropriation of Company's funds / assets etc. A whistle-blowing or reporting mechanism, as set out in the Policy, invites all employees to act responsibly to uphold the reputation of the Company and its subsidiaries.

The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. The details of the Whistle Blower Policy are available on the website of the Company at https://www.dhani.com/wp-content/uploads/2021/05/whistleblower_policy_dhani_2021.pdf

For Dhani Services Limited

Sd/-
Divyesh B. Shah
Whole-time Director & COO
(DIN: 00010933)

Sd/-
Pinank Jayant Shah
Executive Director
(DIN: 07859798)

Place: Mumbai
Date: August 6, 2021



Secretarial Audit Report

ANNEXURE 1

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[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,
Dhani Services Limited
Formerly known as Indiabulls Ventures Limited
CIN L74999DL1995PLC069631
M-62 & 63, First Floor
Connaught Place, New Delhi-01

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhani Services Limited (formerly known as Indiabulls Ventures Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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 31st March, 2021 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 31st March, 2021 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 there under;
- (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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment]
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The SEBI (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not Applicable];
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



Secretarial Audit Report (Contd.)

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not Applicable]; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not Applicable];
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Management has identified and confirmed the following other laws, as applicable:
- (a) The Securities and Exchange Board of India Act, 1992;
 - (b) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
 - (c) The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;
 - (d) The Bye laws and Business Rules of NSDL/ CDSL;
 - (e) Directives/ Circular/ Clarifications/ Guidelines issued by SEBI, the Government of India, Regulatory Bodies and NSDL/ CDSL, from time to time;
 - (f) Prevention of Money Laundering Act, 2002 and the Rules and Guidelines notified there under by SEBI / Regulatory Authorities;
 - (g) Securities and Exchange Board of India (Research Analysts) Regulations, 2014
 - (h) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
 - (i) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

- ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned herein above.

We further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent, 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.
- iii. All the decisions of the Board and Committees thereof were carried out with requisite majority.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the Company which is 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:

- 1. The Company has responded appropriately to notices received from various statutory /regulatory authorities including initiating actions for corrective measures, wherever found necessary.
- 2. The Company, its Directors and Key Managerial Persons had received Show Cause Notices from the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs, New Delhi ("ROC"), for non-compliance of certain applicable provisions / disclosure requirements, under different provisions of the Companies Act, 2013 (the Act),



as observed by MCA officials during inspection of Company records under section 206(5) of the Act for the period from FY 2014-15 to FY 2016-17. The Company & its officers have filed Representations under Section 123 and Section 186 of the Act with ROC and the Regional Director (NR), Ministry of Corporate Affairs, New Delhi. The Company & its officers (Executive Directors & KMPs), in order to buy peace, qua such non compliances, have filed necessary Compounding Applications/ Petitions under section 441 of the Act and application / request for Adjudication of Penalties under section 454 of the Act with ROC.

We further report that during the audit period the Company had the following specific events:

- (a) Allotted an aggregate of 2,79,85,452 fully paid up equity shares of face value of ₹ 2/- each of the Company, at a price of ₹ 550/- per share, (including a premium of ₹ 548/- per Equity Share) upon conversion of equivalent number of Compulsorily Convertible Debentures earlier allotted in December 2018 to certain foreign investors, pursuant to shareholders approval.
- (b) The Company has incorporated/acquired the following companies:
- (i) Dhani Limited (Jersey)
 - (ii) Jwala Technology Systems Private Limited
 - (iii) Dhani Ltd (UK)
 - (iv) Euler Systems, INC
- Further a step down subsidiary named as Dhani Health Middle East FZ LLC (Dubai) was incorporated during the year under review.
- (c) Pursuant to and in terms of shareholders authorisation dated September 25, 2020, issued and allotted an aggregate of 3,36,00,000 fully paid up equity shares of face value ₹ 2/- each, at an issue price of ₹ 175/- (including a premium of INR 173/- per share), on preferential basis, to certain foreign investor(s).
- (d) The name of the Company has been changed to Dhani Services Limited w.e.f. October 6, 2020 and fresh Certificate of Incorporation dated October 6, 2020 has been issued by the Registrar of Companies, NCT of Delhi and Haryana in this behalf.
- (e) The Company, for rewarding its employees for their continuous hard work, dedication and support, has in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") created share based employees benefits scheme, namely 'Dhani Services Limited - Employee Stock Benefit Scheme 2021, to create and/or transfer and/or offer and/or grant employee stock options ("ESOPs") and/or fully paid-up equity shares of the Company of face value of ₹ 2 each ("Shares") and/or stock appreciation rights ("SARs" as defined in SBEB Regulations) under the Scheme, from time to time, upto an aggregate of 1,05,00,000 Shares.
- (f) To bring the Main Objects Clause of Memorandum of Association of the Company in sync with the existing business activities, the Main Objects Clause of Memorandum of Association of the Company, has been amended suitably.
- (g) Second Call Money of ₹ 36 per partly paid up share (PPS), has been received on 6,214 partly paid up Rights equity shares during the another opportunity provided for the period from March 1, 2021 to March 15, 2021.

For **A. K. Kuchhal & Co.**
Company Secretaries

Sd/-
(Priyanshu Yadav)
Partner
CP No. 23043

Place: Noida
Date: 15.07.2021

FRN. P2011UP000800
UDIN: A061820C000640233

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed and forms an integral part of this report.



Secretarial Audit Report (Contd.)

ANNEXURE TO SECRETARIAL AUDITORS' REPORT

To,
The Members,
Dhani Services Limited
(Formerly known as Indiabulls Ventures Limited)
CIN L74999DL1995PLC069631
M-62 & 63, First Floor
Connaught Place, New Delhi-01

Our Secretarial Audit Report of even date, for the financial year 2020-21 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

For **A. K. Kuchhal & Co.**
Company Secretaries

Sd/-
(Priyanshu Yadav)
Partner

CP No. 23043
FRN. P2011UP000800

Place: Noida
Date: 15.07.2021

UDIN: A061820C000640233



Secretarial Compliance Report

ANNEXURE 2

SECRETARIAL COMPLIANCE REPORT OF

“DHANI SERVICES LIMITED”

Formerly known as Indiabulls Ventures Limited FOR THE YEAR ENDED 31ST MARCH, 2021

We, M/s A.K. Kuchhal & Co., Practising Company Secretaries having office at C-154, Sector-51, Noida-201301 have conducted the Secretarial Compliance Audit of DHANI SERVICES LIMITED (Formerly known as Indiabulls Ventures Limited) (“the Listed Entity”) in terms of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31st March 2021. The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- (a) the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) Other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined to the extent applicable, includes:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; were not applicable during the review period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the review period;
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013 – were not applicable during the review period
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



Secretarial Compliance Report (Contd)

- (j) The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 were not applicable during the review period;
- (k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (l) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;
- (m) SEBI (Research Analysts) Regulations, 2014;
- (n) SEBI {KYC (Know Your Client) Registration Agency} Regulations, 2011;
- (o) SEBI (Merchant Bankers) Regulations, 1992;
- (p) Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992;
- and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For **A. K. Kuchhal & Co.**
Company Secretaries
Sd/-
(Priyanshu Yadav)
Partner
CP No. 23043
FRN. P2011UP000800

Date: 04.06.2021
Place: Noida
UDIN: A061820C000420741



Secretarial Audit Report

ANNEXURE 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2021

[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,
Dhani Loans and Services Limited
Formerly known as Indiabulls Consumer Finance Limited
CIN U74899DL1994PLC062407
M-62 & 63, First Floor
Connaught Place, New Delhi-01

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhani Loans and Services Limited (Formerly known as Indiabulls Consumer Finance Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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 31st March, 2021 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 31st March, 2021 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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment]
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The SEBI (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not Applicable as there was no reportable event during the period under review]; and



Secretarial Audit Report (Contd)

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as applicable [Not Applicable as there was no reportable event during the period under review];
- (vi) Other laws specifically applicable to the Company, namely:
 - (a) All the Rules, Regulations, Guidelines and Circulars applicable to Non Banking Financial Companies under the RBI Act, 1934
 - (b) Credit Information Companies (Regulation) Act, 2005 and Rules

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India
- ii. The Listing Agreements entered into by the Company with the Stock Exchanges of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.
- All the decisions of the Board and Committees thereof were carried out with requisite majority.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the Company which is 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 the Company has:

1. The name of the Company has been changed to Dhani Loans and Services Limited w.e.f. July 7, 2020 and fresh Certificate of Incorporation dated July 7, 2020 has been issued by the Registrar of Companies, NCT of Delhi and Haryana in this behalf.
2. During the period under review, Company has acquired 100% paid share capital of Transerv Limited (Formerly Transerv Private Limited).
3. During the period under review, the Company has allotted 5,250 Secured Redeemable Non-Convertible Debentures of ₹ 10,00,000/- each, on private placement basis & Secured Redeemable Non-Convertible Debentures amounting to ₹ 571.45 cr. have been redeemed.

For **A. K. Kuchhal & Co.**
Company Secretaries

Sd/-
(Priyanshu Yadav)

Partner

C. P. 23043

UDIN: A061820C000652828

Date: 19.07.2021

Place: Noida

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed and forms an integral part of this report.



ANNEXURE TO SECRETARIAL AUDITORS' REPORT

To,
The Members,
Dhani Loans and Services Limited
Formerly known as Indiabulls Consumer Finance Limited
CIN U74899DL1994PLC062407
M-62 & 63, First Floor
Connaught Place, New Delhi-01

Our Secretarial Audit Report of even date, for the financial year 2020-21 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

For **A. K. Kuchhal & Co.**
Company Secretaries

Sd/-
(Priyanshu Yadav)
Partner
C. P. 23043
UDIN: A061820C000652828

Date: 19.07.2021
Place: Noida



Annual Report on CSR Activities

ANNEXURE 4

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR ENDED MARCH 31, 2021

1. Brief outline on CSR Policy of the Company

The Company focuses its CSR efforts on areas where maximum benefit accrues to society, such as education, health, sanitation, rural development and environmental conservation etc. The Company also engages with stakeholders including experts, NGOs, professional bodies / forums, and the government and takes up such CSR activities that are important for the society at large. The Company may also undertake such CSR projects of sudden criticality such as providing relief in areas stuck by natural disasters etc. The Company's CSR Policy is available at https://www.dhani.com/wp-content/uploads/2020/12/csr-policy-isl_1564987829.pdf

2. Composition of the CSR Committee

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Divyesh B. Shah	Chairman, Whole-time Director	2	2
2.	Mr. Praveen Kumar Tripathi	Member, Independent Director	2	2
3.	Dr. Narendra Damodar Jadhav	Member, Independent Director	2	2
4.	Mr. Pinank Jayant Shah	Member, Executive Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company

Composition of the CSR committee shared above and is available on the Company's website at https://www.dhani.com/wp-content/uploads/2021/04/Board&Committees_DSL.pdf and Policy of the Company is available at https://www.dhani.com/wp-content/uploads/2020/12/csr-policy-isl_1564987829.pdf.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

There are no projects undertaken or completed after January 22, 2021, for which the impact assessment report is applicable in FY 2021.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from Preceding financial year (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2017-18	Nil	Nil
2	2018-19	Nil	Nil
3	2019-20	Nil	Nil
	Total	Nil	Nil

6. Average net profit of the company as per section 135(5): ₹ 797,082,614/-

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 1,59,42,000/

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil



(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 1,59,42,000/-

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
1,59,42,000	N.A	N.A	N.A	N.A	N.A

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project.		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	CSR Registration number
				State	District						Name	
1.	Promotion of Education including Gramin Yuva Kendra for Girls Students	(ii)	Yes	PAN India	PAN India	3 Years	1,59,42,000	1,59,42,000	N.A	No	Indiabulls Foundation	CSR00000380
	Total						1,59,42,000	1,59,42,000	N.A			

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 1,59,42,000/-

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	1,59,42,000
(ii)	Total amount spent for the Financial Year	1,59,42,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0



Annual Report on CSR Activities (Contd)

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
1.	2017-18	N.A	N.A	N.A	N.A	N.A	N.A
2.	2018-19	N.A	N.A	N.A	N.A	N.A	N.A
3.	2019-20	N.A	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A	N.A

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed /Ongoing.
1	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
3	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): No Assets Created During the Year.

- (a) Date of creation or acquisition of the capital asset(s): N.A
- (b) Amount of CSR spent for creation or acquisition of capital asset: N.A
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: N.A
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): N.A

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A

For Dhani Services Limited

Sd/-
Divyesh B. Shah
 Chairman - CSR Committee
 (Whole-time Director & COO)
 DIN: 00010933

Sd/-
Pinank Jayant Shah
 Member - CSR Committee
 (Executive Director)
 DIN: 07859798

Place: Mumbai
 Date: August 6, 2021



Policy for Dealing with Related Party Transactions

ANNEXURE-5

Policy for Dealing with Related Party Transactions

I. INTRODUCTION

Dhani Services Limited (the “Company” / “DSL”) is governed, amongst others, by the rules and regulations framed by Securities Exchange Board of India (“SEBI”). SEBI has mandated every listed company to formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. Accordingly, Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has formulated this policy on materiality of related party transactions and on dealing with related party transactions.

This policy aims at preventing and providing guidance in situations of potential conflict of interests in the implementation of transactions involving such related parties.

II. DEFINITIONS

For the purposes of this Policy, the following definitions apply:

- a) **“Act”** means the Companies Act, 2013, for the time being in force and as amended from time to time.
- b) **“Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the time being in force and as amended from time to time.
- c) **“Audit Committee”** means Committee of Board of Directors of the Company constituted under provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) **“Board/Board of Directors”** means the board of directors of DSL.
- e) **“Related Party”** shall mean a person or entity that is related to the Company as defined under Section 2(76) of the Companies Act,

2013 or under Regulation 2(zb) of the Listing Regulations, as may be amended from time to time.

- f) **“Related Party Transaction”** shall mean all transactions as per Section 188 of the Act or under regulation 2(zc) of the Listing Regulations or as per applicable accounting standards, as may be amended from time to time.
- g) **“Material transaction”** means transaction(s) defined as Material Related Party Transaction(s) under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.
- h) **“Arm’s length transaction”** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- i) **“Ordinary Course of Business”** - The transactions shall be in the ordinary course of business if - (a) If the transaction is covered in the main objects or objects in furtherance of the main objects or (b) If the transaction is usual as per industry practice or (c) If the transaction is happening frequently over a period of time and is for the business purpose of the Company.
- j) **“Annual Consolidated Turnover”** is defined as Total Income (including other income) of the last audited Consolidated Financial Statements of the Company.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time.

III. POLICY

All RPTs must be in compliance of this Policy and subject to all applicable regulatory requirements.



Policy for Dealing with Related Party Transactions (Contd)

IV. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

Approval of Related Party Transactions:

A. Audit Committee:

- i. All the transactions which are identified as Related Party Transactions should be pre-approved by the Audit Committee before entering into such transaction. The Audit Committee shall consider all relevant factors while deliberating the Related Party Transactions for its approval.
- ii. Any member of the Audit Committee who has a potential interest in any Related Party Transaction will recuse himself and shall not participate in discussion and voting on the approval of the Related Party Transactions.

B. Board of Directors:

- i. In case any Related Party Transactions are referred by the Company to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances.
- ii. Any member of the Board who has any interest in any Related Party Transaction will recuse himself and shall not participate in discussion and voting on the approval of the Related Party Transaction.

C. Shareholders:

- i. If a Related Party Transaction is (i) a material transaction as per Regulation 23 of the Listing Regulations, or (ii) not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the

Companies Act, 2013, it shall require shareholders' approval by a special resolution.

- ii. Any member, who is a Related Party, shall not participate in discussion and voting on resolution for approving such Related Party Transaction.

V. OMNIBUS APPROVAL BY AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS

The Audit Committee may grant omnibus approval for Related Party Transactions which are repetitive in nature and subject to such criteria/conditions as mentioned under Regulation 23(3) of the Listing Regulations and such other conditions as it may consider necessary in line with this Policy and in the interest of the Company. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

A Related Party Transaction entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for ratification.

VI. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a RPT with a Related Party that has not been approved under this Policy prior to its consummation, the Company would obtain post facto approval from the Audit Committee.

In case the Company is not able to take prior approval from the Audit Committee, such a transaction shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is informed to the Audit Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

The Audit Committee shall consider all relevant facts and circumstances regarding the RPT and shall evaluate all options available to the Company, including ratification, revision or termination of the RPT.

**VII. THRESHOLD LIMITS FOR MATERIALITY OF RELATED PARTY TRANSACTIONS**

The threshold limits for materiality of related party transactions shall be –

- (a) ₹ 200 Crores (Rupees Two Hundred Crores), or
- (b) ten percent of the annual consolidated turnover, as per the last audited financial statements of the Company, whichever is lower.

VIII. DISCLOSURE OF THE POLICY

This Policy will be uploaded in the website of the Company at www.dhani.com.

IX. POLICY REVIEW

This Policy is framed based on the provisions of Regulation 23 of the Listing Regulations. In case of any subsequent changes in the provisions of the Listing Regulations or the Companies Act, 2013 and Rules made thereunder (Act), then the amended Listing Regulations/Act would prevail over the Policy and the provisions in the Policy would be suitably modified in due course to make it consistent with law.

The Board may review and amend this policy from time to time. The Audit Committee (the “Committee”) will review, modify and approve the related party transaction to be entered by the Company.



Disclosures on Managerial Remuneration

ANNEXURE-6

Disclosures on Managerial Remuneration

Details of remuneration as required under Rule 5.1 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are as under –

Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the FY 2020-21

Designation	Ratio of remuneration to the median employees' remuneration
Whole time Director & COO	3:1

The details of fee for attending Board meetings and other incentives, if any, paid to Independent and Non-Executive Directors have been disclosed in Corporate Governance Report, forming part of this Annual Report.

No remuneration was paid to other Director(s) during the FY 2020-21 and hence, not forming part of this clause.

Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in FY 2020-21

Designation	Increase in Remuneration (%)
Whole time Director & COO	(-) 90%
Chief Financial Officer	43.4%
Company Secretary	Nil

In the FY2020-21, Whole-time Director & COO, Mr. Divyesh B. Shah, had voluntarily opted for total pay cut of 90% in his CTC.

No remuneration was paid to other Director(s) during the Financial Year 2020-21 hence not forming part of this clause.

The percentage increase in the median remuneration of employees in the FY 2020-21

There has been a decrease of 0.8% in the median remuneration of all the employees (including KMPs), in the FY 2020-21.

Number of permanent employees on the rolls of Company.

The Company had 11 employees on its permanent rolls, as on March 31, 2021

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

There has been average percentile decrease of 1.4% in the salaries of total employees other than the key managerial personnel in the FY 2020-21. While the average decrease in the remuneration of key managerial personnel is around 77.2% (reduction in remuneration due to voluntary pay cut by the Whole Time Director and COO)

The Company follows prudent remuneration practices under the guidance of the Board and Nomination & Remuneration Committee. The Company's approach to remuneration is intended to drive meritocracy and is linked to various parameters including its performance, growth, individual performance, peer comparison of other companies, within the framework of prudent Risk Management.

There were no exceptional circumstances which warranted an increase in managerial remuneration, which was not justified, by the overall performance of the Company. Further, Overall remuneration of Key Managerial Personnel has decreased.

The change in remuneration of Key Managerial Personnel is based on the overall performance of the Company. With the macro-economic headwinds facing the financial sector for most of the last few years, the Company has focused on conserving capital and liquidity, and consequent rationalisation of the balance sheet. The management has also looked at cost structures, taking voluntary pay cuts and reducing other operating expenses.



Management Discussion and Analysis

ABOUT THE COMPANY

Dhani Services Limited is a technology business that operates through its app 'Dhani' and provides digital healthcare and transaction finance to its customers.

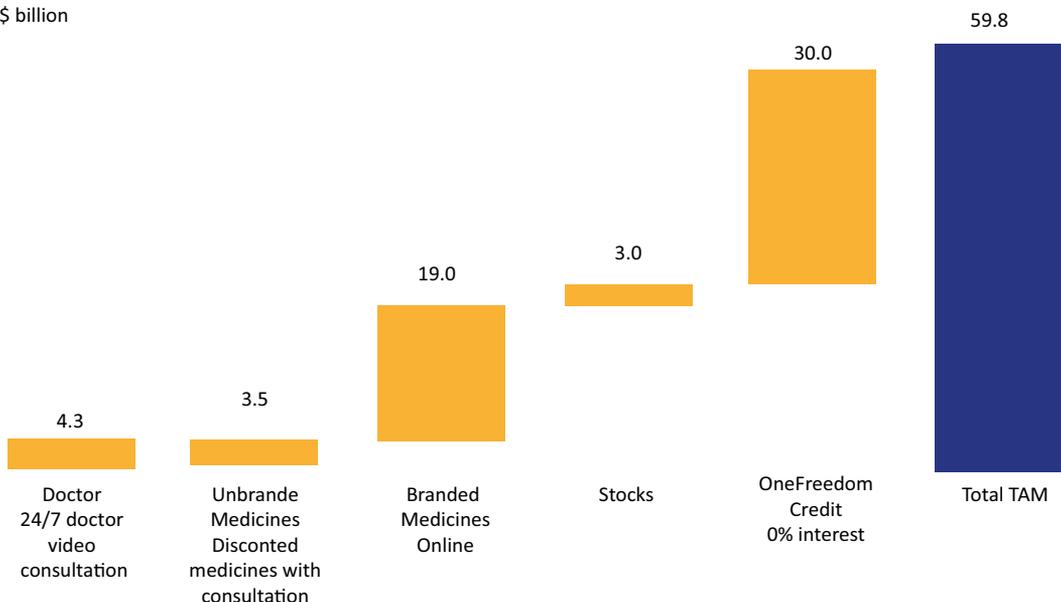
For transaction finance, we issue cards (virtual and physical) which come with embedded credit providing customers with daily transaction power (our customers don't own a credit card).

We provide customers with primary healthcare access over instant video calls with doctors. Customers can get access to primary medical care 24x7 on the app within 15 seconds. Doctor consultations and prescriptions are supplemented with unbranded medicines delivery at 50% discount. E-pharmacy provides customers with branded medicines at 25% discount, delivered to their doorsteps.

BUSINESS PROGRESS AND STRATEGY

We moved away from our legacy business of giving unsecured personal loans to individuals and SMEs at the beginning of the fiscal and it has been a very important first 12 months for us. Our monthly subscription products have \$60 billion addressable market in India which is growing every year. In our first 12 months, we have laid down the necessary foundation for a good growth trajectory over the next couple of years and also proof checked our products extensively by securing 1.8 million paid subscriptions within first few months of launch of our subscription products.

Revenue TAM
\$ billion



Source BCG, Bain & Company, Statista, TransUnion CIBIL, Research and Markets Deloitte Consulting Bloomerge

We are a 100% digital platform. Our app has evolved over the last 12 months with continuous product improvements and has over 26 million customers. We offer affordable monthly subscriptions for our product offerings like Doctor, Pharmacy, Health365, One Freedom Card, Credit, Insurance, etc.



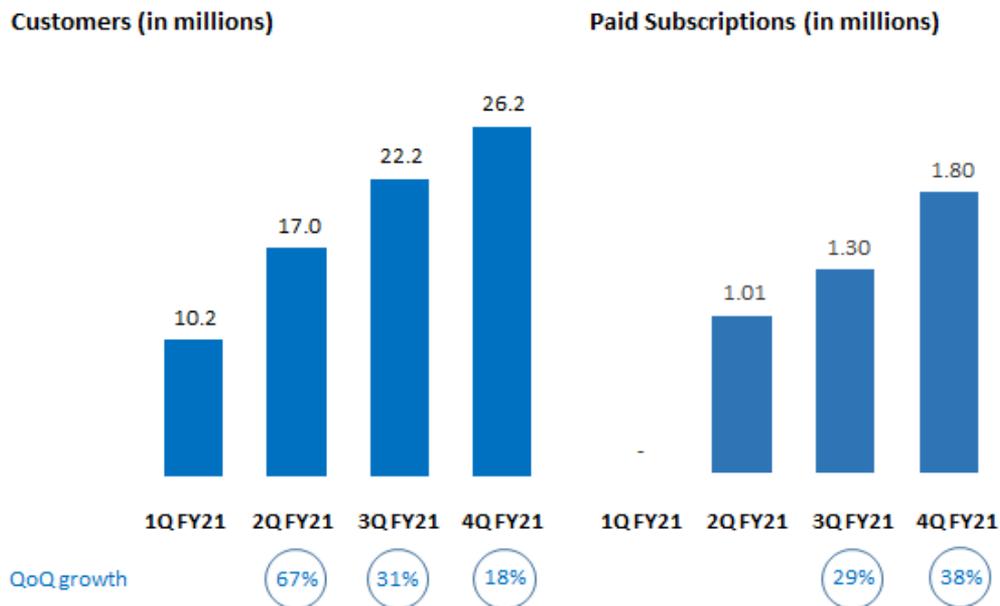
1.1 million Dhani cards were issued to customers in last quarter after full KYC. Both digital and physical card formats accepted across more than 10 million merchants gives versatility and provides high level of customer engagement with Dhani. Dhani app ranks 4th on Google Play Store in Business Category. Currently, over 50,000 unique customers use Dhani Card daily with credit limit.

Dhani cards enable seamless enablement of loyalty programs via Dhani cash and other programs, which ensures customer stickiness and longevity. Total paid subscriptions as on March 31, 2021 stood at 1.81 Mn. 56% of our paid subscriptions are from Gen Y and 31% of our paid subscriptions are from Gen Z indicating acceptance and willingness of growing younger population to pay for our subscription products. Our daily active users (DAU) have crossed 1 million and monthly active users (MAU) are at 9 million, a 100%+ increase in both DAU and MAU in last 6 months.

We also offer Dhani Health Card which provides customers exclusive benefits on pharma bills in addition to free on-demand doctor consultations. Pre-Covid an estimated 3.5 million households were using e-pharmacy in FY 20. During Covid-19, the number of households using e-pharmacy increased to 9 million and is further expected to increase.

We complement our digital delivery of healthcare with an extensive physical Dhani Health Shops network that provides greater access and convenience to our customers. As on March 31, 2021 we have physical presence in 42 cities via Dhani Health Shops.

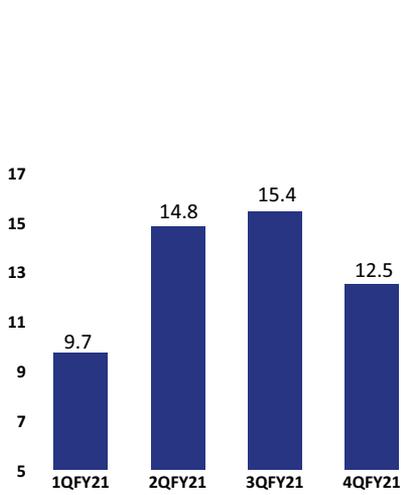
KEY OPERATIONAL HIGHLIGHTS: FY 2021



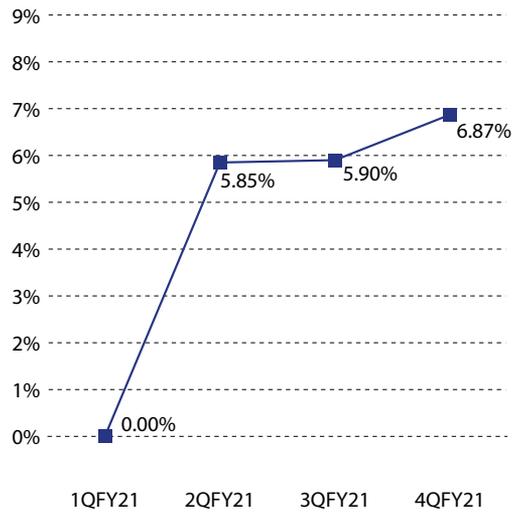


Management Discussion and Analysis (Contd.)

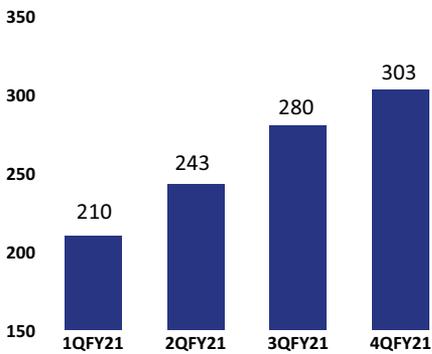
Users downloading Dhani app (in millions)



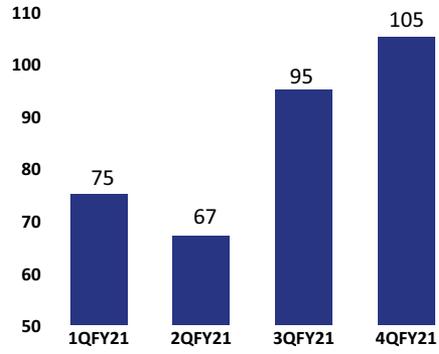
Paid Subscriptions as % of total customers



Time spent per day per user (in seconds)



Average monthly subscription price (in rupees)



QoQ growth



- Total customer franchise of 26.1 million
- Total Paid Subscriptions at the end of the year 1.81 million
- Consolidated Revenue of INR 13.63 Bn



ASSET LIABILITY MANAGEMENT

Given the short term maturity of its loan portfolio and adequate liquidity buffers enjoyed by the company, its Asset Liability Position is comfortable. The Company's capital requirements are assessed in order to maintain an efficient overall financing structure while avoiding excessive leverage. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

ANALYTICS

As world is increasingly moving towards data-driven approach, data analytics play a crucial role in informed decision making to drive organizations towards better and improved efficiency and help achieving desired organization objectives.

Company has made sizable investments in developing data analytics capabilities so as to manage large customer data and help create customized offers/product for the customer for their respective needs, at the same time it also aids in risk management by monitoring the trends at customer segment level performance and help resultant proactive risk management strategies by segmenting delinquent borrowers. The Artificial Intelligence (AI) based data analysis helps predicting customer's preference and recommend proactive retention strategies to improve customer loyalty.

RISK MANAGEMENT

The Company is exposed to a variety of risks such as credit, interest rate, liquidity, operational, business, regulatory risks among others. Company's risk management framework is driven by Board and its subcommittees including the Audit Committee, the Asset Liability Management Committee and the Risk Management Committee. The Company continues to invest in people, processes and technology to have an integrated approach towards Risk Management. The Company has a robust overall risk management framework which involves risk identification, assessment, monitoring, reporting and mitigation.

BORROWINGS

The Company (including its subsidiaries) has raised funds through term loans as well as capital market instruments. During the year FY 2020-21, Dhani group had issued Non-convertible debentures of ₹5.25 Bn. Total borrowings of the group as on March 2021 were ₹35.74 Bn. Dhani Group has paid back ₹24.30 Bn to its lenders during the fiscal year.

REGULATORY GUIDELINES / AMENDMENTS

Dhani Loans & Services Limited, complies with Reserve Bank of India norms for NBFCs. In accordance with this, the Company is in compliance with all regulations pertaining to Accounting Standards, Prudential norms for asset classification, income recognition, provisioning, capital adequacy and credit ratings.

TRAINING AND HUMAN RESOURCES MANAGEMENT

Our vision is to create a cohesive work environment that encourages employees to pursue their professional and self-development goals in addition to building operational excellence and a sense of belongingness. We have re-engineered our recruitment process by development of Applicant tracking system in Recruitment process to bring more efficiency for hiring managers, reduce paper work and improve accuracy. We strongly believe that our employees play a pivotal role in the success of our Company and its initiatives. They are representatives of the Company for the customers and it is of utmost importance that our employees are skilled and well trained to attend to customer's needs in the best way possible. Our focus and belief lies in enabling and empowering our talent pool for the challenges of tomorrow by providing new learning avenues that are technology driven. Employee Stock Option Plans have been approved by the Compensation Committee in various years for retention and incentivising the employees. The company has also formed an Employee Welfare Trust which has granted Stock Appreciation Rights (SARs) to the employees of the company. The Company also undertook various health-care and general initiatives promoting well-being to enhance employee engagement. In all the areas of work, the Human Resources firmly beliefs



Management Discussion and Analysis (Contd.)

in confidentiality, accountability and trust. Human Resource department provides internal processes and services like talent management, administration benefits and many other services that are essential for organization.

The key focus is to find a right fit between the organization and the individual. Our constant endeavour is to select people who are able to match personal aspiration with the organization's growth plans. Agility is one of the key traits that we look for, as it is required to quickly adapt to the changing needs of the dynamic external environment. As a new age company, the focus is to build a robust team which is not only geared to face today's challenges but to also be prepared for the opportunities of tomorrow. The Company provides fast track growth for key performers in every department. The Human Resource team partnered with businesses to ensure that right talent is on-boarded for all roles. The leadership is engaged with all key performers and ensures that they have a defined career path within the organization. We have a competitive reward policy to keep the team motivated and engaged to achieve every milestone we set our eyes upon.

IT SECURITY AND CUSTOMER PRIVACY

Information has become the critical asset for our organization encompassing sensitive customer information. Shielding such information along with its supporting IT Infrastructure from rapidly evolving cyber threats is one of our top business priorities which is being catered through careful monitoring and effective implementation of risk mitigation measures. Aiming to cater the Cyber Security challenges, we have outlined and espoused the comprehensive IT Policies based on the industry best practices encompassing ISO 27001:2013 standard. Our Information Technology Policy, Information Security Management System Framework and Cyber Security Policy include detailed directions to ensure the protection of business information at all levels. Effective and adequate security controls have been in place to ensure the business resilience in case of any adversity. Backup and restoration policy supported through industry best solution has been implemented to safeguard critical information. Periodic assessment of implemented controls has been carried out to ensure its effectiveness and improve them as needed.

Our Company's "Privacy Policy" ensures the protection of customers' personal information. The Company explicitly discloses the manner in which customer information is collected, stored and used. The policy also ensures that the usage of customer information is in compliance with various statutory and regulatory authorities' requirements.

INTERNAL CONTROL SYSTEMS

The company has adequate internal control systems, based on policies and guidelines, which ensure timely and accurate execution of responsibilities. Internal Control Systems evaluate operations, financial reporting, strategic investments and regulatory compliances to protect interests of the investors. The effectiveness and reliability of Internal Control Systems is reviewed periodically by the Audit Committee and the Board of Directors which gives its recommendations regarding improvements over existing control systems.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

In compliance with the requirements of Schedule V of the SEBI LODR Amendment Regulations, 2018, significant changes (change of 25% or more from FY 2019-20 to FY 2020-21) in the key financial ratios applicable to the Company, are as under:

Debt Equity Ratio:

The debt equity ratio of the Company on a consolidated basis has reduced from 0.54 for FY 2019-20 to 0.42 for FY 2020-21 primarily due to decrease in borrowings in FY 2020-21.

**Return on Average Equity (Net worth):**

The return on equity of the Company on a consolidated basis as on March 31, 2021 stood at -4.10% compared to 0.69% as on March 31, 2020. The said reduction in the Company's return on equity ratio is on account of reduction in interest income from financing activities due to defocus from traditional lending business.

Interest Coverage Ratio:

The interest coverage ratio of the Company on a consolidated basis has reduced from 1.03 for FY 2019-20 to 0.58 for FY 2020-21. As stated above the Company has defocused traditional lending resulting in reduction in operating profits.

Net Profit Margin (%):

The net profit margin % of the Company on a consolidated basis has reduced from 1.43 for FY 2019-20 to -16.85 for FY 2020-21. The said reduction in the Company's net profit margin is on account of reduction in interest income from financing activities due to defocus from traditional lending business.

Debtors Turnover Ratio:

The Debtors turnover ratio has reduced from 13.70 in FY 2019-20 to 8.97 in FY 2020-21 due to slow down in collections. There has been no significant change in the other key financial ratios, as applicable to the Company.

CAUTIONARY STATEMENT

The statements that are not historical facts presented in the Annual Report about Company are forward looking statements. These statements reflect the assumptions, views and expectations based on current market dynamics and future outlook. There might be deviations in expectations from those expressed in the Annual Report. It should not be assumed that the statements will be changed if there is new information or subsequent developments.



Business Responsibility Report

Dhani Services Limited (DSL or the Company), as an incorporated legal entity, came into existence on June 9, 1995, under the Companies Act, 1956. The name of the Company has been changed from 'Indiabulls Ventures Limited' to 'Dhani Services Limited' with effect from 6 October 2020 to align its business of providing technology enabled subscription based healthcare and transaction finance services, through its Dhani App. DSL through its various other subsidiaries, has been engaged in multifarious business activities including Asset Reconstruction, Stock Broking, etc. In addition it may venture into the business of providing bouquet of services, directly or through its various subsidiary companies, depending upon the available business opportunities in domestic and / or international markets.

The Company's equity shares are listed on The National Stock Exchange of India Limited and BSE Limited and its Global Depository Receipts are listed on the Luxembourg Stock Exchange.

DSL's key subsidiaries include Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited), Indiabulls Asset Reconstruction Company Limited, Dhani Stocks Ltd (earlier name was Indiabulls Securities), Indiabulls Investment Advisors Limited, Auxesia Soft Solutions Limited, Indiabulls Distribution Services Limited, Pushpanjali Finsolutions Limited, Devata Tradelink Limited, Arbutus Constructions Limited, Gyansagar Buildtech Limited, Savren Medicare Limited (formerly Savren Buildwell Limited), Dhani Healthcare Limited (formerly Pushpanjali Fincon Limited), Indiabulls Alternate Investments Limited, Indiabulls Infra Resources Limited, Indiabulls Consumer Products Limited, Transerv Limited, Dhani Health Middle East FZ LLC (Foreign company), Dhani Limited (Foreign company) and Dhani Ltd (Foreign company).

The Company has developed this Business Responsibility Report based on the "National Voluntary Guidelines on Socio-Economic and Environmental Responsibilities of Business" published by the Ministry of Corporate Affairs, Government of India in 2011, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the circulars issued by SEBI in this regard. The subsidiary companies have their own Business Responsibility (BR) initiatives.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company	L74110DL1995PLC069631
2. Name of the Company	Dhani Services Limited
3. Registered office address	M-62 & 63, First Floor, Connaught Place, New Delhi - 110001
4. Corporate office address	i) 'Indiabulls House', Plot No. 448-451, Udyog Vihar, Phase - V, Gurugram – 122 016, Haryana ii) One International Centre (Formerly IFC), Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013
5. Website and E-mail id	www.dhani.com, support@dhani.com
6. Financial Year Reported	April 1, 2020 to March 31, 2021
7. Sector(s) that the Company is engaged in	Finance & Healthcare Sector
8. List three key products/services that the Company provides	Credit Line, Online Pharmacy, Payments & Stock Broking
9. Total number of locations where business activity is undertaken by the Company	Pan India
10. (a) Number of International Locations (b) Number of National Locations	1 500+ locations (Online Business)
11. Markets served by the Company – Local/State/ National/International	India & UAE (in FY22)



SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (₹)	114.54 Crore
2. Total Networth (₹)	4,996.34 Crore
3. Total Revenue (₹)	35.39 Crore
4. Total profit after taxes (₹)	16.75 Crore (Loss)
5. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2% (₹ 1,59,42,000/-)
6. List of activities in which expenditure in 5 above has been incurred:-	Please refer <i>Annexure-4: Annual Report on CSR Activities</i> , to Board's Report for details on CSR initiatives undertaken by the Company.

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies?

Yes, the Company had 25 subsidiaries (including 4 foreign subsidiaries), 1 employee welfare trust and 14 business trusts as on financial year ended March 31, 2021. The details of the subsidiaries are detailed in the Annual Return as on March 31, 2021, which is available on the Company's website on www.dhani.com.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).

The subsidiaries of the Company are separate legal entities and follow BR initiatives as per rules and regulations as applicable.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

No. The Company has not mandated any supplier, distributor etc. to participate in the BR initiatives of the Company.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

a) Details of the Director(s) responsible for implementation of the BR policy

1	DIN	00010933
2	Name	Mr. Divyesh B. Shah
3	Designation	Whole-time Director & COO

b) Details of the BR head

1	DIN	00010933
2	Name	Mr. Divyesh B. Shah
3	Designation	Whole-time Director & COO
4	Telephone No.	+91- 022 – 61891805
5	E-mail ID	support@dhani.com



Business Responsibility Report (Contd)

2. Principle-wise as per NVGs BR Policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as below:

1. Businesses should conduct and govern themselves with ethics, transparency and accountability
2. Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
3. Businesses should promote the well-being of all employees
4. Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
5. Businesses should respect and promote human rights
6. Businesses should respect, protect and make efforts to restore the environment
7. Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
8. Businesses should support inclusive growth and equitable development
9. Businesses should engage with and provide value to their customers and consumers in a responsible manner

Details of compliance (Reply in Y/N) :

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	N	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	- -	Y Refer Note 1	Y Refer Note 1
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	Y Refer Note 1	- -	Y Refer Note 1	Y Refer Note 1
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	-	Y	Y
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	-	Y	Y
6.	Indicate the link for the policy to be viewed online?	Y Refer Note 2	Y Refer Note 2	Y Refer Note 3	Y Refer Note 2	Y Refer Note 3	Y Refer Note 3	- -	Y Refer Note 2	Y Refer Note 3
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	-	Y	Y
8.	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	-	Y	Y



No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	-	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y Refer Note 4	Y Refer Note 4	Y Refer Note 4	Y Refer Note 4	Y Refer Note 4	Y Refer Note 4	-	Y Refer Note 4	Y Refer Note 4

Note 1: The policies have been developed based on the best practices or as per the regulatory requirements and through appropriate consultation with relevant stakeholders.

Note 2: May include a combination of internal policies of the Company which are accessible to all internal stakeholders and the policies are placed on the Company's website at www.dhani.com

Note 3: The policies of the Company are internal documents.

Note 4: The policies are internally evaluated by various department heads, business heads and the management.

Note 5: Details on each of the principles are provided in Section E under-mentioned.

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

Our Board, at present, has 10 directors including 3 Executive Directors, 2 Non-Executive Non-Independent Director and 5 Independent Directors.

Our functional directors are highly experienced professionals in their respective areas. The Board guides the management on operational issues, adoption of systems and best practices in management, and provides oversight on compliance of various legal and other requirements.

The Company understands that its governance processes must ensure that the business activities are done in a manner that meets stakeholders' aspirations and societal expectations. The CSR Committee of the Board oversees and governs its CSR initiatives on a bi-annual basis. The set targets towards responsible business initiatives are linked to the management's remuneration which is reviewed annually by the Board. The Company's governance practices and details of the various Board committees are provided in Report on Corporate Governance forming part of this Annual Report.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time), the Company publishes a Business Responsibility Report as an Annexure to the Board's Report on an annual basis.

Business Responsibility Report of the Company is available on the website of the company viz. www.dhani.com.



Business Responsibility Report (Contd)

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Business should conduct and govern themselves with ethics, transparency and accountability

Ethics, transparency and personal accountability are core values of the Company. It focuses on high standards of corporate governance, in the conduct of its business. It has a zero tolerance for bribery and corruption and strives to build and maintain relationships with its lenders, borrowers, shareholders and other stakeholders in a fair, transparent and professional manner. This helps promote moral behaviour, act as a guideline for ethical decision-making, enhance reputation, prevent negative legal consequences, encourage positive relationships and prevent discrimination or harassment.

The Company adheres to all applicable governmental and regulatory rules in order to ensure complete transparency and accountability in all business practices. Any and all breaches of Company guidelines are viewed very seriously by the Management, who ensures that appropriate disciplinary action is taken.

The Company has constituted various committees such as: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Compensation Committee, Corporate Social Responsibility Committee, Management Committee, Allotment Committee, Securities Issuance Committee, Capital Raising Committee, Internal Complaints Committee and Risk Management Committee. These committees meet periodically to supervise, review and advice on the relevant/respective matters.

Code of Conduct

With the objective of enhancing the standards of governance, the Company has formulated and adopted a Code of Conduct & Ethics for its Board Members and Senior Management team. The Code is placed on the website of the Company, which provides for ethical, transparent and accountable behaviour by its Directors and Senior Management team.

The Employee Code of Conduct provides the framework within which the Company expects its business operations to be carried out and lays down the standards and principles, to be followed by all its employees. Failure to comply with the Code leads to disciplinary action, including dismissal from the services of the Company.

All employees are handed over a copy of the Employee Code of Conduct on their first day of joining the Company, as a part of the employee joining kit. Additionally, the contents of the Code of Conduct are also shared in detail with the employees through a specific module that forms part of the HR session during the employee induction training program.

The Company has also formulated and adopted various other codes and policies including Fair Practices Code, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Policy on Protection of Women Against Sexual Harassment at Workplace, Code of Conduct for Prevention of Insider Trading, Know Your Customer policy and Investment policy, in terms of laws applicable to its business, which are applicable to all its employees / directors for enforcement of ethical conduct from a governance, regulatory and risk management perspective.

Stakeholder Complaints

The Company is committed to providing effective and prompt service to all its stakeholders. Various channels have been provided for customers and stakeholders to raise any concerns through a medium that is convenient for them. The customers and other stakeholders can put up a grievance from the comfort of their homes using digital channels like email, website, mobile app. Customers that are not comfortable using digital channels can call the customer care numbers provided on the Company's website or visit the nearest branch where a grievance register is provided mandatorily and designated senior personnel at individual branches are responsible for ensuring efficient and effective resolution of complaints. All grievances coming from various channels are treated with the same priority and the central operations team along with the call center records redresses grievances and feedback from customers.



Complaints and grievances are addressed in a time-bound manner. Regular analysis and audits, internal and external are in place to monitor any corrective actions that needs to be taken in case of lapse in processes and also to improve the processes.

The Company has a Grievance Redressal Policy with escalation mechanism wherein complaints are escalated to the level of Branch heads, Head Customer Care and National Head Operation/Principal Officer, Compliance Officer. Complaints forwarded by regulatory and supervisory authorities are tracked separately. Code of Conduct and Grievance redressal procedure are available on the Company website for the benefit of its customers and stakeholders.

During the financial year 2020-21, the Company had received 4 complaints from its shareholders which were resolved expeditiously.

The Company submits a periodic status of complaints received, redressed and outstanding from its stakeholders along with the nature of complaints and their mode of redressal to the Board constituted Customer Grievance Committee and Stakeholders Relationship Committee and updates the number of complaints outstanding at the beginning of the quarter, received and resolved during the quarter and outstanding at the end of quarter to BSE and NSE on quarterly basis.

Data Privacy and Cyber Security

The Company treats customers' data with utmost sensitivity and accords the highest standards of privacy and security against cybercrime and data theft. IT Security and Customer Data is a valuable asset and safeguarding business information and IT Infrastructure from any kind of cyber security threat is a top priority for the Company, and this is done through effective monitoring and implementation of risk mitigation measures. The Company's Information Technology Policy, Information Security Management System Framework and Cyber Security Policy include detailed directions to ensure the protection of business information at all levels. Backup and restore policy has been implemented to safeguard critical data. We undertake vulnerability assessment and penetration testing regularly through internal resources as well as external experts to test and improve the implemented control measures. The Company's "Privacy Policy" ensures the protection of customers' personal information. The company explicitly discloses the manner in which customer information is collected, stored and used. The policy also ensures that the usage of customer information is in compliance with various statutory and regulatory authorities' requirements.

Our Business Continuity and Disaster Recovery Plan ensured that critical business functions were available to customers even when branches were not operational during the COVID-19 induced complete lockdown phase.

Third Party engagements

The Company recognizes that having an association with suppliers/ distributors from diverse backgrounds but with a focus on the Company's mission of sustainability and governance, contributes to increased efficiency and innovation to provide an enhanced yet standard experience for its customers. The Company has processes and standards of conduct in line with the Company's policies on governance and data privacy and security and sustainable business practices which needs to be agreed and followed by the distributors/suppliers.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Given the nature of the Company's business activities, which is providing financial products and services, it consumes resources primarily for running its operations. Through varied initiatives, the company works towards reducing its resource consumption, mainly paper and grid electricity. In addition, the digitization of its internal processes has aided its efforts.



Business Responsibility Report (Contd)

Environmental Standards

The Company continuously aims to reduce the impact on environment by optimizing the usage of various resources. The Company works at minimizing its carbon foot print and there is particular focus on reduced resource usage. The Company has been able to reduce energy consumption by using star rated appliances where possible and also through the replacement of CFL lights with LED lights. Monitoring resource usage, improved process efficiency, reduced waste generation and disposal costs have also supported the cause.

In a bid to reduce the Company's carbon footprint, video conference systems have been set up at key office locations to cut down on unnecessary travel.

The Company continues to explore collaboration with partners that ensure conservation of energy and resources. On this front, the Company recognizes the need to work with real estate developers that promote the use of innovative technologies such as green buildings and other energy efficient measures for construction of their projects.

Resource Savings

The Company has undertaken initiatives and energy efficient measures at its office premises such as use of LED light fittings, provision of centralised waste collection, etc. At most of its offices across India, the CFL light fitting have been replaced by LED light fittings to conserve energy.

In an endeavor for quick and paperless services, the Company promotes the use of electronic means of communication with its shareholders by sending electronic communication for confirmation of payments and such other purposes. The Company also encourages the use of electronic mode of payment to and from all its stakeholders. Soft copies of the annual reports along with the notice convening the General Meetings/Postal ballots and the dividend related communications/ reminder letters are being sent to all the shareholders so as to minimize the usage of paper.

Principle 3: Businesses should promote the well-being of all employees

The foundation of any sustainable business is built on a competent and satisfied workforce. It is the Company's firm belief that an engaged, productive and happy workforce leads to 'happy customers'. Employee wellness is an integral component of our value proposition.

Equitable Employment

During the financial year 2020-2021, upon receipt of all requisite approvals from the statutory / regulatory authorities, Stock Broking Business of the Company has been transferred to its 100% subsidiary company namely Dhani Stocks Limited (formerly Indiabulls Securities Limited) ("Dhani Stocks") and all the employees of the Company related to such business were transferred on on going basis to Dhani Stocks. In view of the same the Company had 11 employees on its permanent rolls, as on March 31, 2021, out of which 2 were women. As at March 31, 2021, the male female ratio was 10:1. The Company has always advocated a business environment that favours the concept of equal employment opportunities for all without any discrimination with respect to caste, creed, gender, race, religion, disability or sexual orientation. The Company provides a workplace environment that is safe, hygienic, and humane which upholds the dignity of its employees. The Company does not use child labour directly or indirectly in any of its offices.

Enabling a Gender Friendly & safe Workplace

For DSL, safety of its employees is of paramount importance and as a good corporate citizen; it is committed to ensuring safety of all its employees at the work place.

The Company has formulated and adopted a Gender Sensitization and has constituted an Internal Complaint Committee (ICC). The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.



Also, to ensure confidentiality, a dedicated e-mail address has been created for employees to report complaints pertaining to sexual harassment at the workplace. The complaints reported on the designated e-mail are accessible by the ICC only. Mechanisms have been established to ensure that complaints received by the ICC are dealt with promptly, sensitively, confidentially and in the most judicious and unbiased manner.

Policies for Employee Grievances

The Company believes in smooth and effective communication to ensure better flow of information and understanding amongst its employees. Any employee, irrespective of hierarchy, has free access to the members of senior management for sharing creative ideas, suggestions or even personal grievances.

The Company has strengthened its vigil mechanism by adopting the Whistle Blower Policy. The said policy which has been uploaded on Company's website and also communicated to all its employees aims to promote good governance, in still faith and empower all stakeholders to fearlessly voice their concerns.

Gender Inclusion

The Company ensures that a gender inclusive environment is provided. To create an inclusive work culture for women, equal opportunities are provided to all women employees.

Work-Life Balance

The Company's policies are structured around promoting work- life balance which ensures improved employee productivity at work. Employees have option of flexible working hours through our Flexi-time policy to enable them strike a better work-life balance. This culture permits our employees to pursue their aspirations, passions and shape their professional and personal growth.

All our female employees are entitled to paid maternity leave for up to 26 weeks, including both pre-delivery and post-delivery leaves. Commissioning mothers and adopting mothers are entitled to a maternity leave of up to 12 weeks. We provide our employees with 32 annual leaves and also have a mandatory leave policy mandating employees to avail of continuous 10 days of leave in a year, which gives them quality time off from work and help them to relax and rejuvenate.

Employee Engagement

The Company firmly believes that highly engaged employees are more productive. Besides work, the Company encourages its employees to regularly participate in sports, get-togethers, milestone celebrations, festivities etc. During Covid, company has emphasized on virtual engagement programs

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Corporate Social Responsibility

The Company strives to approach its CSR activities with the goal to identify and work across a range of social initiatives that have a long-term sustainable impact. The Company has endeavoured to choose projects keeping in mind the Human Development Index norms which address human resource development in areas of Sanitation, Health, Education, Nutrition, Renewable Energy and Rural Development. The details of CSR activities undertaken by the Company are provided in the Annual Report.

Employee Welfare & Participation

To encourage employees wellness, we keep on organizing medical check-up camps



Business Responsibility Report (Contd)

Principle 5: Businesses should respect and promote Human Rights

The Company upholds the principles of being an organization that respects human rights, is non-discriminatory amongst employees and provides for a redressal mechanism to the key constituents that it deals with. The Company's Code of Conduct respects and promotes human rights. The Company complies and adheres to all the human rights laws, guidelines of the Constitution of India, national laws and policies and treats all its stakeholders and customers with dignity, respect and due understanding. It strives to be just, patient and understanding while dealing with delinquent customers who have availed loans and has also put in place training modules and work ethics for employees to ensure such customers are dealt with fairness. The company does not employ child labour.

Principle 6: Businesses should respect, protect and make efforts to restore the environment

Green Initiatives

The Company promotes ecological sustainability and green initiatives, adopts energy saving mechanisms, by encouraging its employees, customers and all its other stakeholders to use electronic medium of communication and to reduce usage of papers as much as possible.

We have also started an initiative where we are planning to reduce the use of plastic in our offices to reduce our carbon footprint. We want to make our office environments plastic-free and we're confident of achieving this.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

The Company is committed in providing innovative financial product offerings to multiple customer segments. The Company puts forwards its views on setting new industry standards or regulatory developments and tries to maintain balance interest of its stakeholders. The Company continues to make various recommendations/ representations before various regulators, forums and associations.

Principle 8: Businesses should support inclusive growth and equitable development

The Company is committed to its vision of inclusive growth. As a responsible corporate citizen, the Company strives to positively impact communities, and leverages its reach and resources to empower the underprivileged. During the year, the Company furthered the reach and impact of its Corporate Social Responsibility [CSR] initiatives through our social development arm - Indiabulls Foundation [IBF].

IBF time to time undertakes a wide gamut of activities in the areas of Health and Sanitation, Women's Empowerment, Education and Sustainable Livelihoods, Rural Development and Disaster Relief. The Foundation connects philanthropic opportunities with demonstrated needs, and mobilizes resources to create programs that have tangible outcomes and enable the marginalized sections of society to improve their lives.

Details of CSR activities undertaken by the Company are provided in the Annual Report.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

Transparent Communication

The Company strives to ensure that transparent, correct and relevant information, pertaining to its products and services, is disseminated through its advertising material and the information displayed on the digital platforms owned by the Company. The Company encourages responsible and responsive communication towards all its stakeholders be it customers, media, investors, analysts, regulatory authorities, vendors etc.



The Company is an avid proponent of true and fair advertising and as such, discourages all kinds of means and activities that are unethical, abusive, derogatory or anti-competitive. All the communication material released by the Company adheres to the mandated regulatory requirements. The Company has formulated the Fair Practices Code. A copy of the said code is available on the Company's website and at all its offices. The Company has complied with all the advertising norms applicable to the Company.

The important product attributes, relevant information about the products and services being offered, fees and charges, benchmark interest rates and other important notifications like Most Important Terms & Conditions and KYC documents are displayed prominently in each of the Company offices. This information is available on the Company's website as well.

The Company is extending its presence to various social and digital platforms to engage and connect with existing customers and also to reach out to newer audiences through constant communication, which is in consonance with its brand values and the prescribed regulatory framework.

The performance and financials of the Company are disclosed to the stock exchanges, BSE and NSE, and is also uploaded on the Company's website.

Grievance Redressal

The Company aims to reduce the number of grievances, attain operational excellence and ensure continuous improvement by doing periodical root-cause analysis (RCA) of all the received grievances.



Report on Corporate Governance

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of the Company ("Dhani") and all its stakeholders. It is not a mere compliance of laws, rules and regulations but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings to achieve the objects of the Company, enhance stakeholders value and discharge its social responsibility.

The Company is committed towards achieving the highest standards of Corporate Governance by emphasizing on a corporate culture of integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business. The Company believes that good governance brings sustained corporate growth and long-term benefits for all its stakeholders.

Dhani engages in a credible and transparent manner with all its stakeholders and clearly communicates its long-term business strategy. All its actions are governed by its values and principles, which are reinforced at all levels of the Company. This is the path to consistent, competitive, profitable and responsible growth, and for creating long-term value for its shareholders, its employees and business partners.

The Board of Directors ('the Board') is responsible for and is committed to sound principles of Corporate Governance of the Company and plays a crucial role in overseeing how the management serves the short and long-term interests of stakeholders. As you aware that the COVID-19 pandemic has caused an unprecedented health and economic crisis across the globe due to which the severity of its impact on business activity is still evolving. Your Company is nimble-footed and continuously evolving its strategies to deal with the emergent challenges with the help of depth experience of management team.

Dhani keeps its governance practices under continuous review and benchmark itself to best practices. This belief is reflected in its governance practices, under which it strives to maintain an effective, informed and independent Board.

The Company is in compliance with all the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations].

2. BOARD OF DIRECTORS (BOARD)

(A) Composition and size of the Board

The Company's Board is constituted of highly experienced professionals from diverse backgrounds. The Board's constitution is in compliance with the Companies Act, 2013, SEBI LODR Regulations and Listing Agreement executed by the Company with the Stock Exchanges and is in accordance with the highest standards of Corporate Governance, which ensures an appropriate mix of Executive/Non-Executive, Woman Director and Independent Directors with demonstrated skill sets and relevant experience in diverse fields viz. finance, banking, regulatory and public policy etc., thereby bringing an enabling environment for value creation through sustainable business growth.

Presently, as on the date of this report, the Board consists of ten directors, of which three are Executive Directors including the Chairman and two are Non-Executive, Non Independent Directors. The remaining five directors, namely, Mr. Praveen Kumar Tripathi, IAS (Retd.) and Ex-Chief Secretary, Govt. of NCT Delhi (appointed as Non-Executive Independent Director w.e.f. September 16, 2019), Dr. Narendra Damodar Jadhav (former Member Planning Commission) and Mrs. Fantry Mein Jaswal, IRS (Retd.) (appointed as Non-Executive Independent Directors w.e.f. August 23, 2020), Mr. Rakesh Mohan Garg, IRS (Retd.) and Mr. Vijay Chugh, former Principal Chief General Manager and Head of Payment and Settlement Systems, Reserve Bank of India (appointed as Non-Executive Independent Directors w.e.f. November 25, 2020 and December 21, 2020 respectively). The Chairman, Mr. Sameer Gehlaut, being an Executive Director, the number of Independent Non-Executive Directors on the Board is 50% of the total Board strength.



No Director is related to any other Director on the Board. The Board comprises of individuals as Directors that bring a wide range of skills, expertise and experience which enhance overall board effectiveness.

The Board has identified skills and domain expertise required by the Directors of the Company which includes Banking & Finance, Business Strategy, Corporate Governance, Corporate Social Responsibility, Foreign Exchange, Human Resources, Information Technology, Legal, Marketing, Operations and Process Optimization, Policy Making, Recovery, Regulatory Compliances, Risk Management, Stakeholder Management, Taxation, Treasury and Value Creation. The Directors of the Company have mapped their skills based on the board skill matrix.

Details of Directors, directorship in listed companies, number of directorships held by them in other companies and also the number of their memberships and chairmanships on various Board constituted Committees, including skill sets/ expertise/ competencies/practical knowledge, as on March 31, 2021, are as under:

S. No.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships in other Listed Companies	No. of Directorships in other Companies*	No. of Memberships/ Chairmanship in Board Committees of various companies (including the Company)**	
								Member	Chairman
1.	Mr. Sameer Gehlaut (DIN: 00060783) (refer Note 1)	Founder Chairman & CEO, Executive Non-Independent Director	Policy Making, Banking & Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation	Indiabulls Real Estate Limited Indiabulls Housing Finance Limited	Non-Executive - Non Independent Director, Chairman Non-Executive Non-Independent Director	2	9	Nil	Nil
2.	Mr. Divyesh B. Shah (DIN: 00010933) (refer Note 2)	Whole-time Director & COO, Executive Non-Independent Director	Policy Making, Business Strategy, Risk Management, Corporate Governance, Value Creation	N.A.	N.A.	Nil	1	Nil	Nil
3.	Mr. Gagan Banga (DIN:00010894)	Non-Executive Non-Independent Director	Leadership, Banking and Finance, Business Strategy, Regulatory / legal & Risk Management, Treasury, Foreign Exchange, Recovery, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization	Indiabulls Housing Finance Limited Dhani Loans and Services Limited***	Executive Director Non-Executive Director	2	2	Nil	Nil



Report on Corporate Governance (Contd)

S. No.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships in other Listed Companies	No. of Directorships in other Companies*	No. of Memberships/ Chairmanship in Board Committees of various companies (including the Company)**	
								Member	Chairman
4.	Mr. Pinank Jayant Shah (DIN:07859798)	Whole-time Director, Executive Non-Independent Director	Banking and Finance, Business Strategy, Risk Management, Treasury, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization	Dhani Loans and Services Limited***	Executive Director	1	1	1	Nil
5.	Mr. Anish Ernest Williams (DIN: 03314110)	Non-Executive Non-Independent Director	Banking and Finance, Business Strategy, Risk Management, Product design, Technology and data analytics Marketing, Corporate Social Responsibility, Operations and Process Optimization	N.A.	N.A.	Nil	1	Nil	Nil
6.	Mr. Praveen Kumar Tripathi (DIN:02167497)	Non-Executive Independent Director	Public Administration, Risk Management, Corporate Governance, Operations and Process Optimization	Indiabulls Real Estate Limited Yaarii Digital Integrated Services Limited (formerly Indiabulls Integrated Services Limited) JBM Auto Limited	Non-Executive-Independent Director Non-Executive-Independent Director	3	1	3	2
7.	Dr. Narendra Damodar Jadhav (DIN: 02435444)	Non-Executive Independent Director	Public Administration, Social Scientist, Advisors, Corporate Governance, Operations and Process Optimization	Jain Irrigation Systems Limited Tata Teleservices (Maharashtra) Limited Dhani Loans and Services Limited***	Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	3	2	8	2



S. No.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships in other Listed Companies	No. of Directorships in other Companies*	No. of Memberships/ Chairmanship in Board Committees of various companies (including the Company)**	
								Member	Chairman
8.	Mrs. Fantry Mein Jaswal (DIN: 07011247)	Non-Executive Independent Director	Public Administration, Risk Management, Corporate Governance, Operations and Process Optimization	N.A.	N.A.	Nil	1	3	Nil
9.	Mr. Vijay Chug (DIN:07112794)	Non-Executive Independent Director	Public Administration, Risk Management, Corporate Governance, Operations and Process Optimization	N.A.	N.A.	Nil	8	5	Nil
10.	Mr. Rakesh Mohan Garg (DIN:08970794)	Non-Executive Independent Director	Public Administration, Risk Management, Corporate Governance, Operations and Process Optimization	N.A.	N.A.	Nil	Nil	Nil	Nil
11	Mr. Shyam Lal Bansal(DIN:02910086) (refer Note 3)	Non-Executive Independent Director	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
12	Mr. Alok Kumar Misra (DIN:00163959) (refer Note 3)	Non-Executive Independent Director	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
13	# Mrs. Rekha Gopal Warriar (DIN:08152356)	Non-Executive Independent Director	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Note 1: On August 28, 2020, the Board has appointed Mr. Sameer Gehlaut, as Whole time Director & Key Managerial Personnel, designated as Chairman and Chief Executive Officer (CEO) of the Company. This appointment came into effect w.e.f. post approval of the shareholders in 25th Annual General Meeting of the Company held on September 25, 2020.

Note 2: W.e.f. August 28, 2020, the Board has re-designated Mr. Divyesh B. Shah as Chief Operating Officer of the Company.

Note 3: Mr. Alok Kumar Misra and Mr. Shyam Lal Bansal ceased to be as Independent Directors of the Company w.e.f. August 27, 2020 due to completion of their tenure.

Mrs. Rekha Gopal Warriar had resigned w.e.f. May 23, 2020 due to her personal commitments.

**Includes directorship(s) held in foreign companies & private limited companies and Companies registered under section 8 of the Companies Act, 2013.*

*** Only memberships / chairmanships of the Audit Committee and Stakeholders' Relationship Committee in various Listed/ public limited companies are considered, as per Regulation 26 of the SEBI LODR Regulations.*

****Only debt securities are listed on NSE & BSE.*



Report on Corporate Governance (Contd)

The Board do hereby confirm that all the present Independent Directors of the Company fulfil the conditions specified in the SEBI LODR Regulations and are independent of the management of the Company.

The Board had accepted all recommendation of the Committees of the Board which are mandatorily required, during the financial year 2020-21.

As on March 31, 2021, the shareholding of Non-Executive Directors of the Company was as under:

Mr. Gagan Banga was holding 6,88,786 Fully Paid-up Equity Shares & 1,44,382 Partly Paid-up Equity Shares and Mr. Anish Ernest Williams was holding 1,71,404 Fully Paid up Equity Shares of the Company.

The Company has familiarization programme for Independent Directors with regard to their roles, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The familiarization programme along with details of the same imparted to the Independent Directors during the year are available on the website of the Company at <https://www.dhani.com/wp-content/uploads/2021/07/DSL-Board-Familiarisation-programmes.pdf>

(B) Number and Dates of Board Meetings held, attendance record of Directors thereat and at the last AGM held.

The Board meetings of the Company are held in a highly professional manner, after giving proper notice, Board papers, agenda and other explanatory notes/ relevant information to each of the directors of the Company, well in advance. At least one meeting is held in every quarter, to review the quarterly performance and the financial results of the Company.

Senior management including the CFO was invited to attend the board meetings so as to provide additional inputs on the items being discussed by the Board. At the board meetings, the Executive Directors and senior management make presentations on various matters including the financial results, operations related issues, risk management, the economic and regulatory environment, compliance, investors' perceptions etc.

During the financial year 2020-21, the Board met 6 (Six) times. Meetings were held on June 25, 2020, August 28, 2020, September 9, 2020, November 11, 2020, February 12, 2021 and March 6, 2021. During the year, separate meeting of the Independent Directors was held on March 26, 2021, without the attendance of non-independent directors and the members of the management. All Independent Directors attended the said meeting. At the meeting, the independent directors assessed the quality, quantity and timeliness of the flow of information between the Company's management and the board. Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, all these board / Independent Directors meetings in FY 2020-21 were held through Video Conferencing.

The last Annual General Meeting of the Company was held on September 25, 2020.



Attendance of Directors at the Board Meetings held during the FY 2020-21 and at the last Annual General Meeting are as under:

Sr. No.	Name of the Director	No. of board meetings attended during tenure	Attendance at the last AGM
1	Mr. Sameer Gehlaut (DIN: 00060783)	6	No
2	Mr. Divyesh B. Shah (DIN: 00010933)	6	Yes
3	Mr. Gagan Banga (DIN: 00010894)	3 [^]	Yes
4	Mr. Pinank Jayant Shah (DIN: 07859798)	6	Yes
5	Mr. Anish Ernest Williams (DIN: 03314110)	2 [*]	No
6	Mr. Shyam Lal Bansal (DIN: 02910086)	1 ^{**}	No
7	Mr. Alok Kumar Misra (DIN: 00163959)	1 ^{**}	No
9	Mrs. Rekha Gopal Warriar (DIN: 08152356)	0 [@]	No
10	Mr. Praveen Kumar Tripathi (DIN: 02167497)	6	Yes
11	Dr. Narendra Damodar Jadhav (DIN: 02435444)	5 [#]	Yes
12	Mrs. Fantry Mein Jaswal (DIN: 07011247)	5 [#]	Yes
13	Mr. Vijay Chugh (DIN: 07112794)	2 [~]	No
14	Mr. Rakesh Mohan Garg (DIN: 08970794)	2 [~]	No

[^] Mr. Banga could not attend the meetings, held on September 9, 2020, February 12, 2021 and March 6, 2021 due to his prior commitments.

^{*} Mr. Williams was appointed as Non-Executive Additional Director of the Company w.e.f. December 21, 2020.

^{**} Mr. Shyan Lal Bansal and Mr. Alok Kumar Misra ceased to be as Independent Directors of the Company w.e.f. August 27, 2020 on completion of their tenure.

[@] Mrs. Warriar had resigned w.e.f. May 23, 2020 due to other personal commitments.

[#] Dr. Narendra Damodar Jadhav and Mrs. Fantry Mein Jaswal were appointed as Independent Directors of the Company w.e.f. August 23, 2020.

[~] Mr. Rakesh Mohan Garg and Mr. Vijay Chugh were appointed as Additional Independent Directors of the Company w.e.f. November 25, 2020 and December 21, 2020, respectively.

The minutes of the board meetings of the unlisted subsidiary companies of the Company were placed in the board meetings of the Company on a quarterly basis.



Report on Corporate Governance (Contd)

3. COMMITTEES OF THE BOARD

The Board has constituted various Committees to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference. Further, terms of reference were revised to align with the provisions of Companies Act, 2013, SEBI LODR Regulations.

The role and the composition of these Committees including number of meetings held during the financial year and participation of the members at the meetings of the committees, during the year are as under.

(A) Audit Committee

Composition

Effective from August 28, 2020, the Audit Committee comprises of three members, namely, Mr. Praveen Kumar Tripathi as the Chairman and member, Dr. Narendra Damodar Jadhav and Mrs. Fantry Mein Jaswal as members. All the three members comprising the Committee are Independent Directors. Mr. Divyesh B Shah, Whole-time Director & COO is the permanent invitee to the Audit Committee meetings and Mr. Lalit Sharma, is the Secretary to the Audit Committee.

Terms of reference

The terms of reference of Audit Committee, inter-alia, include:

- To oversee the financial reporting process and disclosure of financial information;
- To review with management, quarterly, half yearly and annual financial statements and ensure their accuracy and correctness before submission to the Board;
- To review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans/reports and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations;
- To recommend the appointment of the internal and statutory auditors and their remuneration;
- To review and approve required provisions to be maintained as per IRAC norms and write off decisions;
- To hold discussions with the Statutory and Internal Auditors;
- Review and monitoring of the auditor's independence and performance, and effectiveness of audit process;
- Examination of the auditors' report on financial statements of the Company (in addition to the financial statements) before submission to the Board;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing with the management the utilization of the funds so raised, for purposes other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard;
- Evaluation of the risk management systems (in addition to the internal control systems);
- Review and monitoring of the performance of the statutory auditors and effectiveness of the audit process;



- To hold post audit discussions with the auditors to ascertain any area of concern;
- To review the functioning of the whistle blower mechanism;
- Approval to the appointment of the CFO after assessing the qualifications, experience and background etc. of the candidate.
- Reviewing the utilization of loans and/or advances and/or investment by the Company to its subsidiary companies, exceeding rupees ₹ 100 Crore or 10% of the assets size of the respective subsidiary companies, whichever is lower, including existing loans / advances / investment existing as on April 1, 2019.

Meetings and Attendance during the year

During the financial year ended March 31, 2021, the Committee met 4 (four) times i.e. on June 25, 2020, September 09, 2020, November 11, 2020 and February 12, 2021.

The attendance of the Committee members in these meetings is as under:

Name of the Member	No. of meetings attended
Mr. Praveen Kumar Tripathi	4
Mr. Alok Kumar Misra*	1
Mr. Divyesh B Shah**	4
Dr. Narendra Damodar Jadhav***	3
Mrs. Fantry Mein Jaswal***	3

*Mr. Misra ceased to be the member of the Committee due to his cessation as Independent Director of the Company w.e.f August 27, 2020.

**The Board in its meeting held on August 28, 2020, reconstituted the Audit Committee with the re-designation of Mr. Divyesh B Shah from the member of the Committee to its permanent invitee.

*** Dr. Narendra Damodar Jadhav and Mrs. Fantry Mein Jaswal were appointed as members of the Audit Committee w.e.f. August 28, 2020.

The Chief Financial Officer, Statutory and Internal Auditors also attended the meetings as invitees.

(B) Nomination & Remuneration Committee

Composition

Effective from August 28, 2020, the Nomination & Remuneration Committee of the Board comprises of three Independent Directors as its members, namely, Mr. Praveen Kumar Tripathi as its Chairman and member, Dr. Narendra Damodar Jadhav and Mrs. Fantry Mein Jaswal as the other two members.

Terms of reference

The terms of reference of Nomination & Remuneration Committee, inter-alia, include:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.



Report on Corporate Governance (Contd)

- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- to recommend to the Board all remuneration, in whatever form, payable to senior management;
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995; and
- Perform such functions as are required to be performed by the Nomination & Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Meetings and Attendance during the year

During the financial year ended March 31, 2021, the Committee met six times i.e. June 22, 2020, August 23, 2020, August 26, 2020, November 25, 2020, December 21, 2020 and February 12, 2021.

The attendance of the Committee members in these meetings is as under:

Name of the Member	No. of meeting attended
Mr. Alok Kumar Misra*	3
Mr. Shyam Lal Bansal**	0
Mr. Praveen Kumar Tripathi	6
Dr. Narendra Damodar Jadhav***	3
Mrs. Fantry Mein Jaswal***	3

*Mr. Misra ceased to be the member of the Committee due to his cessation as Independent Director of the Company w.e.f. August 27, 2020.

** Mr. Bansal could not attend meetings held on June 22, 2020 and August 23, 2020, due to his ill health and later he ceased to be the member of the Committee due to his cessation as Independent Director of the Company w.e.f. August 27, 2020.

*** The Board in its meeting of August 28, 2020 re-constituted Nomination & Remuneration Committee and Dr. Narendra Damodar Jadhav and Mrs. Fantry Mein Jaswal were appointed as a Members of the Committee. They have attended all meeting held after their appointment.

Policy for selection and appointment of Directors

The Nomination and Remuneration Committee (N&R Committee) has adopted a charter which, inter alia, deals with the manner of selection of the Board of Directors, senior management and their compensation. This Policy is accordingly derived from the said Charter.

- a. The incumbent for the positions of Executive Directors and/or at senior management, shall be the persons of high integrity, possesses relevant expertise, experience and leadership qualities, required for the position.
- b. The Non-Executive Directors shall be of high integrity, with relevant expertise and experience so as to have the diverse Board with Directors having expertise in diverse fields.
- c. In case of appointment of Independent Directors, the independent nature of the proposed appointee vis-a-vis the Company, shall be ensured.
- d. The N&R Committee shall consider qualification, experience, expertise of the incumbent, and shall also ensure that such other criteria with regard to age and other qualification etc., as laid down under the Companies Act, 2013 or other applicable laws are fulfilled, before recommending to the Board, for their appointment as Directors.



- e. In case of re-appointment, the Board shall take into consideration, the performance evaluation of the Director and his engagement level.

Remuneration Policy

Company's Remuneration Policy is market led, based on the fundamental principles of payment for performance, for potential and for growth. It also takes into account the competitive circumstances of the business, so as to attract and retain quality talent and leverage performance significantly. The N&R Committee recommends the remuneration payable to the Executive Directors and Key Managerial Personnel, for approval by Board of Directors of the Company, subject to the approval of its shareholders, wherever necessary. The Remuneration Policy is also available at the website of the Company at https://www.dhani.com/wp-content/uploads/2020/12/ivl_remuneration-policy-0207168001567487819_1569586523.pdf

Evaluation of the Board and Directors

The Independent directors play a key role in the decision-making process of the board as they approve the overall strategy of the Company and oversee performance of the management. The independent directors are committed to act in the best interest of the Company and its stakeholders. The Independent Directors bring a wide range of experience, knowledge and judgment. Their wide knowledge of both, their field of expertise and boardroom practices brings in varied, unbiased, independent and experienced outlook. All independent directors have committed and allocated sufficient time to perform their duties effectively. All the independent directors of the Company have confirmed that they have registered themselves in the databank created for independent directors, well within the stipulated time frame.

The Nomination and Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board Committee(s), as well as performance of each director(s)/Chairman and confirms that the existing evaluation parameters are in compliance with the requirements as per SEBI guidance note dated January 5, 2017 on Board evaluation. The parameter includes Leadership, Management Skills, Vision, Knowledge, Participation in Company's management, its operations and meetings. Basis these parameters, the NRC had reviewed at length the performance of each director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as well as the performance of each director individually, including the Chairman was carried out by the entire Board of Directors. The performance evaluation of the Chairman, Executive Directors and Non-Executive Director was carried out by the Independent Directors in their meeting held on March 26, 2021. The Directors expressed their satisfaction with the evaluation process.

Also the Chairman of the Company, on a periodic basis, has had one-to-one discussion with the directors for their views on the functioning of the Board and the Company, including discussions on level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders and implementation of the suggestions offered by Directors either individually or collectively during different board/committee meetings.

Policy on Board Diversity

The N&R Committee devises the policy to provide for having a broad experience and diversity on the Board.

Director's Remuneration:

- (i) Remuneration of Executive Directors

The Executive Director(s) are being paid remuneration as recommended by Nomination & Remuneration Committee and approved by the Board of Directors/Shareholders.



Report on Corporate Governance (Contd)

Details of remuneration paid to the Executive directors during the year under review are provided in the Annual Return as on March 31, 2021, which is available on the Company's website on https://www.dhani.com/wp-content/uploads/2021/08/DSL-Form_MGT-7_31.03.2021-1.pdf

(i) Remuneration of Non-Executive Directors

Though day-to-day management of the Company is delegated to its Executive Directors, the Non-Executive Directors also contribute significantly for laying down the policies and providing guidelines for conduct of Company's business. Considering the need for the enlarged role and active participation / contribution of Non-Executive Directors to achieve the growth in operations and profitability of the Company, it is appropriate that the services being rendered by them to the Company are recognized by it by way of payment of compensation, commensurate with their contributions, as permissible within the applicable regulations. The Company's non-executive directors between them have extensive entrepreneurial experience and deep experience in the fields of financial sector regulation and supervision, banking, judiciary, accounting, administration, and law enforcement etc. The non-executive directors both exercise effective oversight, and also guide the senior management team. Their experience and inputs have been invaluable. They also devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company. The Company is making payment of fee/ remuneration payable to its NEDs in accordance with the provisions of the Companies Act, 2013 and SEBI LODR. The Company has placed on its website at https://www.dhani.com/wp-content/uploads/2020/12/ivl-criteria-for-making-payment-to-non-executive-directors_1564992340.pdf, criteria for making payment to Non- Executive Directors. During the Financial Year ended March 31, 2021, the Non- Executive Directors have been paid, sitting fees for attending the Board meetings of the Company, and profit linked incentives in term of the existing shareholders authorization, the details of which are available on https://www.dhani.com/wp-content/uploads/2021/08/DSL-Form_MGT-7_31.03.2021-1.pdf.

The Non-Executive Directors of the Company do not have any pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate companies, other than in the normal course of business.

(C) Stakeholders Relationship Committee

Composition

Effective from August 28, 2020, the Stakeholders Relationship Committee comprises of three members, namely, Mr. Praveen Kumar Tripathi as the Chairman and member, Mrs. Fantry Mein Jaswal and Mr. Pinank Jayant Shah as the other two members. Two out of the three members of the Committee, namely, Mr. Praveen Kumar Tripathi and Mrs. Fantry Mein Jaswal are Independent Directors and Mr. Pinank Jayant Shah is an Executive Director.

Terms of reference

- To approve requests for share transfers and transmissions.
- To approve the requests pertaining to remat of shares/sub-division/consolidation/issue of renewed and duplicate share certificates etc.
- To oversee all matters encompassing the shareholders' / investors' related issues.
- Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.



- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Meetings and Attendance during the year

During the financial year ended March 31, 2021, the Committee met 4 (Four) times i.e. on June 24, 2020, September 9, 2020, November 11, 2020 and February 12, 2021.

The attendance of the Committee members in these meetings is as under:

Name of the Member	No. of meetings attended
Mr. Alok Kumar Misra*	1
Mr. Praveen Kumar Tripathi	4
Mrs. Fantry Mein Jaswal**	3
Mr. Pinank Jayant Shah***	1

*Mr. Misra ceased to be the member of the Committee due to his cessation as Independent Director of the Company w.e.f August 27, 2020.

**Mrs. Jaswal has been appointed as member of the Committee w.e.f. August 28, 2020.

*** Mr. Shah could not attend the meetings held on June 24, 2020, September 9, 2020 and November 11, 2020 due to his pre occupation.

Name and designation of Compliance Officer

Mr. Lalit Sharma, Company Secretary is the Compliance Officer pursuant to Regulation 6(1) of SEBI LODR.

Details of queries / complaints received and resolved pertaining to Equity Shares of the Company during the year 2020-21:

Sl. No.	Particulars	Opening	Received	Disposed	Pending
1	Legal Cases / Cases before Consumer Forums	NIL	NIL	NIL	NIL
2	Letters from SEBI / Stock Exchange.	NIL	1	1	NIL
3	Non-receipt of dividend	NIL	3	3	NIL
4	Non-receipt of annual report	NIL	NIL	NIL	NIL
5	Non-credit/receipt of shares in demat account	NIL	NIL	NIL	NIL
6	Non receipt of securities after transfer	NIL	NIL	NIL	NIL
7	Non-receipt of Refund order	NIL	NIL	NIL	NIL
8	Non receipt of Rights Issue CAF/Call Notice	NIL	NIL	NIL	NIL
9	Non receipt of allotment/call notice and request to issue the same	NIL	1	1	NIL
	Total	NIL	5	5	NIL

(D) Risk Management Committee

Composition

The Risk Management Committee of the Board comprises of five members, namely, Mr. Praveen Kumar Tripathi, Independent Director as its Chairman and member, Mrs. Fantry Mein Jaswal, Independent Director, Mr. Divyesh B. Shah, Whole-time Director, Mr. Rajeev Lochan Agrawal and Mr. Pankaj Sharma as members.



Report on Corporate Governance (Contd)

Terms of Reference

The Terms of reference of the Risk Management Committee inter-alia, include:

- To monitor and review the Risk Management Plan of the Company;
- To approve all functional policies of the Company;
- To ensure appropriate fraud control mechanism and cyber security in the system, while dealing with the customers etc.;
- Any other matter involving Risk to the asset / business of the Company.

Meetings and Attendance during the year

During the financial year ended March 31, 2021, the Committee met once on May 15, 2020.

The attendance of Committee members in these meetings is as under:

Name of the Member	No. of meetings attended
Mr. Alok Kumar Misra*	1
Mr. Shyam Lal Bansal*	0
Mr. Praveen Kumar Tripathi**	0
Mrs. Fantry Mein Jaswal**	0
Mr. Divyesh B. Shah***	0
Mr. Rajeev Lochan Agrawal	1
Mr. Pankaj Sharma	1

* Mr. Misra and Mr. Bansal ceased to be the members of the Committee due to their cessation as Independent Directors of the Company w.e.f. August 27, 2020. Mr. Bansal could not attend the meeting held on May 15, 2020 due to his health issues.

** Mr. Tripathi has been appointed as Chairman and member and Mrs. Jaswal appointed as member of the committee w.e.f. August 28, 2020.

*** Mr. Shah could not attend the meeting held on May 15, 2020 due to his prior commitments.

(E) Corporate Social Responsibility (CSR) Committee

Composition

The Corporate Social Responsibility Committee of the Board comprises of four members, namely, Mr. Divyesh B. Shah, as the Chairman and Mr. Praveen Kumar Tripathi and Dr. Narendra Damodar Jadhav, Independent Directors and Mr. Pinank Jayant Shah as other members.

Terms of Reference of the Corporate Social Responsibility Committee

The Terms of reference of the CSR Committee inter-alia, include:

- To recommend to the Board, the CSR activity to be undertaken by the Company;
- To approve the expenditure to be incurred on the CSR activity;
- To oversee and review the effective implementation of the CSR activity; and
- To ensure compliance of all related applicable regulatory requirements.



Meetings and Attendance during the year

During the financial year ended March 31, 2021, the Committee met 2 (Two) times i.e. on February 11, 2021 and March 31, 2021.

The attendance of Committee members in these meetings is as under:

Name of the Member	No. of meetings attended
Mr. Divyesh B. Shah	2
Mr. Pinank Jayant Shah	2
Dr. Narendra Damodar Jadhav	2
Mr. Praveen Kumar Tripathi	2
Mr. Alok Kumar Misra*	NA

*Mr. Misra ceased to be the member of the Committee due to his cessation as an Independent Director of the Company w.e.f August 27, 2020.

4. GENERAL BODY MEETINGS

A. Location and time of last three Annual General Meetings (AGMs) and number of special resolutions passed thereat:

Year	Meeting	Location	Date	Time	Number of special resolutions passed
2017-18	23rd	Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038	September 21, 2018	10:00 A.M.	2
2018-19	24th	Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038	September 28, 2019	11:00 A.M.	3
2019-20	25th	Through VC/ OAVM	September 25, 2020	2:00 P.M.	9

B. No Extra Ordinary General meeting was convened during FY 2020-21.

C. Postal Ballot during the Financial Year 2020-21

During the financial year 2020-21, in pursuance of Section 110 of the Companies Act, 2013, the Company has conducted one Postal Ballot vide notice dated March 6, 2021, for seeking approval of the shareholders by way of Special Resolutions, as under, result of which was declared on April 16, 2021:



Report on Corporate Governance (Contd)

(i) Result Declared on April 16, 2021 through Postal Ballot is as under:

Item No.	Particulars	% of votes polled on outstanding shares	% of votes in favour on votes polled	% of votes against on votes polled
1	Approval for issuance of sponsored Level III ADRs / Depository Receipts and fresh issuance of equity shares for conversion into ADRs / Depository Receipts, and/or equity shares under a qualified institutions placement.	73.079	99.984	0.016
2	Approval of Dhani Services Limited - Employee Stock Benefit Scheme 2021 and grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees/directors of the Company.	73.079	97.699	2.301
3	Approval to extend the benefits of Dhani Services Limited - Employee Stock Benefit Scheme 2021 to the employees and directors of the subsidiary company(ies), if any, of the Company.	73.079	97.699	2.301
4	Approval for Trust to implement and administer Dhani Services Limited - Employee Stock Benefit Scheme 2021 and other Scheme(s) and secondary market acquisition.	73.079	97.704	2.296
5	Approval to amend existing Main Objects clause of the Memorandum of Association of the Company.	73.079	100.00	0.00
6	Approval for extension of time for making Third and Final Call on partly paid up equity shares allotted under the Rights Issue in terms of Letter of Offer dated February 1, 2018.	73.079	99.984	0.016

Ms. Swati Jain (Membership No. 526173), Proprietor of M/s Swati Jain & Associates, Practicing Chartered Accountants, Gurugram, was appointed as the Scrutinizer for the purpose of conducting and scrutinizing the postal ballot voting process in a fair and transparent manner.

The Company had followed-up all the applicable legal requirements as prescribed in the SEBI LODR Regulations and the Companies Act, 2013 and rules made thereunder, for conducting the aforesaid Postal Ballot which inter-alia included mailing / dispatch of Postal Ballot Notice to the shareholders, appointing scrutinizer to receive and scrutinize the completed postal ballot papers, publication of advertisement in the newspaper informing on postal ballot notice and its dispatch, opening / closing time for exercising e voting and timeline for declaration of postal ballot results.

Mr. Lalit Sharma, Company Secretary was responsible for the entire Postal Ballot / e-voting process.

5. MEANS OF COMMUNICATION

The Company has provided adequate and timely information to its member's inter-alia through the following means:

- (i) Publication of Financial Results: The quarterly/ annual results of the Company are normally published in the leading newspapers viz. Business Standard (English and Hindi), Financial Express (English) and Jansatta (Hindi).



- (ii) News, Release, etc.: The Company has its own website <https://www.dhani.com/> and all vital information relating to the Company and its performance including financial results, press releases pertaining to important developments, performance updates and corporate presentations etc. are regularly posted on the website.
- (iii) Presentation to institutional investors or analysts: The presentations whenever made to the institutional investors or analysts, are uploaded on the website of the Company, and also sent to the Stock Exchange for dissemination.
- (iv) Management's Discussion and Analysis Report has been included in the Annual Report, which forms a part of the Annual Report.

6. GENERAL SHAREHOLDERS' INFORMATION

(A) Company Registration Details

The Company is registered in the National Capital Territory (NCT) of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L7110DL1995PLC069631.

(B) Date, Time and Venue of Annual General Meeting (AGM)

The 26th AGM of the Company would be held on the day, date, time and venue as mentioned in the Notice convening the said AGM.

(C) Financial year:

The financial year of the Company is a period of twelve months beginning on 1st April every calendar year and ending on 31st March of the following calendar year.

(D) Dividend Payment Date

No dividend was paid during the Financial Year 2020-21.

(E) Date of Book Closure

The dates of book closure are as mentioned in the notice convening the 26th AGM of the Company.

(F) Listing on Stock Exchanges

The Company's fully paid up equity shares (FPS), partly paid up equity shares (PPS) and GDRs are listed at the following stock exchanges:

Equity Shares (FPS & PPS):	Global Depository Receipts (GDRs):
BSE Limited (BSE) PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Luxembourg Stock Exchange Societe de la Bourse de Luxembourg, Il av de la Porte – Neuve, L-2227, Luxembourg.
National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	



Report on Corporate Governance (Contd)

The listing fees for the financial year 2021-22, have been paid to BSE and NSE.

(G) Stock Code

BSE Limited	-	FPS: 532960, PPS: 890145
National Stock Exchange of India Ltd.	-	FPS: DHANI-EQ, PPS: DHANIPP
ISIN for Dematerialization	-	FPS: INE274G01010 PPS: INE274G01026 PPS:IN9274G01034

(H) Stock Market Price at National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE)

(a) The monthly high and low market prices of fully paid up equity shares of face value of ₹ 2/- each, at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for the year ended March 31, 2021 are as under:

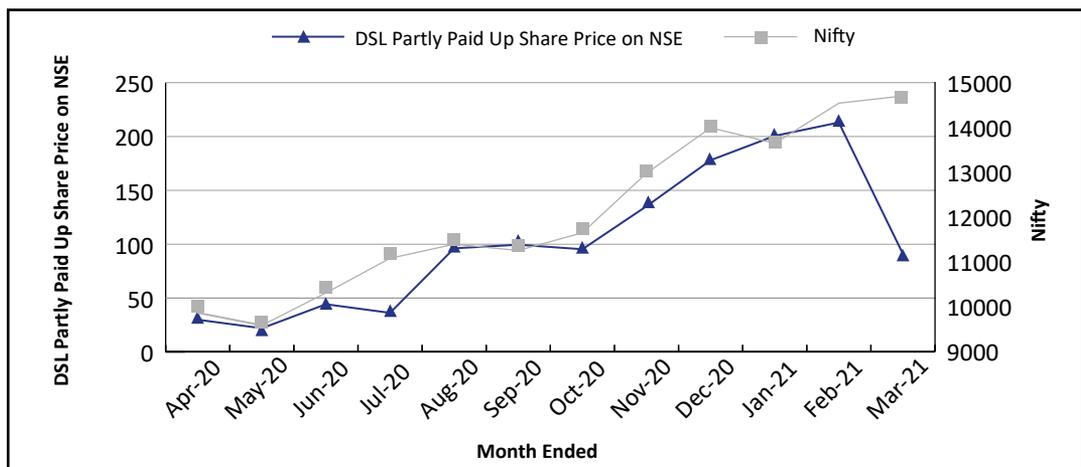
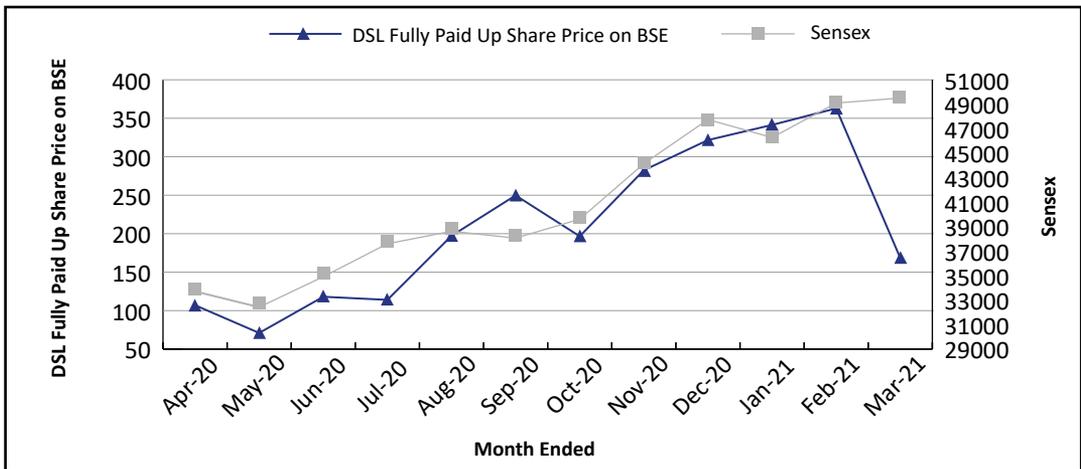
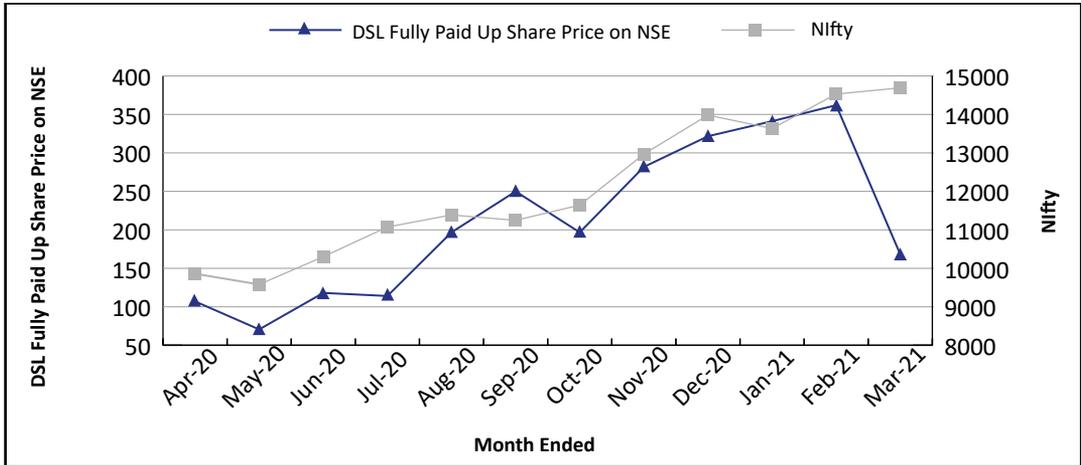
Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-20	111.40	92.55	112.40	93.10
May-20	109.90	63.50	110.00	63.60
Jun-20	121.85	69.95	121.40	70.00
Jul-20	135.80	104.85	135.60	104.70
Aug-20	240.95	112.00	218.00	112.10
Sep-20	253.50	182.35	253.00	174.90
Oct-20	277.20	178.25	277.00	178.75
Nov-20	286.80	183.10	286.90	184.20
Dec-20	345.00	246.80	344.90	245.65
Jan-21	395.95	294.15	396.00	294.05
Feb-21	376.10	328.05	375.55	327.90
Mar-21	378.90	168.10	380.00	168.35

(b) The high and low market prices of partly paid up equity shares of face value of ₹ 2/- each, at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for the year ended March 31, 2021 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-20	35.45	25.60	37.95	24.00
May-20	30.00	17.50	30.00	17.55
Jun-20	51.45	21.30	55.00	22.00
Jul-20	49.90	34.35	50.50	33.80
Aug-20	112.05	34.55	112.70	34.30
Sep-20	116.55	80.10	117.90	79.45
Oct-20	148.70	79.80	142.70	80.00
Nov-20	138.65	86.3	138.30	86.00
Dec-20	191.80	122.50	191.20	123.35
Jan-21	249.75	172.10	249.70	170.00
Feb-21	221.00	190.90	222.80	191.00
Mar-21	219.90	90.95	219.90	90.35

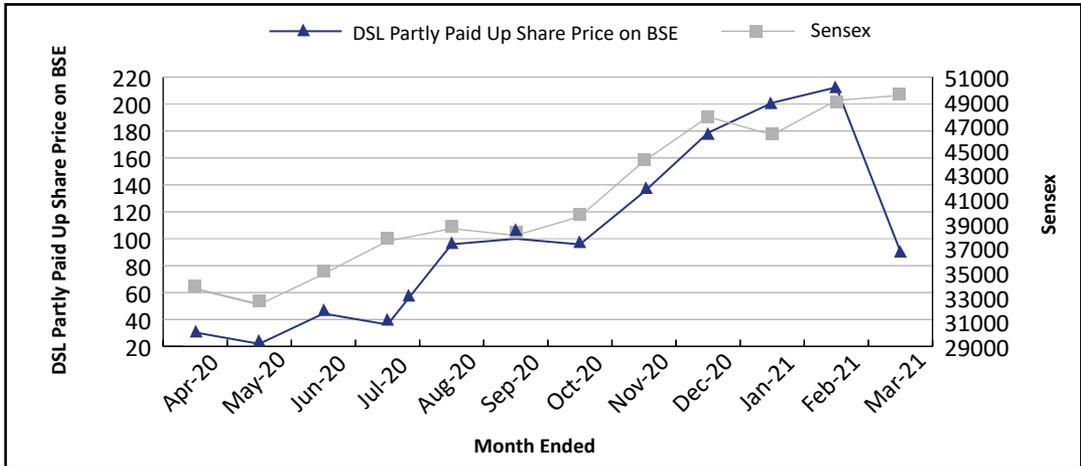


(I) Performance of the Company in comparison to broad – based indices





Report on Corporate Governance (Contd)



(J) Registrar and Transfer Agents

During the Financial Year ended March 31, 2021, for handling the share related matters both in physical and dematerialized mode, M/s Skyline Financial Services Private Limited, a SEBI registered Category – 1 Registrar and Transfer Agent (SEBI Registration number - INR000003241), has been appointed as Registrar and Transfer Agent of the Company (RTA) w.e.f. May 28, 2020 in place of M/s KFin Technologies Private Limited, for the reason that KFin was not able to render RTA services at reduced cost.

The contact details of RTA are as under:

Skyline Financial Services Pvt. Ltd

Unit: Dhani Services Limited
D-153 A 1st Floor Okhla Industrial Area Phase-1 New Delhi-110020
Tel: 011-40450193 TO 197, Fax: 011-26812682
E-mails: compliances@skylinerta.com, info@skylinerta.com
Website: www.skylinerta.com

(K) Share Transfer System

The Board has delegated the authority for share transfers, transmissions; remat/demat of shares/sub-division/consolidation/issue of renewed and duplicate share certificates etc. to the Board constituted Stakeholders' Relationship Committee. For any such action request is to be made to the RTA, which after scrutinizing all such requests, forwards it for approval by Stakeholders' Relationship Committee.

(L) (i) (a) Distribution of shareholding of fully paid up equity shares of face value of ₹ 2/- each, as on March 31, 2021:

S. No.	Category	No. of holders	% to total holders	Total Shares	Amount (face value) (₹)	% of Amount
1	1-5000	78,107	98.45	18,390,019	36,780,038.00	3.49
2	5001- 10000	504	0.64	3,717,660	7,435,320.00	0.71
3	10001- 20000	252	0.32	3,604,202	7,208,404.00	0.68
4	20001- 30000	123	0.16	3,024,692	6,049,384.00	0.57
5	30001- 40000	54	0.07	1,892,865	3,785,730.00	0.36
6	40001- 50000	36	0.05	1,605,857	3,211,714.00	0.30
7	50001- 100000	94	0.12	6,663,343	13,326,686.00	1.26
8	100001 & Above	170	0.21	488,216,254	976,432,508.00	92.63
	Total:	79,340	100.00	527,114,892	1,054,229,784.00	100.00



- (i) (b) Distribution of shareholding of partly paid up equity shares of face value of ₹ 2/- each with paid up value of ₹ 1.10 each as on March 31, 2021: (Voting Rights i.r.o these partly paid-up shares are proportionate to the amount paid up on such shares).

S. No.	Category	No. of holders	% to total holders	Total Shares	Amount (paid-up value) (₹)	% of Amount
1	1-5000	7705	95.11	2,564,919	2,821,410.90	3.09
2	5001- 10000	153	1.89	1,123,080	1,235,388.00	1.36
3	10001- 20000	90	1.11	1,275,533	1,403,086.30	1.54
4	20001- 30000	41	0.51	1,007,223	1,107,945.30	1.22
5	30001- 40000	25	0.31	884,034	972,437.40	1.07
6	40001- 50000	12	0.15	531,858	585,043.80	0.64
7	50001- 100000	30	0.37	2,132,769	2,346,045.90	2.58
8	100001& Above	45	0.56	73,304,578	80,635,035.80	88.50
	Total:	8101	100.00	82,823,994	91,106,393.40	100.00

- (i) (c) Distribution of shareholding of partly paid up equity shares of face value of ₹ 2/- each with paid up value of Re. 0.80 each, as on March 31, 2021: (Voting Rights i.r.o these partly paid-up shares are proportionate to the amount paid up on such shares).

S. No.	Category	No. of holders	% to total holders	Total Shares	Amount (paid-up value) (₹)	% of Amount
1	1-5000	298	99.33	36562	29,249.60	42.95
2	5001- 10000	0	0.00	0	0.00	0.00
3	10001- 20000	1	0.33	18750	15,000.00	22.03
4	20001- 30000	1	0.33	29812	23,849.60	35.02
	Total:	300	100.00	85124	68,099.20	100.00

- (ii) Shareholding pattern as on March 31, 2021:

Sr. No.	Category	No. of Shares			% holding
		Fully paid up equity shares	Partly Paid up equity shares*	Total No. of Shares	
1	Promoters	142,695,429	35,788,434	178,483,863	29.26
2	Banks /Mutual Funds/Indian Financial Institutions/Alternate Investment Funds	4,319,900	0	4,319,900	0.71
3	FII's/FPIs	151,365,297	13,155,583	164,520,880	26.97
4	Bodies Corporate	53,516,124	9,515,737	63,031,861	10.33
5	Indian Public (Employees/HUF/Public/Trusts/Directors)	88,198,302	12,974,312	101,172,614	16.58
6	NRIs	1,136,798	8,808	1,145,606	0.19
7	GDRs (Shares underlying)	52,038	0	52,038	0.01
8	Other foreign entities (Foreign companies)	76,747,428	11,103,288	87,850,716	14.40
9	NBFCs Registered with RBI	47,448	2,343	49,791	0.01
10	Others(Clearing Members/IEPF)	9,036,128	360,613	9,396,741	1.54
	Total	527,114,892	82,909,118	610,024,010	100.00

* Voting Rights i.r.o partly paid-up shares are proportionate to the amount paid up on such shares.



Report on Corporate Governance (Contd)

(M) Dematerialization of shares and liquidity

Equity Shares of the Company are traded under compulsory dematerialized mode and are available for trading under both the depositories i.e. NSDL and CDSL.

As on March 31, 2021, 99.998% equity shares of the Company representing 61,00,09,179 out of a total of 61,00,24,010 equity shares were held in dematerialized form and the balance 14,831 equity shares representing 0.002% of the total equity capital of the Company were held in physical form.

The Company obtains, from a Company Secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI LODR Regulations and files a copy of the certificate with the Stock Exchanges.

(N) Outstanding GDRs/Convertible Instruments

As on March 31, 2021, the number of outstanding GDRs was 52,038. Each GDR represents one fully paid up equity share of ₹ 2/- each in the Company. Also as on March 31, 2021, an aggregate of 99,72,800 Employees Stock options are in force. As and when these stock options are exercised, the paid-up equity share capital of the Company shall stand increased accordingly. During the financial year 2020-21, 2,79,85,452 Compulsorily Convertible Debentures (CCDs) have been converted into equivalent number of fully paid up equity shares of the Company and have been listed on the National Stock Exchange of India Limited and BSE Limited.

(O) Commodity price risk or foreign exchange risk and hedging activities

During FY 2020-21, the Company doesn't have Commodity price risk. Further, the Company has not borrowed any loans in foreign currency. The working capital of the Company doesn't comprise of any amount in foreign currency. However, the Company has long term foreign currency amount receivable through loan notes and escrow account against long-term non-trade investment sold in previous years. The same has not been hedged.

(P) Plant Location: Not applicable

(Q) Address for Correspondence

(i) Registered Office:
M- 62 & 63, First Floor,
Connaught Place, New Delhi- 110 001
E-mail: support@dhani.com,
Tel: 0124-6681199, Fax: 0124-6681240
Website: www.dhani.com

(ii) Corporate Office(s):

1. Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram – 122 016.
2. One International Center, (Formerly IFC), Senapati Bapat Marg, Elphinstone Road, Mumbai- 400 013.

(R) Profiles of Directors seeking appointment/ re-appointment have been captured in the Notice convening the 26th Annual General Meeting of the Company.

(S) Credit Ratings

Rating Agency	Rating assigned to Company	Instrument/Purpose
Brickwork Ratings*	BWR A1+	Commercial Paper
Infomerics Valuation and Rating*	IVR A1+	Commercial Paper
Brickwork Ratings*	BWR A1+	Short-term-Non-Fund based-Sanctioned Bank Guarantee

*during the year under review all rating were withdrawn as the Company has not utilized the rating to raise funds.



(T) Details of utilization of fund raised through preferential allotment or qualified institutions placement:

During the Financial Year 2020-21, the Company has allotted 3,36,00,000 Equity Shares of face value of ₹ 2/- each by way of Preferential Issue at a price of ₹ 175/- per equity share (including a premium of ₹ 173/- per equity share) aggregating to ₹ 588.00 Crores to certain foreign investors on September 29, 2020 and October 6, 2020 respectively. As on March 31, 2021, entire money has been utilized towards the objects or purposes for which the funds were raised.

Further during the Financial Year 2020-21, the Company has received an aggregate of ₹ 5,09,292 as 2nd call money on partly paid-up rights equity shares and there is no deviation as regards the utilization of funds from the objects stated in the Letter of Offers for Rights Issue.

(U) Fees paid to Statutory Auditors

Total fees for all services paid by the listed entity and its subsidiaries (excluding GST), for FY 2020-21, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below:-

Particulars	₹
Audit Fee	8,165,000
Certification Fee	950,000
Out of pocket expenses	14,000
Fee for Draft Shelf Prospectus	3,149,500
Total	12,278,500

7. COMPLIANCE CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY

A certificate from a Practicing Company Secretary certifying the Company's compliance with the provisions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule-V of the SEBI LODR Regulations, is annexed to and forms a part of this Report.

8. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Number of complaints filed during the financial year 2020-21	Number of complaints disposed of during the financial year 2020-21	Number of complaints pending at the end of financial year 2020-21
0	0	0

9. OTHER DISCLOSURES

(i) Subsidiary Companies

During the year under review, the Company has incorporated/acquired 5 new subsidiary companies namely, Dhani Health Middle East FZ LLC, Euler Systems, INC, Jwala Technology Systems Private Limited, Dhani Limited (Jersey) and Dhani LTD (UK).

The Company has acquired additional 58% equity stake in "Transerv Limited" (formerly "Transerv Private Limited") through one of its wholly owned subsidiary and total holding of the Company in Transerv Limited stands at 100%. By virtue of control as per Ind AS 110 - Consolidated Financial Statements, "Transerv Limited" has become 100 % owned subsidiary of the Company. Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) was material unlisted subsidiary of the Company during the financial year 2020-21. The Company has formulated a Policy for determining material subsidiaries, pursuant to the provisions of the SEBI LODR Regulations, which is available on the website of the Company at:



Report on Corporate Governance (Contd)

https://www.dhani.com/wp-content/uploads/2020/12/IVL_Policy_for_Determining_Material_Subsiary_1598077992.pdf

(ii) MCA Inspection

During FY 2020-2021, the Company, its Directors and Key Managerial Persons had received Show Cause Notices from the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs, New Delhi ("ROC"), for non-compliance of certain applicable provisions / disclosure requirements, under different provisions of the Companies Act, 2013 (the Act), as observed by MCA officials during inspection of Company records under section 206(5) of the Act for the period from FY 2014-15 to FY 2016-17. The Company & its officers have filed representations under Section 123 and Section 186 of the Act with ROC and the Regional Director (NR), Ministry of Corporate Affairs, New Delhi. The Company & its officers (Executive Directors & KMPs), in order to buy peace, qua such non compliances, have filed necessary Compounding Applications/ Petitions under section 441 of the Act and application / request for Adjudication of Penalties under section 454 of the Act with ROC.

(iii) Related Party Transactions

All the related party transactions, entered into by the Company, during the financial year, were in its ordinary course of business and on an arm's length basis. There are no materially significant related party transactions entered by the Company with its Promoters, Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large. The Policy on materiality of Related Party Transactions and also on dealing with such transactions is available on the website of the Company at https://www.dhani.com/wp-content/uploads/2021/07/DSL_Policy_for_Dealing_with_Related_Party_Transactions.pdf.

(iv) CEO / CFO Certification

- (a) The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued certificate pursuant to the Regulation 33(2)(a) of SEBI LODR Regulations, certifying that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.
- (b) The CEO and CFO have also issued certificate pursuant to the provisions of Regulation 17(8) read with Part-B of Schedule-II of the SEBI LODR, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs.

(v) No Disqualification Certificate from Company Secretary in Practice

Certificate from Practising Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs or any such other Statutory Authority, as stipulated under Regulation 34(3) of the SEBI LODR, is attached to this Report.

(vi) Codes of the Company

(a) Code of Conduct and Ethics

The Company has laid down a Code of Conduct and Ethics (the "Code") for the Board Members and Senior Management personnel of the Company. The Code is available on the website of the Company at https://www.dhani.com/wp-content/uploads/2020/12/code-of-conduct-for-board-members-and-senior-management_1564991994.pdf



All Board Members and Senior Management personnel have affirmed compliance with the Code. A declaration signed by the Chief Executive Officer to this effect is enclosed at the end of this Report.

The Code seeks to ensure that the Board Members and Senior Management personnel observe a total commitment to their duties and responsibilities while ensuring a complete adherence with the applicable statutes along with business values and ethics.

(b) Code of Conduct for Prevention of Insider Trading

The Company has laid down a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013, with a view to regulate trading in Securities of the Company by its directors, designated persons and employees.

(vii) Whistle Blower Policy

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has implemented the Whistle Blower Policy ("the Policy"), to provide an avenue for employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees working for the Company and its subsidiaries. Pursuant to the Policy, the whistle blowers can raise concerns relating to matters such as breach of Company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, misappropriation of Company's funds / assets etc. A whistle-blowing or reporting mechanism, as set out in the Policy, invites all employees to act responsibly to uphold the reputation of the Company and its subsidiaries. The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. The details of the Whistle Blower Policy are available on the website of the Company at: www.dhani.com.

(viii) Strictures and Penalties

SEBI vide order dated May 21, 2021 imposed a penalty of ₹ 55 Lacs on the Company and its Secretary for not closing trading window in respect of one of the transaction executed in 2017 with the shareholders' approval in July 2016. SAT has granted stay on the said SEBI order subject to payment of 50% of penalty. The said penalty has been paid by the Company and Secretary of the Company. The appeal filed will be finally disposed off on September 20, 2021.

During the last three financial years including the year under review, no penalty was imposed by BSE Limited, National Stock Exchange of India Limited and SEBI.

(ix) Details of compliance with mandatory requirements and adoption of discretionary requirements pursuant to SEBI LODR

The Company has complied with all the mandatory requirements pursuant to SEBI LODR in letter as well as in spirit. The details of these compliances have been given in the relevant sections of this Report. The status on compliance with the discretionary requirements is given at the end of the Report.

10. DISCRETIONARY REQUIREMENTS

(A) The Board

The Company has an Executive-Chairman and hence the requirements recommended as to a Non-Executive Chairman under the Regulation 27(1) Read with Clause A Part E Schedule II of SEBI (LODR) Regulations, 2015 are not required to be adopted by the Company.



Report on Corporate Governance (Contd)

(B) Non-Executive Chairman

Till September 24, 2020, Mr. Sameer Gehlaut, was Non – Executive Director holding the office as Chairman of the Company. However, w.e.f. September 25, 2020, Mr. Gehlaut has been appointed as Executive Director and Chairman of the Company, hence, the requirements applicable in terms of Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015 are in compliance by the Company.

(C) Shareholders Rights

The Company would be getting its quarterly/half yearly and annual financial results published in leading newspapers with wide circulation across the country and regularly update the same on its public domain website. In view of the same individual communication of quarterly / annual financial results to the shareholders will not be made. Further, information pertaining to important developments in the Company shall be brought to the knowledge of the public at large and to the shareholders of the Company in particular, through communications sent to the stock exchanges where the shares of the Company are listed, through press releases in leading newspapers and through regular uploads made on the Company website.

(D) Unqualified Financial Statements

The Auditors' Report on the audited annual accounts of the Company does not contain any qualification from the Statutory Auditors and it shall be the endeavor of the Company to continue the trend by building up accounting systems and controls which ensure complete adherence to the applicable accounting standards and practices obviating the possibility of the Auditors qualifying their report as to the audited accounts.

(E) Reporting of Internal Auditor

The Internal Auditor of the Company reports to CFO and has direct access to the Audit Committee.

Except as set out above, the Company has not adopted the discretionary requirements as to any of the other matters recommended under Part E of Schedule II of Regulation 27(1) of SEBI LODR Regulations.

Unclaimed Shares lying in Demat Suspense Account

The Company was not required to transfer any shares in Demat Suspense Account. Accordingly, the disclosure required to be made in terms of Regulation 34(3) read with Schedule V of the SEBI LODR, in respect of shares in the demat suspense account or unclaimed suspense account, is not applicable to the Company.

This Corporate Governance Report of the Company for the financial year ended March 31, 2021 is in compliance with the requirements as prescribed under Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI LODR Regulations, to the extent applicable to the Company.

ANNUAL DECLARATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO REGULATION 34(3) READ WITH SCHEDULE-V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I confirm that for the year under review, directors and senior management have affirmed their adherence to the provisions of the Code of Conduct.

Date: August 6, 2021

Place: London

Sd/-
Sameer Gehlaut
Chairman & CEO



CEO/CFO certification pursuant to regulation 17(8) read with Part-B of Schedule-II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Dhani Services Limited

As required by Regulation 17(8) read with Part-B of Schedule-II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm to the Board that:

- A. We have reviewed financial statements including the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
- (1) There were no significant changes in internal control over financial reporting during the year;
 - (2) There were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Sameer Gehlaut
Chairman & CEO
Date: June 18, 2021
Place: London

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer
Date: June 18, 2021
Place: Gurugram



Report on Corporate Governance (Contd)

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

To
The Members of
Dhani Services Limited
(formerly Indiabulls Ventures Limited)

We have examined the compliance of conditions of Corporate Governance by Dhani Services Limited (“the Company”), for the year ended March 31, 2021, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

We state that the compliance of conditions of Corporate Governance is the responsibility of the Company’s management and, our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended March 31, 2021.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For L R & Associates
Company Secretaries**

Sd/-
**CS Riya Luthra
(Proprietor)
M. No- 53802; COP- 24472**

Date: July 20, 2021

Place: New Delhi

UDIN: A053802C000659352



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

Dhani Services Limited

(Formerly known as Indiabulls Ventures Limited)

M-62 & 63, First Floor Connaught Place,

New Delhi – 110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Dhani Services Limited** having CIN L74110DL1995PLC069631 and having registered office at M-62 & 63, First Floor Connaught Place, New Delhi – 110001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs (MCA) or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in the Company *
1.	Mr. Sameer Gehlaut	00060783	28/08/2017
2.	Mr. Divyesh Bharatkumar Shah	00010933	09/03/2005
3.	Mr. Gagan Banga	00010894	28/08/2017
4.	Mr. Pinank Jayant Shah	07859798	28/08/2017
5.	Mr. Praveen Kumar Tripathi	02167497	16/09/2019
6.	Dr. Narendra Damodar Jadhav	02435444	23/08/2020
7.	Mrs. Fantry Mein Jaswal	07011247	23/08/2020
8.	Mr. Rakesh Mohan Garg	08970794	25/11/2020
9.	Mr. Vijay Chugh	07112794	21/12/2020
10.	Mr. Anish Ernest Williams	03314110	21/12/2020

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For L R & Associates
Company Secretaries**

Sd/-

**CS Riya Luthra
(Proprietor)**

M. No- 53802; COP- 24472

Date: July 20, 2021

Place: New Delhi

UDIN: A053802C000659308



Independent Auditors' Report

To the Members of Dhani Services Limited (formerly known as Indiabulls Ventures Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **Dhani Services Limited (formerly known as Indiabulls Ventures Limited)** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at **31 March 2021**, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated 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 accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group as at 31 March 2021, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 Consolidated 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 Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 17 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Registration with Reserve Bank of India (RBI)

4. We draw attention to note 49 to the accompanying consolidated financial statements regarding the Holding Company's requirement of obtaining the Certificate of Registration (CoR) from Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under the category of Core Investment Company (CIC) which is currently being evaluated by the management. The management is of the view that the possible non-compliance with such requirements is not expected to have a material impact on the accompanying consolidated financial statements. Our opinion is not modified in respect of this matter.

Emphasis of Matter - Effects of COVID 19 pandemic

5. We draw attention to note 45 to the accompanying consolidated financial statements, which describes the uncertainties relating to COVID-19 pandemic on the Group's operation that are dependent on the future developments and the management's evaluation of the impact on the impairment assessment of financial assets outstanding as at 31 March 2021. Our opinion is not modified in respect of this matter.

Key Audit Matters

6. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the



subsidiaries were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

7. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matters
<p>1. Expected Credit Losses on loans</p> <p>[Refer note 5(II)(I) for the accounting policy and note 10 and note 55 for the related disclosures]</p>	
<p>As at 31 March 2021, the Group has financial assets (loans) amounting to ₹ 459,885.26 lakh against which the Group has recognized an impairment loss of ₹ 62,683.86 lakh. Further, the Group has written off loan assets aggregating to ₹ 19,614.75 lakh in the current year.</p> <p>Indian Accounting Standard ('Ind AS') 109, Financial Instruments requires the Group to provide for impairment of its financial assets using expected credit losses approach.</p> <p>The expected credit loss is calculated using the percentage of probability of default, loss given default and exposure at default for each of the stages of loan portfolio based on industry data sourced from a leading credit bureau. Such estimates have then been adjusted to reflect the uncertainties relating to COVID-19 pandemic outbreak and its impact on impairment loss assessment.</p> <p>Loan assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial assets on statement of profit and loss.</p> <p>The determination of impairment provisions and write-offs is complex, and significant judgements are required around both the timing of recognition of impairment provisions and estimation of the amount of allowances required in relation to loss events.</p> <p>Considering the significance of the above matter to the consolidated financial statements, high estimation uncertainty and significant management judgments involved, this area required significant auditor's attention to test such complex accounting estimates. Therefore, we have identified this as a key audit matter for current year audit.</p>	<p>Our audit focused on assessing the appropriateness of management's judgment and estimates used in the impairment analysis through the following procedures, but were not limited to the following:</p> <ul style="list-style-type: none"> (a) obtaining an understanding of the model adopted by the Group for calculation of expected credit losses on loan assets and the appropriateness of such methodology in accordance with the requirements of applicable accounting standards; (b) testing the design and operating effectiveness of key controls relating to calculation of expected credit loss. This includes testing performed by IT specialists to test the data flows from source systems to spreadsheet-based models to test their completeness and accuracy; (c) testing the modelling assumptions and inputs which are based on industry experience as collated by an expert, by benchmarking independently such inputs with data of other comparable companies to assess reasonability of such assumptions. The management overlay of additional provision recognised due to impact of COVID-19 was also reviewed for reasonableness basis our understanding of the loan portfolio risk and historical experience; (d) testing the ageing of loan balances on sample basis to ensure the appropriateness of loan categorisation across various stages performed by the management in accordance with the accounting policy, while considering the directions issued by the Reserve Bank of India on such classification of loans falling due during the moratorium period extended to the borrowers; (e) testing the arithmetical accuracy of the calculation of expected credit losses;



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Key Audit Matters	How our audit addressed the key audit matters
<p>We also draw attention to Note 45 to the accompanying consolidated financial statements which describe the uncertainties relating to the effects of COVID-19 pandemic outbreak that impact the impairment assessment of loan assets outstanding as at 31 March 2021.</p>	<p>(f) verifying the adequacy and appropriateness of the related disclosures in accordance with the requirements of relevant accounting standards;</p> <p>(g) obtaining and verifying the relevant approvals for write-off of the loan assets in accordance with the Group's policy; and</p> <p>(h) obtaining written representations from management and those charged with governance whether they believe significant assumptions used in calculation of expected credit losses are reasonable.</p>
<p>2. Use of information processing system for accounting and financial reporting</p>	
<p>Dhani Loans and Services Limited ('DLSL') relies upon information processing systems for recording, processing, classifying and presenting the large volume of transactions entered into by DLSL. DLSL has put in place IT General Controls and automated IT Controls to ensure that the information produced by them is reliable. Among other things, the management also uses the information produced by the entity's information processing systems for accounting and the preparation and presentation of the financial statements.</p> <p>Since our audit strategy included focus on DLSL's information processing systems relevant to our audit due to their pervasive impact on the financial statements, we have determined the use of information processing system for accounting and financial reporting as a key audit matter for the current year audit.</p>	<p>Our key audit procedures on this matter included, but were not limited, to the following:</p> <p>(a) obtaining an understanding of DLSL's information processing systems, IT General Controls and automated IT controls for applications, databases and operating systems relevant to our audit;</p> <p>(b) involving IT specialists (auditor's expert) for performance of the following procedures:</p> <p>(i) testing the IT General Controls around user access management, changes to IT environment and segregation of duties over key financial accounting and reporting processes; and</p> <p>(ii) testing the automated controls like interfaces, configurations and information generated by the entity's information processing systems for loans, interest income and other significant financial statement items.</p> <p>(iii) obtaining written representations from management and those charged with governance on whether IT general controls and automated IT controls are designed and were operating effectively during the period covered by our audit.</p>

Information other than the Consolidated Financial Statements and Auditor's Report thereon

8. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.



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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

9. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Board of Directors/management of the companies included in the Group are responsible for 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
10. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
11. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing 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.
13. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated 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



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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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
14. 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.
 15. 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.
 16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

Other Matters

17. We did not audit the financial statements / financial information of 19 subsidiaries, whose financial statements / financial information reflects total assets of ₹ 264,452.55 lakh and net assets of ₹ 91,226.92 lakh as at 31 March 2021, total revenues of ₹ 37,666.97 lakh and net cash outflows amounting to ₹ 505.29 lakh for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion



on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

18. We did not audit the financial statements / financial information of 4 subsidiaries, whose financial statements / financial information reflects total assets of ₹ 4,282.60 lakh and net assets of ₹ 3,456.11 lakh as at 31 March 2021, total revenues of ₹ 0.10 lakh and net cash outflows amounting to ₹ 4,179.29 lakh for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

Further, these subsidiaries, are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our opinion on the consolidated financial statements, in so far as it relates to the balances and affairs of such subsidiaries located outside India, are based on such unreviewed / unaudited financial statements / financial information/ financial results and the conversion adjustments prepared by the management of the Holding Company.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements/financial information certified by the management.

Report on Other Legal and Regulatory Requirements

19. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 17, on separate financial statements of the subsidiaries, we report that the Holding Company and 3 subsidiary companies covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that 18 subsidiary companies covered under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary companies.
20. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements;
 - b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;



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- c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies covered under the Act, none of the directors of the Group companies, covered under the Act, are disqualified as on 31 March 2021 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 with reference to financial statements of the Holding Company and its subsidiary companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in Annexure A; and
- g) with respect to the other matters to be included in the Auditor's 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries:
 - i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 48 to the consolidated financial statements;
 - ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies covered under the Act, during the year ended 31 March 2021, and
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky

Partner

Membership No. 042423

UDIN: 21042423AAAAET1408

Place: Mumbai

Date: 18 June 2021



Annexure 1

List of entities included in the Statement

- 1) Indiabulls Investment Advisors Limited
- 2) Auxesia Soft Solutions Limited
- 3) Dhani Stocks Limited (earlier Indiabulls Securities Limited)
- 4) Indiabulls Distribution Services Limited
- 5) Dhani Loan and Services Limited (earlier Indiabulls Consumer Finance Limited)
- 6) Pushpanjali Finsolutions Limited
- 7) Devata Tradelink Limited
- 8) Arbutus Constructions Limited
- 9) Gyansagar Buildtech Limited
- 10) Dhani Healthcare Limited (earlier Pushpanjali Fincon Limited)
- 11) Indiabulls Alternate Investments Limited
- 12) Indiabulls Consumer Products Limited
- 13) Indiabulls Asset Reconstruction Company Limited (Group)
- 14) Indiabulls Infra Resources Limited
- 15) Evinos Developers Limited
- 16) Evinos Buildwell Limited
- 17) TranServ Limited (earlier TranServ Private Limited)
- 18) Savren Buildwell Limited
- 19) Krathis Buildcon Limited
- 20) Krathis Developers Limited
- 21) Jwala Technology Systems Private Limited
- 22) Euler Systems Inc
- 23) Dhani Limited, UK
- 24) Dhani Limited, Jersey
- 25) Dhani Limited, Middle East



Independent Auditors' Report (Contd.)

Annexure A to the Independent Auditor's Report of even date to the members of Dhani Services Limited (formerly known as Indiabulls Ventures Limited), on the consolidated financial statements for the year ended 31 March 2021

Independent Auditor's Report on the internal financial controls with reference to the consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of **Dhani Services Limited (formerly known as Indiabulls Ventures Limited)** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ('the Guidance Note') 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 the Company's business, including adherence to the 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the 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.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements in so far as it relates to 19 subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 264,452.55 lakh and net assets of ₹ 91,226.92 lakh as at 31 March 2021, total revenues of ₹ 37,666.97 lakh and net cash outflows amounting to ₹ 505.29 lakh for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423
UDIN: 21042423AAAET1408

Place: Mumbai
Date: 18 June 2021



Consolidated Balance Sheet

as at 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

	Notes	As at 31 March 2021	As at 31 March 2020	
I. ASSETS				
(1) Financial assets				
(a)	Cash and cash equivalents	6	123,595.03	211,941.33
(b)	Other bank balances	7	79,613.84	74,050.60
(c)	Receivables			
	Trade receivables	8	14,027.67	15,214.76
	Other receivables	9	6,969.91	6,875.11
(d)	Loans	10	459,885.26	523,096.07
(e)	Investments	11	142,031.59	63,412.25
(f)	Other financial assets	12	39,560.79	92,337.38
	Total financial assets		865,684.09	986,927.50
(2) Non-financial assets				
(a)	Inventories	13	90.45	-
(b)	Current tax assets (net)	14	18,137.97	16,036.80
(c)	Deferred tax assets (net)	15	20,877.80	17,269.39
(d)	Investment property	16A	-	27,122.50
(e)	Property, plant and equipment	16B	6,900.47	7,753.10
(f)	Capital work-in-progress	16C	123.88	-
(g)	Right-of-use assets	16D	15,159.78	24,135.20
(h)	Intangible assets under development	16E	478.08	608.12
(i)	Goodwill	16F	6,797.16	3,906.43
(j)	Other intangible assets	16G	12,065.50	12,608.41
(k)	Other non-financial assets	17	66,581.18	61,355.07
	Total non-financial assets		147,212.27	170,795.02
	TOTAL ASSETS		1,012,896.36	1,157,722.52
II. LIABILITIES AND EQUITY				
Liabilities				
(1) Financial liabilities				
(a)	Payables			
	Trade payables	18		
	(i) total outstanding dues of micro enterprises and small enterprises		-	2.42
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		7,517.61	8,508.62
	Other payables	19		
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		9,577.22	4,051.25
(b)	Debt securities	20	77,060.33	89,486.58
(c)	Borrowings (other than debt securities)	21	280,387.50	425,847.56
(d)	Lease liabilities	22	16,408.66	25,624.33
(e)	Other financial liabilities	23	52,923.32	30,174.84
	Total financial liabilities		443,874.64	583,695.60
(2) Non-financial liabilities				
(a)	Current tax liabilities (net)	24	1,095.71	284.96
(b)	Provisions	25	3,024.96	3,741.04
(c)	Deferred tax liabilities (net)	26	774.65	1,098.28
(d)	Other non-financial liabilities	27	2,880.71	10,129.08
	Total non-financial liabilities		7,776.03	15,253.36
(3) Equity				
(a)	Equity share capital	28	11,454.24	10,222.47
(b)	Other equity	29	506,775.40	492,512.96
	Equity attributable to the owners of the Holding Company		518,229.64	502,735.43
	Non controlling interests		43,016.05	56,038.13
	Total equity		561,245.69	558,773.56
	TOTAL LIABILITIES AND EQUITY		1,012,896.36	1,157,722.52

The accompanying notes form an integral part of these consolidated financial statements. This is the consolidated balance sheet referred to in our report of even date

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423

Sameer Gehlaut
Chairman & CEO
DIN: 00060783
Place: London
Date: 18 June 2021

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933
Place: Mumbai
Date: 18 June 2021

Rajeev Lochan Agrawal
Chief Financial Officer
Place: Gurugram
Date: 18 June 2021

Lalit Sharma
Company Secretary
Place: Gurugram
Date: 18 June 2021

Place: Mumbai
Date: 18 June 2021



Consolidated Statement of Profit and Loss

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
I. Revenue from operations			
Interest income	30	101,205.38	197,233.11
Dividend income	31	9.41	4,951.19
Fees and commission income	32	26,264.53	27,518.30
Net gain on fair value changes	33	3,622.30	-
Net gain on derecognition of financial assets	34	-	61,775.95
Total revenue from operations		131,101.62	291,478.55
II. Other income	35	5,244.08	406.68
III. Total income (I + II)		136,345.70	291,885.23
IV. Expenses			
Finance costs	36	49,132.11	79,969.98
Fees and commission expense	37	5,934.52	3,417.74
Net loss on fair value changes	33	-	1,512.19
Net loss on derecognition of financial assets	34	3.11	-
Impairment on financial instruments	38	27,759.20	96,023.15
Purchases of Stock-in-trade		113.52	-
Changes in Inventories of stock-in-trade and others	39	(90.45)	-
Employee benefits expenses	40	38,726.70	50,842.82
Depreciation, amortisation and impairment	41	8,395.38	11,607.23
Other expenses	42	27,243.01	45,808.18
Total expenses		157,217.10	289,181.29
V. Profit/(loss) before tax (III + IV)		(20,871.40)	2,703.94
VI. Tax expense:	43		
Current tax		6,028.03	1,881.82
Income-tax of earlier years		28.03	-
Deferred tax credit		(3,950.56)	(3,358.78)
		2,105.50	(1,476.96)
VII. Profit/(loss) for the year (V - VI)		(22,976.90)	4,180.90
VIII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurement (gain)/loss on defined benefit plans		583.21	(79.60)
(b) Fair value of equity instrument		151.83	(167.35)
(ii) Income-tax relating to items that will not be reclassified to profit or loss		(146.96)	20.85
(iii) Items that will be reclassified to profit or loss			
(a) Changes in fair valuation of financial assets		(357.00)	1,059.00
(b) Exchange differences on translation of foreign operations		(18.13)	-
(iv) Income-tax relating to items that will be reclassified to profit or loss		89.85	(266.53)
Total other comprehensive income (net of taxes)		302.80	566.37
IX. Total comprehensive income for the year (IX + X)		(22,674.10)	4,747.27
Net profit after tax attributable to -			
Owners of the Holding Company		(22,505.40)	432.67
Non controlling interests		(471.50)	3,748.23
		(22,976.90)	4,180.90
Other comprehensive income attributable to -			
Owners of the Holding Company		302.80	553.37
Non controlling interests		-	13.00
		302.80	566.37
Total comprehensive income attributable to -			
Owners of the Holding Company		(22,202.60)	986.04
Non controlling interests		(471.50)	3,761.23
		(22,674.10)	4,747.27
X. Earnings per equity share (₹) :	44		
Basic		(4.16)	0.07
Diluted		(4.16)	0.07
Face value per equity share (₹)		2.00	2.00

The accompanying notes form an integral part of these consolidated financial statements.
This is consolidated statement of profit and loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky

Partner

Membership No.: 042423

Place: Mumbai

Date: 18 June 2021

Sameer Gehlaut

Chairman & CEO

DIN: 00060783

Place: London

Date: 18 June 2021

Divyesh B. Shah

Whole Time Director &

Chief Operating Officer

DIN: 00010933

Place: Mumbai

Date: 18 June 2021

Rajeev Lochan Agrawal

Chief Financial Officer

Place: Gurugram

Date: 18 June 2021

Lalit Sharma

Company Secretary

Place: Gurugram

Date: 18 June 2021



Consolidated Statement of Cash Flows

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flow from operating activities :		
Profit/(loss) before tax	(20,871.40)	2,703.94
Adjustments for:		
Depreciation, amortisation and impairment	8,395.38	11,607.23
Loss/(profit) on sale of property, plant and equipment (net)	744.94	(3.64)
Profit on sale of Investment Property	(3,579.20)	-
Provision for employee benefits (net)	167.96	1,340.32
Provision for capital advances	24.74	-
Impairment on financial assets	27,759.20	96,023.15
Loss/(gain) on sale of loan portfolio through assignment	(102.44)	(61,775.95)
Excess provisions for expenses no longer required written back	(724.95)	(260.47)
Liabilities written back	(790.03)	(1.57)
Unrealised loss/(gain) on foreign exchange fluctuations (net)	16.09	(106.73)
Interest expenses on leasing arrangement	1,800.84	2,774.91
Net (gain)/loss on fair value changes	(132.36)	292.80
Share based payments expense	(143.26)	2,025.83
Effective interest rate adjustment for financial instruments	2,127.03	2,517.58
Operating profit before working capital changes	14,692.54	57,137.40
Adjustments for :		
Decrease in trade receivables	3,934.62	4,073.77
Increase/(decrease) in other receivables	(94.80)	3,433.70
Decrease in loans	24,277.28	545,791.73
Increase in Inventory	(90.45)	-
Decrease in other financial assets	42,881.03	32,771.69
Decrease in non financial assets	(6,420.92)	(3,879.46)
Decrease in derivative financial instruments	-	(209.42)
Increase/(decrease) in trade payable	(993.43)	1,949.74
Increase in other payable	6,250.92	1,632.34
Increase/(decrease) in other financial liabilities	22,182.80	(28,450.41)
Decrease in provisions	(330.66)	(1,977.71)
Increase/(decrease) in non-financial liabilities	(6,469.56)	4,448.05
Cash generated from operating activities	99,819.37	616,721.41
Income-taxes paid (net)	(7,282.84)	(12,710.72)
Net cash generated from operating activities A	92,536.53	604,010.69
Cash flows from investing activities :		
Purchase of property, plant and equipment, intangible assets under development and intangible assets (including capital advances)	(3,387.92)	(80,991.10)
Proceeds from sale of property, plant and equipment	208.92	75.05
Proceeds from sale of investment property	30,700.00	-
Payment made on acquisition of subsidiary	(2,891.79)	(1,402.48)
Proceeds from investment (net)	(78,335.15)	(3,262.72)
Net cash used in investing activities B	(53,705.94)	(85,581.25)



Consolidated Statement of Cash Flows (Contd.)

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars		For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from financing activities :			
Proceeds from issue of equity shares (including securities premium)		58,791.38	4,118.56
Dividends paid (including dividend distribution tax and amount transferred to Investor Education and Protection Fund)		(59.61)	(20,515.32)
Purchase of treasury shares		(20,759.60)	(18,305.73)
Payment of Lease Liability		(5,424.01)	(6,009.48)
Buy-back of equity shares (including buy back expenses and taxes)		-	(107,160.77)
Repayment of debt securities		(66,076.95)	(159,960.53)
Proceeds from debt securities		52,500.00	43,320.28
Repayment of borrowings other than debt securities		(176,934.82)	(1,873,454.28)
Proceeds from borrowings other than debt securities		41,123.80	1,728,642.69
Net cash used in financing activities	C	(116,839.81)	(409,324.58)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	D	(78,009.22)	109,104.86
Currency translation reserve	E	(17.67)	-
Cash and cash equivalent of subsidiary acquired	F	36.36	764.67
Cash and cash equivalents at the beginning of the year	G	201,085.55	91,216.02
Cash and cash equivalents at the end of the year (D+E+F+G)		123,095.03	201,085.55

Notes:

1. The above statement of cash flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) -7 'Statement of Cash Flows' as specified under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Cash and cash equivalents as at the end of the year include:	At at 31 March 2021	As at 31 March 2020
Cash and cash equivalents (as per note 6 to the financial statements) *	123,595.03	211,941.33
Less: Bank overdraft facilities (as per note - 21 to the financial statements)	(500.00)	(10,855.78)
	123,095.03	201,085.55

*Refer note 7(i) for restriction of cash and cash equivalents

3 For disclosures relating to change in liabilities arising from financing activities refer note- 50.

This is consolidated statement of cash flows referred to in our report of even date.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 18 June 2021

Sameer Gehlaut
Chairman & CEO
DIN: 00060783
Place: London
Date: 18 June 2021

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933
Place: Mumbai
Date: 18 June 2021

Rajeev Lochan Agrawal
Chief Financial Officer
Place: Gurugram
Date: 18 June 2021

Lalit Sharma
Company Secretary
Place: Gurugram
Date: 18 June 2021



Consolidated Statement of Changes in Equity

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars		Balance as at 1 April 2019		Changes during the year		Balance as at 31 March 2020		Changes during the year		Balance as at 31 March 2021									
		11,348.76	1,218.91	747.31	410,449.18	3,700.36	416.54	39.98	4,197.55	7,671.71	59,735.21	397.14	1,231.77	10,222.47	1,231.77	11,454.24			
A																			
Equity share capital (refer note - 28)																			
Particulars		Balance as at 1 April 2019		Changes during the year		Balance as at 31 March 2020		Changes during the year		Balance as at 31 March 2021		Changes during the year		Balance as at 31 March 2021					
Equity share capital		11,348.76	1,218.91	747.31	410,449.18	3,700.36	416.54	39.98	4,197.55	7,671.71	59,735.21	397.14	1,231.77	10,222.47	1,231.77	11,454.24			
B																			
Other equity (refer note - 29)																			
Particulars	Treasury shares	Equity component of compulsorily convertible debentures	Reserve fund	Capital reserve	Securities premium reserve	Capital redemption reserve	Debiture redemption reserve	Reserves and surplus	Foreign currency monetary item translation difference account	General reserve	Share options outstanding account	Retained earnings	Equity instruments	Other comprehensive income	Change in fair value of loan assets	Exchange differences on translating the financial statements of a foreign operation	Total attributable to equity shareholders of the Holding Company	Total non-controlling interest	Total
Balance as at 1 April 2019	-	131,708.14	12,184.91	747.31	410,449.18	3,700.36	416.54	39.98	4,197.55	7,671.71	59,735.21	397.14	-	-	-	-	631,248.03	14,916.00	646,164.03
Profit for the year	-	-	-	-	-	-	-	-	-	-	432.67	-	-	-	-	-	419.63	3,761.23	4,180.86
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	-	-	-	(58.75)	(167.35)	792.47	-	-	-	566.37	-	566.37
Issue of equity shares	-	-	-	-	5,486.75	-	-	-	-	-	-	-	-	-	-	-	5,486.75	-	5,486.75
Expenses on issue of partly paid up shares	-	-	-	-	(286.11)	-	-	-	-	-	-	-	-	-	-	-	(286.11)	-	(286.11)
Acquisition of own shares	(18,305.73)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(18,305.73)	-	(18,305.73)
Impact of change in income-tax rate	-	(988.88)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(988.88)	-	(988.88)
Effect of change in foreign exchange rate	-	-	-	-	-	-	-	66.75	-	-	-	-	-	-	-	-	66.75	-	66.75
Amortised during the year	-	-	-	-	-	-	-	(106.73)	-	-	-	-	-	-	-	-	(106.73)	-	(106.73)
Dividend paid (i)	-	-	-	-	-	-	-	-	-	(17,174.35)	-	-	-	-	-	-	(17,174.35)	-	(17,174.35)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(3,556.07)	-	-	-	-	-	-	(3,556.07)	-	(3,556.07)
Dividend on treasury shares	-	-	-	-	-	-	-	-	-	234.00	-	-	-	-	-	-	234.00	-	234.00
Transfer from retained earnings	-	-	1,085.09	-	-	-	(416.54)	-	-	-	(668.55)	-	-	-	-	-	(1,289.07)	-	(1,289.07)
Share based options for employees of subsidiaries	-	-	-	-	-	-	-	-	-	(1,289.07)	-	-	-	-	-	-	(1,289.07)	-	(1,289.07)
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	65.61	(65.61)	-	-	-	-	37,360.90	37,360.90
Transfer to on account of sale of equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Amount transferred to capital redemption reserve upon Buyback (refer note - 62)	-	-	-	-	-	1,333.33	-	-	-	-	(1,333.33)	-	-	-	-	-	-	-	-
Share based options lapsed	-	-	-	-	-	-	-	-	-	(227.07)	227.07	-	-	-	-	-	(105,827.46)	-	(105,827.46)
Buy-back of Shares (including buy-back expenses and taxes) (refer note - 62)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,025.83	-	2,025.83
Share based payment expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2020	(18,305.73)	130,719.26	13,270.00	747.31	309,822.36	5,033.69	-	-	4,197.55	8,181.40	37,890.47	1,641.18	792.47	-	-	-	492,512.96	56,038.13	548,551.09



Consolidated Statement of Changes in Equity

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Treasury shares	Equity component of convertible debentures	Reserves and surplus							Other comprehensive income			Total non-controlling interest	Total		
			Reserve fund	Capital reserve	Securities premium	Capital redemption reserve	Debiture redemption reserve	Foreign currency monetary translation difference account	General reserve	Share options outstanding account	Retained earnings	Equity instruments			Change in fair value of loan assets	Exchange differences on translating the financial statements of a foreign operation
Balance as at 1 April 2020	(18,305.73)	130,719.26	13,270.00	747.31	309,822.36	5,033.69	-	4,197.55	8,181.40	37,890.47	164.18	792.47	-	492,512.96	56,038.13	548,551.09
Loss for the year	-	-	-	-	-	-	-	-	-	(22,505.40)	-	-	-	(22,505.40)	(471.50)	(22,976.90)
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	-	-	436.25	151.83	(267.15)	18.13	302.80	-	302.80
Issue of equity shares	-	(130,719.26)	-	-	188,421.55	-	-	-	-	-	-	-	-	57,702.29	-	57,702.29
Expenses on issue of partly paid up shares	-	-	-	-	(15.50)	-	-	-	-	-	-	-	-	(15.50)	-	(15.50)
Acquisition of own shares	(20,759.60)	-	-	-	-	-	-	-	-	-	-	-	-	(20,759.60)	-	(20,759.60)
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	(12,550.58)	-	(12,550.58)
Share based options lapsed	-	-	-	-	-	-	-	-	(3,541.16)	3,541.16	-	-	-	-	-	-
Addition on account of acquisition of subsidiary	-	-	-	-	-	-	-	-	(319.89)	(319.89)	-	-	-	-	-	(319.34)
Share based payment expense	-	-	-	-	-	-	-	-	(143.26)	(143.26)	-	-	-	(143.26)	-	(143.26)
Balance as at 31 March 2021	(39,065.33)	0.00	13,270.00	747.31	498,228.41	5,033.69	-	4,197.55	4,496.98	19,043.59	316.01	525.32	(18.13)	506,775.40	43,016.05	549,791.45

(i) Dividend paid during the year ended 31 March 2021 is nil (31 March 2020: ₹ 3.25 per share) for fully paid up share having face value ₹ 2 each, nil (31 March 2020: ₹ 1.7875 per share) for partly paid up share of ₹ 1.10 per share having face value ₹ 2 each, nil (31 March 2020: ₹ 1.30 per share) for partly paid up share of ₹ 0.80 per share having face value ₹ 2 each and nil (31 March 2020: ₹ 0.25 per share) for partly paid up share of ₹ 0.50 per share having face value ₹ 2 each.

This is consolidated statement of changes in equity referred to in our report of even date.

For Walker Chandiook & Co LLP
Chartered Accountants

Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner

Membership No.: 042423

Place: Mumbai

Date: 18 June 2021

Sameer Gehlaut
Chairman & CEO

DIN: 00060783

Place: London

Date: 18 June 2021

Divyesh B. Shah

Whole Time Director &

Chief Operating Officer

DIN: 00010933

Place: Mumbai

Date: 18 June 2021

Rajeev Lochan Agrawal

Chief Financial Officer

Place: Gurugram

Date: 18 June 2021

Lalit Sharma

Company Secretary

Place: Gurugram

Date: 18 June 2021



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Note - 1

Group overview

Dhani Services Limited (formerly Indiabulls Ventures Limited) ('IBVL', 'the Holding Company', 'the Company') along with its subsidiaries and associate, collectively referred to as 'the Group' in following notes. The Group's primary businesses are "Broking and Related activities", "Financing and Related activities" and "Asset Reconstruction and Related activities". Broking and related activities include business as a stock broker on the National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE'), business as a commodity broker on the Multi Commodity Exchange of India Limited and the National Commodity and Derivative Exchange Limited, business of cross selling of real estate and providing other ancillary services relating to broking activities. Financing and Related activities include personal loans, business installment loans etc. Asset Reconstruction and Related activities include asset reconstruction business of stressed assets.

On 2 April 2008, the equity shares of the Holding Company were listed on the NSE and the BSE after the demerger of the Holding Company from Indiabulls Financial Services Limited (erstwhile holding company) vide Scheme of Arrangement. The Holding Company is domiciled in India and its registered office is situated at M-62 & 63, First Floor, Connaught Place, New Delhi – 110001.

Note - 2

General information and statement of compliance with Ind AS

These consolidated financial statements ('financial statements') have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Group has uniformly applied the accounting policies during the periods presented in this consolidated financial statements.

These consolidated financial statements for the year ended 31 March 2021 are the consolidated financial statements which has been prepared in accordance with Ind AS.

The consolidated financial statements for the year ended 31 March 2021 were authorized and approved for issue by the Board of Directors on 18 June 2021.

Note - 3

Basis of preparation

The consolidated financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the consolidated financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies. These consolidated financial statements of the Company are presented in Indian Rupees (INR) which is also the Company's functional currency.

Note - 4

Basis of consolidation

Subsidiaries

The consolidated financial statements comprise financial statements of the Holding Company and its subsidiaries. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The Group can



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

have power over the investee even if it owns less than majority voting rights i.e. rights arising from other contractual arrangements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Statement of profit and loss [including other comprehensive income ('OCI')] of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss balance [including other comprehensive income ('OCI')] is attributed to the equity holders of the Holding Company and to the non-controlling interest basis the respective ownership interests and such balance is attributed even if this results in controlling interests having a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control those policies. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Interest in associates are accounted for using the equity method, after initially being recognized at cost. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting principles and policies of the Group. The consolidated statement of profit and loss (including the other comprehensive income) includes the Group's share of the results of the operations of the investee. Dividends received or receivable from associates are recognized as a reduction in the carrying amount of the investment. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interests in associates.

Business combination

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group. Acquisition costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values. Goodwill is measured as excess of the aggregate of the fair value of the consideration transferred, the amount recognized for non-controlling interests and fair value of any previous interest held, over the fair value of the net of identifiable assets acquired and liabilities assumed. If the fair value of the net of identifiable assets acquired and liabilities assumed is in excess of the aggregate mentioned above, the resulting gain on bargain purchase is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through other comprehensive income.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities.

Note - 5

I Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Business model assessment - The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Expected credit loss ('ECL') – The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Group makes significant judgements with regard to the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management’s estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

II Summary of significant accounting policies

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the consolidated financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

a. Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in consolidated statement of profit and loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013. Leasehold improvements are amortised over the duration of the lease.

Asset class	Useful life
Furniture and fixtures	10 years
Vehicles	8-10 years
Office equipment	5 years
Computer equipment	3 years
Server and Networks	6 years
Leasehold improvements	Lower of useful life of the asset or lease term

Property, plant and equipment individually costing up to INR 5,000 are fully depreciated in the year of acquisition. Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the consolidated statement of profit and loss, when the asset is derecognised.

b. Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Asset class	Useful life
Software	3 - 10 years
Licences	Over the period of license

Intangible assets are amortised from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

The Company had developed a software that is used to enhance the company's business in e-wallet segment. Useful life of that software were estimated 4 year basis the expected economic benefit from the software . However, pursuant to the policy of assessing the economic benefits at the end of each reporting period, the company has reassessed the expected pattern of consumption of economic benefit basis technical estimate of the software and expect benefits will flow to the Company till 10 years.

c. Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost. Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. These are recognised as assets when the Group can demonstrate following recognition requirements:

- The development costs can be measured reliably;
- The project is technically and commercially feasible;
- The Group intends to and has sufficient resources to complete the project;
- The Group has the ability to use or sell the such intangible asset; and
- The asset will generate probable future economic benefits.

Amortisation of the asset begins when development is complete and the asset is available for use.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

d. Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group recognises revenue from the following sources:

Interest income

Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. Interest income are recognised using the effective interest method ('EIR'). Calculation of the EIR includes all fees received or cost incurred that are incremental and directly attributable to the acquisition of a financial asset. Interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets.

Income from assignment

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. EIS evaluated and adjusted for ECL and expected prepayment.

Interest on investments and deposits

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Brokerage income

Income from services rendered as a broker is recognised upon rendering of the services on a trade date basis, in accordance with the terms of contract.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Management fee

Management fee is recognised as revenue on accrual basis based on contractual arrangement, when there is no uncertainty in the ultimate realisation/collection.

Recovery/incentive fee

Recovery/incentive fee is recognised as revenue on accrual basis based on contractual arrangement, when there is no uncertainty in the ultimate realisation/collection.

Commission income

Commissions / brokerage from distribution of financial products are recognised on accrual basis upon allotment of the securities to the applicant.

Revenue from Digital Wallet Service & Merchant Fee

Revenue from digital services is recognized for providing payment gateway aggregation services and as a platform for merchant transactions executed through the wallets provided to customers through payment gateways, on a periodic basis as and when transactions are settled. Wallet maintenance fees in relation to facilitating wallet transactions and maintenance of related technical platforms is recognized on an accrual basis. Merchant fees from wallet transaction are recognized on the basis of successful pay-out of wallet usage to the respective merchants. The settlements are done daily for such transactions with the merchants. Revenue from banking correspondence services are recognised on accrual basis in accordance with the terms and conditions of the underlying mandates entered into with bank. The Group provides card enabled prepaid payment program management and remittance services. In such contracts, revenue is recognised as and when transactions are done through cards.

Depository account maintenance income

Depository account maintenance income is recognised on accrual basis and as at the time when the right to receive is established by the reporting date.

Pharmaceutical Products

In respect of sale of pharmaceutical products, where the performance obligation is satisfied at a point in time, revenue is recognised when the control of goods is transferred to the customer.

Consultation Income

Revenue from consultation, is recognised as the underlying services has performed. Upfront non-refundable payments received under these arrangements are deferred and recognised as revenue over the expected period over which the related services are expected to be performed.

Dividend income

Dividend income is recognised when the right to receive payment of the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Net gain on fair value changes

The Group designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI). The Group recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL and FVOCI on net basis.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/ collection.

e. Borrowing costs

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the consolidated statement of profit and loss as incurred basis the effective interest rate method.

f. Taxation

Tax expense recognized in consolidated statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside consolidated profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the consolidated statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. 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. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside consolidated statement of profit and loss (either in other comprehensive income or in equity).



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

g. Employee benefits

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Other long-term employee benefits

The Group also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to consolidated statement of profit and loss in the year in which such gains or losses are determined.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

Defined contribution plans

The Group has a defined contribution plans namely provident fund, pension fund, labour welfare fund and employees state insurance scheme. The contribution made by the Group in respect of these plans are charged to the consolidated statement of profit and loss.

Defined benefit plans

The Group has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans as the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

h. Share based payments

The Holding Company has formulated various Employees Stock Option Schemes. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in consolidated statement of profit and loss, with a corresponding adjustment to equity.

i. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. For cash flow statement purposes, cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

j. Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

k. Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Subsequent measurement

- i. **Financial assets carried at amortised cost** – a financial asset is measured at the 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.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- ii. **Investments in equity instruments** – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Group makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Group transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

- iii. **Investments in mutual funds** – Investments in mutual funds are measured at fair value through profit and loss (FVTPL).

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

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole. Based on the Group's business model for managing the investments, the Group has classified its investments and securities for trade at FVTPL. Financial liabilities are carried at amortised cost using the effective interest rate method. For trade and other payables the carrying amount approximates the fair value due to short maturity of these instruments.

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Group's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Group has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Financial liabilities

Subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

Convertible debentures

Convertible debentures are separated into liability and equity components basis the terms of the contract. On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Offsetting of financial instruments

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.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

I. Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Group factors historical trends and forward looking information to assess expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Loan assets

The Group follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- Stage 1 (1-30 days) includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.
- Stage 2 (31-60 days) includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.
- Stage 3 (more than 90 days) includes loan assets that have objective evidence of impairment at the reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) - The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Group's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Group expects to be owed at the time of default. For a revolving commitment, the Group includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Trade receivables

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial instrument in consolidated statement of profit and loss.

m. Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the consolidated statement of profit and loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

n. Earning per equity share

Basic earnings per equity share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per equity share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Segment reporting

The Group identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker') in deciding how to allocate resources and in assessing performance.

p. Foreign currency

Functional and presentation currency

Items included in the financial statement of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements have been prepared and presented in Indian Rupees (INR), which is the Holding Company's functional and presentation currency.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the consolidated statement of profit and loss in the year in which they arise.

q. Investment property

Investment properties are land and buildings that are held for long term lease rental yields and/or for capital appreciation. Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on buildings is provided over the estimated useful lives of 60 years. The residual values, estimated useful lives and depreciation method of investment properties are reviewed, and adjusted on prospective basis as appropriate, at each reporting date. The effects of any revision are included in the Statement of Profit and Loss when the changes arise.

An investment property is de-recognised when either the investment property has been disposed of or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

r. Classification of leases –

The Group enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Leases

Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

For any new contracts entered into on or after 1 April 2019, the Group considers whether a contract is, or contains a lease (the transition approach has been explained and disclosed in Note 47). A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Recognition and initial measurement

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

s. Treasury shares

The Company had created "Indiabulls Ventures Limited - Employee Welfare Trust" ('Trust') for the implementation of schemes namely employees stock options plans, employees stock purchase plan and stock appreciation rights plan. During the year ended 31 March 2021, name of the Trust has been changed to "Udaan Employee Welfare Trust" ("Udaan-EWT"). The Company treats Udaan-EWT as its extension and the Company's own shares held by Udaan-EWT are treated as treasury shares. Treasury shares are presented as a deduction from other equity. The original cost of treasury shares and the proceeds of any subsequent sale are presented as movements in equity.

t. Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period, being appropriately authorised and no longer at the discretion of the Company. The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

t. Inventory

Items of Inventories are valued at lower of cost or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net Realizable Value represents the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

u. New accounting pronouncement

On 24 March 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet

- Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or noncurrent.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head ‘additional information’ in the notes forming part of the standalone financial statements.
- The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 6	As at 31 March 2021	As at 31 March 2020
Cash and cash equivalents		
Cash on hand	7.53	9.98
Balance with banks:		
- in current accounts	58,972.39	196,888.21
- in bank deposits with original maturity of less than 3 months (refer 7(i))	64,615.11	15,043.14
	123,595.03	211,941.33
Note - 7	As at	As at
Other bank balances	31 March 2021	31 March 2020
Bank deposits with original maturity of more than 3 months (refer 7(i) below)	69,874.13	70,154.42
In earmarked accounts :		
- Earmarked accounts	9,516.23	3,613.09
- Unpaid dividend accounts	223.48	283.09
	79,613.84	74,050.60
7(i) Bank deposits include:		
Particulars	As at 31 March 2021	As at 31 March 2020
a) Deposits pledged with the National Stock Exchange of India, BSE Limited, NSE Clearing Limited, Multi Commodity Exchange of India Limited and National Commodity and Derivative Exchange Limited for the purpose of base capital and additional base capital.	36,749.25	16,995.24
b) Deposits pledged with the banks against bank guarantees for base capital and additional base capital to the National Stock Exchange of India, BSE Limited, NSE Clearing Limited, Multi Commodity Exchange of India Limited and National Commodity and Derivative Exchange Limited.	-	5,755.00
c) Deposits pledged with banks for overdraft facilities availed by the Group.	13,059.79	20,837.40
d) Deposits pledged with bank against bank guarantees issued in favour of Unique Identification Authority of India.	50.18	50.26
e) Deposits pledged with bank against bank guarantees issued in favour of National Stock Exchange of India Limited for right issue of the Holding Company.	1,700.00	1,700.00
f) Deposits pledged for arbitration matters.	46.03	210.44
g) Deposits pledged with State Commission, New Delhi for appeal filed by the Holding Company in a consumer dispute matter.	0.25	0.25
h) Deposits pledged with Value added tax/ Sales tax authorities	2.90	2.90
i) Deposits pledged for securitisations	23,350.24	23,360.17



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 8 Trade receivables	As at 31 March 2021	As at 31 March 2020
Receivables considered good (unsecured)	14,027.67	15,214.76
Receivables which have significant increase in credit risk	4,315.78	8,293.58
Total - gross	18,343.45	23,508.34
Less: Impairment loss allowance	(4,315.78)	(8,293.58)
Total - net	14,027.67	15,214.76
Trade receivables includes:		
Debts due by directors or other officers	-	-
Due from others	18,343.45	23,508.34

Note - 9 Other receivables	As at 31 March 2021	As at 31 March 2020
Receivables considered good (unsecured)	6,969.91	6,875.11
Receivables which have significant increase in credit risk	4,207.65	4,749.17
Total - gross	11,177.56	11,624.28
Less: Impairment loss allowance	(4,207.65)	(4,749.17)
Total - net	6,969.91	6,875.11
Other receivables includes:		
Debts due by directors or other officers	-	-
Due from others	11,177.56	11,624.28

Note - 10 Loans	As at 31 March 2021		
	At amortised cost	At fair value through other comprehensive income	Total
(a) Loans			
- Secured	176,434.32	1,633.14	178,067.46
- Unsecured	328,242.73	16,151.17	344,393.90
(b) Margin funding loan receivables (secured, considered good)*	123.85	-	123.85
Less: Margin received	(16.09)	-	(16.09)
Total gross	504,784.81	17,784.31	522,569.12
Total Gross	504,784.81	17,784.31	522,569.12
Less: Impairment loss allowance	(62,449.77)	(234.09)	(62,683.86)
Total net	442,335.04	17,550.22	459,885.26
(i) Secured by tangible assets	176,542.08	1,633.14	178,175.22
(ii) Secured by other	-	-	-
(iii) Unsecured	328,242.73	16,151.17	344,393.90
Total gross	504,784.81	17,784.31	522,569.12
Less: Impairment loss allowance	(62,449.77)	(234.09)	(62,683.86)
Total net	442,335.04	17,550.22	459,885.26
Loans in India			
(i) Public sector	-	-	-
(ii) Others	504,784.81	17,784.31	522,569.12
Total gross	504,784.81	17,784.31	522,569.12
Less: Impairment loss allowance	(62,449.77)	(234.09)	(62,683.86)
Total net	442,335.04	17,550.22	459,885.26

*Margin funding loans are given to customers as per SEBI guidelines and are secured by pledge of shares/mutual funds/bonds etc.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

	As at 31 March 2020		
	At amortised cost	At fair value through other comprehensive income	Total
(a) Loans			
- Secured	227,372.66	3,133.48	230,506.14
- Unsecured	305,952.78	45,923.70	351,876.48
(b) Margin funding loan receivables (secured, considered good)	1,820.70	-	1,820.70
Less: Margin received	(478.84)	-	(478.84)
Total gross	534,667.30	49,057.18	583,724.48
Total Gross	534,667.30	49,057.18	583,724.48
Less: Impairment loss allowance	(60,344.86)	(283.55)	(60,628.41)
Total net	474,322.44	48,773.63	523,096.07
(i) Secured by tangible assets	226,486.61	3,133.48	229,620.09
(ii) Secured by other assets	2,503.74	-	2,503.74
(iii) Unsecured	305,676.95	45,923.70	351,600.65
Total gross	534,667.30	49,057.18	583,724.48
Less: Impairment loss allowance	(60,344.86)	(283.55)	(60,628.41)
Total net	474,322.44	48,773.63	523,096.07
Loans in India			
(i) Public sector	-	-	-
(ii) Others	534,667.30	49,057.18	583,724.48
Total gross	534,667.30	49,057.18	583,724.48
Less: Impairment loss allowance	(60,344.86)	(283.55)	(60,628.41)
Total net	474,322.44	48,773.63	523,096.07

* During the year ended 31 March 2020, one of the wholly owned subsidiary of the Group has entered into series of bilateral assignment transactions against outstanding loan portfolio. In the light of this, the Group has concluded that the business model for loan against property, business installments loan and personal loan has changed from "hold to collect" to "hold to collect and sell". Accordingly, the Group had reclassified its eligible portfolio from amortised category to fair value through other comprehensive income (FVOCI) category and hence recorded a fair value gain in other comprehensive income.

Note - 11 Investments	As at 31 March 2021			
	At fair value through other comprehensive income	At fair value through profit or loss	At cost	Total
Mutual funds	-	137,776.30	-	137,776.30
Security Receipts	-	3,939.19	-	3,939.19
Equity instruments	316.10	-	-	316.10
Total (A)	316.10	141,715.49	-	142,031.59
(i) Investments in India	316.10	141,715.49	-	142,031.59
(ii) Investments outside India	-	-	-	-
Total (B)	316.10	141,715.49	-	142,031.59
Less: Allowance for Impairment loss (C)	-	-	-	-
Total (D) = (A)-(C)	316.10	141,715.49	-	142,031.59



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Investments	As at 31 March 2020			
	At fair value through other comprehensive income	At fair value through profit or loss	At cost	Total
Mutual funds	-	8,155.07	-	8,155.07
Security receipts	-	4,494.02	-	4,494.02
Debt securities	-	50,598.88	-	50,598.88
Equity instruments	164.28	-	-	164.28
Total (A)	164.28	63,247.97	-	63,412.25
(i) Investments in India	164.28	63,247.97	-	63,412.25
(ii) Investments outside India	-	-	-	-
Total (B)	164.28	63,247.97	-	63,412.25
Less: Allowance for Impairment loss (C)	-	-	-	-
Total (D) = (A)-(C)	164.28	63,247.97	-	63,412.25

Note - 12	As at 31 March 2021	As at 31 March 2020
Other financial assets		
(a) Loan notes and escrow receivable (refer footnote 1 below)		
Considered good	779.17	760.42
(b) Loan to employees	241.16	680.70
(c) Security deposits		
Secured (refer footnote 2 below)		
(i) Deposits for underwriting/distribution of real estate projects	12,538.20	16,806.98
Unsecured, considered good		
(i) Deposits (including margin money) with stock exchanges	2,422.12	6,290.41
(ii) Deposits for underwriting/distribution of real estate projects	15,062.22	16,456.47
(iii) Deposits with others	570.85	907.43
Unsecured, considered doubtful		
(i) Deposits with others	33.42	20.10
	30,606.71	40,481.39
Less: Impairment loss allowance	(33.42)	(20.10)
	30,593.39	40,461.29
(d) Advances for purchase of shares (refer footnote 3 below)	-	7,606.48
(e) Receivable on assigned loans	8,479.86	44,517.66
Less: Impairment loss allowance	(1,635.59)	(1,915.71)
(f) Others recoverable	1,102.80	226.54
	39,560.79	92,337.38

Footnotes:

- (1) During the year ended 31 March 2021, the Group had sold 586,193 shares held by it in Copal Partners Limited to Moody's Group UK LTD for the consideration of ₹ 2,319.93 lakh vide the share purchase deed. Out of the total consideration of ₹ 2,319.93 lakh receivable from Moody's Group UK LTD, ₹ 779.17 lakh (including foreign exchange gain) [31 March 2020: ₹ 760.42 lakh (including foreign exchange gain)] is outstanding as at 31 March 2021 in the form of Loan Notes of the Moody's Group UK LTD and Escrow account.
- (2) Secured by way of mortgage/pledge/hypothecation of residential real estate properties of the respective parties in favour of the group.
- (3) During the year ended 31 March 2020, Dhani Loans and Services Limited (formerly, Indiabulls Consumer Finance Limited), a wholly owned subsidiary, has given advance to the shareholders of Transerv Limited, for acquisition of remaining share holding of Transerv Limited.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 13 Inventories	As at 31 March 2021	As at 31 March 2020
(a) Stock-in-Trade	90.45	-
	90.45	-

Note - 14 Current tax assets (net)	As at 31 March 2021	As at 31 March 2020
Advance Income-tax (including tax deducted at source) (Net of Provision for Income Tax)	18,137.97	16,036.80
	18,137.97	16,036.80

Note - 15 Deferred tax assets (net)	As at 31 March 2021	As at 31 March 2020
Deferred tax assets:		
Provision for doubtful debts, advances and security deposits	366.06	339.39
Provision for contingencies	382.41	535.18
Impairment loss allowance	13,061.87	15,397.76
Disallowances under section 40A(7) of the Income-tax Act, 1961	521.91	596.01
Disallowances under section 43B of the Income-tax Act, 1961	234.51	290.50
Financial liabilities measured at amortised cost	-	322.71
Depreciation and amortisation	157.83	130.46
Tax losses carried forward	5,224.40	4,803.62
Financial assets measured at amortised cost	1,200.83	1,918.41
Share based payments	1,145.40	2,070.03
Compulsorily convertible debentures	-	1,012.89
Minimum alternate tax credit entitlement	1,568.46	1,666.05
Lease liabilities	19.03	19.50
Effect of reversal of financing component from revenue	34.13	-
Others	253.35	409.75
Deferred tax assets (A):	24,170.19	29,512.26
Deferred tax liability:		
Financial assets measured at fair value through other comprehensive income	176.68	266.53
Depreciation and amortisation	838.84	752.19
Derecognition of financial instruments measured under amortised cost category	2,231.70	11,224.15
Financial liabilities measured at amortised cost	41.55	-
Others	3.62	-
Deferred tax liability (B):	3,292.39	12,242.87
Deferred tax assets (net) C = (A) - (B)	20,877.80	17,269.39



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Movement in deferred tax assets (net) for the year ended 31 March 2021	As at 1 April 2020	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in other equity	As at 31 March 2021
Deferred tax assets:					
Provision for doubtful debts, advances and security deposits	339.39	26.67	-	-	366.06
Provision for contingencies	535.18	(152.77)	-	-	382.41
Impairment loss allowance	15,397.76	(2,335.89)	-	-	13,061.87
Disallowances under section 40A(7) of the Income-tax Act, 1961	596.01	(74.10)	-	-	521.91
Disallowances under section 43B of the Income-tax Act, 1961	290.50	90.97	(146.96)	-	234.51
Depreciation and amortisation	130.46	27.37	-	-	157.83
Tax losses carried forward	4,803.62	420.78	-	-	5,224.40
Financial assets measured at amortised cost	1,918.41	(717.58)	-	-	1,200.83
Financial liabilities measured at amortised cost	322.71	(322.71)	-	-	-
Share based payments	2,070.03	(924.63)	-	-	1,145.40
Compulsorily convertible debentures	1,012.89	(1,012.89)	-	-	-
Minimum alternate tax credit entitlement	1,666.05	(100.29)	-	2.70	1,568.46
Lease liabilities	19.50	(0.47)	-	-	19.03
Effect of reversal of financing component from revenue	-	34.13	-	-	34.13
Others	409.75	(282.14)	89.85	35.89	253.35
Deferred tax assets (A):	29,512.26	(5,323.55)	(57.11)	38.59	24,170.19
Deferred tax liabilities:					
Financial assets measured at fair value through profit and loss	-	-	-	-	-
Depreciation and amortisation	752.19	86.65	-	-	838.84
Financial assets measured at fair value through other comprehensive income	266.53	(89.85)	-	-	176.68
Derecognition of financial instruments measured under amortised cost category	11,224.15	(8,992.45)	-	-	2,231.70
Financial liabilities measured at amortised cost	-	41.55	-	-	41.55
Others	-	3.62	-	-	3.62
Deferred tax liabilities (B):	12,242.87	(8,950.48)	-	-	3,292.39
Deferred tax assets (net) C = (A) - (B)	17,269.39	3,626.93	(57.11)	38.59	20,877.80

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Movement in deferred tax assets (net) for the year ended 31 March 2020	As at 1 April 2019	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in other equity	As at 31 March 2020
Deferred tax assets:					
Provision for doubtful debts, advances and security deposits	-	339.39	-	-	339.39
Provision for contingencies	196.56	338.62	-	-	535.18
Impairment loss allowance	4,564.85	10,832.91	-	-	15,397.76
Disallowances under section 40A(7) of the Income-tax Act, 1961	378.58	217.43	-	-	596.01
Disallowances under section 43B of the Income-tax Act, 1961	271.82	(2.17)	20.85	-	290.50
Depreciation and amortisation	217.54	(87.08)	-	-	130.46
Tax losses carried forward	480.80	4,322.82	-	-	4,803.62
Lease equalisation reserve	109.90	(109.90)	-	-	-
Financial assets measured at amortised cost	131.89	1,786.52	-	-	1,918.41
Financial liabilities measured at amortised cost	-	322.71	-	-	322.71
Share based payments	2,575.35	(505.32)	-	-	2,070.03
Compulsorily convertible debentures	7,286.46	(5,284.69)	-	(988.88)	1,012.89
Minimum alternate tax credit entitlement	1,336.00	330.05	-	-	1,666.05
Lease liabilities	-	19.50	-	-	19.50
Others	0.70	675.58	(266.53)	-	409.75
Deferred tax assets (A):	17,550.45	13,196.37	(245.68)	(988.88)	29,512.26
Deferred tax liabilities:					
Financial assets measured at fair value through profit and loss	8.02	(8.02)	-	-	-
Depreciation and amortisation	550.82	201.37	-	-	752.19
Financial assets measured at fair value through other comprehensive income	-	266.53	-	-	266.53
Derecognition of financial instruments measured under amortised cost category	1,039.83	10,184.32	-	-	11,224.15
Financial assets measured at amortised cost	174.64	(174.64)	-	-	-
Others	317.81	317.81	-	-	-
Deferred tax liabilities (B):	2,091.13	10,151.74	-	-	12,242.87
Deferred tax assets (net) C = (A) - (B)	15,459.32	3,044.63	(245.68)	(988.88)	17,269.39



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 16A	Land	Building	Total
Investment Property			
Gross block (at cost)			
As at 1 April 2019	-	-	-
Additions during the year	26,919.79	205.21	27,125.00
Sales/adjustment during the year	-	-	-
As at 31 March 2020	26,919.79	205.21	27,125.00
Additions during the year	-	-	-
Sales/adjustment during the year	26,919.79	205.21	27,125.00
As at 31 March 2021	-	-	-
Accumulated depreciation			
As at 1 April 2019	-	-	-
Depreciation during the year	-	2.50	2.50
Sales/adjustment during the year	-	-	-
As at 31 March 2020	-	2.50	2.50
Depreciation during the year	-	1.70	1.70
Sales/adjustment during the year	-	4.20	4.20
As at 31 March 2021	-	-	-
Net Block as at 31 March 2020	26,919.79	202.71	27,122.50
Net Block as at 31 March 2021	-	-	-

Notes:

Disclosures relating to fair valuation of investment property:

Fair value of the above investment property as at 31 March 2020 is ₹ 30,311.36 lakh based on circle rate of the area in which property is situated.

The Group has not earned any rental income on the above properties.

Note - 16B Property, plant and equipment	Furniture and fixtures	Vehicles#	Office equipment	Computers	Server and networks	Leasehold improvements	Freehold land	Total
Gross block (at cost)								
As at 1 April 2019	828.92	589.70	714.70	3,802.19	-	198.71	12.98	6,147.20
Addition on acquisition of subsidiary	0.35	-	1.21	19.06	-	-	-	20.62
Additions during the year	2,976.16	64.98	640.97	822.36	287.22	208.54	-	5,000.23
Sales/adjustment during the year	8.52	57.54	9.25	8.79	-	3.08	-	87.18
As at 31 March 2020	3,796.91	597.14	1,347.63	4,634.82	287.22	404.17	12.98	11,080.87
Addition on acquisition of subsidiary	-	-	0.40	11.23	-	-	-	11.63
Additions during the year	1,666.96	-	192.92	116.99	153.31	-	-	2,130.18
Sales/adjustment during the year	777.54	94.32	204.48	81.10	-	188.34	-	1,345.78
As at 31 March 2021	4,686.33	502.82	1,336.47	4,681.94	440.53	215.83	12.98	11,876.90
Accumulated depreciation								
As at 1 April 2019	101.60	161.04	150.79	1,026.36	-	90.15	-	1,529.94
Addition on acquisition of subsidiary	0.16	-	0.83	12.16	-	-	-	13.15
Depreciation during the year	246.07	93.33	233.57	1,126.29	21.44	99.73	-	1,820.43
Sales/adjustment during the year	8.63	10.90	8.78	7.44	-	-	-	35.75
As at 31 March 2020	339.20	243.47	376.41	2,157.37	21.44	189.88	-	3,327.77
Addition on acquisition of subsidiary	-	-	0.37	6.33	-	-	-	6.70
Depreciation during the year	452.68	85.57	262.15	1,096.19	60.36	64.31	-	2,021.26
Sales/adjustment during the year	123.44	54.23	75.70	51.18	-	74.75	-	379.30
As at 31 March 2021	668.44	274.81	563.23	3,208.71	81.80	179.44	-	4,976.43
Net Block as at 31 March 2020	3,457.71	353.67	971.22	2,477.45	265.78	214.29	12.98	7,753.10
Net Block as at 31 March 2021	4,017.89	228.01	773.24	1,473.23	358.73	36.39	12.98	6,900.47

Includes vehicles having carrying value of ₹ 22.72 lakhs (31 March 2020 ₹ 99.17 lakhs which are hypothecated to banks against the respective loans.

(a) Refer note 48(ii), of notes to accounts for disclosure of capital commitments.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 16C	
Capital work-in-progress	
As at 1 April 2020	-
Additions during the year	123.88
Deletion during the year	-
As at 31 March 2021	123.88
Note - 16D	Building office premises
Right of use assets*	
Gross block (at cost)	
As at 1 April 2019	-
Reclassified on account of adoption of Ind AS 116	22,978.81
Additions during the year	8,995.05
Deletion during the year	(2,858.67)
As at 31 March 2020	29,115.19
Additions during the year	11,886.44
Deletion during the year	(18,017.58)
As at 31 March 2021	22,984.05
Accumulated depreciation	
As at 1 April 2019	-
Additions during the year	4,979.99
Deletion during the year	-
As at 31 March 2020	4,979.99
Additions during the year	3,382.92
Deletion during the year	(538.64)
As at 31 March 2021	7,824.27
Net block as at 31 March 2020	24,135.20
Net block as at 31 March 2021	15,159.78
*Also refer note 47 for other disclosures.	
Note - 16E	
Intangible assets under development	
As at 1 April 2019	901.20
Addition on acquisition of subsidiary	10.21
Additions during the year	2,407.93
Capitalised during the year	2,711.22
As at 31 March 2020	608.12
Addition on acquisition of subsidiary	-
Additions during the year	558.40
Capitalised during the year	688.44
As at 31 March 2021	478.08
As at 31 March 2020	608.12
As at 31 March 2021	478.08



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 16F	Goodwill		
Goodwill on consolidation			
As at 1 April 2019			319.77
Add: Adjustment on acquisition			3,586.66
Less: Adjustment on disposal of subsidiary			-
As at 31 March 2020			3,906.43
Add: Adjustment on acquisition/disposal of subsidiary(ies)			2,890.73
Less: Adjustment on disposal of subsidiary			-
As at 31 March 2021			6,797.16

Note - 16G	Software	Licence	Total
Other intangible assets			
Gross block (at cost)			
As at 1 April 2019	9,253.37	-	9,253.37
Addition on acquisition of subsidiary	7,079.50	-	7,079.50
Additions during the year	4,344.25	-	4,344.25
Sales/adjustment during the year	-	-	-
As at 31 March 2020	20,677.12	-	20,677.12
Addition on acquisition of subsidiary	-	-	-
Additions during the year	2,429.79	16.80	2,446.59
Sales/adjustment during the year	-	-	-
As at 31 March 2021	23,106.91	16.80	23,123.71
Accumulated depreciation			
As at 1 April 2019	2,358.40	-	2,358.40
Addition on acquisition of subsidiary	906.00	-	906.00
Amortisation during the year	4,790.50	-	4,790.50
Impairment during the year	13.81	-	13.81
Sales/adjustment during the year	-	-	-
As at 31 March 2020	8,068.71	-	8,068.71
Addition on acquisition of subsidiary	-	-	-
Amortisation during the year	2,961.14	0.81	2,961.95
Impairment during the year	27.55	-	27.55
Sales/adjustment during the year	-	-	-
As at 31 March 2021	11,057.40	0.81	11,058.21
Net Block as at 31 March 2020	12,608.41	-	12,608.41
Net Block as at 31 March 2021	12,049.51	15.99	12,065.50

Note - 17	As at 31 March 2021	As at 31 March 2020
Other non-financial assets		
(a) Capital advances		
Considered good	45,177.48	46,372.29
Considered doubtful	24.74	-
	45,202.22	46,372.29
Less: Allowance for doubtful capital advances	(24.74)	-
Capital advances (net)	45,177.48	46,372.29
(b) Prepaid expenses	1,253.05	1,857.61
(c) Balance with government authorities	5,448.83	6,247.17
(d) Advance against assigned assets	-	2,303.08
(e) Advances to suppliers	1,441.97	3,276.56
(f) Unamortised Customer and Card acquisition cost	12,353.31	977.98
(g) Others (net)	906.54	320.38
	66,581.18	61,355.07

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 18	As at 31 March 2021	As at 31 March 2020
Trade payables		
(a) Total outstanding due to micro enterprises and small enterprises (i)	-	2.42
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	7,517.61	8,508.62
	7,517.61	8,511.04

(i) Based on and to the extent of the information received by the Group from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

	As at 31 March 2021	As at 31 March 2020
(a) Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	2.42
(b) Interest due thereon	-	-
(c) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(e) Interest accrued and remaining unpaid as at end of the year	-	-

Note - 19	As at 31 March 2021	As at 31 March 2020
Other payables		
(a) Total outstanding due to micro enterprises and small enterprises (i)	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	9,577.22	4,051.25
	9,577.22	4,051.25

(i) Based on and to the extent of the information received by the Group from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

	As at 31 March 2021	As at 31 March 2020
(a) Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
(b) Interest due thereon	-	-
(c) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(e) Interest accrued and remaining unpaid as at end of the year	-	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 20	As at 31 March 2021	As at 31 March 2020
Debt securities (at amortised cost)		
Secured		
Non-convertible debentures (refer 'a' below)	77,060.33	80,427.81
Unsecured		
Liability component of compulsorily convertible debentures (refer 'b' below)	-	9,058.77
Total	77,060.33	89,486.58
Debt securities in India	77,060.33	89,486.58
Debt securities outside India	-	-
Total	77,060.33	89,486.58

(a) Secured redeemable non convertible debentures (payable at par unless otherwise stated) issued by subsidiary company (Dhani Loans and Services Limited):

Particulars	Redemption Date	As at 31 March 2021			
		Number of NCDs	Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Interest Rate: 10.75%	Saturday, May 8, 2021	3,774,710	37,747.10	245.41	37,992.51
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 10.75% (Effective yield)	Saturday, May 8, 2021	246,579	2,465.79	576.90	3,042.69
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 10.4%	Sunday, May 8, 2022	324,981	3,249.81	1.80	3,251.61
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 10.9%	Sunday, May 8, 2022	755,369	7,553.69	9.38	7,563.07
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 10.90% (Effective yield)	Sunday, May 8, 2022	235,842	2,358.42	547.36	2,905.78
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 10.5%	Friday, March 8, 2024	470,084	4,700.84	(17.15)	4,683.69
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 11%	Friday, March 8, 2024	260,712	2,607.12	(7.71)	2,599.41
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 11.00% (Effective yield)	Friday, March 8, 2024	193,776	1,937.76	445.94	2,383.70
Face value: INR 1,000.00					
Issue Date: 08 March 2019					
Interest Rate: 10.00% (Effective yield)	Friday, July 31, 2020	-	-	(0.00)	-0.00
Face Value: INR 1,000.00					
Issue Date: 27 June 2019					
Interest Rate: 10.27%	Sunday, June 27, 2021	71,822	718.22	52.99	771.21
Face Value: INR 1,000.00					
Issue Date: 27 June 2019					
Interest Rate: 10.25% (Effective yield)	Sunday, June 27, 2021	34,800	348.00	62.80	410.80
Face Value: INR 1,000.00					
Issue Date: 27 June 2019					



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Redemption Date	As at 31 March 2021			
		Number of NCDs	Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Interest Rate: 9.95% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Monday, June 27, 2022	123,709	1,237.09	(28.45)	1,208.64
Interest Rate: 10.41% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Monday, June 27, 2022	122,095	1,220.95	70.32	1,291.27
Interest Rate: 10.40% (Effective yield) Face Value: INR 1,000.00 Issue Date: 27 June 2019	Monday, June 27, 2022	42,780	427.80	71.02	498.82
Interest Rate: 10.13% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Thursday, June 27, 2024	156,425	1,564.25	(57.59)	1,506.66
Interest Rate: 10.61% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Thursday, June 27, 2024	128,003	1,280.03	58.00	1,338.03
Interest Rate: 10.60% (Effective yield) Face Value: INR 1,000.00 Issue Date: 27 June 2019	Thursday, June 27, 2024	43,856	438.56	68.40	506.96
Interest Rate: 10.00% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Saturday, October 10, 2020	-	-	(0.00)	-0.00
Interest Rate: 10.12% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Monday, September 6, 2021	12,129	121.29	6.80	128.09
Interest Rate: 10.10% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Monday, September 6, 2021	4,810	48.10	7.67	55.77
Interest Rate: 9.81% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Tuesday, September 6, 2022	29,704	297.04	(0.05)	296.99
Interest Rate: 10.27% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Tuesday, September 6, 2022	22,470	224.70	11.89	236.59
Interest Rate: 10.25% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Tuesday, September 6, 2022	8,556	85.56	13.51	99.07
Interest Rate: 10.04% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Friday, September 6, 2024	37,907	379.07	(1.22)	377.85
Interest Rate: 10.52% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Friday, September 6, 2024	118,099	1,180.99	60.42	1,241.41
Interest Rate: 10.50% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Friday, September 6, 2024	10,362	103.62	16.45	120.07
Interest Rate: 9.5% Face Value: INR 10,00,000.00 Issue Date: 17 November 2020	Tuesday, May 17, 2022	250	2,500.00	49.64	2,549.64
Total			74,795.80	2,264.53	77,060.33



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Interest rate/Effective yield/ Face Value (Amount in ₹)/ Issue Date	Redemption Date	As at 31 March 2020			
		Number of NCDs	Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Interest Rate: 10.75% Face value: INR 1,000.00 Issue Date: 08 March 2019	Saturday, May 8, 2021	3,774,710	37,747.10	(74.09)	37,673.01
Interest Rate: 10.75% (Effective yield) Face value: INR 1,000.00 Issue Date: 08 March 2019	Saturday, May 8, 2021	246,579	2,465.79	261.07	2,726.86
Interest Rate: 10.4% Face value: INR 1,000.00 Issue Date: 08 March 2019	Sunday, May 8, 2022	324,981	3,249.81	(17.28)	3,232.53
Interest Rate: 10.9% Face value: INR 1,000.00 Issue Date: 08 March 2019	Sunday, May 8, 2022	755,369	7,553.69	(34.97)	7,518.72
Interest Rate: 10.90% (Effective yield) Face value: INR 1,000.00 Issue Date: 08 March 2019	Sunday, May 8, 2022	235,842	2,358.42	247.01	2,605.43
Interest Rate: 10.5% Face value: INR 1,000.00 Issue Date: 08 March 2019	Friday, March 8, 2024	470,084	4,700.84	(35.02)	4,665.82
Interest Rate: 11% Face value: INR 1,000.00 Issue Date: 08 March 2019	Friday, March 8, 2024	260,712	2,607.12	(17.64)	2,589.48
Interest Rate: 11.00% (Effective yield) Face value: INR 1,000.00 Issue Date: 08 March 2019	Friday, March 8, 2024	193,776	1,937.76	200.77	2,138.53
Interest Rate: 10.00% (Effective yield) Face Value: INR 1,000.00 Issue Date: 27 June 2019	Friday, July 31, 2020	-	1,241.54	71.13	1,312.67
Interest Rate: 10.27% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Sunday, June 27, 2021	71,822	718.22	29.96	748.18
Interest Rate: 10.25% (Effective yield) Face Value: INR 1,000.00 Issue Date: 27 June 2019	Sunday, June 27, 2021	34,800	348.00	14.12	362.12
Interest Rate: 9.95% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Monday, June 27, 2022	123,709	1,237.09	(52.82)	1,184.27
Interest Rate: 10.41% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Monday, June 27, 2022	122,095	1,220.95	43.10	1,264.05
Interest Rate: 10.40% (Effective yield) Face Value: INR 1,000.00 Issue Date: 27 June 2019	Monday, June 27, 2022	42,780	427.80	14.64	442.44
Interest Rate: 10.13% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Thursday, June 27, 2024	156,425	1,564.25	(76.12)	1,488.13
Interest Rate: 10.61% Face Value: INR 1,000.00 Issue Date: 27 June 2019	Thursday, June 27, 2024	128,003	1,280.03	39.47	1,319.50

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Interest rate/Effective yield/ Face Value (Amount in ₹)/ Issue Date	Redemption Date	As at 31 March 2020			
		Number of NCDs	Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Interest Rate: 10.60% (Effective yield) Face Value: INR 1,000.00 Issue Date: 27 June 2019	Thursday, June 27, 2024	43,856	438.56	13.03	451.59
Interest Rate: 10.00% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Saturday, October 10, 2020	-	5,903.47	283.88	6,187.35
Interest Rate: 10.12% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Monday, September 6, 2021	12,129	121.29	5.63	126.92
Interest Rate: 10.10% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Monday, September 6, 2021	4,810	48.10	2.17	50.27
Interest Rate: 9.81% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Tuesday, September 6, 2022	29,704	297.04	(1.65)	295.39
Interest Rate: 10.27% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Tuesday, September 6, 2022	22,470	224.70	10.30	235.00
Interest Rate: 10.25% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Tuesday, September 6, 2022	8,556	85.56	3.80	89.36
Interest Rate: 10.04% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Friday, September 6, 2024	37,907	379.07	(2.49)	376.58
Interest Rate: 10.52% Face Value: INR 1,000.00 Issue Date: 6 September 2019	Friday, September 6, 2024	118,099	1,180.99	54.43	1,235.42
Interest Rate: 10.50% (Effective yield) Face Value: INR 1,000.00 Issue Date: 6 September 2019	Friday, September 6, 2024	10,362	103.62	4.61	108.23
Total			79,440.81	987.00	80,427.81

These non-convertible debentures are secured by way of first ranking pari-passu charge on the current assets (including investments) of the Company, both present and future; and on present and future loan assets of the Company, including all monies receivable for the principal amount and interest thereon.

- b) During the year ended 31 March 2019, the Board of Directors had resolved to create, offer, issue and allot up to an aggregate of 27,985,455 compulsorily convertible debentures ("CCDs") of face value of ₹ 550 each, convertible into equivalent numbers of equity shares of ₹ 2 each at a conversion price of ₹ 550 per equity share (including premium of ₹ 548 per equity share) under the Non-Promoter Category by way of a preferential issue on a private placement basis to the certain foreign investors ("the CCD holders"). During the year ended 31 March 2020, these CCDs have been converted into 27,985,452 fully paid up equity shares of face value of ₹ 2 each at a premium of ₹ 548 per share.

Terms of the Issue:

- CCDs will be compulsorily converted into fully paid up equity shares of face value of ₹ 2 each at a conversion price of ₹ 550 each on or before 18 months from the date of the allotment of the CCDs.
- CCDs carry interest rate of 14.90% per annum, payable quarterly and interest is payable and calculated on the face value of CCDs, commencing from the date of its allotment and until the date of its conversion into the equity shares.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 21	As at 31 March 2021	As at 31 March 2020
Borrowings (other than debt securities) (at amortised cost)		
(a) Secured		
From banks		
- Term loans (refer 'i' below)	139,805.74	228,965.91
- Vehicle loans (refer 'ii' below)	30.16	59.83
From Financial institution (refer 'i' below)	57,912.89	73,809.99
Loans repayable on demand from banks		
- Bank overdraft (refer 'iii' below)	500.00	10,855.78
Other Loans		
- Liability against securitised assets (refer 'iv' below and note 58)	40,838.71	92,156.05
(b) Unsecured		
From others (unsecured)		
- Term loan (refer 'v' below)	41,300.00	20,000.00
Total	280,387.50	425,847.56
Borrowings in India	280,387.50	425,847.56
Borrowings outside India	-	-
Total	280,387.50	425,847.56

(i) Term loan from banks and financial institutions include

Particulars	Security	As at 31 March 2021		
		Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Canara Bank (eSyndicate Bank) : This loan is repayable in 16 quarterly equated instalments with moratorium period of 12 months from the date of disbursement. Loan repayment commencing from December 2018 with last instalment falling due in year 2022-23.	First pari passu charge over standard receivables and current assets (including cash & cash equivalents).	5,000.00	(1.24)	4,998.76
Indian Overseas Bank : This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	First pari passu charge over book debts/ receivables/ loan portfolio/ all current assets (including investments in liquid mutual fund including cash & cash equivalents).	30,000.00	(6.06)	29,993.94
Bank of Baroda (eVijaya Bank) : This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	First pari passu charge over receivables & current assets (including cash & cash equivalents and investments).	30,000.00	(3.64)	29,996.36

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Security	As at 31 March 2021		
		Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Punjab & Sind Bank : This loan is repayable in 2 equated annual instalments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	First pari passu charge over receivables & current assets (including cash & cash equivalents and investments).	50,000.00	(5.76)	49,994.24
Union Bank of India : This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from June 2022 with last instalment falling due in year 2023-24.	First pari passu charge on standard receivables and current assets.	15,000.00	(20.90)	14,979.10
RBL Bank : This loan is repayable in 13 equated quarterly instalments with first instalment due at the end of 3 months from the date of disbursement. Loan repayment commencing from September 2018 with last instalment falling due in year 2021-22.	Pari passu charge on loans and advances, receivables & current assets (including cash and cash equivalents & investment in debt mutual fund).	1,538.46	(0.62)	1,537.84
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of ₹ 7,500.00 lakh each to be paid for the first six instalments and instalments of ₹ 1,000.00 lakh each to be paid for the last five instalments. Loan repayment commencing from January 2019 with last instalment falling due in year 2023-24.	First pari passu charge on all present and future debt receivables etc. and also future loans & advances.	12,500.00	217.21	12,717.21
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of ₹ 4,500.00 lakh each to be paid for the first six instalments and instalments of ₹ 600.00 lakh each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	First pari passu charge on all present and future debt receivables etc. and also future loans & advances.	12,000.00	207.97	12,207.97
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of ₹ 5,460.00 lakh each to be paid for the first six instalments and instalments of ₹ 728.00 lakh each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	First pari passu charge on all present and future debt receivables etc. and also future loans & advances.	14,560.00	242.83	14,802.83



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Security	As at 31 March 2021		
		Amount	Interest accrued and impact of EIR	Total Outstanding Amount
South Indian Bank : This loan is repayable in 3 equated instalments of ₹ 2,500 lakh each at the end of 3rd, 4th and 5th year after a moratorium period of 24 months.	First pari passu charge over loans and advances, receivables & other current assets (including cash & cash equivalents and investments in debt mutual funds).	7,500.00	(8.85)	7,491.15
National Bank for Agriculture and Rural Development : This loan is repayable in 20 equated quarterly instalments Loan repayment commencing from March 2021 with last instalment falling due in year 2025-26.	First pari passu charge on all present and future debt receivables etc. and also future loans & advances.	19,000.00	(0.78)	18,999.22
Total		197,098.46	620.17	197,718.63

Particulars	Security	As at 31 March 2020		
		Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Canara Bank (eSyndicate Bank) : This loan is repayable in 16 quarterly equated instalments with moratorium period of 12 months from the date of disbursement. Loan repayment commencing from December 2018 with last instalment falling due in year 2022-23.	First pari passu charge over standard receivables and current assets (including cash & cash equivalents).	6,250	(3.29)	6,246.71
Indian Overseas Bank : This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	First pari passu charge over book debts/ receivables/ loan portfolio/ all current assets (including investments in liquid mutual fund including cash & cash equivalents).	30,000	(12.10)	29,987.90
Bank of Baroda (eVijaya Bank) : This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	First pari passu charge over receivables & current assets (including cash & cash equivalents and investments).	30,000	(7.26)	29,992.74
Punjab & Sind Bank : This loan is repayable in 2 equated annual instalments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	First pari passu charge over receivables & current assets (including cash & cash equivalents and investments).	50,000	(11.81)	49,988.19

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Security	As at 31 March 2020		
		Amount	Interest accrued and impact of EIR	Total Outstanding Amount
Union Bank of India : This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from June 2022 with last instalment falling due in year 2023-24.	First pari passu charge on standard receivables and current assets.	15,000	(33.10)	14,966.90
RBL Bank : This loan is repayable in 13 equated quarterly instalments with first instalment due at the end of 3 months from the date of disbursement. Loan repayment commencing from September 2018 with last instalment falling due in year 2021-22.	Pari passu charge on loans and advances, receivables & current assets (including cash and cash equivalents & investment in debt mutual fund).	4,615	(6.73)	4,608.65
IndusInd Bank : This loan is repayable in 12 equated quarterly instalments which shall commence from the quarter end during which the limit is disbursed. Loan repayment commencing from December 2018 with last instalment falling due in year 2021-22.	First Pari passu charge on loans receivables, & all current assets (including cash and cash equivalents) of the company, both present and future, and on present and future loan asset of the company	10,000	(84.19)	9,915.81
IndusInd Bank : This loan is repaid in one instalment in September 2020.	First Pari passu charge on loans receivables, & all current assets (including cash and cash equivalents) of the company, both present and future, and on present and future loan asset of the company.	30,000	(549.91)	29,450.10
Yes bank : This loan is repayable in 18 equated monthly instalments after moratorium of 7 months. Loan repayment commencing from May 2019 with last instalment falling due in year 2020-21.	Pari Pasu charge on all standard current and future book debts and receivables of the company with (including cash & cash equivalents).	38,889	(82.63)	38,806.26
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of ₹ 7,500.00 lakh each to be paid for the first six instalments and instalments of ₹ 1,000.00 lakh each to be paid for the last five instalments. Loan repayment commencing from January 2019 with last instalment falling due in year 2023-24.	First pari passu charge on all present and future debt receivables etc. and also future loans & advances.	27,500	485.96	27,985.96



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Security	As at 31 March 2020		
		Amount	Interest accrued and impact of EIR	Total Outstanding Amount
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of ₹ 4,500.00 lakh each to be paid for the first six instalments and instalments of ₹ 600.00 lakh each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	First pari passu charge on all present and future debt receivables etc. and also future loans & advances.	21,000	372.82	21,372.82
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of ₹ 5,460.00 lakh each to be paid for the first six instalments and instalments of ₹ 728.00 lakh each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	First pari passu charge on all present and future debt receivables etc. and also future loans & advances.	25,480	433.25	25,913.25
Yes bank : This working capital demand loan is repaid in one instalment in June 2020.	Pari Pasu charge on all standard current and future book debts and receivables of the company including other current assets	6,000	54.53	6,054.53
South Indian Bank : This loan is repayable in 3 equated instalments of ₹ 2,500 lakh each at the end of 3rd, 4th and 5th year after a moratorium period of 24 months.	First pari passu charge over loans and advances, receivables & other current assets (including cash & cash equivalents and investments in debt mutual funds).	7,500	(13.90)	7,486.10
Total		302,234.27	541.63	302,775.90

Interest rate on term loans from bank and financial institutions varies from 8.15% to 10.75% per annum (31 March 2020 - 8.70% to 10.75% per annum).

- ii) Vehicle loans are secured against hypothecation of the vehicles purchased. The rate of interest of such term loans ranges between 8.75% to 10.30% per annum (as at 31 March 2020: 8.50% to 10.30% per annum). The loans are repayable in equated monthly installments of 5 years. There is no continuing default as on the Balance Sheet date in repayment of the loans or interest amounts.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

iii) Loans repayable on demand/Bank Overdraft from banks includes:

Particulars	As at 31 March 2021	As at 31 March 2020
Yes bank : This Cash credit facility is repayable on demand by the issuer bank. Pari passu charge on loans and advances, receivables & current assets (including cash and cash equivalents & investment in debt mutual fund).	-	2,507.72
RBL Bank Limited : This Working capital demand loan is repayable between 7 days to 6 Months. Pari passu charge on loans and advances, receivables & current assets (including cash and cash equivalents & investment in debt mutual fund).	500.00	-
HDFC Bank Limited : This bank overdraft facility is repayable on demand by the issuer bank. Bank overdraft facilities are secured against bank deposits pledged with bank.	-	82.42
HDFC Bank Limited : This bank overdraft facility is repayable on demand by the issuer bank. Bank overdraft facilities are secured against bank deposits pledged with bank.	-	5,415.26
Axis Bank Limited : This bank overdraft facility is repayable on demand by the issuer bank. Bank overdraft facilities are secured against bank deposits pledged with bank.	-	2,850.38
Total	500.00	10,855.78

Interest rate on loans repayable on demand from banks are 9.80% per annum (31 March 2020 - 5.5 % to 11.25 % per annum).

iv) Securitisation liabilities :

In the course of its finance activity, the Company makes transfers of financial assets, where legal rights to the cash flows from the asset are passed to the counterparty and where the Company retains the rights to the cash flows but assumes a responsibility to transfer them to the counterparty. Securitisation liabilities includes following arrangements:

Particulars	As at 31 March 2021	As at 31 March 2020
ICICI Bank	4,393.93	17,326.87
IDFC first bank	33,468.54	67,852.45
Axis Bank	2,976.24	6,976.73
Total	40,838.71	92,156.05

Interest rate on securitisation liabilities varies from 10.00% to 12.06% per annum (31 March 2020 - 10.00% to 12.06% per annum).

- v) Unsecured term loans carry rate of interest of 10% per annum (31 March 2020 : 10%) and are repayable within 36 months from the date of disbursement of respective loans.

Note - 22 Lease liabilities	As at 31 March 2021	As at 31 March 2020
Lease liabilities (refer note - 47)	16,408.66	25,624.33
	16,408.66	25,624.33



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 23 Other financial liabilities	As at 31 March 2021	As at 31 March 2020
Unpaid dividends (refer 'i' below)	223.48	283.09
Others:		
Margin from customers (refer 'ii' below)	13,957.74	11,674.85
Temporary overdraft (refer 'iii' below)	-	11,012.22
Interest accrued on assigned loan	3,902.04	2,810.92
Expenses payable	2,192.78	1,441.54
Amount held on behalf of agents for remittance business	11.32	-
Amount held on behalf of merchants from digital wallet business	382.91	-
Amount payable on assigned/securitised loans (refer 'iv' below)	27,998.87	-
Amounts held on behalf of customers in digital wallets	4,223.26	2,942.49
Other payable	30.92	9.73
	52,923.32	30,174.84

- (i) In respect of amounts mentioned under Section 124 (5) of the Act, the Company has Transferred ₹ 88.84 lakh (31 March 2020: ₹ 52.63 lakh) to the Investor Education and Protection Fund.
- (ii) Margin from customers represents amount received from customers for as margin for execution of orders on stock exchanges.
- (iii) Temporary overdraft as per books represent cheques issued in excess of funds in the bank
- (iv) Amount payable on assigned/securitised loans represent the amount collected on sale down portfolio where cash flows are require to pass to the counterparty either through direct assignment or pass through credit.

Note - 24 Current tax liabilities (net)	As at 31 March 2021	As at 31 March 2020
Provision for taxation	1,095.71	284.96
(Net of advance tax and tax deducted at source)		
	1,095.71	284.96

Note - 25 Provisions	As at 31 March 2021	As at 31 March 2020
Provision for employee benefits:		
Provision for gratuity (refer note - 51)	2,123.96	2,341.56
Provision for compensated absences	901.00	1,098.65
Provision for others		
Provision for contingencies*	-	300.83
	3,024.96	3,741.04

* Disclosure under Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets": Movements in each class of provision during the financial year, are set out below:

Particulars	Provision for contingencies
Balance as at 1 April 2019	2,236.58
Additional provision recognised	290.91
Amount used during the year	(2,226.66)
Balance as at 31 March 2020	300.83
Additional provision recognised	-
Amount used during the year	(300.83)
Balance as at 31 March 2021	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 26	As at 31 March 2021	As at 31 March 2020
Deferred tax liabilities		
Deferred tax liabilities	774.65	1,098.28
	774.65	1,098.28

Movement in deferred tax assets (net)	Balance as at 1 April 2020	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in goodwill	Balance as at 31 March 2021
Depreciation and amortisation	1,089.32	(323.11)	-	-	766.21
Fair valuation of investments	8.96	(0.52)	-	-	8.44
Deferred tax liabilities	1,098.28	(323.63)	-	-	774.65

Movement in deferred tax assets (net)	Balance as at 1 April 2019	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in goodwill	Balance as at 31 March 2020
Depreciation and amortisation	-	(323.11)	-	1,412.43	1,089.32
Fair valuation of investments	-	8.96	-	-	8.96
Deferred tax liabilities	-	(314.15)	-	1,412.43	1,098.28

Note - 27	As at 31 March 2021	As at 31 March 2020
Other non-financial liabilities		
Revenue received in advance (refer note 'a' below)	63.44	688.79
Advance from customers	1,023.50	1,170.42
Statutory dues payables	1,793.77	8,269.87
	2,880.71	10,129.08
(a) Reconciliation of revenue received in advance		
Opening balance	688.79	683.50
Add: Advances received during the year	3,419.13	3,285.39
Less: Revenue recognised during the year	4,044.48	3,280.10
Closing balance	63.44	688.79

Note - 28	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Equity share capital				
(i) Authorised				
Equity shares of face value of ₹ 2 each	1,000,000,000	20,000.00	1,000,000,000	20,000.00
	1,000,000,000	20,000.00	1,000,000,000	20,000.00
(ii) Issued				
Equity shares of face value of ₹ 2 each	518,714,892	10,542.30	465,529,440	9,310.59
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	82,909,118	912.00	82,909,118	912.00
	601,624,010	11,454.30	548,438,558	10,222.59
(iii) Subscribed and paid up				
Equity shares of face value of ₹ 2 each fully paid up	527,114,892	10,542.30	465,529,440	9,310.59
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	82,823,994	911.07	82,803,864	910.85
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 0.80 paid up)	85,124	0.68	105,254	0.84
Amount paid up on shares forfeited	-	0.19	-	0.19
	610,024,010	11,454.24	548,438,558	10,222.47



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

(iv) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year:

Equity shares, fully paid-up	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	465,529,440	9,310.59	522,030,890	10,440.62
Add: Shares issued by exercise of employee stock option plan	-	-	10,165,216	203.30
Add: Shares issued on conversion of CCDs	27,985,452	559.71	-	-
Add: Shares issued through preferential allotment	33,600,000	672.00	-	-
Less: Shares bought back and extinguished during the year (refer note - 62)	-	-	(66,666,666)	(1,333.33)
Balance at the end of the year	527,114,892	10,542.30	465,529,440	9,310.59

Equity shares, partly paid-up	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	82,909,118	911.68	82,909,118	907.97
Add: Amount received on 2nd call at ₹ 0.30 per share	-	0.06	-	3.71
Balance at the end of the year	82,909,118	911.74	82,909,118	911.68

(v) Rights, preferences and restrictions attached to the equity shares

The Company has only one class of equity shares having a face value of ₹ 2 per share. Each holder of fully paid up equity share is entitled to one vote per share. Voting rights of each holder of partly paid up equity share is proportionate to the paid up amount of such share. The final dividend proposed by the Board of Directors, if any, 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 equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Holders of Global Depository Receipts ('GDRs') will be entitled to receive dividends, subject to the terms of the deposit agreement, to the same extent as the holders of equity shares, less the fees and expenses payable under such deposit agreement and any Indian tax applicable to such dividends. Holders of GDRs don't have voting rights with respect to the deposited shares. The GDRs can not be transferred to any person located in India including Indian residents or ineligible investors except as permitted by Indian laws and regulations.

(vi) Shares held by shareholders each holding more than 5% shares:

	As at 31 March 2021		As at 31 March 2020	
	No. of shares held*	% of Holding	No. of shares held*	% of Holding
Sameer Gehlaut	34,252,493	5.62	31,552,493	5.75
Orthia Properties Private Limited	42,423,777	6.96	41,623,777	7.59
Orthia Constructions Private Limited	37,074,335	6.08	37,074,335	6.76
Zelkova Builders Private Limited	30,933,258	5.07	30,933,258	5.64
Tamarind Capital Pte Ltd	86,770,833	14.23	73,316,288	13.37
Jasmine Capital Investments Pte Ltd	53,029,167	8.69	58,732,443	10.71

* Includes partly paid-up shares

(vii) Shares reserved for issue under options:

17,313,900 equity shares (as at 31 March 2020: 17,313,900 equity shares) of face value of ₹ 2 each are reserved under various option schemes of the Company (Refer note - 52)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

- (viii) The Group has not issued any bonus shares during the current year and five years immediately preceding current year.
- (ix) There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue. During the year ended 31 March 2021, the Company has bought back Nil (previous year: 66,666,666) fully paid up equity shares of the Company at ₹ 150 per equity share through tender route.
- (x) 54,433 shares (31 March 2020: 54,433 shares) of face value of ₹ 2 per share represent the shares underlying GDR. Each GDR represents one underlying equity share.

Note - 29 Other equity	As at 30 March 2021	As at 31 March 2020
Treasury shares	(39,065.33)	(18,305.73)
Equity component of compulsorily convertible debentures	-	130,719.26
Reserve fund	13,270.00	13,270.00
Capital reserve	747.31	747.31
Securities premium	498,228.41	309,822.36
Capital redemption reserve (refer note - 62)	5,033.69	5,033.69
General reserve	4,197.55	4,197.55
Share options outstanding account	4,496.98	8,181.40
Retained earnings	19,043.59	37,890.47
Change in fair value of loan assets through other comprehensive income	525.32	792.47
Equity instruments through other comprehensive income	316.01	164.18
Currency Translation Reserve	(18.13)	-
Total attributable to equity shareholders of the Holding Company	506,775.40	492,512.96
Total non- controlling interest	43,016.05	56,038.13
Total other equity	549,791.45	548,551.09

Nature and purpose of other reserves:

Treasury shares

This reserve represents Holding Company's own equity shares held by the Udaan Employee Welfare Trust (formerly Indiabulls Ventures Limited - Employees Welfare Trust) which is created under Dhani Services Limited - Employee Stock Benefit Scheme 2019 (ESBS 2019) (formerly Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019), Dhani Services Limited - Employee Stock Benefit Scheme 2020 (ESBS 2020) (formerly Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020) and Dhani Services Limited - Employee Stock Benefit Scheme 2021 (ESBS 2021). Treasury shares are acquired for the purpose of issuing equity shares to employees under Holding Company's ESBS 2019, ESBS 2020 and ESBS 2021.

Equity component of compulsorily convertible debentures

On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Statutory reserves

The reserve is created as per the provision of Section 45(IC) of Reserve Bank of India Act, 1934. This is a restricted reserve and no appropriation can be made from this reserve fund except for the purpose as may be prescribed by Reserve Bank of India.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Capital reserve

Capital reserve represents reserves created pursuant to the business combination upto year end.

Securities premium

Securities premium represents premium received on issue of shares. The amount is utilised in accordance with the provisions of the Act.

Capital redemption reserve

The same had been created in accordance with provision of the Act on account of redemption of preference shares and buy-back of equity shares.

Foreign currency monetary item translation difference account (FCMITDA)

Pursuant to the notification dated 29 December 2011 issued by the Ministry of Corporate Affairs amending Accounting Standard 11 - 'Accounting for the Effects of Changes in Foreign Exchange Rates' the Company has exercised the option as per Paragraph 46A inserted in the said Accounting Standard for amortisation of foreign exchange gain/loss on long-term monetary items over the remaining life of the concerned monetary items.

General reserve

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

Share option outstanding account

The reserve is used to recognise the fair value of the options issued to employees of the Group under Group's employee stock option plan.

Retained earnings

Retained earnings represents surplus / accumulated earning of the Group and are available for distribution to shareholders

Change in fair value of loan assets through other comprehensive income

This reserve has been created against change in business model for loan against property ("LAP"), business installments loan and personal loan from "hold to collect" to "hold to collect and sale".

Equity instruments through other comprehensive income

This represents the cumulative gains and losses arising on the fair valuation of equity instruments measured at fair value through other comprehensive income. The balance of the reserve represents such changes recognised net of amounts reclassified to retained earnings on disposal of such investments.

Currency Translation Reserve

The exchange differences arising from the translation of financial statements of foreign subsidiaries with functional currency other than the Indian rupee is recognized in other comprehensive income and is presented within equity.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 30 Interest income	For the year ended 31 March 2021	For the year ended 31 March 2020
On financial assets measured at amortised cost -		
Interest on loans		
- Interest from financing activities	82,133.83	174,886.94
- Interest on margin funding/delayed payments	954.67	1,906.10
- Interest on inter-corporate loans	6,392.77	7,339.83
Interest on deposits with banks		
- Interest on bank deposit	4,551.54	5,136.62
Other interest income		
- Unwinding of interest income	6,888.37	5,728.06
- Interest on Income-tax refund	239.82	13.39
- Interest on earnest money deposit	15.20	3.70
On financial assets measured at fair value through profit or loss -		
Interest income from investments		
- Interest on bonds	-	638.07
- Interest on Investments in opportunity fund	29.18	34.10
- Interest on commercial paper	-	1,200.60
- Interest on commercial deposits	-	345.70
Total	101,205.38	197,233.11

Note - 31 Dividend income	For the year ended 31 March 2021	For the year ended 31 March 2020
Dividend income on mutual funds	-	4,934.94
Dividend income on equity shares	9.41	16.25
Total	9.41	4,951.19

Note - 32 Fees and commission income	For the year ended 31 March 2021	For the year ended 31 March 2020
Brokerage and other related income	17,166.19	19,643.94
Management fee	1,543.80	940.44
Income from depository services	742.66	679.11
Remittance and merchant program	3.32	128.98
Digital wallet program	6,808.56	6,125.83
Total	26,264.53	27,518.30



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 33 Net gain/(loss) on fair value changes	For the year ended 31 March 2021	For the year ended 31 March 2020
On financial instruments at fair value through profit and loss:		
On trading portfolio		
- (Loss) /gain on sale of investment / mutual funds	3,622.30	(1,270.80)
- (Loss) /gain on Derivatives	-	(241.39)
Total net (loss) / gain on fair value changes	3,622.30	(1,512.19)
Fair value changes		
- Realised gain / (loss)	3,492.01	(1,219.39)
- Unrealised gain / (loss)	130.31	(292.80)
Total net (loss) / gain on fair value changes	3,622.32	(1,512.19)

Note - 34 Net gain/(loss) on derecognition of financial instruments under amortised cost category	For the year ended 31 March 2021	For the year ended 31 March 2020
Gain/(loss) on sale of loan portfolio	(132.81)	61,669.04
Gain on derecognition of financial assets	129.70	106.91
	(3.11)	61,775.95

Note - 35 Other income	For the year ended 31 March 2021	For the year ended 31 March 2020
Excess provisions written back	724.95	260.47
Profit on sale of investment property	3,579.20	-
Profit on sale of property, plant and equipment (net)	-	4.29
Liabilities written back	790.03	1.57
Gain on foreign exchange fluctuations	-	106.73
Gain on modification/derecognition of financial assets (net)	105.55	-
Miscellaneous income	44.35	33.62
Total	5,244.08	406.68

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 36	For the year ended	For the year ended
Finance costs	31 March 2021	31 March 2020
On financial liabilities measured at amortised cost -		
Interest on borrowings		
- Term loans	26,857.87	41,949.77
- Inter-corporate loans	2,165.90	5,735.15
- Bank overdraft	418.78	1,318.74
- Working capital loan	-	133.02
- Vehicle loan	4.30	7.75
Interest on debt securities		
- Commercial papers	-	1,582.13
- Liability component of compulsorily convertible debenture	82.55	1,936.38
- Non-convertible debentures	10,044.78	12,667.39
Other interest expense		
- Liability against securitised assets	7,523.87	11,451.52
- Liability against leases	1,800.84	2,774.91
- Taxes	111.24	42.48
Other borrowing costs	121.98	370.74
Total	49,132.11	79,969.98
Note - 37	For the year ended	For the year ended
Fees and commission expense	31 March 2021	31 March 2020
Transaction charges	543.72	443.89
Management and collection fee	49.72	18.35
Commission expense	95.59	107.97
Membership, depository and stock exchange fee	5,245.49	2,847.53
Total	5,934.52	3,417.74
Note - 38	For the year ended	For the year ended
Impairment on financial instruments	31 March 2021	31 March 2020
Measured at amortised cost		
Impairment allowances on loans	11,118.53	49,239.56
Impairment allowances on trade receivables and others	(2,693.96)	8,658.46
Impairment allowances on interest spread on assigned assets	(280.12)	1,915.71
Loan, trade receivables and other assets write off (net of bad debt recovered)	19,614.75	36,209.42
Total	27,759.20	96,023.15
Note - 39	For the year ended	For the year ended
Changes in Inventories of stock-in- trade and others	31 March 2021	31 March 2020
Opening Inventory		
- Stock-in-trade	-	-
Closing Inventory		
- Stock-in-trade	(90.45)	-
	(90.45)	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 40 Employee benefits expense	For the year ended 31 March 2021	For the year ended 31 March 2020
Salaries and wages	37,984.16	47,252.27
Contribution to provident fund and other funds	784.40	630.62
Share-based payment expenses (reversal) to employees	(143.26)	2,025.83
Staff welfare expenses	101.40	934.10
Total	38,726.70	50,842.82

Note - 41 Depreciation, amortisation and impairment	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation on investment property (refer note 16A)	1.70	2.50
Depreciation on property, plant and equipment (refer note 16B)	2,021.26	1,820.43
Amortisation of other intangible assets (refer note 16G)	2,961.95	4,790.50
Impairment of intangible assets (refer note 16G)	27.55	13.81
Depreciation on right of use assets (refer note 16D)	3,382.92	4,979.99
Total	8,395.38	11,607.23

Note - 42 Other expenses	For the year ended 31 March 2021	For the year ended 31 March 2020
Rent (refer note 47)	664.92	453.53
Rates and taxes	1,589.21	333.40
Office maintenance	964.80	1,381.58
Repairs and maintenance - others	137.72	381.46
Travelling and conveyance	1,480.81	1,445.76
Communication costs	858.37	2,105.74
Printing and stationery	111.44	384.82
Software expenses	1,916.75	1,984.47
Electricity expenses	269.55	553.63
Director's sitting fee	27.50	32.00
Legal and professional charges	7,666.16	25,386.35
Bank charges	2,677.46	2,422.11
Insurance	29.76	10.04
Stamp duty	134.00	106.69
Web hosting expenses	340.43	116.58
Leased line expenses	166.63	206.74
Content expenses	-	5.00
Recruitment expenses	182.48	37.24
Manpower hiring charges	502.71	70.76
Business promotion	5,663.37	5,574.78
Corporate social responsibility expenses (refer note i below)	867.65	750.67
Loss on modification/derecognition of financial assets	-	1,401.88
Provision for possible contracted liabilities	-	290.91
Consumables	8.62	305.24
Provision for capital advances	24.74	-
Security Charges	115.41	-
Recovery incentive expense	14.51	-
Loss on sale/scrapping of property, plant and equipment	744.94	-
Loss on fluctuation of foreign exchange	16.09	-
Miscellaneous expenses	66.98	66.80
Total	27,243.01	45,808.18



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

(i) Corporate social responsibility expenses

In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company (where CSR provisions are applicable) had constituted a Corporate Social Responsibility (CSR) Committee. In terms with the provisions of the said Act, the Group was to spend a sum of ₹ 867.65 lakhs (31 March 2020: ₹ 750.67 lakhs) towards CSR activities during the year ended 31 March 2021. The details of amount actually spent by the Group are as follow:

	For the year ended 31 March 2021	For the year ended 31 March 2020
(a) Gross amount required to be spent by the Group	867.65	750.67
(b) Amount spent on -		
- Construction/acquisition of any asset	-	-
- Any other purpose other than above*	867.65	750.67
- Yet to be paid	-	-
Total	867.65	750.67

*Contribution towards donation/corpus fund paid to Indiabulls foundation.

Note - 43 Tax expense	For the year ended 31 March 2021	For the year ended 31 March 2020
Current tax		
Income-tax for current year	6,028.03	1,881.82
Income-tax for earlier years	28.03	-
Deferred tax		
Deferred tax charge/(credit)	(3,950.56)	(3,358.78)
Income-tax expense reported in the statement of profit and loss	2,105.50	(1,476.96)

The major components of Income-tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Group at 25.17% (31 March 2020: 25.17%) and the reported tax expense in profit or loss are as follows:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Reconciliation of effective tax rate		
Accounting profit / (Loss) before tax expense	(20,871.40)	2,703.94
Income-tax rate	25.17%	25.17%
Expected tax (credit)/expense	(5,252.91)	680.53
Tax effect of adjustments to reconcile expected Income-tax expense to reported Income-tax expense:		
Tax impact on items exempt under Income-tax	(636.58)	(5,408.31)
Tax impact on deductions allowed under Income-tax	318.44	(4,036.19)
Tax impact of permanent differences	1,537.26	(490.31)
Income chargeable under capital gain (difference of tax rates)	(737.94)	385.37
Earlier years tax adjustments (net)	41.78	(30.19)
Tax impact of minimum alternate tax credit entitlement	-	-
Tax losses for which no deferred tax was recognised	6,653.63	6,368.94
Tax impact of difference in tax rate on certain items	66.65	617.22
Others	115.17	435.98
Income-tax (credit)/expense	2,105.50	(1,476.96)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Change in tax rate

The reduction of the Indian corporate tax rate under Section 115BAA of the Income-tax Act, 1961 from 25% to 22% is effective from 1 April 2019. As a result, the relevant deferred tax balances have been remeasured. Deferred tax expected to reverse in the year to 31 March 2020 has been measured using the effective rate that will apply in India for the period (22%).

The impact of the change in tax rate has been recognised in tax expense of statement of profit and loss, except to the extent that it relates to items previously recognised outside the statement of profit and loss.

Note - 44

Earnings per equity share (EPS)

Disclosure in respect of Indian Accounting Standard – 33 'Earnings Per Share':

The basic earnings per equity share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Partly paid-up equity shares are treated as a fraction of an equity share to the extent they are entitled to participate in dividend relative to a fully paid-up equity share during the reporting period. Compulsory convertible debentures are treated as equivalent of equity share for the purpose of basic earnings per equity share. Treasury shares are adjusted for computation of weighted average equity shares. Diluted earnings per equity share is computed by considering the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The number of equity shares and potential dilutive equity shares are adjusted for the potential dilutive effect of employee stock option plan and warrants as appropriate.

	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit/(loss) available for equity shareholders	(22,505.40)	432.67
Basic/diluted earnings per equity share:		
Weighted average number of equity shares used for computing basic earnings per equity share	540,661,308	588,484,888
Effect of dilution:		
Add: Potential number of equity shares that could arise on exercise of employee stock options	6,583,434	10,594,404
Add: Potential number of equity shares that could arise on exercise of warrants	-	-
Weighted average number of equity shares used in computing diluted earnings per equity share	547,244,742	599,079,292
Face value of equity share (₹)	2.00	2.00
Earnings per equity share -		
- Basic (₹)	(4.16)	0.07
- Diluted (₹)*	(4.11)	0.07

*Anti-dilutive for current year since decreasing loss per equity share.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 45

Outbreak of the COVID-19 pandemic

Consequent to the outbreak of the COVID-19 pandemic, the Indian Government announced a lockdown in March 2020. Subsequently, the national lockdown was lifted by the Government, but regional lockdowns continue to be implemented in areas with a significant number of COVID-19 cases. The impact of COVID-19, including changes in customer behavior and pandemic fears, as well as restriction of business and individual activities led to significant volatility in global and Indian financial markets and a significant decrease in global and local economic activities. This may lead to a rise in the number of borrower defaults and consequently an increase in corresponding provisions. The extent to which COVID-19 pandemic, including the current “second wave” that has significantly increased the number of cases in India, will continue to impact the Group’s performance and will depend on ongoing as well as future developments which are highly uncertain, including, among other things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government-mandated or elected by us.

The Group has recognized provisions as on 31 March 2021 towards its loan assets, based on the information available at this point of time, in accordance with the expected credit loss method. The Group believes that it has considered all the possible impact of the known events arising out of COVID-19 pandemic in the preparation of financial statement. However, the impact assessment of COVID-19 is a continuing process given its nature and duration. The Group will continue to monitor any material changes to future economic condition.

The Group’s capital and liquidity position remains sufficient and would continue to be the focus area for the Company; accordingly, the Company does not expect a stress on its liquidity situation in the immediate future.

Note 46

Acquisition of subsidiaries and non-controlling interest

Acquisition of Jwala Technology Systems Private Limited

On 09 September 2020, the Group acquired 100% of the voting shares of Jwala Technology Systems Private Limited, a non-listed company based in New Delhi and carry on the business of software development, portal and other IT activities. The Group acquired Jwala Technology Systems Private Limited because it enlarges the range of products that can be offered to its customer.

The fair values of the identifiable assets and liabilities of Jwala Technology Systems Private Limited as at the date of acquisition were:

Particulars	Jwala Technology Systems Private Limited
Financial Assets	
Cash and cash equivalents	-
Trade receivables	41.45
Loans	4.11
	45.56
Non-Financial Assets	
Property, plant and equipment	4.93
Deferred tax assets(net)	38.59
Current tax assets (net)	37.41
Other current assets	4.42
	85.35
Total Assets (A)	130.91
Financial liabilities	
Long term borrowings	-
Short term borrowings	64.04
Other financial liabilities	26.82
	90.86



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Jwala Technology Systems Private Limited
Non-financial liabilities	
Provisions	29.83
Other non-financial liabilities	11.22
Total liabilities (B)	41.05
Fair Value of identifiable net assets (C=A-B)	(1.00)
Less: Cash paid to obtain control (D)	1.00
Goodwill (C+D)	-

Acquisition of Euler Systems Inc.

On 07 September 2020, the Group acquired 100% of the voting shares of Euler Systems Inc., a non-listed company based in Delaware and carry on the business of software development, portal and other IT activities. The Group acquired Euler Systems Inc. because it enlarges the range of products and territory that can be offered to its customer.

Particulars	Euler Systems Inc.
Financial Assets	
Cash and cash equivalents	12.22
Trade receivables	36.66
Loans	-
	48.88
Non-Financial Assets	
Property, plant and equipment	-
Deferred tax assets(net)	-
Current tax assets (net)	26.44
Other current assets	-
	26.44
Total Assets (A)	75.32
Financial liabilities	
Long term borrowings	-
Short term borrowings	-
Other financial liabilities	75.38
	75.38
Non-financial liabilities	
Provisions	-
Other non-financial liabilities	-
	-
Total liabilities (B)	75.38
Fair Value of identifiable net assets (C=A-B)	(0.06)
Less: Cash paid to obtain control (D)	0.06
Goodwill (C+D)	(0.00)

Acquisition of additional interest in TranServ Limited

On 1 April 2020, the Group acquired remaining 58.00% interest in the voting shares of TranServ Limited, increasing its ownership interest to 100%. Cash consideration of ₹ 7,606.48 Lakh was paid to the non-controlling shareholders. Following is a schedule of additional interest acquired in TranServ Limited:

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	Amount
Cash consideration paid to non-controlling shareholders	7,606.48
Carrying value of the additional interest in TranServ Limited	4,707.33
Difference recognised as Goodwill	2,899.15

Acquisition in financial year 2019-20

On 1 April 2019, Dhani Loans and Services Limited (formerly, Indiabulls Consumer Finance Limited) (DLSL), a wholly owned subsidiary of the Company, has further acquired 9% shareholding in "Transerv Limited" (formerly known as Transerv Private Limited) and ICFL's total shareholding in Transerv Limited stood at 42%. By virtue of control as per Ind AS 110 - Consolidated Financial Statement, "Transerv Limited" has become subsidiary of the Group and same is consolidated in the consolidated financial statements for the financial year 2019-20.

Fair value of identifiable assets acquired and liabilities assumed as on the date of acquisition is as below:

Particulars	Amount
Financial assets	
Other bank balance	811.39
Trade receivable	45.44
Loans	21.33
Other financial assets	896.65
	1,774.81
Non-financial assets	
Current tax assets	130.56
Property, plant and equipments	7.47
Intangible assets under development	10.21
Other intangibles	6,173.50
Other non-financial assets	37.72
	6,359.46
Total assets (A)	8,134.27
Financial liabilities	
Trade payables	130.32
Other payables	5.22
Other financial liabilities	1,491.61
	1,627.15
Non-financial liabilities	
Provisions	41.96
Other non-financial liabilities	38.57
	80.53
Total liabilities (B)	1,707.68
Fair value of identifiable net assets (C=A-B)	6,426.59
Less : cash paid to obtain control (D)	(1,402.49)
Less : investment in subsidiary (E)	(3,567.58)
Less : non-controlling interest (F)	(3,630.75)
Less: deferred tax on intangible assets (G)	(1,412.13)
Goodwill (C+D+E+F+G)	(3,586.36)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

The resultant provisional goodwill amounts to ₹ 3,586.36 lakh. Goodwill paid reflects the premium for gaining immediate entry to wallet business with all the regulatory permits and clearances which will enable the Group to participate in the wallet business market.

Note - 47

Leases

The Group has leases for office buildings. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset "ROU" and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to pay maintenance fees in accordance with the lease contracts.

A Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	For the Year ended 31 March 2021	For the Year ended 31 March 2020
Short-term leases	664.92	453.53
Leases of low value assets	-	-
Variable lease payments	-	-

B Total cash outflow for leases for the year ended 31 March 2021 was ₹ 5424.01 lakh (31 March 2020: ₹ 6,009.48 lakh).

C The Group has total commitment for short-term leases of ₹ Nil as at 31 March 2021 (as at 31 March 2020: ₹ Nil).

D Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March 2021	Minimum lease payment due						Total
	Within 1 year	1 - 2 Years	2 - 3 Years	3 - 4 Years	4 - 5 Years	More than 5 years	
Lease Payment	3,791.21	3,625.61	3,408.88	3,418.54	3,404.47	4,500.76	22,149.47
Interest Expense	1,542.95	1,303.52	1,086.10	846.93	571.58	389.73	5,740.81
Net Present Value	2,248.26	2,322.09	2,322.78	2,571.61	2,832.89	4,111.03	16,408.66

31 March 2020	Minimum lease payment due						Total
	Within 1 year	1 - 2 Years	2 - 3 Years	3 - 4 Years	4 - 5 Years	More than 5 years	
Lease Payment	6,180.45	6,299.68	5,078.38	4,284.35	4,016.21	9,503.17	35,362.24
Interest Expense	2,493.50	2,079.42	1,652.05	1,345.55	1,031.84	1,135.55	9,737.91
Net Present Value	3,686.95	4,220.26	3,426.33	2,938.80	2,984.37	8,367.62	25,624.33

E Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2021 is of ₹ Nil (as at 31 March 2020: ₹ Nil).

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

F The table below describe the nature of the company's lease activities by type of right of use asset recognised on balance sheet:

Year	Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
As at 31 March 2021	Office Building	298	6 Month to 108 Month	54.28 Months	-	-	298
As at 31 March 2020	Office Building	240	2.03 Month to 107.60 Month	81.02 Months	-	-	240

G The total future cash outflows as at 31 March 2021 for leases that had not yet commenced is of ₹ 95.60 lakh (31 March 2020: ₹ 543.62 lakh).

H The following is the movement in lease liabilities during the year:

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Opening balance	25,624.33	-
Adjustment on account of Ind AS 116	-	24,626.06
Additions	11,836.24	7,037.34
Finance cost accrued during the period	1,800.85	2,774.91
Deletion	(17,428.74)	(2,804.50)
Payment of lease liabilities	(5,424.01)	(6,009.48)
Closing balance	16,408.66	25,624.33

Note - 48**A. Contingent liabilities not provided for in respect of:**

Particulars	As at 31 March 2021	As at 31 March 2020
Claims against the group not acknowledged as debts in respect of -		
- Cases under Arbitration and Conciliation Act, 1996 (refer note (i) below)	34.10	40.97
- Cases under Income-tax Act, 1961 (refer note (ii) to (iii) below)	4,612.22	410.99
Total	4,646.32	451.96

(i) The Group is involved in various legal proceedings as respondents/ defendants for various claims including those related to conduct of its business. In respect of these claims, the Group believes, these claims do not constitute material litigation matters and with its meritorious defences the ultimate disposition of these matters will not have material adverse effect on its financial statements/ position.

(ii) Demand pending u/s 143(3) read with section 153A of the Income-tax Act, 1961:-

	Financial Years	Authority	As at 31 March 2021	As at 31 March 2020
Disallowance under Income Tax Act, 1961	2010-11	CIT (Appeal)	90.97	90.97
Disallowance under Income Tax Act, 1961	2011-12	CIT (Appeal)	33.02	33.02
Disallowance under Income Tax Act, 1961	2012-13	CIT (Appeal)	4.21	4.21
Disallowance under Income Tax Act, 1961	2013-14	CIT (Appeal)	43.33	43.33
Disallowance under Income Tax Act, 1961	2014-15	CIT (Appeal)	40.66	40.66
Disallowance under Income Tax Act, 1961	2015-16	CIT (Appeal)	18.32	18.32
Disallowance under Income Tax Act, 1961	2016-17	CIT (Appeal)	67.17	67.17

The Group has deposited ₹ 60.08 lakh against the above demands.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

(iii) Demand pending u/s 143(3) of the Income Tax Act, 1961

	Financial Year	Authority	As at 31 March 2021	As at 31 March 2020
Disallowance under Income Tax Act, 1961	2010-11	High Court	313.58	-
Disallowance under Income Tax Act, 1961	2010-11	ITAT *	275.24	-
Disallowance under Income Tax Act, 1961	2011-12	High Court	1,032.11	-
Disallowance under Income Tax Act, 1961	2012-13	ITAT *	17.37	17.37
Disallowance under Income Tax Act, 1961	2017-18	CIT (Appeals)	56.72	-
Disallowance under Income Tax Act, 1961	2013-14	CIT (Appeals)	95.04	95.94
Disallowance under Income Tax Act, 1961	2017-18	CIT (Appeals)#	2,524.48	-

* Income tax department has filed an appeal against the order of CIT(A).

Subsequent to the year end, the Company has received order u/s 143(3) of the Income-tax Act, 1961 for demand of ₹ 2,524.48 lakh for financial year 2017-18. The Company has filed appeal with the CIT(A).

B. Commitments:

Particulars	As at 31 March 2021	As at 31 March 2020
Capital commitments for purchase of property, plant and equipment (net of capital advances paid)	16,582.14	9,163.19

Note - 49

The Holding Company was carrying on the business of stock broking which was discontinued during the financial year 2019-20. Accordingly, as at and during the year ended 31 March 2020, the financial assets of the Holding Company were more than fifty percent of its total assets and income from financial assets was more than fifty percent of the gross income. The Holding Company's present business activities consists of providing loans and making investments in group companies, consequentially, the Holding Company may be required to apply and obtain the Certificate of Registration (CoR) from Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under the category of Core Investment Company (CIC), which is currently being evaluated by the management considering the Holding Company's business operations and group structure. The management will take necessary steps in this regard in due course and is of the view that the impact of the above matter is not material to these standalone financial statements.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts are in Indian Rupees in lakh unless stated otherwise)***Note- 50****Reconciliation of liabilities arising from financing activities**

The changes in the Group's liabilities arising from financing activities can be classified as follows:

Particulars	Debt securities	Borrowings (other than debt securities)	Lease Liabilities	Total
Balance as at 1 April 2019	203,505.46	661,278.77	-	864,784.23
Adjustment on account of Ind AS 116	-	-	24,626.06	24,626.06
Cash flows:				
- Repayment	(159,960.54)	(1,873,454.27)	(6,009.48)	(2,039,424.29)
- Proceeds	43,320.28	1,635,997.12 #	-	1,679,317.40
Non cash:				
- Amortisation of upfront fees	1,870.81	646.77	-	2,517.58
- Accrued Interest	750.57	1,379.17	-	2,129.74
- Addition during the year (net)	-	-	4,232.84	4,232.84
- Others	-	-	2,774.91	2,774.91
Balance as at 31 March 2020	89,486.58	425,847.56	25,624.33	540,958.47
Cash flows:				
- Repayment	(66,076.95)	(187,290.60)*	(5,424.01)	(258,791.56)
- Proceeds	52,500.00	41,123.80	-	93,623.80
Non cash:				
- Amortisation of upfront fees	1,161.65	965.38	-	2,127.03
- Accrued Interest	115.86	(710.64)	-	(594.78)
- Addition/(deletion) during the year (net)	-	-	(5,592.50)	(5,592.50)
- Others	(126.81)	452	1,800.84	2,126.03
Balance as at 31 March 2021	77,060.33	280,387.50	16,408.66	373,856.48

This includes proceeds of ₹ Nil (31 March 2020: ₹ 92,645.57 lakh) from bank overdraft which is considered under cash and cash equivalents in the cash flow statement.

* This includes repayment of 10,355.78 lakh (31 March 2020: Nil) towards bank overdraft which is considered under cash and cash equivalents in the cash flow statement.

Note - 51**Employee benefits**

(i) Defined contribution plans:

During the year, the Group has recognized the following amounts in the statement of profit and loss in respect of defined contribution plans:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Contribution made to employees' provident fund organisation	124.13	142.94
Contribution made to employees' state insurance corporation	602.53	386.83
Contribution to labour welfare fund	13.47	15.08
Contribution to employees' national pension scheme	43.35	85.77
Total	783.48	630.62



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

(ii) Defined benefit plans:

The Group operates unfunded gratuity plan which provides lump sum benefits linked to the qualifying salary and completed years of service with the Group at the time of separation. Every employee who has completed 5 years of continuous service is entitled to receive gratuity at the time of his retirement or separation from the organisation, whichever is earlier. The gratuity benefit that is payable to any employee, is computed in accordance with the provisions of "The Payment of Gratuity Act, 1972".

Risks associated with plan provisions

Salary increases	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk	If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Based on the actuarial valuation report, the following table sets out the status of the gratuity plan and the amounts recognized in the Group's financial statements as at balance sheet date:

a) Amount recognised in the balance sheet is as under:

Particulars	As at 31 March 2021	As at 31 March 2020
Present value of obligation	2,123.96	2,341.56
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	2,123.96	2,341.56

b) Reconciliation of present value of defined benefit obligation:

Particulars	As at 31 March 2021	As at 31 March 2020
Balance at the beginning of the year	2,341.56	1,538.01
Current service cost	606.43	705.99
Interest cost	143.43	135.16
Past service cost	-	-
Actuarial loss recognised in other comprehensive income :		
- Demographic assumptions	-	(1.18)
- Financial assumptions	0.79	264.86
- Experience adjustment	(584.00)	(184.08)
Benefits paid	(389.00)	(159.13)
Acquisition adjustments on acquisition of subsidiary/ transfer of employees	4.75	41.93
Balance at the end of the year	2,123.96	2,341.56

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

c) Expense recognised in profit or loss:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Current service cost	606.43	705.99
Interest cost	143.43	135.16
Total	749.86	841.15

d.) Remeasurement recognised in other comprehensive income:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Actuarial loss on defined benefit obligations	(583.21)	79.60
Total	(583.21)	79.60

e.) Actuarial assumptions

The following were the principal actuarial assumptions at the reporting dates:

Particulars	As at 31 March 2021	As at 31 March 2020
Discount rate	6.79%	6.80%
Salary escalation rate	5.00%	5.00%
Retirement age (years)	60	60
Withdrawal rate		
Up to 30 Years	3%	3%
From 31 to 44 years	2%	2%
Above 44 years	1%	1%
Weighted average duration	15.80	15.72

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

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.

Mortality rates inclusive of provision for disability -100% of IALM (2012-14) (previous year: 100% of IALM (2006-08))

Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age. To provide for these eventualities, the Actuary has used Indian Assured Lives Mortality (2012-14) Ultimate table (previous year Indian Assured Lives Mortality (2006-08) Ultimate table).

f.) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at 31 March 2021		As at 31 March 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(158.44)	175.88	(177.71)	197.56
Salary escalation rate (0.5% movement)	178.15	(161.73)	198.60	(180.94)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these is not calculated.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

g.) Expected maturity analysis of the defined benefit plans in future years

Particulars	As at 31 March 2021	As at 31 March 2020
Less than 1 year	30.39	42.72
Between 1-2 years	23.58	27.82
Between 2-5 years	129.46	115.41
Over 5 years	1,940.53	2,155.61
Total	2,123.96	2,341.56
Expected contribution for the next annual reporting period	1,223.39	1,158.12

(iii) Other long term employee benefit plans

The company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The scheme is unfunded and liability for the same is recognized on the basis of actuarial valuation. A provision of ₹ 9.45 lakhs has been reversed (31 March 2020: ₹ 604.06 lakhs provision created) for the year on the basis of actuarial valuation at the year end and credit to the statement of profit and loss.

Note - 52

Employee stock option schemes:

The Holding Company has issued various Employees stock options scheme (ESOP / ESOS) for the benefit of the employees of the Company and its subsidiary companies.

A. Grants during the year:

The Group has established the "Udaan Employee Welfare Trust" ("Udaan – EWT") (earlier known as Indiabulls Ventures Limited - Employees Welfare Trust) ("Trust") for the implementation and management of its employees benefit scheme viz. the "Dhani Services Limited - Employee Stock Benefit Scheme – 2019" (Scheme), for the benefit of the employees of the Company and its subsidiaries. Pursuant to Regulation 3(12) of the SEBI (Share Based Employee Benefits) Regulations, 2014, fully paid up equity shares of 10,400,000 lying in Trust have been appropriated towards the Scheme for grant of Share Appreciations Rights (SARs) to the employees of the Company and its subsidiaries as permitted by SEBI. The company will treat these SARs as equity and therefore they will be treated as equity settled SARs and accounting has been done accordingly.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

B. Employees Stock Options Schemes:

(i) Employees Stock Option Scheme - 2008 (DSL ESOP - 2008)

Total options under the scheme (Nos.) Options granted (Nos.)	DSL ESOP - 2008			
	20,000,000			
	20,000,000	9,700,000 (Regrant)	500,000 (Regrant)	880,600 (Regrant)
Vesting period and percentage	Ten years, 1 st Year - 15% 2 nd year to 9 th year - 10% each year 10 th year - 5%	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year
Vesting date	25 th January each year, commencing 25 January 2010	2 nd July each year, commencing 2 July 2017	2 nd September each year, commencing 2 September 2018	25 th March each year, commencing 25 March 2019
Exercisable period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Exercise price (₹)	17.40	24.15	219.65	254.85
Outstanding at the beginning of 1 April 2019 (Nos.)	870,916	9,700,000	500,000	693,600
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	10,000	500,000	152,000
Exercised during the year (Nos.)	870,916	5,050,800	-	25,800
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2020 (Nos.)	-	4,639,200	-	515,800
Vested and exercisable as at 31 March 2020 (Nos.)	-	769,200	-	192,640
Remaining contractual life (weighted months)	-	66	-	73
Outstanding at the beginning of 1 April 2020 (Nos.)	-	4,639,200	-	515,800
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	14,400	-	429,000
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	-	4,624,800	-	86,800
Vested and exercisable as at 31 March 2021 (Nos.)	-	2,697,000	-	-
Remaining contractual life (weighted months)	-	54	-	73

Weighted average exercise price of share during the year ended 31 March 2021: Not applicable (31 March 2020: ₹ 198.22).



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

(ii) Employees Stock Option Scheme - 2009 (DSL - ESOP 2009)

	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009
Total options under the Scheme (Nos.)	20,000,000	20,000,000	20,000,000	20,000,000
Options granted (Nos.)	2,050,000	9,500,000	10,000,000	669,400
Vesting period and percentage	Ten years, 10% each year	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year
Vesting date	13 th April each year, commencing 13 April 2011	13 th May each year, commencing 13 May 2017	2 nd September each year, commencing 2 September 2018	25 th March each year, commencing 25 March 2019
Exercisable period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Exercise price (₹)	31.35	16.00	219.65	254.85
Outstanding at the beginning of 1 April 2019 (Nos.)	150,000	6,487,700	9,880,000	219,400
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	165,000	195,500	-
Exercised during the year (Nos.)	100,000	3,225,100	852,600	40,000
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2020 (Nos.)	50,000	3,097,600	8,831,900	179,400
Vested and exercisable as at 31 March 2020 (Nos.)	50,000	-	3,034,400	47,760
Remaining contractual life (Weighted Months)	60	67	67	77
Outstanding at the beginning of 1 April 2020 (Nos.)	50,000	3,097,600	8,831,900	179,400
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	572,000	6,146,300	179,400
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	50,000	2,525,600	2,685,600	-
Vested and exercisable as at 31 March 2021 (Nos.)	50,000	1,262,800	-	-
Remaining contractual life (Weighted Months)	48	55	71	-

Weighted average exercise price of share during the year ended 31 March 2021: Nil (31 March 2020: ₹ 187.29)

(iii) Dhani Services Limited - Employee Stock Benefit Scheme 2019 ("Scheme") ("DSL-ESBS 2019").

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Company at its meeting held on 22 October 2019; and (b) a special resolution of the shareholders' of the Company passed through postal ballot on 4 December 2019, result of which were declared on 5 December 2019.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

This Scheme comprises:

- Dhani Services Limited Employees Stock Option Plan 2019 (“ESOP Plan 2019”)
- Dhani Services Limited Employees Stock Purchase Plan 2019 (“ESP Plan 2019”)
- Dhani Services Limited Stock Appreciation Rights Plan 2019 (“SARs Plan 2019”)

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEBS Regulations”), the Company has set up “Udaan - Employee Welfare Trust” (“Trust”) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the “SBEBS Regulations”, is authorised to purchase upto an aggregate of 10,500,000 (One Crore Five lakh) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market. The Company has appropriated 10,400,000 fully paid up equity shares of the Company purchased by the Trust under the Scheme.

	DSL-ESBS 2019
Total options under the Scheme (Nos.)	10,500,000
Options granted (Nos.)	10,400,000
Vesting period and percentage	Three years, 33.33% each year
Vesting date	17 th August each year, commencing 17 August 2021
Exercisable period	5 years from each vesting date
Exercise price (₹)	250.00
Outstanding at the beginning of 1 April 2020 (Nos.)	-
Granted during the year (Nos.)	10,400,000
Forfeited during the year (Nos.)	-
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Outstanding as at 31 March 2021 (Nos.)	10,400,000
Vested and exercisable as at 31 March 2021 (Nos.)	-
Remaining contractual life (Weighted Months)	77

(iv) **Dhani Services Limited - Employee Stock Benefit Scheme 2020 (“Scheme”) (“DSL-ESBS 2020”).**

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Company at its meeting held on 23 January 2020; and (b) a special resolution of the shareholders’ of the Company passed through postal ballot on 20 March 2020, result of which were declared on 21 March 2020.

This Scheme comprises:

- Dhani Services Limited Employees Stock Option Plan 2020 (“ESOP Plan 2020”)
- Dhani Services Limited Employees Stock Purchase Plan 2020 (“ESP Plan 2020”)
- Dhani Services Limited Stock Appreciation Rights Plan 2020 (“SARs Plan 2020”)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”), the Company has set up “Udaan - Employees Welfare Trust” (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the “SBEB Regulations”, is authorised to purchase upto an aggregate of 9,300,000 (Ninety Three lakh) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market. The Company has not granted any options/ SARs under the said scheme as at 31 March 2021.

C. Fair Valuation:

The details of the Fair value of the options / SARs as determined by an Independent firm of Chartered Accountants, for the respective plans using the Black-Scholes Merton Option Pricing Model:-

	DSL ESOP - 2008			
	20,000,000	9,700,000	500,000	880,600
	Options	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	17.40	24.15	219.65	254.85
2. Expected volatility *	79.00%	42.97%	46.70%	47.15%
3. Option Life (Weighted Average) (in years)	11	6	6	6
4. Expected Dividends yield	22.99%	10.82%	1.27%	1.10%
5. Risk Free Interest rate	6.50%	7.45%	6.54%	7.56%
6. Fair value of the options (₹)	0.84	4.31	106.31	130.05

	DSL-ESBS 2019	DSL ESOP – 2009			
	10,400,000	2,050,000	9,500,000	10,000,000	669,400
	SARs	Options	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	250.00	31.35	16.00	219.65	254.85
2. Expected volatility *	68.45%	48.96%	40.74%	46.70%	47.15%
3. Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil
4. Expected dividends yield	1.71%	6.86%	16.33%	1.27%	1.10%
5. Risk free interest rate	4.17%	8.05%	7.45%	6.54%	7.56%
6. Fair value of the options (₹)	55.49	9.39	1.38	106.31	130.05

* The expected volatility was determined based on historical volatility data.

D. Share based payment expense:

The Company has recognised/(reversed) Share based payments expense to employees of ₹ 143.26 lakh (31 March 2020: ₹ 2,025.83 lakh expense) in the statement of Profit and loss for the year ended 31 March 2021 as follows:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Share based payments (reversal) / expense	(143.26)	2,025.83
	(143.26)	2,025.83



Summary of significant accounting policies and other explanatory information
for the year ended 31 March 2021
(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 53
Segment reporting:

Segment information for the year ended 31 March 2021 as per Indian Accounting Standard 108 - 'Segment Reporting':

(A) Primary segment information (by business segments):

Particulars	For the year ended 31 March 2021					For the year ended 31 March 2020						
	Broking and related activities	Financing and related activities	Asset reconstruction and related activities	Other operations	Inter-segment revenue	Total	Broking and related activities	Financing and related activities	Asset reconstruction and related activities	Other operations	Inter-segment revenue	Total
(i) Segment revenue	15,190.16	108,505.43	16,821.17	4,960.08	(14,375.23)	131,101.62	35,219.02	257,961.01	14,630.70	555.33	(16,887.51)	291,478.55
(ii) Segment results	1,558.14	(22,112.83)	3,843.07	-	-	(16,711.62)	971.53	3,091.84	8,109.85	-	-	12,173.22
Unallocated income net of other unallocated expenditure						1,687.37						(2,123.11)
Interest expenditure						(5,847.15)						(7,346.17)
Profit/(loss) before tax						(20,871.40)						2,703.94
Tax expense						2,105.50						1,476.96
Profit/(Loss) after tax						(22,976.90)						4,180.90
Total other comprehensive income						302.80						566.37
Total comprehensive income for the year						(22,674.10)						4,747.27
(iii) Segment assets	111,391.95	694,003.69	95,841.06	-	-	901,236.70	122,441.38	816,917.74	109,992.42	-	-	1,049,351.54
Unallocated corporate assets						111,659.66						108,370.98
Total assets						1,012,896.36						1,157,722.52
(iv) Segment liabilities	17,572.44	383,580.73	1,756.65	-	-	402,909.82	18,698.51	535,667.89	2,628.60	-	-	556,995.00
Unallocated corporate liabilities						48,740.85						41,953.96
Total liabilities						451,650.67						598,948.96
(v) Capital expenditure including capital advances given (net)						3,387.92						80,991.10
Unallocated capital expenditure including capital advances						3,387.92						80,991.10
Total capital expenditure including capital advances												
(vi) Depreciation, amortization and impairment	991.08	7,175.27	20.80	-	-	8,187.15	2,127.92	9,399.37	57.89	-	-	11,585.18
Unallocated depreciation and amortisation						208.23						22.05
Total depreciation and amortisation						8,395.38						11,607.23
(vii) Non cash expenditure other than depreciation						27,927.16						97,363.47
Unallocated non cash expenditure other than depreciation						27,927.16						97,363.47
Total non cash expenditure other than depreciation						27,927.16						97,363.47



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

(B) Geographic information

Revenue from external customers	For the year ended March 31, 2021	For the year ended March 31, 2020
India	131,102	291,479
Outside India	0.10	-
Total	131,101.62	291,479

Non-current operating assets	As at March 31, 2021	As at March 31, 2020
India	34,679.04	72,227.33
Outside India	48.67	-
Total	34,727.71	72,227.33

Non-current assets for this purpose consist of property, plant and equipment, Capital work-in-progress, right-of-use assets, Intangible assets under development, investment property and other intangible assets.

- (C) The Group's primary business segments are reflected based on principal business activities carried on by the Holding Company and its subsidiary companies. The Group's primary businesses are 'Broking and Related activities' and 'Financing and Related activities'. Broking and related activities include business as a stock broker on the National Stock Exchange of India Limited and the BSE Limited, business as a commodity broker on the Multi Commodity Exchange of India Limited and the National Commodity and Derivative Exchange Limited, brokerage on cross-selling of real estate, and other ancillary services relating to broking activities. Financing and related activities include business of financing loans and other ancillary services. Asset reconstructions and related activities include business of asset reconstruction and securitisation and other ancillary services.
- (D) Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis.
- (E) The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as disclosed in Note 5.

Note - 54

Related party disclosures :

Nature of relationship : **Name of the related party**

(a) Detail of related parties :

Key management personnel :

- Mr. Sameer Gehlaut, Whole Time Director, Chairman and Chief Executive Officer (w.e.f. 25 September 2020)
- Mr. Divyesh B. Shah, Whole Time Director & Chief Operating Officer / Chief Executive Officer #
- Mr. Pinank Jayant Shah, Whole Time Director
- Mr. Gagan Banga, Non-executive Director
- Mr. Anish Ernest Williams, Non-executive Director (w.e.f. 21 December 2020)
- Mr. Praveen Kumar Tripathi (w.e.f. 16 September 2019)
- Dr. Narendra Damodar Jadhav, Independent Director (w.e.f. 23 August 2020)
- Mrs. Fantry Mein Jaswal, Independent Director (w.e.f. 23 August 2020)
- Mr. Rakesh Mohan Garg, Independent Director (w.e.f. 25 November 2020)
- Mr. Vijay Chug, Independent Director (w.e.f. 21 December 2020)
- Mr. Abhaya Prasad Hota, Independent Director (till 16 September 2019)

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

- : Mr. Alok Misra, Independent Director (till 27 August 2020)
- : Mr. Shyam Lal Bansal, Independent Director (till 27 August 2020)
- : Ms. Vijayalakshmi Rajaram Iyer, Independent Director (till 27 August 2019)
- : Mrs. Rekha Gopal Warriar (w.e.f. 27 August 2019 and till 23 May 2020)

Person exercising significant influence : Mr. Sameer Gehlaut, Promoter and Non executive chairman (till 24 September 2020)

Mr. Divyesh B. Shah was designated as Chief Executive Officer till 27 August 2020 and has been redesignated as Chief Operating Officer w.e.f. 28 August 2020.

(b) Transactions with related parties :

Nature of transactions	Key management personnel		Person exercising significant influence		Total	
	For the year ended		For the year ended		For the year ended	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Income						
(i) Brokerage income	0.09	0.72	-	0.40	0.09	1.12
Expenses						
(i) Compensation to key management personnels:						
- Short term employee benefits	216.84	667.70	-	-	216.84	667.70
- Post employment benefits-gratuity	4.43	3.52	-	-	4.43	3.52
- Other long-term employee benefits-compensated absences	(33.54)	10.11	-	-	(33.54)	10.11
- Share based expenses	(203.61)	937.40	-	-	(203.61)	937.40
- Others (Director sitting fees)	24.50	32.50	-	-	24.50	32.50
Finance						
(i) Issue of Equity Shares under ESOP Schemes (based on the Exercise price)	-	1,622.56	-	-	-	1,622.56
(ii) Buy back of fully paid up equity shares	-	5,546.91	-	29,018.27	-	34,565.18
(iii) Call money received against right issue	-	51.98	-	-	-	51.98
(iv) Dividend paid *		366.04		1,081.31	-	1,447.35

* paid to related parties in their capacity of shareholders.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

(c) Balance outstanding at the end of the period :

Nature of transactions	Key management personnel		Person exercising significant influence		Total	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
(i) Margin funding loan receivable	-	68.83	-	-	-	68.83
(ii) Margin from customers	92.94	-	-	-	92.94	-

Amount presented in brackets represents liabilities

Note: Related party relationships as given above are as identified by the Group.

Note - 55

Financial instruments

A. Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at 31 March 2021	As at 31 March 2020
Financial assets measured at fair value			
Investments measured at -			
- Fair value through profit and loss	Note - 11	141,715.49	63,247.97
- Fair value through other comprehensive income	Note - 11	316.10	164.28
Loans measured at -			
- Fair value through other comprehensive income	Note - 10	17,550.22	48,773.63
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 6	123,595.03	211,941.33
Other bank balances	Note - 7	79,613.84	74,050.60
Receivables -			
(i) Trade receivables	Note - 8	14,027.67	15,214.76
(ii) Other receivables	Note - 9	6,969.91	6,875.11
Loans	Note - 10	442,335.04	474,322.44
Other financial assets	Note - 12	39,560.79	92,337.38
Total		865,684.09	986,927.50
Financial liabilities measured at amortised cost			
Trade payables	Note - 18	7,517.61	8,511.04
Other payables	Note - 19	9,577.22	4,051.25
Debt securities (including interest accrued)	Note - 20	77,060.33	89,486.58
Borrowings (other than debt securities) (including interest accrued)	Note - 21	280,387.50	425,847.56
Lease liabilities	Note - 22	16,408.66	25,624.33
Other financial liabilities	Note - 23	52,923.32	30,174.84
Total		443,874.64	583,695.60



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

B. Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2021	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Mutual funds	137,776.30	-	-	137,776.30
Unquoted security receipts	-	-	3,939.19	3,939.19
Investments at fair value through other comprehensive income				
Quoted equity instruments	316.10	-	-	316.10
Loans	-	-	17,550.22	17,550.22

As at 31 March 2020	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	50,598.88	-	-	50,598.88
Mutual funds	8,155.07	-	-	8,155.07
Unquoted security receipts	-	-	4,494.02	4,494.02
Investments at fair value through other comprehensive income				
Quoted equity instruments	164.28	-	-	164.28
Loans	-	-	48,773.63	48,773.63

Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices for quoted equity instruments and debt securities.
- for unquoted security receipts, adjusted discounted cash flow method (income approach) has been used.
- the use of net asset value for certificate of deposits and mutual funds on the basis of the statement received from investee party.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Particulars	Fair value		Significant unobservable inputs
	As at 31 March 2021	As at 31 March 2020	
Unquoted security receipts	3,939.19	4,494.02	Estimated cash flows and discount rate
Loans	17,784.31	49,057.18	Estimated cash flows and discount rate



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Sensitivity analysis

Description	For the year ended 31 March 2021	For the year ended 31 March 2020
Impact on fair value if change in internal rate of return - 'Unquoted security receipts'		
- Impact due to increase of 0.5%	(13.52)	(14.61)
- Impact due to decrease of 0.5%	13.52	14.61
Impact of change in rates on total comprehensive income statement - Loans		
- Impact due to increase of 1.0%	151.12	404.75
- Impact due to decrease of 1.0%	(146.06)	(390.95)

The following table presents the changes in level 3 items for the periods ended 31 March 2021 and 31 March 2020:

Particulars	Loans	Unquoted security receipts
As at 31 March 2019	-	1,933.94
Add: Addition during the year	569,686.09	3,150.00
Less: Disposal/ redeemed during the year	(521,687.91)	(589.92)
Add: Gain recognised in statement of profit and loss	1,059.00	-
As at 31 March 2020	49,057.18	4,494.02
Add: Addition during the year	44,150.97	-
Less: Disposal/ redeemed during the year	(76,125.84)	(554.83)
Add: Gain recognised in statement of profit and loss	702.00	-
As at 31 March 2021	17,784.31	3,939.19

The amounts shown above are gross of ECL allowances.

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	As at 31 March 2021		As at 31 March 2020	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	123,595.03	123,595.03	211,941.33	211,941.33
Other bank balances	79,613.84	79,613.84	74,050.60	74,050.60
Receivables -				
(i) Trade receivables	14,027.67	14,027.67	15,214.76	15,214.76
(ii) Other receivables	6,969.91	6,969.91	6,875.11	6,875.11
Loans	442,335.04	441,633.04	474,322.44	474,381.00
Other financial assets	39,560.79	39,068.17	92,337.38	95,688.95
Total	706,102.28	704,907.66	874,741.62	878,151.75
Financial liabilities				
Trade payables	7,517.61	7,517.61	8,511.04	8,511.04
Other payables	9,577.22	9,577.22	4,051.25	4,051.25
Debt securities	77,060.33	80,141.20	89,486.58	94,521.24
Borrowings (other than debt securities)	280,387.50	280,797.81	425,847.56	425,969.48
Lease Liabilities	16,408.66	16,382.74	25,624.33	26,353.33
Other financial liabilities	52,923.32	52,923.32	30,174.84	30,174.84
Total	443,874.64	447,339.90	583,695.60	589,581.18



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

The management assessed that fair values of cash and cash equivalents, other financial assets and other financial liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Financial instruments measured at fair value and fair value of financial instruments carried at amortized cost

Type	Valuation technique	Significant unobservable input	Inter-relationship between significant unobservable inputs and fair value and sensitivity
Financial assets and liabilities measured at amortized cost	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates	Not applicable	Not applicable
Financial assets measured at FVTPL	NAV based method.	Not applicable	Not applicable
Financial assets measured at FVOCI	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates	The discount rate is the average lending rate at which the loans are disbursed	There is an inverse correlation. Higher the discount rate i.e average lending rate for the disbursed loans, lower the fair value of the assets

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Financial risk management

i. Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group risk management framework. The Group's risk are managed by a treasury department under policies approved by the board of directors. The board of directors provides written principles for overall risk management. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, Other bank balances, investments, loans, trade receivables and other financial assets	Ageing analysis	Highly rated bank deposits and diversification of asset base and collaterals taken for assets
Liquidity risk	Borrowings, debt securities, trade payables, other payables and other financial liabilities	Cash flow forecasts	Committed borrowing and other credit facilities and sale of loan assets (whenever required)
Market risk - foreign exchange	Financial assets and liabilities not denominated in Indian rupee (INR)	Sensitivity analysis	Forward contract/hedging, if required
Market risk - interest rate	Variable rates borrowings and debt securities	Sensitivity analysis	Negotiation of terms that reflect the market factors
Market risk - security price	Investments in equity and debt securities, mutual funds	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit risk arises from the potential that an obligor is either unwilling to perform on an obligation or its ability to perform such obligation is impaired resulting in economic loss to the company. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, other bank balances, investments, loan assets, trade receivables and other financial assets. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. The Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

The Group provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables, security deposits and other financial assets	Life time expected credit loss or 12 month expected credit loss
Moderate credit risk	Trade receivables, other receivables and loans	Life time expected credit loss
High credit risk	Loans, other receivables and security deposits	Life time expected credit loss or fully provided for

Assets are written off when there is no reasonable expectation of recovery. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Financial assets that expose the entity to credit risk*

Particulars	As at 31 March 2021	As at 31 March 2020
(i) Low credit risk		
Cash and cash equivalents	123,595.03	211,941.33
Other bank balances	79,613.84	74,050.60
Trade receivables	14,027.67	15,214.76
Other receivables	6,969.91	6,875.11
Loans	2,85,813.30	4,41,245.93
Investments	1,42,031.59	63,412.25
Other financial assets	37,891.78	90,401.57
(ii) Moderate credit risk		
Trade receivables	1,198.90	1,198.90
Loans	77,794.67	22,201.47
(iii) High credit risk		
Loans	1,58,961.15	1,20,277.08
Other receivables	4,207.64	4,749.17
Trade receivables	3,116.88	7,094.68
Other financial assets	1,669.01	1,935.81

* These represent gross carrying values of financial assets, without deduction for expected credit losses

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade and other receivables

Credit risk related to trade and other receivables are managed by monitoring the recoverability of such amounts continuously.

Loans

The Group closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process (wherever applicable) to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Group assesses increase in credit risk on an ongoing basis for amounts loan assets that become past due and default is considered to have occurred when amounts receivable become one year past due.

The major guidelines for selection of the client includes:

- The client's income and indebtedness levels
- The client must possess the required KYC documents
- Client must agree to follow the rules and regulations of the Group
- Credit bureau check – In order to deal with the problem of over extension of credit and indebtedness of the client, the Group undertakes credit bureau checks for every client. The credit bureau check helps the Group in identifying clients with poor repayment histories and multiple loans.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Category*	Inputs	Assumptions
Corporate borrowers	1. Historical data as per Industry trends	1. Recoverability assumptions for stage 3 loan assets and related assessment with value of collateral
Retail borrowers	2. Supplemental external information that could affect the borrowers behaviour	2. Management judgement is applied to determine the economic scenarios and the application of probability weights
	3. Discount rate is based on internal rate of return on the loan	

* The Group has used forward looking information in form of GDP growth rate and unemployment rate specific to the sector.

Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits, interest spread on assigned assets and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

b) Credit risk exposure

i) Expected credit losses for financial assets other than loans

As at 31 March 2021	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	123,595.03	-	123,595.03
Other bank balances	79,613.84	-	79,613.84
Investments	1,42,031.59	-	1,42,031.59
Trade receivables	18,343.45	(4,315.78)	14,027.67
Other receivables	11,177.56	(4,207.65)	6,969.91
Margin funding loans	107.76	-	107.76
Other financial assets	41,229.80	(1,669.01)	39,560.79

As at 31 March 2020	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	211,941.33	-	211,941.33
Other bank balances	74,050.60	-	74,050.60
Investments	63,412.25	-	63,412.25
Trade receivables	23,508.34	(8,293.58)	15,214.76
Other receivables	11,624.28	(4,749.17)	6,875.11
Margin funding loans	1,341.86	-	1,341.86
Other financial assets	94,273.19	(1,935.81)	92,337.38



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables	Other receivables	Other financial assets
Loss allowance on 31 March 2019	3,071.71	1,434.50	23.00
Impairment loss recognised during the year	6,686.98	3,314.67	1,915.71
Loss allowance written back	(536.40)	-	(2.90)
Write - offs	(928.71)	-	-
Total Loss allowance on 31 March 2020	8,293.58	4,749.17	1,935.81
Impairment loss recognised during the year	300.00	-	-
Loss allowance written back	(1,385.55)	(541.52)	(266.80)
Write - offs	(2,892.25)	-	-
Loss allowance on 31 March 2021	4,315.78	4,207.65	1,669.01

Concentration of financial assets excluding loans

The Group carries on the business as stock broker on the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), commodities broker on Multi Commodity Exchange of India Limited (“MCX”) and National Commodity & Derivatives Exchange Limited (“NCDEX”), depository participants, broking of underwriting/distribution of real estate projects on behalf of developers and renders other related ancillary services. The Group’s outstanding receivables are for stock broking on stock exchange’s, broking of underwriting/distribution of real estate projects and depository participants. Other financial assets majorly represents margin funding loans and deposits given for business purposes.

ii) Expected credit losses for loans

Definition of default:

The Group considers default in all cases when the borrower becomes 90 days past due on its contractual payments. The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of default, Exposure at default and Loss given default.

Changes in the gross carrying amount in relation to loans given from beginning to end of reporting period:

Particulars	Stage 1	Stage 2	Stage 3
Gross carrying amount as at 1 April 2019	10,86,630.68	7,338.49	40,411.52
Assets originated and acquired	1,170,887.04	-	79,183.57
Net transfer between stages and derecognised	(1,24,691.75)	48,003.89	73,021.46
Assets write offs	(1,691,580.03)	(33,140.91)	(72,339.47)
Gross carrying amount as at 31 March 2020	4,41,245.94	22,201.47	120,277.08
Assets originated and acquired	4,35,045.91	-	5,077.57
Net transfer between stages and derecognised	(5,90,478.55)	55,593.20	52,021.88
Assets write offs	-	-	(18,415.38)
Gross carrying amount as at 31 March 2021	285,813.30	77,794.67	1,58,961.15



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Stage 1	Stage 2	Stage 3
Loss allowance on 1 April 2019	4,407.73	2,298.06	8,010.68
Increase of provision due to assets originated and purchased during the year	43,699.20	-	-
Net transfer between stages and write back	(7,115.83)	4,045.80	(20,984.98)
Loss allowance written back	-	-	26,267.75
Loss allowance on 31 March 2020	40,991.10	6,343.86	13,293.45
Increase of provision due to assets originated and purchased during the year	2,443.43	-	-
Net transfer between stages and write back	(41,314.47)	2,343.38	53,514.70
Loss allowance written back	-	-	(14,931.59)
Loss allowance on 31 March 2021	2,120.06	8,687.24	51,876.56

c) Concentration of loans

Prudent risk management involves the minimisation of concentration risk by diversifying the loan portfolio. Setting up exposure limit for particular industry, sector, geographical area, product, etc. is essential to reduce the concentration of the loan portfolio.

Particulars	As at 31 March 2021	As at 31 March 2020
Retail borrowers	298,726.53	401,333.53
Borrowers other than retail borrowers	223,734.83	181,049.09
Total	522,461.36	582,382.62

Loans secured against collateral

Group's secured portfolio has security base as follows:

Particulars	Value of loans	
	As at 31 March 2021	As at 31 March 2020
Secured by tangible assets	178,175.22	229,620.09
Secured by other assets	-	2,503.74

Wherever required, the Group holds other types of collateral and credit enhancements, such as cross-collateralisation on other assets of the borrower, pledge of securities, guarantees of promoters/proprietors, hypothecation of receivables via escrow account, hypothecation of receivables in other bank accounts, etc.

The Group does not physically possess properties or other assets in its normal course of business but makes efforts toward recovery of outstanding amounts on delinquent loans. Once contractual loan repayments are more than 90 days past due, possession of property may be initiated. Possessed property is disposed of in the manner prescribed under the regulatory guidance to recover outstanding debt.

B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Group maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Group's liquidity positions (also comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. The Group also takes into account liquidity of the market in which the entity operates.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

i) Financing arrangements

The Group had access to the following funding facilities:

As at 31 March 2021	Total facility	Drawn	Undrawn
- Expiring within one year	41,630.00	500.00	41,130.00
- Expiring beyond one year	110,000.00	41,300.00	68,700.00
Total	151,630.00	41,800.00	109,830.00

As at 31 March 2020	Total facility	Drawn	Undrawn
- Expiring within one year	126,930.00	10,855.78	116,074.22
- Expiring beyond one year	60,000.00	20,000.00	40,000.00
Total	186,930.00	30,855.78	156,074.22

ii) Maturities of financial assets and liabilities

The tables below analyse the Group financial assets and liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows:

As at 31 March 2021	Less than 1 year	1-3 years	More than 3 years	Total
Cash and cash equivalent	123,596.24	-	-	123,596.24
Other bank balances	79,409.37	310.98	1.00	79,721.35
Trade receivables	12,707.08	5,146.84	628.91	18,482.83
Other receivable	851.48	8,790.93	1,535.14	11,177.55
Loans	248,285.45	226,888.38	231,334.98	706,508.81
Investments	134,328.77	5,006.83	2,695.99	142,031.59
Other financial assets	32,355.79	6,747.21	5,820.20	44,923.20
Total undiscounted financial assets	631,534.20	252,891.17	242,016.22	1,126,441.59
Debt securities	46,714.21	33,805.68	5,620.73	86,140.62
Borrowings (other than debt securities)	146,423.76	159,107.97	9,055.66	314,587.39
Trade payables	7,517.61	-	-	7,517.61
Other payables	9,577.22	-	-	9,577.22
Lease Liabilities	3,562.47	6,705.28	11,187.30	21,455.05
Other financial liabilities	52,923.32	-	-	52,923.32
Total undiscounted financial liabilities	266,718.59	199,618.93	25,863.69	492,201.21
Net undiscounted financial assets/(liabilities)	364,815.61	53,272.24	216,152.53	634,240.38

As at 31 March 2020	Less than 1 year	1-3 years	More than 3 years	Total
Cash and cash equivalent	211,970.77	-	-	211,970.77
Other bank balances	73,567.67	1,536.47	1.00	75,105.14
Trade receivables	12,575.58	8,254.21	2,872.62	23,702.41
Other receivable	819.97	4,071.37	6,740.28	11,631.62
Loans	390,881.55	187,581.13	319,425.59	897,888.27
Investments	64,476.32	-	5,422.77	69,899.09
Other financial assets	77,297.03	21,235.93	2,433.01	100,965.97
Total undiscounted financial assets	831,588.88	222,679.11	336,895.27	1,391,163.27
Debt securities	25,334.70	65,020.59	17,397.66	107,752.95
Borrowings (other than debt securities)	222,630.98	242,986.96	18,259.07	483,877.01
Trade payables	8,511.18	-	-	8,511.18
Other payables	4,051.11	-	-	4,051.11
Lease Liabilities	6,180.45	11,378.06	17,803.73	35,362.24
Other financial liabilities	30,174.84	-	-	30,174.84
Total undiscounted financial liabilities	296,883.25	319,385.61	53,460.46	669,729.32
Net undiscounted financial assets/(liabilities)	534,705.63	(96,706.50)	283,434.81	721,433.95



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

C) Market risk

a) Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group. To mitigate the Group's exposure to foreign currency risk, non-rupee cash flows are monitored and forward exchange contracts are entered into in accordance with the Group's risk management policies. The Group has not hedged its foreign currency receivables and payables.

(i) Foreign currency risk exposure in USD:

Particulars	As at	Foreign currency	Exchange rate	Amount in Foreign Currency	Amount
Financial assets					
Loan notes and escrow receivable	31 March 2021	USD	73.50	10.74	789.24
Loan	31 March 2021	USD	73.50	10.08	740.88
Loan notes and escrow receivable	31 March 2020	USD	75.39	10.74	809.49

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
USD sensitivity		
INR/USD- increase by 6.70% (31 March 2020: 6.70%)*	102.52	54.24
INR/USD- decrease by 6.70% (31 March 2020: 6.70%)*	(102.52)	(54.24)

* Holding all other variables constant

b) Interest rate risk

i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2020, the Group is exposed to changes in market interest rates through debt securities and other borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Particulars	As at 31 March 2021	As at 31 March 2020
Variable rate liabilities		
Borrowings (other than debt securities)	139,373.24	238,190.08
Fixed rate liabilities		
Debt securities	76,193.89	88,736.01
Borrowings (other than debt securities)	140,081.76	186,278.31

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts are in Indian Rupees in lakh unless stated otherwise)***Sensitivity**

Below is the sensitivity of profit or loss in interest rates.

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest sensitivity on borrowings (other than debt securities)*		
Interest rates – increase by 1.0% (31 March 2020: 1.0%)	1,393.74	2,309.81
Interest rates – decrease by 1.0% (31 March 2020: 1.0%)	(1,393.74)	(2,309.81)

* Holding all other variables constant

ii) Assets

The Group's term deposit, commercial paper/deposits and bank deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk**i) Exposure**

The Group's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Group's equity:

Impact on profit after tax

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Mutual funds		
Net assets value – increase by 5%	6,888.82	407.75
Net assets value – decrease by 5%	(6,888.82)	(407.75)
Quoted debt securities		
Market price – increase by 5%	-	2,529.94
Market price – decrease by 5%	-	(2,529.94)

Impact on other comprehensive income

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Quoted equity instruments		
Value per share – increase by 26% (31 March 2020: 26%)	82.19	42.71
Value per share – decrease by 26% (31 March 2020: 26%)	(82.19)	(42.71)

Note - 57**Capital Management**

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

- to provide an adequate return to shareholders

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31 March 2021	As at 31 March 2020
Debt securities (including interest accrued)	77,060.33	89,486.58
Borrowings (other than debt securities) (including interest accrued)	2,80,387.50	4,25,847.56
Total debt	3,57,447.83	5,15,334.14
Less : Cash and cash equivalents	(1,23,595.03)	(2,11,941.33)
Net debt	2,33,852.80	3,03,392.81
Total equity	561,245.69	558,773.56
Net debt to equity ratio	0.42	0.54

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Transferred financial assets

A) Securitisation

In the course of its finance activity, the Group makes transfers of financial assets, where legal rights to the cash flows from the asset are passed to the counterparty and where the Group retains the rights to the cash flows but assumes a responsibility to transfer them to the counterparty.

The Group has securitized its loan assets to an unrelated and unconsolidated entities. As per the terms of the agreements, the Group is exposed to first loss default guarantee and cash collateral amounting in range of 14% to 16% of the amount securitised and therefore continues to be exposed to significant risk and rewards relating to the underlying receivables. Hence, these loan assets are not derecognised and proceeds received are presented as other financial liability.

The following tables provide a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

Securitisations	As at 31 March 2021	As at 31 March 2020
Gross carrying amount of securitised assets	31,721.65	89,112.47
Gross carrying amount of associated liabilities	40,838.71	92,156.05
Carrying value and fair value of securitised assets	48,935.05	92,567.91
Carrying value and fair value of associated liabilities	40,838.71	92,156.05
Net position	8,096.34	411.86

B) Assignment

During the year ended March 31, 2020, the Group has sold certain loans by way of direct bilateral assignment, as a source of finance. As per the terms of such deals, since the derecognition criteria as per Ind AS 109 are met, (including transfer of substantial risks and rewards) relating to assets being transferred to the buyer, the assets have been derecognised from the books of the Group.

The table below summarises the carrying amount of the derecognised financial assets measured at amortised cost and the gain/(loss) on derecognition.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	As at 31 March 2021	As at 31 March 2020
Carrying amount of de-recognised financial asset	36,711.03	588,837.88
Gain/(Loss) on sale of the de-recognised financial asset	(132.81)	61,669.04

Since the Group has derecognized the above loan assets in entirety, the whole of the interest spread at the present value (discounted over the expected life of the assets) is recognised on the date of derecognition itself as interest-only strip receivable and corresponding profit on derecognition of financial assets is recognized in the Statement of Profit and Loss.

Note - 59

Maturity analysis of assets and liabilities

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

	As at 31 March 2021		As at 31 March 2020	
	Within 12 months	After 12 months	Within 12 months	After 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	123,595.03	-	211,941.33	-
Other bank balances	79,089.79	524.05	72,208.51	1,842.09
Receivables				
Trade receivables	10,052.37	3,975.30	8,162.42	7,052.34
Other receivables	357.69	6,612.22	619.61	6,255.50
Loans	225,195.89	2,34,689.37	280,621.03	242,475.04
Investments	138,467.63	3,563.96	59,591.87	3,820.38
Other financial assets	29,329.10	10,231.69	72,206.85	20,130.53
Total Financial Assets	6,06,087.50	2,59,596.59	705,351.62	281,575.88
Non-financial assets				
Inventories	90.45	-	-	-
Current tax assets (net)	16,155.66	1,982.31	13,641.39	2,395.41
Deferred tax assets	-	20,877.80	-	17,269.39
Investment property	-	-	-	27,122.50
Property, plant and equipment	-	6,900.47	-	7,753.10
Capital work-in-progress	-	123.88	-	-
Right-of-use assets	2,490.91	12,668.87	4,158.11	19,977.09
Intangible assets under development	-	478.08	-	608.12
Goodwill	-	6,797.16	-	3,906.43
Other intangible assets	-	12,065.50	-	12,608.41
Other non-financial assets	7,450.21	59,130.97	14,939.79	46,415.28
Total non-financial Asset	26,187.23	1,21,025.04	32,739.29	138,055.73
TOTAL ASSETS (A)	6,32,274.73	3,80,621.63	738,090.91	419,631.61



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

	As at 31 March 2021		As at 31 March 2020	
	Within 12 months	After 12 months	Within 12 months	After 12 months
LIABILITIES				
Financial liabilities				
Payables			-	
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	2.42	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	7,517.61	-	8,508.62	-
Other payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	9,577.22	-	4,051.25	-
Debt securities	42,924.47	34,135.86	16,558.78	72,177.23
Borrowings (other than debt securities)	131,927.80	148,459.70	188,435.24	236,033.15
Lease liabilities	2,248.26	14,160.39	3,686.95	21,937.38
Other financial liabilities	52,923.32	-	32,304.58	-
Total Financial Liabilities	247,118.68	196,755.95	253,547.84	330,147.76
Non-financial Liabilities				
Current tax liabilities (net)	1,095.71	-	284.96	-
Provisions	53.69	2,971.27	82.03	3,659.01
Deferred tax liabilities (net)	-	774.65	-	1,098.28
Other non-financial liabilities	2,776.85	103.86	9,946.55	182.53
	3,926.25	3,849.78	10,313.54	4,939.82
TOTAL LIABILITIES (B)	251,044.93	200,605.74	263,861.38	335,087.58
NET (A-B)	3,81,229.80	1,80,015.90	474,229.53	84,544.03



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Note - 60

Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statements to Schedule III to the Companies Act, 2013:

Name of the entity	As at 31 March 2021							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Company								
Dhani Services Limited (Formerly Indiabulls Ventures Limited)	(3.55%)	(19,917.07)	11.84%	(2,720.82)	50.29%	152.28	11.33%	(2,568.55)
Subsidiaries								
Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited)	56.58%	317,551.60	88.99%	(20,444.29)	50.06%	151.57	89.50%	(20,292.73)
Indiabulls Investment Advisors Limited	4.74%	26,610.23	1.94%	(445.08)	14.21%	43.04	1.77%	(402.04)
Indiabulls Distribution Services Limited	6.43%	36,077.59	13.17%	(3,025.91)	0.00%	-	13.35%	(3,025.93)
Dhani Stock Limited (Formerly Indiabulls Securities Limited)	6.77%	37,987.96	(11.51%)	2,644.88	1.03%	3.11	(11.68%)	2,647.99
Devata Tradelink Limited	0.00%	23.17	0.00%	(1.02)	0.00%	-	0.00%	(1.02)
Indiabulls Alternate Investments Limited	0.17%	945.07	(0.56%)	130.88	0.00%	-	(0.58%)	130.88
Indiabulls Consumer Products Limited	0.00%	3.78	0.04%	(8.34)	0.00%	-	0.04%	(8.34)
Indiabulls Asset Reconstruction Company Limited	1.25%	7,001.59	0.39%	(90.00)	0.09%	0.29	0.40%	(89.71)
Indiabulls Infra Resources Limited	0.07%	373.06	0.06%	(12.83)	0.00%	-	0.06%	(12.83)
Auxesia Soft Solutions Limited	0.00%	(2.46)	0.01%	(0.48)	0.00%	-	0.00%	(0.48)
Pushpanjli Finsolutions Limited	0.17%	980.02	(23.09%)	5,305.97	0.00%	-	(23.40%)	5,305.97
Arbutus Constructions Limited	0.00%	-	0.00%	(1.06)	0.00%	-	0.00%	(1.06)
Gyansagar Buildtech Limited	0.05%	255.79	0.03%	(7.36)	0.00%	-	0.03%	(7.36)
Dhani Healthcare Limited (Formerly Pushpanjli Fincon Limited)	0.50%	2,832.21	28.38%	(6,520.50)	(7.41%)	(22.45)	28.86%	(6,542.94)
Evinos Buildwell Limited	5.78%	32,435.54	(0.03%)	6.12	0.00%	-	(0.03%)	6.12
Evinos Developers Limited	0.00%	4.14	0.00%	(0.51)	0.00%	-	0.00%	(0.51)
Krathis Buildcon Limited	0.00%	4.23	0.00%	(0.52)	0.00%	-	0.00%	(0.52)
Savren Medicare Limited (Formerly Savren Buildwell Limited)	0.00%	4.45	0.00%	(0.31)	0.00%	-	0.00%	(0.31)
Krathis Developers Limited	0.00%	4.24	0.00%	(0.52)	0.00%	-	0.00%	(0.52)
Transerv Limited (Formerly Transerv Private Limited)	5.66%	31,762.13	1.90%	(435.92)	(2.28%)	(6.91)	1.96%	(442.82)
Jwala Technology Systems Private Limited	0.04%	217.54	(0.09%)	20.28	0.00%	-	(0.08%)	20.28
Euler Systems, Inc (USA)	0.09%	507.54	0.01%	(1.42)	0.15%	0.46	0.01%	(0.95)
Dhani Health Middle East FZ LLC (Dubai)	0.01%	44.26	0.06%	(14.79)	(0.12%)	(0.35)	0.08%	(15.14)
Dhani Limited, Jersey	0.66%	3,691.77	0.02%	(5.67)	(5.93%)	(17.97)	0.11%	(23.63)
Dhani Limited, UK	0.00%	(1.91)	0.03%	(7.21)	(0.09%)	(0.27)	0.04%	(7.48)
Indiabulls ARC - III Trust	0.00%	4.50	(4.54%)	1,043.79	0.00%	-	(4.65%)	1,043.79
Indiabulls ARC - IV Trust	0.95%	5,348.15	(1.89%)	433.91	0.00%	-	(1.91%)	433.91
Indiabulls ARC - V Trust	0.02%	115.53	0.18%	(40.69)	0.00%	-	0.18%	(40.69)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021
(All amounts are in Indian Rupees in lakh unless stated otherwise)

Name of the entity	As at 31 March 2021									
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income			
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount		
Indiabulls ARC - VI Trust	0.38%	2,145.62	1.79%	(410.79)	0.00%	-	1.81%	(410.79)		
Indiabulls ARC - VII Trust	0.27%	1,542.66	1.09%	(250.45)	0.00%	-	1.10%	(250.45)		
Indiabulls ARC - VIII Trust	0.44%	2,444.08	0.25%	(62.82)	0.00%	-	0.28%	(62.82)		
Indiabulls ARC - X Trust	2.41%	13,545.37	(3.13%)	719.75	0.00%	-	(3.17%)	719.75		
Indiabulls ARC - XI Trust	0.00%	0.09	(2.51%)	576.95	0.00%	-	(2.54%)	576.95		
Indiabulls ARC - XII Trust	1.46%	8,187.15	(2.03%)	466.00	0.00%	-	(2.06%)	466.00		
Indiabulls ARC - XIII Trust	0.19%	1,046.01	(0.02%)	5.20	0.00%	-	(0.02%)	5.20		
Indiabulls ARC - XVI Trust	0.18%	998.27	(0.16%)	36.31	0.00%	-	(0.16%)	36.31		
Indiabulls ARC - XVII Trust	0.69%	3,852.90	(0.85%)	195.96	0.00%	-	(0.86%)	195.96		
Indiabulls ARC - XVIII Trust	1.86%	10,432.99	(1.82%)	418.56	0.00%	-	(1.85%)	418.56		
Indiabulls ARC - XVIII Trust	0.91%	5,098.74	0.00%	(0.65)	0.00%	-	0.00%	(0.65)		
Non controlling interest in all subsidiaries	4.83%	27,087.16	2.05%	(471.50)	0.00%	-	2.08%	(471.50)		
Total	100.00%	561,245.69	100.00%	(22,976.90)	100.00%	302.80	100.00%	(22,674.10)		



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021
(All amounts are in Indian Rupees in lakh unless stated otherwise)

Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statements to Schedule III to the Companies Act, 2013:

Name of the entity	As at 31 March 2020									
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Amount	Share in total comprehensive income
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income			
Parent Company										
Indiabulls Ventures Limited	(4.05%)	(22,629.08)	(86.37%)	(3,610.98)	(26.82%)	(151.92)	(79.26%)	(3,762.91)		
Subsidiaries										
Indiabulls Consumer Finance Limited (Formerly IVL Finance Limited)	52.19%	291,610.68	41.09%	1,717.69	128.58%	728.26	51.52%	2,445.95		
Indiabulls Investment Advisors Limited	4.82%	26,957.17	(90.19%)	(3,770.73)	(1.24%)	(7.04)	(79.58%)	(3,777.77)		
Indiabulls Distribution Services Limited	8.14%	45,486.58	37.65%	1,574.14	0.00%	-	33.16%	1,574.14		
Indiabulls Securities Limited (Formerly Indiabulls Commodities Limited)	7.43%	41,533.56	(26.49%)	(1,107.52)	(5.52%)	(31.25)	(23.99%)	(1,138.77)		
Devata Tradelink Limited	0.01%	28.51	(0.01%)	(0.50)	0.00%	-	(0.01%)	(0.50)		
Indiabulls Alternite Investments Limited	0.15%	814.19	3.35%	139.85	0.00%	-	2.95%	139.85		
Indiabulls Consumer Products Limited	0.00%	12.11	(0.06%)	(2.38)	0.00%	-	(0.05%)	(2.38)		
Indiabulls Asset Reconstruction Company Limited	0.58%	3,251.88	12.34%	515.93	1.04%	5.92	10.99%	521.85		
Indiabulls Infra Resources Limited	0.02%	119.18	(0.23%)	(9.53)	0.00%	-	(0.20%)	(9.53)		
Auxesia Soft Solutions Limited	0.00%	(1.20)	0.00%	(0.22)	0.00%	-	0.00%	(0.22)		
Pushpanjali Finsolutions Limited	4.84%	27,019.59	(18.04%)	(754.09)	0.00%	-	(15.88%)	(754.09)		
Arbutus Constructions Limited	0.02%	95.03	0.00%	(0.10)	0.00%	-	0.00%	(0.10)		
Gransagar Buildtech Limited	0.06%	345.68	(0.01%)	(0.33)	0.00%	-	(0.01%)	(0.33)		
Pushpanjali Fincon Limited	0.00%	3.72	(0.21%)	(8.87)	0.00%	-	(0.19%)	(8.87)		
Evinos Buildwell Limited	5.83%	32,572.05	(0.14%)	(6.05)	0.00%	-	(0.13%)	(6.05)		
Evinos Developers Limited	0.00%	4.65	(0.01%)	(0.35)	0.00%	-	(0.01%)	(0.35)		
Krathis Buildcon Limited	0.00%	4.75	(0.01%)	(0.25)	0.00%	-	(0.01%)	(0.25)		
Savren Buildwell Limited	0.00%	4.75	(0.01%)	(0.25)	0.00%	-	(0.01%)	(0.25)		
Krathis Developers Limited	0.00%	4.75	(0.01%)	(0.25)	0.00%	-	(0.01%)	(0.25)		
Transerv Limited (formerly Transerv Private Limited)	0.62%	3,474.37	17.31%	723.68	1.66%	9.40	15.45%	733.09		
Indiabulls ARC - III Trust	0.49%	2,744.27	(10.95%)	(458.04)	0.00%	-	(9.65%)	(458.04)		
Indiabulls ARC - IV Trust	0.66%	3,691.86	21.78%	910.57	0.00%	-	19.18%	910.57		
Indiabulls ARC - V Trust	0.04%	240.21	6.23%	260.49	0.00%	-	5.49%	260.49		
Indiabulls ARC - VI Trust	0.47%	2,643.76	14.42%	602.92	0.00%	-	12.70%	602.92		
Indiabulls ARC - VII Trust	0.33%	1,847.41	18.01%	753.06	0.00%	-	15.86%	753.06		
Indiabulls ARC - VIII Trust	0.47%	2,603.84	6.14%	256.47	0.00%	-	5.40%	256.47		
Indiabulls ARC - X Trust	3.24%	19,106.76	30.60%	1,279.36	0.00%	-	26.95%	1,279.36		
Indiabulls ARC - XI Trust	1.99%	11,128.84	24.38%	1,019.51	0.00%	-	21.48%	1,019.51		
Indiabulls ARC - XII Trust	1.69%	9,447.24	8.15%	340.76	0.00%	-	7.18%	340.76		
Indiabulls ARC - XIII Trust	0.20%	1,093.22	1.64%	68.68	0.00%	-	1.45%	68.68		
Non controlling interest in all subsidiaries	9.76%	54,513.23	89.65%	3,748.23	2.30%	13.00	79.23%	3,761.23		
Total	100.00%	558,773.56	100.00%	4,180.90	100.00%	566.37	100.00%	4,747.27		



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

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Group information

- A. The consolidated financial statements include the financial statements of Group and its subsidiaries. Dhani Services Limited (formerly known as Indiabulls Ventures Limited) is the ultimate holding of the Group.

Name of subsidiaries	Country of incorporation	% of holding and voting power either directly or indirectly through subsidiary	
		As at 31 March 2021	As at 31 March 2020
Dhani Loans and Services Limited	India	100.00%	100.00%
(Formerly Indiabulls Consumer Finance Limited)			
Indiabulls Investment Advisors Limited	India	100.00%	100.00%
(Subsidiary of Dhani Loans and Services Limited, formerly Indiabulls Consumer Finance Limited)			
Indiabulls Distribution Services Limited	India	100.00%	100.00%
(Subsidiary of Dhani Loans and Services Limited, formerly Indiabulls Consumer Finance Limited)			
Dhani Stock Limited	India	100.00%	100.00%
(Formerly Indiabulls Securities Limited)			
Devata Tradelink Limited	India	100.00%	100.00%
Indiabulls Alternate Investments Limited	India	100.00%	100.00%
Indiabulls Consumer Products Limited	India	100.00%	100.00%
Indiabulls Asset Reconstruction Company Limited	India	100.00%	100.00%
Indiabulls Infra Resources Limited	India	100.00%	100.00%
Auxesia Soft Solutions Limited	India	100.00%	100.00%
Pushpanjali Finsolutions Limited	India	100.00%	100.00%
Arbutus Constructions Limited	India	100.00%	100.00%
Gyansagar Buildtech Limited	India	100.00%	100.00%
Dhani Healthcare Limited	India	100.00%	100.00%
(Formerly Pushpanjali Fincon Limited)			
Transerv Limited	India	100.00%	42.00%
(formerly Transerv Private Limited)			
Indiabulls ARC - III Trust	India	51.00%	51.00%
Indiabulls ARC - IV Trust	India	51.00%	51.00%
Indiabulls ARC - V Trust	India	51.00%	51.00%
Indiabulls ARC - VI Trust	India	51.00%	51.00%
Indiabulls ARC - VII Trust	India	51.00%	51.00%
Indiabulls ARC - VIII Trust	India	51.00%	51.00%
Indiabulls ARC - X Trust	India	51.00%	51.00%
Indiabulls ARC - XI Trust	India	51.00%	51.00%
Indiabulls ARC - XII Trust	India	51.00%	51.00%
Indiabulls ARC - XIII Trust	India	51.00%	51.00%
Indiabulls ARC - XV Trust	India	51.00%	Not applicable
Indiabulls ARC - XVI Trust	India	51.00%	Not applicable
Indiabulls ARC - XVII Trust	India	100.00%	Not applicable
Indiabulls ARC - XVIII Trust	India	51.00%	Not applicable
Evinos Developers Limited	India	100.00%	100.00%
Evinos Buildwell Limited	India	100.00%	100.00%
Krathis Buildcon Limited	India	100.00%	100.00%
Krathis Developers Limited	India	100.00%	100.00%
Savren Medicare Limited	India	100.00%	100.00%
(Formerly Savren Buildwell Limited)			
Jwala Technology Systems Private Limited	India	100.00%	Not applicable
Euler Systems, Inc (USA)	USA	100.00%	Not applicable
Dhani Health Middle East FZ LLC (Dubai)	Dubai	100.00%	Not applicable
Dhani Limited, Jersey	Jersey	100.00%	Not applicable
Dhani Limited, UK	UK	100.00%	Not applicable



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

B. Subsidiary with material non-controlling interests (NCI)

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Name of entity	Principal activities	Proportion of ownership interests and voting rights held by NCI	
		As at 31 March 2021	As at 31 March 2020
Indiabulls ARC - III Trust	Securitisation and Asset Reconstruction	49.00%	49.00%
Indiabulls ARC - IV Trust		49.00%	49.00%
Indiabulls ARC - V Trust		49.00%	49.00%
Indiabulls ARC - VI Trust		49.00%	49.00%
Indiabulls ARC - VII Trust		49.00%	49.00%
Indiabulls ARC - VIII Trust		49.00%	49.00%
Indiabulls ARC - X Trust		49.00%	49.00%
Indiabulls ARC - XI Trust		49.00%	49.00%
Indiabulls ARC - XII Trust		49.00%	49.00%
Indiabulls ARC - XIII Trust		49.00%	49.00%
Indiabulls ARC - XV Trust		49.00%	Not applicable
Indiabulls ARC - XVI Trust		49.00%	Not applicable
Indiabulls ARC - XVIII Trust		49.00%	Not applicable
Transerv Limited		Wallet Business	0%

Summarised financial information for Indiabulls ARC - III Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	7,568.70	5,551.31
Non-financial assets	-	9.84
Total assets	7,568.70	5,561.15
Financial liabilities	465.53	359.26
Non-financial Liabilities	0.16	-
Total liabilities	465.69	359.26
Equity attributable to the owners of the holding company	3,622.54	2,652.97
Non-controlling interests	3,480.47	2,548.92

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	498.06	791.48
Total comprehensive income attributable to the owners of the holding company	969.57	(597.19)
Total comprehensive income attributable to non-controlling interest	931.55	(573.77)
Total comprehensive income	1,901.13	(1,170.96)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	116.27	147.79
Cash flows from investing activities	-	-
Cash flows from financing activities	(115.93)	(151.77)
Net (decrease)/increase in cash and cash equivalents	0.34	(3.98)

Summarised financial information for Indiabulls ARC - IV Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	4,274.33	6,857.55
Non-financial assets	156.26	415.50
Total assets	4,430.59	7,273.05
Financial liabilities	22.21	34.51
Non-financial Liabilities	6.28	0.61
Total liabilities	28.49	35.12
Equity attributable to the owners of the holding company	2,245.07	3,691.35
Non-controlling interests	2,157.03	3,546.58

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	2,377.72	3,668.32
Total comprehensive income attributable to the owners of the holding company	162.67	112.61
Total comprehensive income attributable to non-controlling interest	156.29	108.19
Total comprehensive income	318.97	220.80

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash used in operating activities	3,888.57	6,643.91
Cash flows from investing activities	-	-
Cash flows from financing activities	(3,838.50)	(6,898.07)
Net (decrease)/increase in cash and cash equivalents	50.07	(254.16)

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts are in Indian Rupees in lakh unless stated otherwise)***Summarised financial information for Indiabulls ARC - V Trust is set out below:**

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	318.80	591.45
Non-financial assets	0.33	11.83
Total assets	319.13	603.28
Financial liabilities	93.61	133.28
Non-financial Liabilities	-	-
Total liabilities	93.61	133.28
Equity attributable to the owners of the holding company	115.03	239.71
Non-controlling interests	110.49	230.29

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	34.12	143.02
Total comprehensive income attributable to the owners of the holding company	(70.09)	213.12
Total comprehensive income attributable to non-controlling interest	(67.34)	204.76
Total comprehensive income	(137.42)	417.88

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash used in operating activities	(28.18)	1,122.24
Cash flows from investing activities	-	-
Cash flows from financing activities	(15.96)	(984.33)
Net increase in cash and cash equivalents	(44.14)	137.91

Summarised financial information for Indiabulls ARC - VI Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	4,407.43	5,286.97
Non-financial assets	-	0.24
Total assets	4,407.43	5,287.21
Financial liabilities	241.85	109.87
Non-financial Liabilities	0.02	-
Total liabilities	241.87	109.87
Equity attributable to the owners of the holding company	2,124.44	2,640.45
Non-controlling interests	2,041.12	2,536.89



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	555.51	467.28
Total comprehensive income attributable to the owners of the holding company	(516.01)	496.77
Total comprehensive income attributable to non-controlling interest	(495.77)	477.29
Total comprehensive income	(1,011.77)	974.06

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash used in operating activities	141.00	109.38
Cash flows from investing activities	-	-
Cash flows from financing activities	(141.13)	(108.69)
Net increase in cash and cash equivalents	(0.13)	0.69

Summarised financial information for Indiabulls ARC - VII Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	3,061.07	3,623.88
Non-financial assets	34.04	16.73
Total assets	3,095.11	3,640.61
Financial liabilities	82.14	18.24
Non-financial Liabilities	0.01	-
Total liabilities	82.15	18.24
Equity attributable to the owners of the holding company	1,536.61	1,847.41
Non-controlling interests	1,476.35	1,774.96

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	348.13	600.88
Total comprehensive income attributable to the owners of the holding company	(310.80)	613.88
Total comprehensive income attributable to non-controlling interest	(298.61)	589.81
Total comprehensive income	(609.41)	1,203.69

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash used in operating activities	46.59	3,622.13
Cash flows from investing activities	-	-
Cash flows from financing activities	(58.66)	(3,610.03)
Net increase in cash and cash equivalents	(12.07)	12.10

Summarised financial information for Indiabulls ARC - VIII Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	4,974.57	5,187.01
Non-financial assets	-	0.80
Total assets	4,974.57	5,187.81
Financial liabilities	242.17	98.79
Non-financial Liabilities	-	-
Total liabilities	242.17	98.79
Equity attributable to the owners of the holding company	2,413.52	2,595.40
Non-controlling interests	2,318.88	2,493.62

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	891.17	657.63
Total comprehensive income attributable to the owners of the holding company	(181.88)	166.53
Total comprehensive income attributable to non-controlling interest	(174.75)	159.99
Total comprehensive income	(356.63)	326.52

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	144.19	(4,664.51)
Cash flows from investing activities	-	-
Cash flows from financing activities	(144.61)	4,664.94
Net increase in cash and cash equivalents	(0.42)	0.43



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Summarised financial information for Indiabulls ARC - X Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	26,605.28	35,556.26
Non-financial assets	0.73	3.42
Total assets	26,606.01	35,559.68
Financial liabilities	51.44	54.87
Non-financial Liabilities	2.25	1.49
Total liabilities	53.69	56.36
Equity attributable to the owners of the holding company	13,541.68	18,106.69
Non-controlling interests	13,010.64	17,396.63

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	5,604.70	3,095.41
Total comprehensive income attributable to the owners of the holding company	(284.77)	760.16
Total comprehensive income attributable to non-controlling interest	(273.61)	730.35
Total comprehensive income	(558.38)	1,490.50

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	9,922.48	(33,458.15)
Cash flows from investing activities	-	-
Cash flows from financing activities	(9,846.42)	33,550.01
Net increase in cash and cash equivalents	76.06	91.86

Summarised financial information for Indiabulls ARC - XI Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	-	22,079.70
Non-financial assets	-	0.03
Total assets	-	22,079.73
Financial liabilities	-	258.47
Non-financial Liabilities	-	-
Total liabilities	-	258.47
Equity attributable to the owners of the holding company	-	11,128.84
Non-controlling interests	-	10,692.42

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	901.36	1,701.49
Total comprehensive income attributable to the owners of the holding company	(333.13)	762.62
Total comprehensive income attributable to non-controlling interest	(320.06)	732.72
Total comprehensive income	(653.19)	1,495.34

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	20,010.65	(20,010.65)
Cash flows from investing activities	-	-
Cash flows from financing activities	(20,062.77)	20,062.77
Net increase in cash and cash equivalents	(52.12)	52.12

Summarised financial information for Indiabulls ARC - XII Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	16,342.80	18,517.38
Non-financial assets	-	140.85
Total assets	16,342.80	18,658.23
Financial liabilities	292.45	120.59
Non-financial Liabilities	0.64	13.76
Total liabilities	293.09	134.35
Equity attributable to the owners of the holding company	8,185.35	9,447.18
Non-controlling interests	7,864.36	9,076.70

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	2,554.65	643.15
Total comprehensive income attributable to the owners of the holding company	(32.54)	209.75
Total comprehensive income attributable to non-controlling interest	(31.26)	201.52
Total comprehensive income	(63.81)	411.27

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	3,301.49	(17,941.78)
Cash flows from investing activities	-	-
Cash flows from financing activities	(3,113.82)	17,975.17
Net increase in cash and cash equivalents	187.67	33.39



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Summarised financial information for Indiabulls ARC - XIII Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	2,099.95	2,126.62
Non-financial assets	-	14.91
Total assets	2,099.95	2,141.53
Financial liabilities	78.01	30.41
Non-financial Liabilities	0.01	1.34
Total liabilities	78.02	31.75
Equity attributable to the owners of the holding company	1,031.18	1,075.99
Non-controlling interests	990.75	1,033.79

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	268.66	61.59
Total comprehensive income attributable to the owners of the holding company	(44.80)	55.99
Total comprehensive income attributable to non-controlling interest	(43.04)	53.79
Total comprehensive income	(87.85)	109.78

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	61.18	(1,983.16)
Cash flows from investing activities	-	-
Cash flows from financing activities	(62.66)	1,984.70
Net increase in cash and cash equivalents	(1.48)	1.54

Summarised financial information for Indiabulls ARC - XV Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	1,959.41	-
Non-financial assets	-	-
Total assets	1,959.41	-
Financial liabilities	0.98	-
Non-financial Liabilities	-	-
Total liabilities	0.98	-
Equity attributable to the owners of the holding company	998.80	-
Non-controlling interests	959.63	-

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	94.75	-
Total comprehensive income attributable to the owners of the holding company	35.68	-
Total comprehensive income attributable to non-controlling interest	34.28	-
Total comprehensive income	69.97	-

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	(1,874.07)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	1,884.13	-
Net increase in cash and cash equivalents	10.06	-

Summarised financial information for Indiabulls ARC - XVI Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	7,576.79	-
Non-financial assets	-	-
Total assets	7,576.79	-
Financial liabilities	11.77	-
Non-financial Liabilities	-	-
Total liabilities	11.77	-
Equity attributable to the owners of the holding company	3,858.16	-
Non-controlling interests	3,706.86	-

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	461.93	-
Total comprehensive income attributable to the owners of the holding company	115.98	-
Total comprehensive income attributable to non-controlling interest	111.43	-
Total comprehensive income	227.41	-

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	(7,189.19)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	7,229.84	-
Net increase in cash and cash equivalents	40.65	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Summarised financial information for Indiabulls ARC - XVIII Trust is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	10,000.00	-
Non-financial assets	-	-
Total assets	10,000.00	-
Financial liabilities	1.27	-
Non-financial Liabilities	-	-
Total liabilities	1.27	-
Equity attributable to the owners of the holding company	5,099.35	-
Non-controlling interests	4,899.38	-

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue	-	-
Total comprehensive income attributable to the owners of the holding company	(0.65)	-
Total comprehensive income attributable to non-controlling interest	(0.62)	-
Total comprehensive income	(1.27)	-

Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities	(9,998.74)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	9,998.74	-
Net increase in cash and cash equivalents	-	-

Summarised financial information for Transerv Limited is set out below:

Particulars	As at 31 March 2021	As at 31 March 2020
Financial assets	Not Applicable	1,878.67
Non-financial assets		10,238.83
Total assets		12,117.50
Financial liabilities		4,055.19
Non-financial Liabilities		2,575.39
Total liabilities		6,630.58
Equity attributable to the owners of the holding company		779.59
Non-controlling interests		4,707.33

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts are in Indian Rupees in lakh unless stated otherwise)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total revenue		6,333.01
Total comprehensive income attributable to the owners of the holding company	Not Applicable	779.59
Total comprehensive income attributable to non-controlling interest		1,076.58
Total comprehensive income		1,856.17
Summarised cash flow	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities		1,397.37
Cash flows from investing activities	Not Applicable	14.00
Cash flows from financing activities		(53.41)
Net increase in cash and cash equivalents		1,357.96

Note - 62**Buy-back**

During the year ended 31 March 2020, the Company pursuant to and in terms of its shareholders' and applicable regulatory approvals had bought back 66,666,666 fully paid-up equity shares having face value of ₹ 2 each at a price of ₹ 150 per share, through the 'Tender Offer' route for an aggregate amount of ₹ 100,000 lakh (excluding expenses towards buy back). The said Buy Back was completed on 4 February 2020. Consequently, the paid-up capital of the Company was reduced by ₹ 1,333.33 lakh. Of the total buyback cash outflow excluding related expenses, an amount of ₹ 98,666.67 lakh was utilized from Securities Premium Account and Capital Redemption Reserve of ₹ 1,333.33 lakh (representing the nominal value of the shares bought back and extinguished) has been created from the balance in retained earnings as per the requirements of the Act. Buy back expenses of ₹ 7,160.79 lakh have been adjusted to Securities Premium.

In terms of our report of even date.For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 18 June 2021

Sameer Gehlaut
Chairman & CEO
DIN: 00060783
Place: London
Date: 18 June 2021

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933
Place: Mumbai
Date: 18 June 2021

Rajeev Lochan Agrawal
Chief Financial Officer
Place: Gurugram
Date: 18 June 2021

Lalit Sharma
Company Secretary
Place: Gurugram
Date: 18 June 2021



Independent Auditors' Report

To the Members of Dhani Services Limited (formerly known as Indiabulls Ventures Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Dhani Services Limited (formerly known as Indiabulls Ventures Limited)** ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, 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 accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 Standalone 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 standalone 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Registration with Reserve Bank of India (RBI)

4. We draw attention to note 46 to the accompanying standalone financial statements regarding the Company's requirement of obtaining the Certificate of Registration (CoR) from Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under the category of Core Investment Company (CIC) which is currently being evaluated by the management. The management is of the view that the possible non-compliance with such requirements is not expected to have a material impact on the accompanying standalone financial statements. Our opinion is not modified in respect of this matter.

Emphasis of Matter - Effects of COVID 19 pandemic

5. We draw attention to note 53 to the accompanying standalone financial statements, which describes the uncertainties relating to COVID-19 pandemic and impact on the standalone financial position of the Company as at 31 March 2021, the extent of which is dependent on future developments. Our opinion is not modified in respect of this matter.

Key Audit Matter

6. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.



Independent Auditors' Report (Contd.)

Information other than the Standalone Financial Statements and Auditor's Report thereon

7. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

8. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the standalone 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.
10. Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the standalone 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 Standards on Auditing 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 standalone financial statements.



12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
13. 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.
14. 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.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
17. Further to our comments in Annexure A, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying standalone financial statements;
 - 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;



Independent Auditors' Report (Contd.)

- c) the standalone financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;
- f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 18 June 2021 as per Annexure B expressed unmodified opinion; and
- g) with respect to the other matters to be included in the Auditor's 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, as detailed in note 40 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2021;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021; and
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky

Partner

Membership No. 042423

UDIN: 21042423AAAAES6097

Place: Mumbai

Date: 18 June 2021



Annexure A

Annexure A to the Independent Auditor's Report of even date to the members of Dhani Services Limited (formerly known as Indiabulls Ventures Limited), on the standalone financial statements for the year ended 31 March 2021

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a regular program of physical verification of its property, plant and equipment under which property, plant and equipment are verified in a phased manner over a period of three year, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) The Company does not hold any immovable property. Accordingly, the provisions of clause 3(i) (c) of the Order are not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans and guarantees. Further, the Company has complied with the provision of Section 186 of the Act in respect of investments. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not undertaken any transactions in respect of security covered under section 185 and 186 of the Act.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.



Independent Auditors' Report (Contd.)

- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in lakh)	Amount paid under Protest (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income-tax Act, 1961	90.97	16.44	AY 2011-12	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Income-tax Act, 1961	33.02	6.56	AY 2012-13	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Income-tax Act, 1961	4.21	0.83	AY 2013-14	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Income-tax Act, 1961	43.33	7.58	AY 2014-15	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Income-tax Act, 1961	40.66	8.13	AY 2015-16	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Income-tax Act, 1961	18.32	3.66	AY 2016-17	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Income-tax Act, 1961	67.17	13.43	AY 2017-18	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Income-tax Act, 1961	17.36	3.43	AY 2013-14	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax Act, 1961	2,524.48	NIL	AY 2018-19	Commissioner of Income-tax (Appeals)

- (viii) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or any dues to debenture-holders during the year. The Company did not have any dues payable to government during the year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has applied moneys raised by way of right issue and term loans for the purposes for which these were raised other than temporary deployment pending application of proceeds.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid/ provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the standalone financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has made private placement of shares. In respect of the same, in our opinion, the Company has complied with the requirement of Section 42 of the Act and the Rules framed thereunder. Further, in our opinion, the amounts so raised were applied for the purposes for which these securities were issued,



though idle funds which were not required for immediate utilisation have been invested in liquid investments, payable on demand. During the year, the Company did not make preferential allotment of shares/ fully/partly convertible debentures.

- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, however such registration has not been obtained by the company. The Company was carrying on the business of stock broking which was demerged during the financial year 2019 -2020. Accordingly, as at and during the year ended 31 March 2020, the financial assets of the Company were more than fifty percent of its total assets and income from financial assets was more than fifty percent of the gross income. The Company's present business activities consists of providing loans and making investments in group companies, consequentially, the Company may be required to apply and obtain the Certificate of Registration (CoR) from Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under the category of Core Investment Company (CIC), which is currently being evaluated by the management considering the Company's business operations and group structure.

For Walker Chandio & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423
UDIN: 21042423AAAAES6097

Place: Mumbai
Date: 18 June 2021



Annexure B

Annexure B to the Independent Auditor's Report of even date to the members of Dhani Services Limited (formerly known as Indiabulls Ventures Limited), on the standalone financial statements for the year ended 31 March 2021

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Dhani Services Limited (formerly known as Indiabulls Ventures Limited) ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ('the Guidance Note') 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 the Company's business, including adherence to the 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Khushroo B. Panthaky
Partner
Membership No. 042423
UDIN: 21042423AAAAES6097

Place: Mumbai
Date: 18 June 2021



Standalone Balance Sheet

as at 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

	Notes	As at 31 March 2021	As at 31 March 2020
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	5	6,089.55	1,806.14
(b) Other bank balances	6	6,860.15	5,900.08
(c) Loans	7	43,486.07	13,440.00
(d) Investments	8	481,768.05	477,982.28
(e) Other financial assets	9	1,085.32	1,073.75
		539,289.14	500,202.25
(2) Non-financial assets			
(a) Current tax assets (net)	10	1,891.03	2,303.16
(b) Deferred tax assets (net)	11	5,238.81	6,102.34
(c) Property, plant and equipment	12	79.60	95.23
(d) Right-of-use assets	13	-	-
(e) Intangible assets under development	14	-	-
(f) Other intangible assets	15	12.36	-
(g) Other non-financial assets	16	114.41	349.92
		7,336.21	8,850.65
TOTAL ASSETS		546,625.35	509,052.90
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Payables			
(i) Trade payables	17		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than above		63.90	301.88
(ii) Other payables	18		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than above		89.36	79.58
(b) Debt securities	19	-	9,058.77
(c) Borrowings (other than debt securities)	20	41,315.19	28,290.39
(d) Lease liabilities	13	-	-
(e) Other financial liabilities	21	223.48	309.00
		41,691.93	38,039.62
(2) Non-financial Liabilities			
(a) Provisions	22	74.32	84.13
(b) Other non-financial liabilities	23	378.13	2,941.14
		452.45	3,025.27
(3) Equity			
(a) Equity share capital	24	11,454.24	10,222.47
(b) Other equity	25	493,026.73	457,765.54
		504,480.97	467,988.01
TOTAL LIABILITIES AND EQUITY		546,625.35	509,052.90

The accompanying notes are an integral part of these standalone financial statements.
This is the Balance Sheet referred to in our report of even date.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423

Sameer Gehlaut
Chairman & CEO
DIN: 00060783

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Rajeev Lochan Agrawal
Chief Financial Officer

Lalit Sharma
Company Secretary

Place: Mumbai
Date: 18 June 2021

Place: London
Date: 18 June 2021

Place: Mumbai
Date: 18 June 2021

Place: Gurugram
Date: 18 June 2021

Place: Gurugram
Date: 18 June 2021



Standalone Statement of Profit and Loss

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
I. Revenue from operations			
Interest income	26	2,436.95	10,029.52
Dividend income	27	500.37	20,510.63
Net gain on fair value changes	28	97.99	36.37
Total revenue from operations		3,035.31	30,576.52
II. Other income	29	503.69	425.67
III. Total income (I + II)		3,539.00	31,002.19
IV. Expenses			
Finance costs	30	3,470.79	3,810.44
Fees and commission expense	31	20.48	17.44
Impairment on financial instruments	32	220.10	-
Employee benefits expenses	33	14.19	999.08
Depreciation and amortisation	34	19.38	16.50
Other expenses	35	577.65	456.64
Total expenses		4,322.59	5,300.10
V. Profit/(loss) before tax (III-IV)		(783.59)	25,702.09
VI. Tax expense:	36		
Income tax for earlier years		28.03	-
Deferred tax		863.38	1,014.46
		891.41	1,014.46
VII. Profit/ (loss) for the year from continuing operations (V-VI)		(1,675.00)	24,687.63
VIII. Profit from discontinued operations	37	-	16.62
IX. Tax expense of discontinued operations	36	-	99.45
X. Loss from discontinued operations (after tax) (VIII-IX)		-	(82.83)
XI. Profit/ (loss) for the year (VII+X)		(1,675.00)	24,604.80
XII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurement gain on defined benefit plans		0.60	20.61
(b) Fair value of equity instruments		151.82	(167.35)
(ii) Income-tax relating to items that will not be reclassified to profit or loss		(0.15)	(5.19)
Total other comprehensive income (net of taxes)		152.27	(151.93)
XIII. Total comprehensive income for the year (XI+XII)		(1,522.73)	24,452.87
XIV. Earnings per equity share (for continuing operation) (in ₹):	38		
Basic		(0.31)	4.20
Diluted		(0.31)	4.12
XV. Earnings per equity share (for discontinued operation) (in ₹):	38		
Basic		-	(0.01)
Diluted		-	(0.01)
XVI. Earnings per equity share (for discontinued & continuing operations) (in ₹):	38		
Basic		(0.31)	4.18
Diluted		(0.31)	4.11
Face value per equity share (₹)		2.00	2.00

The accompanying notes are an integral part of these standalone financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandniok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423

Sameer Gehlaut
Chairman & CEO
DIN: 00060783

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Rajeev Lochan Agrawal
Chief Financial Officer

Lalit Sharma
Company Secretary

Place: Mumbai
Date: 18 June 2021

Place: London
Date: 18 June 2021

Place: Mumbai
Date: 18 June 2021

Place: Gurugram
Date: 18 June 2021

Place: Gurugram
Date: 18 June 2021



Standalone Statement of Cash Flows

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

	For the year ended 31 March 2021	For the year ended 31 March 2020
A Cash flows from operating activities :		
Profit/ (loss) before tax from continuing operations	(783.59)	25,702.09
Profit before tax from discontinued operations	-	16.62
Adjustments for :		
Depreciation and amortisation	19.38	1,147.77
Profit on sale of property, plant and equipment (net)	(1.45)	(3.28)
Provision for employee benefits (net)	(9.21)	(7.06)
Impairment on financial assets	220.10	306.34
Sundry credit balances written back	(176.51)	(57.61)
Unrealised loss/(gain) on foreign exchange fluctuations	15.99	(106.73)
Gain on fair valuation of financial assets	(97.99)	(205.27)
Share based payment expense	(186.92)	519.82
Income from financial guarantees	(270.02)	(318.94)
Loss on sale of discontinued operations	-	820.69
Interest expense for leasing arrangement	-	102.28
	(486.63)	2,198.01
Operating profit/(loss) before working capital changes	(1,270.22)	27,916.72
Adjustments for:		
Decrease in trade receivables	-	4,213.23
Increase in loans	(6.07)	(671.68)
Increase in other financial assets	(991.89)	(11,432.34)
Decrease in other non-financial assets	235.51	80.43
Increase/(decrease) in trade payables	(70.98)	71.24
Increase/(decrease) in other payables	19.29	(80.86)
Decrease in other financial liabilities	(25.91)	(5,297.16)
Increase/(decrease) in other non financial liabilities	(2,386.82)	1,750.61
	(3,226.87)	(11,366.53)
Cash generated from /(used in) operating activities	(4,497.09)	16,550.19
Income-tax refund received/ (paid) (net)	384.10	(1,661.06)
Net cash generated from /(used in) operating activities	(4,112.99)	14,889.13
B Cash flows from investing activities :		
Purchase of property, plant and equipment and other intangible assets (including intangible assets under development and capital advances)	(16.11)	(1,332.64)
Proceeds from sale of property, plant and equipment	1.45	4.92
Proceeds from redemption of investment (net)	97.99	205.27
Proceeds from sale of discontinued operations (net of cash given)	-	33,594.07
Proceeds from sale of investments	-	615.62
Investment in equity shares of subsidiaries	(3,716.57)	(36,816.62)
Inter-corporate deposits received back from / (given) to subsidiaries (net)	(30,035.74)	51,030.00
Net cash generated from/(used in) investing activities.	(33,668.98)	47,300.62



Standalone Statement of Cash Flows (Contd.)

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

	For the year ended 31 March 2021	For the year ended 31 March 2020
C Cash flows from financing activities		
Dividends paid (including dividend distribution tax)	29.23	(16,909.58)
Amount transferred to investor education and protection fund	(88.84)	(52.63)
Proceeds from debt securities	-	1,500.00
Repayment of debt securities	(8,931.96)	(22,460.54)
Proceeds from borrowings (other than debt securities)	21,300.00	250,005.00
Repayment of borrowings (other than debt securities)	(9.56)	(246,513.85)
Purchase of treasury shares	(20,759.60)	(18,305.73)
Lease payments	-	(476.38)
Buy-back of shares (including buy-back expenses and taxes)	-	(107,160.77)
Proceeds from issue of equity shares (including securities premium) (net of share issue expenses)	58,791.75	4,399.84
Net cash generated from/(used in) financing activities	50,331.02	(155,974.64)
	As at 31 March 2021	As at 31 March 2020
D Net increase/(decrease) in cash and cash equivalents (A+B+C)	12,549.05	(93,784.89)
E Cash and cash equivalents at the beginning of the year	(6,459.50)	87,325.39
F Cash and cash equivalents at the end of the year (D+E) (Refer Note - 2 below)	6,089.55	(6,459.50)

Notes:

- The above Statement of cash flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) -7 "Statement of Cash Flows" as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
- Cash and cash equivalents at the end of the year include:

	As at 31 March 2021	As at 31 March 2020
Cash and cash equivalents (as per note - 5 to the financial statements)	6,089.55	1,806.14
Less: Bank overdraft (as per note - 20 to the financial statements)	-	(8,265.64)
Total cash and cash equivalents for statement of cash flows (refer accounting policies for cash and cash equivalents)	6,089.55	(6,459.50)

- For disclosures relating to changes in liabilities arising from financing activities, refer note 41.

The accompanying notes are an integral part of these standalone financial statements.
This is the Statement of Cash Flows referred to in our report of even date.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423

Sameer Gehlaut
Chairman & CEO
DIN: 00060783

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Rajeev Lochan Agrawal
Chief Financial Officer

Lalit Sharma
Company Secretary

Place: Mumbai
Date: 18 June 2021

Place: London
Date: 18 June 2021

Place: Mumbai
Date: 18 June 2021

Place: Gurugram
Date: 18 June 2021

Place: Gurugram
Date: 18 June 2021



Standalone Statement of Changes in Equity

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Particulars	Equity share capital (refer note - 24)		Other equity (refer note - 25)					Total				
	Opening balance as at 1 April 2019	Changes during the year	Treasury shares	Equity component of compulsory convertible debentures	Capital redemption reserve	Securities premium	Foreign currency monetary item translation difference account	General reserve	Share options outstanding account	Retained earnings	Equity instruments through other comprehensive income	Balance as at 31 March 2021
Equity share capital	11,348.76	(1,126.29)										11,454.24
Balance as at 1 April 2019	131,708.14	3,600.36	410,449.16	39.98	3,381.78	7,665.60	11,916.95	397.14	569,159.11			
Profit for the year	-	-	-	-	-	-	24,604.80	-	-	-	-	24,604.80
Other comprehensive income (net of tax)	-	-	-	-	-	-	15.42	-	-	(167.35)	-	(151.93)
Issue of equity shares	-	-	-	-	-	5,486.75	-	-	(1,289.07)	-	-	4,197.68
Expenses on issue of partly paid-up shares	-	-	-	-	-	(4.87)	-	-	-	-	-	(4.87)
Acquisition of own shares	(18,305.73)	-	-	-	-	-	-	-	-	-	-	(18,305.73)
Impact of change in income-tax rate	-	-	-	(988.88)	-	-	-	-	-	-	-	(988.88)
Effect of change in foreign exchange rate	-	-	-	-	-	-	66.75	-	-	-	-	66.75
Amortised during the year	-	-	-	-	-	-	(106.73)	-	-	-	-	(106.73)
Dividend paid (i)	-	-	-	-	-	-	-	-	(17,174.35)	-	-	(17,174.35)
Dividend distribution tax	-	-	-	-	-	(2.96)	-	-	-	-	-	(2.96)
Dividend on treasury shares	-	-	-	-	-	-	-	-	234.00	-	-	234.00
Share based options for employees of subsidiaries	-	-	-	-	-	1,546.29	-	-	-	-	-	1,546.29
Buy-back of shares (including buy-back expenses and taxes) (refer note 50)	-	-	(105,827.46)	-	-	-	-	-	-	-	-	(105,827.46)
Amount transferred to capital redemption reserve upon buy-back (refer note 50)	-	1,333.33	-	-	-	-	-	-	(1,333.33)	-	-	-
Transfer to on account of sale of equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	-	-	65.60	-	65.60
Share based options lapsed	-	-	-	-	-	(227.07)	-	-	-	-	-	(227.07)
Share based payment expense	-	-	-	-	-	519.82	-	-	-	-	-	519.82
Balance as at 31 March 2020	(18,305.73)	130,719.26	4,933.69	310,103.58	3,381.78	8,215.57	18,553.20	164.19	457,765.54			



Standalone Statement of Changes in Equity

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

(All amounts in Indian Rupees in lakh unless stated otherwise)

Particulars	Treasury shares	Equity component of compulsory convertible debentures	Reserves and surplus					Equity instruments through other comprehensive income	Total	
			Capital redemption reserve	Securities premium	Foreign currency monetary item translation difference account	General reserve	Share options outstanding account			Retained earnings
Balance as at 1 April 2020	(18,305.73)	130,719.26	4,933.69	310,103.58	-	3,381.78	8,215.57	18,553.20	164.19	457,765.54
Loss for the year	-	-	-	-	-	-	-	(1,675.00)	-	(1,675.00)
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	0.45	151.82	152.27
Issue of equity shares	-	(130,719.26)	-	188,421.55	-	-	-	-	-	57,702.29
Expenses on issue of shares	-	-	-	(15.50)	-	-	-	-	-	(15.50)
Acquisition of own shares	(20,759.60)	-	-	-	-	-	-	-	-	(20,759.60)
Share based options for employees of subsidiaries	-	-	-	-	-	-	43.65	-	-	43.65
Share based options lapsed	-	-	-	-	-	-	(3,541.16)	3,541.16	-	-
Share based payment expense	-	-	-	-	-	-	(186.92)	-	-	(186.92)
Balance as at 31 March 2021	(39,065.33)	-	4,933.69	498,509.63	-	3,381.78	4,531.14	20,419.81	316.01	493,026.73

(i) Dividend paid during the year ended 31 March 2021 is ₹ Nil per share (31 March 2020: ₹ 3.25 per share (face value ₹ 2 each, fully paid up) ₹ 1.7875 per share (face value ₹ 2 each, partly paid up ₹ 1.10 per share) and ₹ 1.30 per share (face value ₹ 2 each, partly paid up ₹ 0.80 per share))

The accompanying notes are an integral part of these standalone financial statements.

This is Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423
Place: Mumbai
Date: 18 June 2021

Sameer Gehlaut
Chairman & CEO
DIN: 00060783
Place: London
Date: 18 June 2021

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933
Place: Mumbai
Date: 18 June 2021

Rajeev Lochan Agrawal
Chief Financial Officer
Place: Gurugram
Date: 18 June 2021

Lalit Sharma
Company Secretary
Place: Gurugram
Date: 18 June 2021



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Note - 1

Nature of principal activities

Dhani Services Limited ('DSL' or 'the Company', CIN: L74999DL1995PLC069631) (formerly Indiabulls Ventures Limited) had carried business as stock broker on the National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE'); depository participants and renders other related ancillary services until 20th February 2020. The Company has transferred its stock broking business, including depository and other related ancillary services, through slump sale on going concern basis to its wholly owned subsidiary company Dhani Stocks Limited (formerly Indiabulls Securities Limited) w.e.f. 21st February 2020. Post slump sale, the Company has assets in the form of loans given to subsidiary companies and investments made in subsidiary companies. Further, since the Company was a Non-Banking Financial Company as defined under Rule 2(g) of the Companies (Indian Accounting Standards) Rules, 2015 issued under Section 133 of the Companies Act, 2013 till 20 February 2020 and having regard to the nature of the continuing operations of the Group, the Management has continued to present the standalone financial statements using Division III of Schedule III to the Companies Act, 2013.

On 2 April 2008 the Equity shares of the Company got listed on the NSE and the BSE after the demerger of the Company from Indiabulls Financial Services Limited (erstwhile holding Company) vide Scheme of Arrangement. The Company is domiciled in India and its registered office is situated at M-62 & 63, First Floor, Connaught Place, New Delhi – 110001.

The name of the Company has been changed from 'Indiabulls Ventures Limited' to 'Dhani Services Limited' with effect from 6 October 2020 in order to align Group's business of providing technology enabled subscription based healthcare and transaction finance services, through its Dhani App.

Note - 2

General information and statement of compliance with Ind AS

These standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented in these financial statements.

The standalone financial statements for the year ended 31 March 2021 were authorized and approved for issue by the Board of Directors on 18 June 2021.

Note - 3

Basis of preparation

The standalone financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the standalone financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies. These standalone financial statements of the Company are presented in Indian Rupees (INR) which is also the Company's functional currency.

Note - 4

I Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management’s estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

II Summary of significant accounting policies

The standalone financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the standalone financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

a) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives prescribed in Schedule II to the Act. Leasehold Improvements are amortised over the duration of the lease.

Asset class	Useful life
Furniture and fixtures	10 years
Vehicles	8-10 years
Office equipment	3-5 years
Computers	3 years

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

b) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation)

Intangible assets consisting of software are amortised on a straight line basis over a period of 4 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

c) Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost. Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. These are recognised as assets when the Company can demonstrate following recognition requirements:

- The development costs can be measured reliably;
- The project is technically and commercially feasible;
- The Company intends to and has sufficient resources to complete the project;
- The Company has the ability to use or sell the such intangible asset; and
- The software will generate probable future economic benefits.

Amortisation of the asset begins when development is complete and the asset is available for use.

d) Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

The Company recognises revenue from the following sources:

Interest income

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Brokerage income

Income from services rendered as a broker is recognised upon rendering of the services on a trade date basis, in accordance with the terms of contract.

Commission income

Commissions / brokerage from distribution of financial products are recognised upon allotment of the securities to the applicant.

Depository account maintenance income

Depository account maintenance income is recognised on accrual basis and as at the time when the right to receive is established by the reporting date.

Dividend income

Dividend income is recognised when the right to receive payment of the dividend 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.

e) Borrowing costs

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred basis the effective interest rate method.

f) Taxation

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. 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 assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

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. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

g) Employee benefits

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Defined contribution plans

The Company has a defined contribution plans namely provident fund, pension fund, labour welfare fund and employees state insurance scheme. The contribution made by the Company in respect of these plans are charged to the statement of profit and loss.

Defined benefit plans

The Company has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans as the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

Other long-term employee benefits

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

h) Share based payments

The Company has formulated various Employees Stock Option Schemes. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

i) Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period, being appropriately authorised and no longer at the discretion of



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

the Company. The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

j) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. For cash flow statement purposes, cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

k) Equity investment in subsidiaries

Investment in subsidiaries is recognised at cost and are not adjusted to fair value at the end of each reporting period as allowed by Ind AS 27 'Separate financial statement'. Cost of investment represents amount paid for acquisition of the said investment and a proportionate recognition of the fair value of shares granted to employees of subsidiary under a group share based payment arrangement.

Impairment of Investments

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

l) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

m) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Subsequent measurement

- i. Financial assets carried at amortised cost – a financial asset is measured at the 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



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

- 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.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- ii. Investments in equity instruments – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.
- iii. Investments in mutual funds – Investments in mutual funds are measured at fair value through profit and loss (FVTPL).

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

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole. Based on the Company's business model for managing the investments, the Company has classified its investments and securities for trade at FVTPL.

Financial liabilities are carried at amortised cost using the effective interest rate method. For trade and other payables the carrying amount approximates the fair value due to short maturity of these instruments.

De-recognition of financial assets

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Financial liabilities

Subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortised cost using the effective interest method.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

De-recognition of financial liabilities

A financial liability is de-recognised 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 de-recognition 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 and loss.

Convertible debentures

Convertible debentures are separated into liability and equity components basis the terms of the contract. On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Offsetting of financial instruments

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.

n) 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 for financial assets. The Company factors historical trends and forward looking information to assess expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition, if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial instrument in the statement of profit and loss.

o) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

p) Earnings per equity share

Basic earnings per equity share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue. Partly paid-up equity shares are treated as a fraction of an equity share to the extent they are entitled to participate in dividend relative to a fully paid-up equity share during the reporting period. Compulsory convertible debentures are treated as equivalent of equity share for the purpose of basic earnings per equity share. Treasury shares are adjusted for computation of weighted average equity shares.

For the purpose of calculating diluted earnings per equity share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q) Segment reporting

The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker') in deciding how to allocate resources and in assessing performance.

r) Foreign currency

Functional and presentation currency

Items included in the standalone financial statement of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements have been prepared and presented in Indian Rupees (INR), which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

s) Treasury shares

The Company had created "Indiabulls Ventures Limited - Employee Welfare Trust" ('Trust') for the implementation of schemes namely employees stock options plans, employees stock purchase plan and stock appreciation rights plan. During the year ended 31 March 2021, name of the Trust has been changed to "Udaan Employee Welfare Trust" ("UEWT"). The Company treats UEWT as its extension and the Company's own shares held by UEWT are treated as treasury shares. Treasury shares are presented as a deduction from other equity. The original cost of treasury shares and the proceeds of any subsequent sale are presented as movements in equity.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

t) Classification of leases

The Company enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Leases

Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

Recognition and initial measurement

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

u) Non-current assets held for sale and discontinued operations

The Company classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

For these purposes, sale transactions include exchanges of assets for other assets when the exchange has commercial substance.

The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

The results of discontinued operations are presented separately in the Statement of Profit and Loss.

v) New Accounting Pronouncement

On 24 March 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet

- Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or noncurrent.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head ‘additional information’ in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.



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for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 5	As at 31 March 2021	As at 31 March 2020
Cash and cash equivalents		
Cash on hand	0.08	0.24
Balance with banks		
- in current accounts	4,554.25	1,805.90
- in bank deposits with original maturity of less than 3 months (refer note - 6(i))	1,535.22	-
	6,089.55	1,806.14

Note - 6	As at 31 March 2021	As at 31 March 2020
Other bank balances		
Bank deposits with original maturity of more than 3 months (i)	6,636.67	5,616.99
In earmarked accounts:		
Unpaid dividend accounts	223.48	283.09
	6,860.15	5,900.08

(i) Bank deposits include:	As at 31 March 2021	As at 31 March 2020
a. Deposits pledged with banks for overdraft facilities availed by the Company.	6,358.00	3,870.00
b. Deposits pledged with bank against bank guarantees issued in favor of National Stock Exchange of India Limited for right issue of the Company.	1,700.00	1,700.00
Total	8,058.00	5,570.00

Note - 7	As at 31 March 2021	As at 31 March 2020
Loans (at amortised cost)		
(i) Loans		
Loan to related parties ^(a) (refer note - 52)	43,486.07	13,440.00
Total - gross	43,486.07	13,440.00
Less: Impairment loss allowance	-	-
Total - net	43,486.07	13,440.00
Secured by tangible assets	-	-
Secured by others	-	-
Unsecured	43,486.07	13,440.00
Total - gross	43,486.07	13,440.00
Less: Impairment loss allowance	-	-
Total - net	43,486.07	13,440.00
(I) Loans in India		
(i) Public sector	-	-
(ii) Others	42,745.00	13,440.00
Total - gross	42,745.00	13,440.00
Less: Impairment loss allowance	-	-
Total (I) net	42,745.00	13,440.00
(II) Loans outside India	741.07	-
Less: Impairment loss allowance	-	-
Total (II)- Net	741.07	-
Total (I + II)	43,486.07	13,440.00

(a) The inter corporate deposits given by the Company to its wholly owned subsidiaries are for the general/ corporate business purpose.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 8 Investments	Face value per share	As at 31 March 2021		As at 31 March 2020	
		Number of shares	Amount	Number of shares	Amount
(At fair value through other comprehensive income)					
Investment in equity instruments (others)					
BSE Limited	₹ 2.00	55,350	316.10	55,350	164.28
Total (A)			316.10		164.28
(At cost)*					
Investment in subsidiary companies					
In equity instruments					
Dhani Stocks Limited (formerly known as Indiabulls Securities Limited)	₹ 10.00	13,700,000	34,195.90	13,700,000	34,130.35
Indiabulls Investment Advisors Limited	NA	-	16.97	-	11.48
Indiabulls Distribution Services Limited	₹ 10.00	50,000	66.56	50,000	68.36
Indiabulls Consumer Products Limited	₹ 10.00	50,000	5.00	50,000	5.00
Indiabulls Asset Reconstruction Company Limited	₹ 10.00	97,500,000	52,500.00	57,500,000	12,500.00
Indiabulls Infra Resources Limited	₹ 10.00	3,000,000	300.00	3,000,000	300.00
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)	₹ 10.00	61,188,000	387,098.51	61,188,000	388,046.19
Pushpanjali Finsolutions Limited	₹ 10.00	6,010,000	2,115.52	6,010,000	2,115.52
Dhani Healthcare Limited (formerly Pushpanjali Fincon Limited)	₹ 10.00	4,010,000	999.80	4,010,000	401.00
Gyansagar Buildtech Limited	₹ 10.00	110,000	105.05	110,000	105.05
Arbutus Constructions Limited	₹ 10.00	110,000	105.05	110,000	105.05
Auxesia Soft Solutions Limited	₹ 10.00	50,000	5.00	50,000	5.00
Evinos Developers Limited	₹ 10.00	50,000	5.00	50,000	5.00
Savren Medicare Limited (formerly Savren Buildwell Limited)	₹ 10.00	50,000	5.00	50,000	5.00
Krathis Buildcon Limited	₹ 10.00	50,000	5.00	50,000	5.00
Krathis Developers Limited	₹ 10.00	50,000	5.00	50,000	5.00
Evinos Buildwell Limited	₹ 10.00	50,000	5.00	50,000	5.00
Jwala Technology Systems Private Limited	₹ 10.00	10,000	1.00	-	-
Transerv Limited	NA	-	417.12	-	-
Devata Tradelink Limited	₹ 10.00	50,000	5.00	50,000	5.00
Euler Systems Inc.	\$ 0.00001	8,000,000	0.06	-	-
Dhani Limited (incorporated in Jersey)	£ 1.00	3,670,002	3,715.51	-	-
In compulsorily convertible debentures					
8% Compulsory convertible debentures of Indiabulls Asset Reconstruction Company Limited	₹ 100.00	-	-	40,000,000	40,000.00
Total (B)			481,677.05		477,823.00
Total gross C= (A)+(B)			481,993.15		477,987.28
Less: Impairment loss allowance (C)			(225.10)		(5.00)
Total net (B) -(C)			481,768.05		477,982.28
Investments in India			478,277.58		477,987.28
Investments outside India			3,715.57		-
Total gross			481,993.15		477,987.28
Less: Impairment loss allowance			(225.10)		(5.00)
Total net			481,768.05		477,982.28

* Equity investments in subsidiaries are measured at cost as per the provisions of Ind AS 27 on 'Separate Financial Statements'.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note-8 Investments (continued) Name of subsidiary Companies	Principle place of business	Ownership interest	
		As at 31 March 2021	As at 31 March 2020
Dhani Stocks Limited (formerly Indiabulls Securities Limited)	India	100%	100%
Indiabulls Distribution Services Limited	India	14% [§]	14% [§]
Indiabulls Consumer Products Limited	India	100%	100%
Indiabulls Asset Reconstruction Company Limited	India	100%	100%
Indiabulls Infra Resources Limited	India	100%	100%
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)	India	100%	100%
Pushpanjali Finsolutions Limited	India	100%	100%
Dhani Healthcare Limited (formerly Pushpanjali Fincon Limited)	India	100%	100%
Gyansagar Buildtech Limited	India	100%	100%
Arbutus Constructions Limited	India	100%	100%
Auxesia Soft Solutions Limited	India	100%	100%
Evinos Developers Limited	India	100%	100%
Savren Medicare Limited (formerly Savren Buildwell Limited)	India	100%	100%
Krathis Buildcon Limited	India	100%	100%
Krathis Developers Limited	India	100%	100%
Evinos Buildwell Limited	India	100%	100%
Jwala Technology Systems Private Limited	India	100%	NA
Devata Tradelink Limited	India	100%	100%
Euler Systems Inc.	USA	100%	NA
Dhani Limited	Jersey	100%	NA

§ Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited), a wholly owned subsidiary of the Company, is holding remaining 86% shares in Indiabulls Distribution Services Limited, hence it becomes the step down subsidiary of the Company.

- (i) In order to reorganise the capital structure of step down subsidiary companies, during the year ended 31 March 2020 the Company has purchased equity shares of such step down subsidiaries namely Gyansagar Buildtech Limited, Arbutus Constructions Limited, Krathis Developers Limited, Krathis Buildcon Limited, Savren Medicare Limited (formerly Savren Buildwell Limited), Evinos Developers Limited, Evinos Buildwell Limited, Pushpanjali Finsolutions Limited, Dhani Healthcare Limited (formerly Pushpanjali Fincon Limited) & Auxesia Soft Solutions Limited making them direct subsidiaries. The total purchase consideration for these acquisition was ₹ 2,756.62 lakh.
- (ii) During the year ended 31 March 2020, the Company has further invested ₹ 34,060.00 lakh in the equity share capital of Dhani Stocks Limited (formerly Indiabulls Securities Limited), a wholly owned subsidiary of the Company.
- (iii) During the year ended 31 March 2020, the Company has sold its 100% stake in the equity shares of Indiabulls Investment Advisors Limited (a wholly owned subsidiary of the Company) to Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) (another wholly owned subsidiary of the Company) for consideration of ₹ 550.00 lakh.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

- (iv) During the year ended 31 March 2019, the Company has invested ₹ 40,000.00 lakh in 40,000,000 compulsory convertible debentures (CCDs) of Indiabulls Asset Reconstruction Company Limited ('IARCL'). These CCDs carry interest rate of 8% and are compulsorily convertible at a conversion price of ₹ 100 per equity share (including a premium of ₹ 90 per equity share) within 14 months from the date of allotment. During the year ended 31 March 2021, these CCDs have been converted into equivalent number of fully paid up equity shares of the IARCL.
- (v) During the year ended 31 March 2021, the Company has acquired 100% equity share capital of Jwala Technology Systems Private Limited and Euler Systems Inc. (a company incorporated in USA) and has incorporated a wholly owned subsidiary namely Dhani Limited (a company incorporated in Jersey).
- (vi) The Company issues stock options/share appreciation rights to employees of its subsidiaries as well as provides guarantees to counter parties in favour of the subsidiaries. The fair value of the employee stock options/share appreciation rights granted to the employees of the subsidiaries and the fair value of such financial guarantees is added to the cost of investments in subsidiaries. The following are the amounts that have been added to the cost of investments in respective subsidiaries:

Name of subsidiary Companies	As at 31 March 2021	As at 31 March 2020
Indiabulls Distribution Services Limited	61.55	63.36
Dhani Loans and Services Limited	7,833.89	8,781.57
Indiabulls Investment Advisors Limited	16.97	11.48
Dhani Stocks Limited	75.90	10.35
Dhani Healthcare Limited	598.80	-
Transerv Limited	417.12	-
Total	9,004.23	8,866.76

Note - 9 Other financial assets	As at 31 March 2021	As at 31 March 2020
(a) Loan notes and escrow receivable *		
Considered good	779.17	760.42
(b) Loan to employees	6.15	10.63
(c) Security deposits		
Unsecured		
(i) Deposits with stock exchanges, (unsecured, considered good)	300.00	300.00
(ii) Deposits with others	-	2.70
	1,085.32	1,073.75

* During the year ended 31 March 2012, the Company had sold 586,193 shares held by it in Copal Partners Limited to Moody's Group UK LTD for the consideration of ₹ 2,319.93 lakh vide the share purchase deed. Out of the total consideration of ₹ 2,319.93 lakh receivable from Moody's Group UK LTD, ₹ 779.17 lakh (including foreign exchange gain) [31 March 2020: ₹ 760.42 lakh (including foreign exchange gain)] is outstanding as at 31 March 2021 in the form of Loan Notes of the Moody's Group UK LTD and Escrow account.

Note - 10 Current tax assets (net)	As at 31 March 2021	As at 31 March 2020
Advance Income-tax (including tax deducted at source) (net of provision for income-tax)	1,891.03	2,303.16
	1,891.03	2,303.16



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 11	As at 31 March 2021	As at 31 March 2020
Deferred tax assets (net)		
Deferred tax assets:		
Disallowance under section 43B of the Income-tax Act, 1961	3.55	7.92
Disallowance under section 40A(7) of the Income-tax Act, 1961	15.16	13.26
Depreciation and amortisation	66.88	79.39
Financial assets measured at amortised cost	6.56	7.10
Impairment loss allowance	0.07	0.46
Share based payments	233.71	405.77
Compulsorily convertible debentures	-	1,012.89
Tax losses carried forward	5,192.67	4,803.62
Total (A)	5,518.60	6,330.41
Deferred tax liabilities:		
Financial liabilities measured at amortised cost	279.79	216.89
Others	-	11.18
Total (B)	279.79	228.07
Deferred tax assets (net) C=(A)-(B)	5,238.81	6,102.34

Movement in deferred tax assets (net) for the year ended 31 March 2021

Particulars	As at 1 April 2020	Recognised in statement of profit or loss	Recognised in other comprehensive income	Recognised in equity	As at 31 March 2021
Assets (net)					
Disallowance under section 43(B) of the Income-tax Act, 1961	7.92	4.37	-	-	3.55
Disallowance under section 40A(7) of the Income-tax Act, 1961	13.26	(2.05)	0.15	-	15.16
Depreciation and amortisation	79.39	12.51	-	-	66.88
Financial assets measured at amortised cost	7.10	0.54	-	-	6.56
Impairment loss allowance	0.46	0.39	-	-	0.07
Share based payments	405.77	172.06	-	-	233.71
Compulsorily convertible debentures	1,012.89	1,012.89	-	-	-
Tax losses carried forward	4,803.62	(389.05)	-	-	5,192.67
Others	(11.18)	(11.18)	-	-	-
Financial liabilities measured at amortised cost	(216.89)	62.90	-	-	(279.79)
Total (net)	6,102.34	863.38	0.15	-	5,238.81

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts in Indian Rupees in lakh unless stated otherwise)***Movement in deferred tax assets (net) for the year ended 31 March 2020**

Particulars	As at 1 April 2019	Recognised in statement of profit or loss	Recognised in other comprehensive income	Recognised in equity	As at 31 March 2020
Disallowance under section 43(B) of the Income-tax Act, 1961	37.17	29.25	-	-	7.92
Disallowance under section 40A(7) of the Income-tax Act, 1961	147.88	129.43	5.19	-	13.26
Depreciation and amortisation	205.68	126.29	-	-	79.39
Financial assets measured at amortised cost	24.67	17.57	-	-	7.10
Impairment loss allowance	211.03	210.57	-	-	0.46
Share based payments	498.69	92.92	-	-	405.77
Compulsorily convertible debentures	7,286.46	5,284.69	-	(988.88)	1,012.89
Tax losses carried forward	-	(4,803.62)	-	-	4,803.62
Others	0.67	11.85	-	-	(11.18)
Financial liabilities measured at amortised cost	(142.70)	74.19	-	-	(216.89)
Total (net)	8,269.55	1,173.14	5.19	(988.88)	6,102.34

Note - 12 Property, plant and equipment	Vehicles ^	Furniture and fixtures	Office equipment	Computers	Leasehold improvements	Total
Gross block						
Balance as at 1 April 2019	120.34	23.70	48.89	818.52	198.71	1,210.16
Additions	11.01	14.91	8.01	130.76	22.26	186.95
Sales/adjustment	-	(0.40)	(4.23)	(6.11)	(3.08)	(13.82)
Transferred to discontinued operations	-	(38.21)	(51.83)	(940.60)	(217.89)	(1,248.53)
Balance as at 31 March 2020	131.35	-	0.84	2.57	-	134.76
Additions	-	-	-	1.10	-	1.10
Sales/adjustment	(11.78)	-	-	-	-	(11.78)
Balance as at 31 March 2021	119.57	-	0.84	3.67	-	124.08
Accumulated depreciation						
Balance as at 1 April 2019	22.78	5.60	17.17	182.16	90.14	317.85
Depreciation (continuing operations)	15.48	-	0.28	0.74	-	16.50
Depreciation (discontinued operations)	-	3.91	10.17	170.48	38.69	223.25
Sales/adjustment	-	(2.44)	(3.81)	(5.93)	-	(12.18)
Transferred to discontinued operations	-	(7.07)	(23.46)	(346.53)	(128.83)	(505.89)
Balance as at 31 March 2020	38.26	-	0.35	0.92	-	39.53
Depreciation	15.52	-	0.28	0.93	-	16.73
Sales/adjustment	(11.78)	-	-	-	-	(11.78)
Balance as at 31 March 2021	42.00	-	0.63	1.85	-	44.48
Net block as at 31 March 2020	93.09	-	0.49	1.65	-	95.23
Net block as at 31 March 2021	77.57	-	0.21	1.82	-	79.60

Notes:

^ Includes vehicles having carrying cost of ₹ 30.45 lakh (31 March 2020 ₹ 37.39 lakh) which are hypothecated to banks against the respective loans.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 13	Building	Total
Right of use of assets		
Gross block		
Balance as at 1 April 2019	-	-
Addition on account of transition to Ind AS 116	1,849.87	1,849.87
Termination/ adjustment	(1,849.87)	(1,849.87)
Balance as at 31 March 2020	-	-
Addition	-	-
Termination/ adjustment	-	-
Balance as at 31 March 2021	-	-
Accumulated amortisation		
Balance as at 1 April 2019	-	-
Amortisation (discontinued operations)	374.11	374.11
Termination/ adjustment	(374.11)	(374.11)
Balance as at 31 March 2020	-	-
Amortisation		
Termination/ adjustment	-	-
Balance as at 31 March 2021	-	-
Net block as at 31 March 2020	-	-
Net block as at 31 March 2021	-	-

Leases

During the year ended 31 March 2020, the Company has adopted Ind AS - 116 (Leases) and recognised a lease liability of ₹ 1,740.31 lakh on transition date. The Company has sold its stock broking business to its wholly owned subsidiary Dhani Stocks Limited (formerly known as Indiabulls Securities Limited) and therefore derecognised its lease liabilities standing as on 20 February 2020 and the resultant gain / loss has been included in the statement of profit and loss under discontinued operations.

Note - 14	Amount
Intangible assets under development	
Gross block	
Balance as at 1 April 2019	655.13
Additions	1,036.84
Capitalised	(1,503.27)
Transferred to discontinued operations	(188.70)
Balance as at 31 March 2020	-
Additions	-
Capitalised	-
Balance as at 31 March 2021	-

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 15	Software	Total
Other intangible assets		
Gross block		
Balance as at 1 April 2019	1,772.92	1,772.92
Additions	1,519.82	1,519.82
Sales/adjustment	-	-
Transferred to discontinued operations	(3,292.74)	(3,292.74)
Balance as at 31 March 2020	-	-
Additions	15.01	15.01
Sales/adjustment	-	-
Balance as at 31 March 2021	15.01	15.01
Accumulated amortisation		
Balance as at 1 April 2019	242.32	242.32
Amortisation (continuing operations)	-	-
Amortisation (discontinued operations)	533.91	533.91
Transferred to discontinued operations	(776.23)	(776.23)
Balance as at 31 March 2020	-	-
Amortisation	2.65	2.65
Balance as at 31 March 2021	2.65	2.65
Net block as at 31 March 2020	-	-
Net block as at 31 March 2021	12.36	12.36

Note - 16	As at 31 March 2021	As at 31 March 2020
Other non-financial assets		
Prepaid expenses	10.08	6.68
Balance with government authorities	92.28	133.68
Advance to suppliers	6.68	7.54
Others	5.37	202.02
	114.41	349.92

Note - 17	As at 31 March 2021	As at 31 March 2020
Trade payables		
(a) Total outstanding due to micro enterprises and small enterprises ⁽ⁱ⁾	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	63.90	301.88
	63.90	301.88

(i) Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

	As at 31 March 2021	As at 31 March 2020
(a) Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
(b) Interest due thereon	-	-
(c) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(e) Interest accrued and remaining unpaid as at end of the year	-	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 18 Other payables	As at 31 March 2021	As at 31 March 2020
(a) Total outstanding due to micro enterprises and small enterprises ⁽ⁱ⁾	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	89.36	79.58
	89.36	79.58

(i) Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

	As at 31 March 2021	As at 31 March 2020
(a) Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
(b) Interest due thereon	-	-
(c) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(e) Interest accrued and remaining unpaid as at end of the year	-	-

Note - 19 Debt securities (at amortised cost)	As at 31 March 2021	As at 31 March 2020
Unsecured		
Liability component of compulsorily convertible debentures ⁽ⁱ⁾	-	9,058.77
Total	-	9,058.77
Debt securities in India	-	9,058.77
Debt securities outside India	-	-
	-	9,058.77

(i) During the year ended 31 March 2019, the Board of Directors had resolved to create, offer, issue and allot up to an aggregate of 27,985,455 compulsorily convertible debentures ("CCDs") of face value of ₹ 550 each, convertible into equivalent numbers of equity shares of ₹ 2 each at a conversion price of ₹ 550 per equity share (including premium of ₹ 548 per equity share) under the Non-Promoter Category by way of a preferential issue on a private placement basis to the certain foreign investors ("the CCD holders"). During the year ended 31 March 2021, these CCDs have been converted into 27,985,452 fully paid-up equity shares of face value of ₹ 2 each at a premium of ₹ 548 per share.

Terms of the Issue:

- CCDs will be compulsorily converted into fully paid-up equity shares of face value of ₹ 2 each at a conversion price of ₹ 550 each on or before 18 months from the date of the allotment of the CCDs.
- CCDs carry interest rate of 14.90% per annum, payable quarterly and interest is payable and calculated on the face value of CCDs, commencing from the date of its allotment and until the date of its conversion into the equity shares.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 20	As at 31 March 2021	As at 31 March 2020
Borrowings (other than debt securities) (at amortised cost)		
Secured		
(a) Loans repayable on demand from banks		
- Bank overdraft ⁽ⁱ⁾	-	8,265.64
(b) Vehicle loans from banks ⁽ⁱⁱ⁾	15.19	24.75
Unsecured		
(a) Term loans		
- from others ⁽ⁱⁱⁱ⁾	41,300.00	20,000.00
Total	41,315.19	28,290.39
Borrowings in India	41,315.19	28,290.39
Borrowings outside India	-	-
Total	41,315.19	28,290.39

- (i) Bank overdraft facilities were secured against bank deposits pledged with respective banks and are repayable on demand. Bank overdraft carries rate of interest 5.50% per annum (as at 31 March 2020: ranging from 7.74% to 8.19% per annum).
- (ii) Vehicle loans are secured against hypothecation of the vehicles purchased. The rate of interest of such loans ranges between 8.50% to 8.75% per annum. These loans are repayable in equated monthly installments of 5 years.
- (iii) Unsecured term loans carry rate of interest of 10% per annum (31 March 2020 : 10%) and are repayable within 36 months from the date of disbursement of respective loans.

Note - 21	As at 31 March 2021	As at 31 March 2020
Other financial liabilities		
Unpaid dividends ⁽ⁱ⁾	223.48	283.09
Others:		
Temporary overdraft ⁽ⁱⁱ⁾	-	14.39
Payable to related party	-	10.22
Other payables	-	1.30
	223.48	309.00

- (i) In respect of amounts mentioned under Section 124 (5) of the Act, the Company has transferred ₹ 88.84 lakh (31 March 2020: ₹ 52.63 lakh) to the Investor Education and Protection Fund.
- (ii) Temporary overdraft as per books represents cheques issued in excess of funds in the bank.

Note - 22	As at 31 March 2021	As at 31 March 2020
Provisions		
For employee benefits		
Provision for gratuity (refer note - 44)	60.22	52.68
Provision for compensated absences	14.10	31.45
	74.32	84.13



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 23	As at 31 March 2021	As at 31 March 2020
Other non-financial liabilities		
Guarantee liability	260.18	436.37
Statutory dues payables	117.95	2,504.77
	378.13	2,941.14

Note - 24	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Equity share capital				
i. Authorised				
Equity shares of face value of ₹ 2 each	1,000,000,000	20,000.00	1,000,000,000	20,000.00
		20,000.00		20,000.00
ii. Issued				
Equity shares of face value of ₹ 2 each	527,114,892	10,542.30	465,529,440	9,310.59
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	82,909,118	912.00	82,909,118	912.00
	610,024,010	11,454.30	548,438,558	10,222.59
iii. Subscribed and paid up				
Equity shares of face value of ₹ 2 each fully paid up	527,114,892	10,542.30	465,529,440	9,310.59
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	82,823,994	911.07	82,803,864	910.85
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 0.80 paid up)	85,124	0.68	105,254	0.84
Amount paid up on shares forfeited		0.19		0.19
	610,024,010	11,454.24	548,438,558	10,222.47

iv. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year :

Equity shares, fully paid-up	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	465,529,440	9,310.59	522,030,890	10,440.62
Add: Shares issued by exercise of employee stock option plan	-	-	10,165,216	203.30
Add: Shares issued on conversion of CCDs	27,985,452	559.71	-	-
Add: Shares issued through preferential allotment	33,600,000	672.00	-	-
Less: Shares bought back and extinguished during the year (refer note 50)	-	-	(66,666,666)	(1,333.33)
Balance at the end of the year	527,114,892	10,542.30	465,529,440	9,310.59

Equity shares, partly paid-up	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	-	911.69	-	907.95
Add: Amount received on 2nd call at ₹ 0.30 per share	-	0.06	-	3.74
Balance at the end of the year	-	911.75	-	911.69



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

v. Rights, preferences and restrictions attached to the equity shares

- The Company has only one class of equity shares having a face value of ₹ 2 per share. Each holder of fully paid up equity share is entitled to one vote per share. Voting rights of each holder of partly paid up equity share is proportionate to the paid up amount of such share. The final dividend proposed by the Board of Directors, if any, 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 equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- Holders of Global Depository Receipts ('GDRs') will be entitled to receive dividends, subject to the terms of the deposit agreement, to the same extent as the holders of equity shares, less the fees and expenses payable under such deposit agreement and any Indian tax applicable to such dividends. Holders of GDRs don't have voting rights with respect to the deposited shares. The GDRs can not be transferred to any person located in India including Indian residents or ineligible investors except as permitted by Indian laws and regulations.

vi. Shares held by Shareholders each holding more than 5% shares:

Name of the Shareholders	As at 31 March 2021		As at 31 March 2020	
	No. of shares held *	% of Holding	No. of shares held *	% of Holding
Sameer Gehlaut	34,252,493	5.62	31,552,493	5.75
Orthia Properties Private Limited	42,423,777	6.96	41,623,777	7.59
Orthia Constructions Private Limited	37,074,335	6.08	37,074,335	6.76
Zelkova Builders Private Limited	30,933,258	5.07	30,933,258	5.64
Tamarind Capital Pte Ltd	86,770,833	14.23	73,316,288	13.37
Jasmine Capital Investments Pte Ltd	53,029,167	8.69	58,732,443	10.71

* Includes Partly Paid-up shares.

vii. Shares reserved for issue under options:

9,972,800 equity shares (As at 31 March 2020: 17,313,900 equity shares) of face value of ₹ 2 each are reserved under various option schemes of the Company (Refer note - 42)

viii. The Company has not issued any bonus shares during the current year and five years immediately preceding current year.

ix. There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue. During the year ended 31 March 2020, the Company had bought back 66,666,666 fully paid up equity shares of the Company at ₹ 150 per equity share through tender route.

x. 54,433 shares (31 March 2020: 54,433 shares) of face value of ₹ 2 per share represent the shares underlying GDRs. Each GDR represents one underlying equity share.

Note - 25 Other equity	As at 31 March 2021	As at 31 March 2020
Equity component of compulsory convertible debentures	-	130,719.26
Capital redemption reserve (Refer note - 50)	4,933.69	4,933.69
Securities premium	498,509.63	310,103.58
General reserve	3,381.78	3,381.78
Share options outstanding account	4,531.14	8,215.57
Retained earnings	20,419.81	18,553.20
Equity instruments through other comprehensive income	316.01	164.19
Treasury shares	(39,065.33)	(18,305.73)
	493,026.73	457,765.54



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Nature and purpose of other reserve

Equity component of compulsory convertible debentures

On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Capital redemption reserve

The same had been created in accordance with provision of the Act on account of redemption of preference shares and buy-back of equity shares.

Securities premium

Securities premium represents premium received on issue of shares. The amount is utilised in accordance with the provisions of the Act.

Foreign currency monetary item translation difference account

Pursuant to the notification dated 29 December 2011 issued by the Ministry of Corporate Affairs amending Accounting Standard 11 - 'Accounting for the Effects of Changes in Foreign Exchange Rates' the Company has exercised the option as per Paragraph 46A inserted in the said Accounting Standard for amortisation of foreign exchange gain/loss on long-term monetary items over the remaining life of the concerned monetary items.

General reserve

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

Share options outstanding account

The reserve is used to recognise the fair value of the options issued to employees of the Company and subsidiary companies under Company's employee stock option plan.

Retained earnings

Retained earnings represents surplus / accumulated earning of the Company and are available for distribution to shareholders.

Equity instruments through other comprehensive income

This represents the cumulative gains and losses arising on the fair valuation of equity instruments measured at fair value through other comprehensive income. The balance of the reserve represents such changes recognised net of amounts reclassified to retained earnings on disposal of such investments.

Treasury shares

This reserve represents Company's own equity shares held by the Udaan Employee Welfare Trust (formerly Indiabulls Ventures Limited - Employees Welfare Trust) which is created under Dhani Services Limited - Employee Stock Benefit Scheme 2019 (ESBS 2019) (formerly Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019), Dhani Services Limited - Employee Stock Benefit Scheme 2020 (ESBS 2020) (formerly Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020) and Dhani Services Limited - Employee Stock Benefit Scheme 2021 (ESBS 2021). Treasury shares are acquired for the purpose of issuing equity shares to employees under Company's ESBS 2019, ESBS 2020 and ESBS 2021.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 26	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest income (on financial assets measured at amortised cost)		
Interest income on inter-corporate loans	2,202.94	9,844.56
Interest income on fixed and other deposits	194.91	134.46
Other interest income	39.10	50.50
	2,436.95	10,029.52

Note - 27	For the year ended 31 March 2021	For the year ended 31 March 2020
Dividend income		
Dividend income from subsidiary companies	490.96	20,494.38
Dividend income from others	9.41	16.25
	500.37	20,510.63

Note - 28	For the year ended 31 March 2021	For the year ended 31 March 2020
Net gain on fair value changes		
Net gain on financial assets at fair value through profit or loss		
Gain on sale of investment in mutual funds	97.99	36.37
Gain / (loss) on fair valuation	-	-
Total net gain on fair value changes	97.99	36.37
Fair value changes		
- Realised	97.99	36.37
- Unrealised	-	-
Total net gain on fair value changes	97.99	36.37

Note - 29	For the year ended 31 March 2021	For the year ended 31 March 2020
Other income		
Income from financial guarantees	270.02	318.94
Interest on income tax refund	51.34	-
Gain on foreign exchange fluctuations	-	106.73
Excess provision for expenses written back	167.00	-
Sundry credit balances written back	9.51	-
Profit on sale of property, plant and equipment (net)	1.45	-
Miscellaneous income	4.37	-
	503.69	425.67

Note - 30	For the year ended 31 March 2021	For the year ended 31 March 2020
Finance costs (on financial liabilities measured at amortised cost)		
Interest on borrowings		
Inter-corporate deposits	-	1,239.86
Term loans	3,124.47	589.04
Bank overdraft	205.98	29.98
Vehicle loans	1.84	2.37
Interest on debt securities		
Liability component of compulsorily convertible debentures	82.55	1,936.38
Others		
Interest on taxes	43.20	-
Other borrowing costs	12.75	12.81
	3,470.79	3,810.44



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 31	For the year ended 31 March 2021	For the year ended 31 March 2020
Fees and commission expense		
Membership and depository fee	20.48	17.44
	20.48	17.44
Note - 32	For the year ended 31 March 2021	For the year ended 31 March 2020
Impairment on financial instruments		
Provision for impairment on investments	220.10	-
	220.10	-
Note - 33	For the year ended 31 March 2021	For the year ended 31 March 2020
Employee benefits expenses		
Salaries and wages	179.87	483.43
Contribution to provident and other funds	8.39	2.90
Share based payments expense/ (reversal) to employees	(186.92)	512.75
Staff welfare	12.85	-
	14.19	999.08
Note - 34	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation and amortisation		
Depreciation on property, plant and equipment	16.73	16.50
Amortisation of intangible assets	2.65	-
	19.38	16.50
Note - 35	For the year ended 31 March 2021	For the year ended 31 March 2020
Other expenses		
Rent ⁽ⁱ⁾	1.80	-
Electricity expenses ⁽ⁱ⁾	0.60	-
Printing and stationery	1.96	65.67
Rates and taxes	10.57	-
Software expense	1.79	-
Communication costs	5.84	-
Office maintenance	0.83	-
Director's sitting fee	22.00	25.00
Payment to statutory auditors ⁽ⁱⁱ⁾	36.00	32.50
Legal and professional charges	78.52	26.20
Travelling and conveyance	5.00	66.68
Business promotion	222.74	132.68
Corporate social responsibility expenses (refer note - 45)	159.42	107.26
Repairs and maintenance	0.23	-
Loss on fluctuation of foreign exchange	15.99	-
Miscellaneous expenses	14.36	0.65
	577.65	456.64

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

- (i) Expenses apportioned by Dhani Loans and Services Limited (a wholly owned subsidiary company) to the Company (excluding goods and services tax):

	For the year ended 31 March 2021	For the year ended 31 March 2020
Rent	1.80	-
Electricity expenses	0.60	-
	2.40	-

- (ii) Auditor's remuneration (excluding goods and services tax):

	For the year ended 31 March 2021	For the year ended 31 March 2020
As auditor	32.50	32.50
For other services	3.50	-
	36.00	32.50

Note - 36 Tax expense	For the year ended 31 March 2021	For the year ended 31 March 2020
Tax expense of continuing operations		
Income tax for earlier years	28.03	-
Deferred tax	863.38	1,014.46
Total (A)	891.41	1,014.46
Tax expense of discontinued operations		
Current tax	-	(59.23)
Deferred tax	-	158.68
Total (B)	-	99.45
Income-tax expense reported in the statement of profit and loss (A) + (B)	891.41	1,113.91

The major components of Income-tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (31 March 2020: 25.17%) and the reported tax expense in profit or loss are as follows:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Accounting profit/(loss) before tax expense	(783.59)	25,718.71
Income-tax rate	25.17%	25.17%
Expected tax expense	(197.21)	6,472.88
Tax effect of adjustments to reconcile expected Income-tax expense to reported Income-tax expense:		
Tax impact on items exempt under Income-tax	-	(4,354.53)
Tax impact on deductions allowed under Income-tax	(47.76)	(1,776.85)
Tax impact of permanent difference	1,058.01	594.70
Earlier years tax adjustments (net)	28.03	(59.23)
Impact of difference in tax rate on certain items	(5.05)	146.80
Deferred tax not recognised on temporary differences	55.39	90.14
Income-tax expense	891.41	1,113.91

Notes:

- (i) During the year ended 31 March 2020, the Company had decided to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the financial year 2019-20. Accordingly, the provision for income-tax and deferred tax balances were recorded/ remeasured using the new tax rate and the Company had reversed deferred tax assets amounting to ₹ 1,141.65 lakh.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

The impact of the change in tax rate has been recognised in tax expense of statement of profit and loss, except to the extent that it relates to items previously recognised outside the statement of profit and loss.

(ii) Detail of unused tax losses:

Expiry assessment year (as per Income-tax Act, 1961)	As at 31 March 2021	As at 31 March 2020
Tax losses		
1 April 2028 - 31 March 2029	18,770.03	18,158.34
1 April 2029 - 31 March 2030	1,862.02	-
Unabsorbed depreciation for indefinite period	-	1,286.01

Note - 37

Discontinued operations

On 14 January 2019, the Board of Directors considered and approved the sale and transfer of securities broking business of the Company to Dhani Stocks Limited (formerly known as Indiabulls Securities Limited and Indiabulls Commodities Limited), a wholly owned subsidiary, by way of a slump sale. On 31 July 2019, the Company entered into a business transfer agreement (BTA) with Indiabulls Securities Limited to sell its securities broking business on slump sale basis. The business transfer involved transfer of certain assets and liabilities as stated in the BTA on slump sale basis for an agreed consideration of ₹ 34,200.00 lakh. On receipt of approvals from the regulatory authorities National Stock Exchange of India Limited, BSE Limited and the Securities and Exchange Board of India, the business stood transferred to Dhani Stocks Limited with effect from 21 February 2020.

a. Analysis of profit from discontinued operations:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Revenue from operations		
Interest income	-	3,455.75
Fees and commission income	-	6,959.24
Net gain on fair value changes	-	168.90
Total revenue from operations	-	10,583.89
Other income	-	192.46
Total income	-	10,776.35
Expenses		
Finance costs	-	628.35
Fees and commission expense	-	459.02
Impairment on financial instruments	-	306.31
Employee benefits expenses	-	5,210.94
Depreciation and amortisation expense	-	1,131.28
Other expenses	-	2,203.14
Total expenses	-	9,939.04
Profit before loss on disposal of discontinued operations	-	837.31
Loss on disposal of discontinued operations	-	820.69
Profit before tax from discontinued operations	-	16.62
Tax expense	-	-
Current tax	-	(59.23)
Deferred tax	-	158.68
Tax on disposal of discontinued operations	-	-
Total tax expense	-	99.45
Loss after tax from discontinued operations	-	(82.83)

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts in Indian Rupees in lakh unless stated otherwise)***b. Net cash flows attributable to the discontinued operations:**

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Net cash used in from operating activities	-	(6,570.74)
Net cash generated from investing activities	-	32,449.40
Net cash used in financing activities	-	(24,070.00)
Net cash generated	-	1,808.66

c. Gain on disposal of discontinued operations:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash consideration	-	34,200.00
Less: cash and cash equivalents transferred	-	(605.93)
	-	33,594.07
Net assets transferred ⁽ⁱ⁾	-	34,414.76
Loss on disposal	-	(820.69)

(i) Information of book value of assets and liabilities transferred on the date of slump sale:

Particulars	Amount	Amount
Property, plant and equipment and Intangible assets	-	3,259.15
Intangible assets under development	-	188.70
Loans	-	5,679.94
Trade receivables (net of provisions)	-	2,782.66
Cash and cash equivalents	-	605.93
Other financial assets	-	32,217.28
Other non-financial assets	-	220.34
Total assets (A)	-	44,954.00
Trade payables and other payables	-	97.35
Provision for employee benefits	-	523.66
Other financial liabilities	-	9,204.42
Other non-financial liabilities	-	107.88
Total liabilities (B)	-	9,933.31
Net assets (C) = (A) - (B)	-	35,020.69

Note - 38**Earnings per equity share (EPS)****Disclosure in respect of Indian Accounting Standard – 33 'Earnings Per Share' :**

The basic earnings per equity share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Partly paid-up equity shares are treated as a fraction of an equity share to the extent they are entitled to participate in dividend relative to a fully paid-up equity share during the reporting period. Compulsory convertible debentures are treated as equivalent of equity share for the purpose of basic earnings per equity share. Treasury shares are adjusted for computation of weighted average equity shares. Diluted earnings per equity share is computed by considering the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The number of equity shares and potential dilutive equity shares are adjusted for the potential dilutive effect of employee stock option plan and warrants as appropriate.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit/(loss) available for equity shareholders (₹ in lakh) from continuing operations	(1,675.00)	24,687.63
Profit/(loss) available for equity shareholders (₹ in lakh) from discontinued operations	-	(82.83)
Profit/(loss) available for equity shareholders (₹ in lakh) from continuing and discontinued operations	(1,675.00)	24,604.80
Basic/diluted earnings per equity share:		
Weighted-average number of equity shares for basic earnings per share	540,661,308	588,484,888
Effect of dilution:		
Add: Potential number of equity shares that could arise on exercise of employee stock options	6,583,434	10,594,404
Add: Potential number of equity shares that could arise on exercise of warrants	-	-
Weighted-average number of equity shares for diluted earnings per share	547,244,742	599,079,292
Face value of equity share (₹)	2.00	2.00
Earnings per equity share from continuing operation - basic (₹)	(0.31)	4.20
Earnings per equity share from continuing operation - diluted (₹) *	(0.31)	4.12
Earnings per equity share from discontinued operation - basic (₹)	-	(0.01)
Earnings per equity share from discontinued operation - diluted (₹)	-	(0.01)
Earnings per equity share from continuing and discontinued operation - basic (₹)	(0.31)	4.18
Earnings per equity share from continuing and discontinued operation - diluted (₹) *	(0.31)	4.11

* Anti-dilutive for current year since decreasing loss per equity share.

Note - 39

Leases

The Company had leases for office buildings. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

A Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Short-term leases	1.80	407.24
Leases of low value assets	-	-
Variable lease payments	-	-

B Total cash outflow for leases for the year ended 31 March 2021 was ₹ 1.80 lakh (previous year ₹ 818.62 lakh).

C Future minimum lease payments of the Company is ₹ Nil.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

D Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2021 is of ₹ Nil (as at 31 March 2020: Nil).

E Following are the changes in the carrying value of right of use assets for the year ended 31 March 2021:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening balance at the beginning of the year	-	-
Addition on account of transition to Ind AS 116	-	1,849.87
Additions	-	-
Lease modification	-	(1,475.76)
Amortisation*	-	(374.11)
Closing balance at the end of year	-	-

*The aggregate amortisation expense on right of use assets for the year ended 31 March 2020 has been included under depreciation and amortization in Statement of profit and loss under discontinued operations .

The following is the movement in lease liabilities during the year ended 31 March 2021:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening balance at the beginning of the year	-	-
Addition on account of transition to Ind AS 116	-	1,740.31
Finance cost accrued during the period	-	102.28
Lease modification	-	(1,366.21)
Payment of lease liabilities	-	(476.38)
Closing balance at the end of year	-	-

Note - 40	As at 31 March 2021	As at 31 March 2020
A. Contingent liabilities not provided for in respect of:		
- Claims against the Company not acknowledged as debts in respect of:		
Cases under Income-tax Act, 1961 ^{(ii) & (iii)}	2,839.53	315.05
- Corporate guarantee for loans taken by Subsidiary Companies ^(iv)	130,560.00	187,730.00

(i) The Company was involved in various legal proceedings as respondents/ defendants for various claims including those related to conduct of its business. The Company had transferred its stock broking business on slump sale to its wholly owned subsidiary Dhani Stocks Limited (formerly Indiabulls Securities Limited) (DSTL). Pursuant to business transfer agreement, all the litigations related to stock broking business after slump sale will now be handled by DSTL and all liabilities arising subsequently will be settled by DSTL.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

(ii) Demand pending u/s 143(3) read with section 153A of the Income-tax Act, 1961:-

	Financial Years	Authority	As at 31 March 2021	As at 31 March 2020
Disallowance under Income Tax Act, 1961	2010-11	CIT (Appeal)	90.97	90.97
Disallowance under Income Tax Act, 1961	2011-12	CIT (Appeal)	33.02	33.02
Disallowance under Income Tax Act, 1961	2012-13	CIT (Appeal)	4.21	4.21
Disallowance under Income Tax Act, 1961	2013-14	CIT (Appeal)	43.33	43.33
Disallowance under Income Tax Act, 1961	2014-15	CIT (Appeal)	40.66	40.66
Disallowance under Income Tax Act, 1961	2015-16	CIT (Appeal)	18.32	18.32
Disallowance under Income Tax Act, 1961	2016-17	CIT (Appeal)	67.17	67.17

The Company has deposited ₹ 60.08 lakh against the above demands.

(iii) Demand pending u/s 143(3) of the Income Tax Act, 1961

	Financial Years	Authority	As at 31 March 2021	As at 31 March 2020
Disallowance under Income Tax Act, 1961	2012-13	ITAT *	17.37	17.37
Disallowance under Income Tax Act, 1961	2017-18	CIT (Appeal) #	2,524.48	-

* Income tax department has filed an appeal against the order of CIT(A).

Subsequent to the year end, the Company has received order u/s 143(3) of the Income-tax Act, 1961 for demand of ₹ 2,524.48 lakh for financial year 2017-18. The Company has filed an appeal with CIT(Appeal) against the said order.

(iv) Total guarantee of ₹ 263,900 lakh (as at 31 March 2020: ₹ 243,900 lakh) has been shown to the extent of outstanding term loan of ₹ 130,560.00 lakh (as at 31 March 2020: ₹ 187,730.00 lakh).



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 41

Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Debt securities	Borrowings (other than debt securities)	Lease liabilities	Total
Balance as at 1 April 2019	30,019.31	23,617.25	-	53,636.56
Cash flows:				
- Addition on account of transition to Ind AS 116	-	-	1,842.59	1,842.59
- Proceeds	1,500.00	251,186.60 #	-	252,686.60
- Repayment	(22,460.54)	(246,513.85)	(476.38)	(269,450.77)
Non cash:				
- Amortisation of upfront fees	-	0.39	-	0.39
- Others	-	-	(1,366.21)	(1,366.21)
Balance as at 31 March 2020	9,058.77	28,290.39	-	37,349.16
Cash flows:				
- Addition on account of transition to Ind AS 116	-	-	-	-
- Proceeds	-	21,300.00	-	21,300.00
- Repayment	(8,931.96)	(8,275.20)*	-	(17,207.16)
Non cash:				
- Amortisation of upfront fees	-	-	-	-
- Others	(126.81)	-	-	(126.81)
Balance as at 31 March 2021	-	41,315.19	-	41,315.19

This includes proceeds of ₹ 1,181.60 lakh from bank overdraft which is considered under cash and cash equivalents in the cash flow statement.

* This includes repayment of ₹ 8,265.64 lakh for bank overdraft which is considered under cash and cash equivalents in the cash flow statement.

Note - 42

Employee stock option schemes:

The Company has issued various Employees stock options scheme (ESOP / ESOS) for the benefit of the employees of the Company and its subsidiary companies.

A. Grants during the year:

The Company has established the "Udaan Employee Welfare Trust" ("Udaan – EWT") (earlier known as Indiabulls Ventures Limited - Employees Welfare Trust" ("Trust") for the implementation and management of its employees benefit scheme viz. the "Dhani Services Limited - Employee Stock Benefit Scheme – 2019" (Scheme), for the benefit of the employees of the Company and its subsidiaries. Pursuant to Regulation 3(12) of the SEBI (Share Based Employee Benefits) Regulations, 2014, fully paid up equity shares of 10,400,000 lying in Trust have been appropriated towards the Scheme for grant of Share Appreciations Rights (SARs) to the employees of the Company and its subsidiaries as permitted by SEBI. The company will treat these SARs as equity and therefore they will be treated as equity settled SARs and accounting has been done accordingly.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

B. Employees Stock Options Schemes:

(i) Employees Stock Option Scheme - 2008 (DSL ESOP - 2008)

Total options under the scheme (Nos.)	DSL ESOP - 2008			
	20,000,000			
Options granted (Nos.)	20,000,000	9,700,000	500,000	880,600
		(Regrant)	(Regrant)	(Regrant)
Vesting period and percentage	Ten years, 1st Year - 15% 2nd year to 9th year - 10% each year 10th year - 5%	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year
Vesting date	25th January each year, commencing 25 January 2010	2nd July each year, commencing 2 July 2017	2nd September each year, commencing 2 September 2018	25th March each year, commencing 25 March 2019
Exercisable period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Exercise price (₹)	17.40	24.15	219.65	254.85
Outstanding at the beginning of 1 April 2019 (Nos.)	870,916	9,700,000	500,000	693,600
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	10,000	500,000	152,000
Exercised during the year (Nos.)	870,916	5,050,800	-	25,800
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2020 (Nos.)	-	4,639,200	-	515,800
Vested and exercisable as at 31 March 2020 (Nos.)	-	769,200	-	192,640
Remaining contractual life (weighted months)	-	66	-	73
Outstanding at the beginning of 1 April 2020 (Nos.)	-	4,639,200	-	515,800
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	14,400	-	429,000
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	-	4,624,800	-	86,800
Vested and exercisable as at 31 March 2021 (Nos.)	-	2,697,000	-	-
Remaining contractual life (weighted months)	-	54	-	73

Weighted average exercise price of share during the year ended 31 March 2021: Not applicable (31 March 2020: ₹ 198.22).

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts in Indian Rupees in lakh unless stated otherwise)***(ii) Employees Stock Option Scheme - 2009 (DSL - ESOP 2009)**

	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009
Total options under the Scheme (Nos.)	20,000,000	20,000,000	20,000,000	20,000,000
Options granted (Nos.)	2,050,000	9,500,000	10,000,000	669,400
		(Regrant)	(Regrant)	(Regrant)
Vesting period and percentage	Ten years, 10% each year	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year
Vesting date	13th April each year, commencing 13 April 2011	13th May each year, commencing 13 May 2017	2nd September each year, commencing 2 September 2018	25th March each year, commencing 25 March 2019
Exercisable period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Exercise price (₹)	31.35	16.00	219.65	254.85
Outstanding at the beginning of 1 April 2019 (Nos.)	150,000	6,487,700	9,880,000	219,400
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	165,000	195,500	-
Exercised during the year (Nos.)	100,000	3,225,100	852,600	40,000
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2020 (Nos.)	50,000	3,097,600	8,831,900	179,400
Vested and exercisable as at 31 March 2020 (Nos.)	50,000	-	3,034,400	47,760
Remaining contractual life (Weighted Months)	60	67	67	77
Outstanding at the beginning of 1 April 2020 (Nos.)	50,000	3,097,600	8,831,900	179,400
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	572,000	6,146,300	179,400
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	50,000	2,525,600	2,685,600	-
Vested and exercisable as at 31 March 2021 (Nos.)	50,000	1,262,800	-	-
Remaining contractual life (Weighted Months)	48	55	71	-

Weighted average exercise price of share during the year ended 31 March 2021: Nil (31 March 2020: ₹ 187.29)

(iii) Dhani Services Limited - Employee Stock Benefit Scheme 2019 ("Scheme") ("DSL-ESBS 2019").

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Company at its meeting held on 22 October 2019; and (b) a special resolution of the shareholders' of the Company passed through postal ballot on 4 December 2019, result of which were declared on 5 December 2019.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

This Scheme comprises:

- Dhani Services Limited Employees Stock Option Plan 2019 ("ESOP Plan 2019")
- Dhani Services Limited Employees Stock Purchase Plan 2019 ("ESP Plan 2019")
- Dhani Services Limited Stock Appreciation Rights Plan 2019 ("SARs Plan 2019")

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations"), the Company has set up "Udaan - Employee Welfare Trust" ("Trust") for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the "SBEB Regulations", is authorised to purchase upto an aggregate of 10,500,000 (One Crore Five lakh) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market. The Company has appropriated 10,400,000 fully paid up equity shares of the Company purchased by the Trust under the Scheme.

	DSL-ESBS 2019
Total options under the Scheme (Nos.)	10,500,000
Options granted (Nos.)	10,400,000
Vesting period and percentage	Three years, 33.33% each year
Vesting date	17th August each year, commencing 17 August 2021
Exercisable period	5 years from each vesting date
Exercise price (₹)	250.00
Outstanding at the beginning of 1 April 2020 (Nos.)	-
Granted during the year (Nos.)	10,400,000
Forfeited during the year (Nos.)	-
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Outstanding as at 31 March 2021 (Nos.)	10,400,000
Vested and exercisable as at 31 March 2021 (Nos.)	-
Remaining contractual life (Weighted Months)	77

(iv) Dhani Services Limited - Employee Stock Benefit Scheme 2020 ("Scheme") ("DSL-ESBS 2020").

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Company at its meeting held on 23 January 2020; and (b) a special resolution of the shareholders' of the Company passed through postal ballot on 20 March 2020, result of which were declared on 21 March 2020.

This Scheme comprises:

- Dhani Services Limited Employees Stock Option Plan 2020 ("ESOP Plan 2020")
- Dhani Services Limited Employees Stock Purchase Plan 2020 ("ESP Plan 2020")
- Dhani Services Limited Stock Appreciation Rights Plan 2020 ("SARs Plan 2020")

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations"), the Company has set up "Udaan - Employees Welfare Trust" (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Trust, in compliance with the “SBEB Regulations”, is authorised to purchase upto an aggregate of 9,300,000 (Ninety Three lakh) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market. The Company has not granted any options/ SARs under the said scheme as at 31 March 2021.

C. Fair Valuation:

The details of the Fair value of the options / SARs as determined by an Independent firm of Chartered Accountants, for the respective plans using the Black-Scholes Merton Option Pricing Model:-

	DSL ESOP - 2008			
	20,000,000	9,700,000	500,000	880,600
	Options	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	17.40	24.15	219.65	254.85
2. Expected volatility *	79.00%	42.97%	46.70%	47.15%
3. Option Life (Weighted Average) (in years)	11	6	6	6
4. Expected Dividends yield	22.99%	10.82%	1.27%	1.10%
5. Risk Free Interest rate	6.50%	7.45%	6.54%	7.56%
6. Fair value of the options (₹)	0.84	4.31	106.31	130.05

	DSL-ESBS 2019	DSL ESOP – 2009			
	10,400,000	2,050,000	9,500,000	10,000,000	669,400
	SARs	Options	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	250.00	31.35	16.00	219.65	254.85
2. Expected volatility *	68.45%	48.96%	40.74%	46.70%	47.15%
3. Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil
4. Expected dividends yield	1.71%	6.86%	16.33%	1.27%	1.10%
5. Risk free interest rate	4.17%	8.05%	7.45%	6.54%	7.56%
6. Fair value of the options (₹)	55.49	9.39	1.38	106.31	130.05

* The expected volatility was determined based on historical volatility data.

D. Share based payment expense:

The Company has recognised reversal of Share based payments expense to employees of ₹ 186.92 lakh (31 March 2020: ₹ 519.82 lakh) in the statement of Profit and loss for the year ended 31 March 2021 as follows:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Share based payments (reversal)/ expense (continuing operations)	(186.92)	512.75
Share based payments expense (discontinued operations)	-	7.07
	(186.92)	519.82



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 43

Operating segments

The operations and business activities of the Company fall under within a single “stock broking and related activities” business only, which is the only reportable segment in accordance with Ind-AS 108, Operating Segments. The Company has presented “stock broking business” as discontinued operation in accordance with Ind-AS 105, Non-Current Assets Held for Sale and Discontinued Operations. Further, The Company is operating in India which is considered as a single geographical segment.

Note - 44

Employee benefits

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Defined contribution plans

Provident fund

The Company pays fixed contribution to provident fund at predetermined rates to a registered provident fund administered by the Government of India, which invests the funds in permitted securities. Both the Company and employees make predetermined contributions to the Provident Fund. The contributions are normally based on a certain proportion of the employee’s salary. During the year, the Company has recognized the following amounts in the Statement of Profit and Loss in respect of defined contribution plans and included in “Employee benefits expense”.

	For the year ended 31 March 2021	For the year ended 31 March 2020
Contribution made to Employees' Provident Fund Organisation	4.33	22.69
Contribution made to Employees' State Insurance Corporation	-	6.96
Contribution to Labour Welfare Fund	0.01	1.78
Contribution to Employees' National Pension Scheme	4.05	18.56
	8.39	49.99

Defined benefit plans

Gratuity

The Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The liability of Gratuity is recognized on the basis of actuarial valuation.

Risks associated with plan provisions

Salary increases	Actual salary increases will increase the Plan’s liability. Increase in salary rate assumption in future valuations will also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan’s liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan’s liability.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts in Indian Rupees in lakh unless stated otherwise)***Amount recognised in the balance sheet is as under:**

Particulars	As at 31 March 2021	As at 31 March 2020
Present value of obligation	60.22	52.68
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	60.22	52.68
Expected contribution for the next Annual reporting period	8.90	8.12

Amount recognised in the statement of profit and loss is as under:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Current service cost	4.52	51.18
Past service cost including curtailment gains/losses	-	-
Interest cost on defined benefit obligation	3.63	44.35
Interest income on plan assets	-	-
Net impact on profit (before tax)	8.15	95.53

Amount recognised in the other comprehensive income:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Actuarial gain recognised during the year	0.60	20.61

Movement in the present value of defined benefit obligation recognised in the balance sheet is as under:

Particulars	As at 31 March 2021	As at 31 March 2020
Present value of defined benefit obligation as at the beginning of year	52.68	507.83
Current service cost	4.52	51.18
Interest cost	3.63	44.35
Past service cost including curtailment gains/losses	-	-
Liability (transferred) / acquired on transfer of employees (net) *	-	(477.67)
Benefits paid	-	(52.41)
Actuarial loss/(gain) on obligation		
Actuarial gain on arising from change in demographic assumption	-	0.02
Actuarial loss on arising from change in financial assumption	0.03	43.01
Actuarial gain on arising from experience adjustment	(0.64)	(63.63)
Present value of defined benefit obligation as at the end of the year	60.22	52.68

* Includes liabilities amounting to ₹ Nil (previous year ₹ 432.93 lakh) transferred to Dhani Stocks Limited (formerly Indiabulls Securities Limited) (a wholly owned subsidiary) on discontinued operations.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Actuarial assumptions

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Discounting rate	6.79%	6.80%
Future salary increase	5.00%	5.00%
Retirement age (years)	60.00	60.00
Withdrawal rate		
Up to 30 years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Weighted average duration (years)	15.80	15.72

Mortality rates inclusive of provision for disability -100% of IALM (2012-14) (previous year: 100% of IALM (2012-14))
Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age. To provide for these eventualities, the Actuary has used Indian Assured Lives Mortality (2012-14) Ultimate table (previous year Indian Assured Lives Mortality (2012-14) Ultimate table).

Sensitivity analysis for gratuity liability

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Impact of the change in discount rate		
Present value of obligation at the end of the year	60.22	52.68
- Impact due to increase of 0.50 %	(3.19)	(2.91)
- Impact due to decrease of 0.50 %	3.42	3.12
Impact of the change in salary increase		
Present value of obligation at the end of the year	60.22	52.68
- Impact due to increase of 0.50 %	3.46	3.16
- Impact due to decrease of 0.50 %	(3.26)	(2.97)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these is not calculated.

Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

Maturity profile of defined benefit obligation (years)	As at 31 March 2021	As at 31 March 2020
0 to 1 year	1.22	1.02
1 to 2 year	0.91	0.89
2 to 3 year	0.91	0.79
3 to 4 year	0.92	0.80
4 to 5 year	0.93	0.80
5 to 6 year	0.95	0.81
6 year onwards	54.38	47.57

Other long-term employee benefits

The Company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The scheme is unfunded and liability for the same is recognized on the basis of actuarial valuation. A reversal of provision of ₹ 15.87 lakh (previous year provision of ₹ 12.07 lakh) for the year have been done on the basis of actuarial valuation at the year end and credited (previous year debited) to the statement of profit and loss.

Note - 45

In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee. In terms with the provisions of the said Act, the Company was required to spend a sum of ₹ 159.42 lakh (previous year ₹ 107.26 lakh) towards CSR activities during the year ended 31 March 2021. The details of amount actually spent by the Company are:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
(a) Gross amount required to be spent by the Company	159.42	107.26
(b) Amount spent on		
- Construction/acquisition of any asset	-	-
- Any other purpose other than above *	159.42	107.26
- Yet to be paid	-	-
	159.42	107.26

*Contribution towards donation/corpus fund paid to Indiabulls Foundation

Note - 46

The Company was carrying on the business of stock broking which was discontinued during the financial year 2019-20. Accordingly, as at and during the year ended 31 March 2020, the financial assets of the Company were more than fifty percent of its total assets and income from financial assets was more than fifty percent of the gross income. The Company's present business activities consists of providing loans and making investments in group companies, consequentially, the Company may be required to apply and obtain the Certificate of Registration (CoR) from Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under the category of Core Investment Company (CIC), which is currently being evaluated by the management considering the Company's business operations and group structure. The management will take necessary steps in this regard in due course and is of the view that the impact of the above matter is not material to these standalone financial statements.

Note - 47

Disclosures in respect of Related Parties as per Indian Accounting Standard (Ind-AS) – 24 'Related Party Disclosures':

The Company's related parties primarily consist of its subsidiaries including step down subsidiaries. The Company routinely enters into transactions with these related parties in the ordinary course of business on the terms equivalent to those that prevail in arm length transactions.

Nature of relationship	Name of the related party
(a) Related parties where control exists:	
Subsidiary companies	Dhani Stocks Limited (formerly Indiabulls Securities Limited)
(including step-down subsidiaries)	Devata Tradelink Limited
	Indiabulls Investment Advisors Limited
	Indiabulls Infra Resources Limited
	Indiabulls Consumer Products Limited
	Indiabulls Distribution Services Limited
	Auxesia Soft Solutions Limited



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Pushpanjli Finsolutions Limited
 Arbutus Constructions Limited
 Gyansagar Buildtech Limited
 Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)
 Dhani Healthcare Limited (formerly Pushpanjli Fincon Limited)
 Indiabulls Assets Reconstruction Company Limited Group
 Indiabulls Alternate Investments Limited
 Evinos Buildwell Limited (from 17 June 2019)
 Evinos Developers Limited (from 17 June 2019)
 Savren Medicare Limited (formerly Savren Buildwell Limited) (from 19 November 2019)
 Krathis Buildcon Limited (from 20 November 2019)
 Krathis Developers Limited (26 November 2019)
 Transerv Limited (formerly Transerv Private Limited) (with effect from 1 April 2019)
 Jwala Technology Systems Private Limited (from 7 September 2020)
 Euler Systems Inc. (Incorporated in USA) (from 9 September 2020)
 Dhani Limited (Incorporated in Jersey) (from 18 February 2021)
 Dhani Limited (Incorporated in United Kingdom) (from 19 February 2021)
 Dhani Health Middle East FZ LLC (Incorporated in UAE) (from 2 March 2021)

(b) Other related parties:

- (i) Key management personnel
- Mr. Sameer Gehlaut, Whole Time Director, Chairman and Chief Executive Officer (w.e.f. 25 September 2020)
 Mr. Divyesh B. Shah, Whole Time Director & Chief Operating Officer #
 Mr. Pinank Jayant Shah, Whole Time Director
 Mr. Gagan Banga, Non-executive Director
 Mr. Anish Ernest Williams, Non-executive Director (w.e.f. 21 December 2020)
 Mr. Praveen Kumar Tripathi (w.e.f. 16 September 2019)
 Dr. Narendra Damodar Jadhav, Independent Director (w.e.f. 23 August 2020)
 Mrs. Fantry Mein Jaswal, Independent Director (w.e.f. 23 August 2020)
 Mr. Rakesh Mohan Garg, Independent Director (w.e.f. 25 November 2020)
 Mr. Vijay Chug, Independent Director (w.e.f. 21 December 2020)
 Mr. Abhaya Prasad Hota, Independent Director (till 16 September 2019)
 Mr. Alok Misra, Independent Director (till 27 August 2020)
 Mr. Shyam Lal Bansal, Independent Director (till 27 August 2020)
 Ms. Vijayalakshmi Rajaram Iyer, Independent Director (till 27 August 2019)
 Mrs. Rekha Gopal Warriar (w.e.f. 27 August 2019 and till 23 May 2020)

- (ii) Person exercising significant influence Mr. Sameer Gehlaut, Promoter and Non executive chairman (till 24 September 2020)

Mr. Divyesh B. Shah was designated as Chief Executive Officer till 27 August 2020 and has been redesignated as Chief Operating Officer w.e.f. 28 August 2020.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	For the year ended		For the year ended		For the year ended		For the year ended	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
(c) Transactions with related parties during the year								
Income								
i. Brokerage income	-	14.42	-	0.69	-	0.40	-	15.51
ii. Dividend income	490.96	20,494.38	-	-	-	-	490.96	20,494.38
iii. Interest income on inter corporate loans	2,202.94	9,844.56	-	-	-	-	2,202.94	9,844.56
iv. Sale of plant, property and equipment	-	0.60	-	-	-	-	-	0.60
Expenses								
i. Reimbursement of expenses paid	2.40	882.08	-	-	-	-	2.40	882.08
ii. Reimbursement of expenses received	-	129.10	-	-	-	-	-	129.10
iii. Interest expense on inter corporate loans	-	1,239.86	-	-	-	-	-	1,239.86
iv. Compensation to Key Management Personnel	-	-	-	-	-	-	-	-
- Short term employee benefits	-	-	42.25	400.59	-	-	42.25	400.59
- Post employment benefits - gratuity	-	-	0.26	1.56	-	-	0.26	1.56
- Other long-term employee benefits- compensated absences	-	-	(19.97)	2.15	-	-	(19.97)	2.15
- Share based expenses	-	-	(194.80)	512.30	-	-	(194.80)	512.30
- Sitting fees	-	-	22.00	25.00	-	-	22.00	25.00
Finance								
i. Inter corporate loans given	65,655.80	275,729.90	-	-	-	-	65,655.80	275,729.90
(Maximum balance outstanding during the year)								
ii. Inter corporate loans taken	-	60,500.00	-	-	-	-	-	60,500.00
(Maximum balance outstanding during the year)								
iii. Money received against employee stock option plans	-	-	-	1,622.56	-	-	-	1,622.56
iv. Call money received against right issue	-	-	-	51.98	-	-	-	51.98
v. Buy back of equity shares	-	-	-	5,546.91	-	29,018.27	-	34,565.18
vi. Dividend paid #	-	-	-	366.04	-	1,081.31	-	1,447.35
Investment								
i. Investment in equity shares of subsidiary companies	3,715.51	34,060.00	-	-	-	-	3,715.51	34,060.00
ii. Investment in equity shares on conversion of compulsory convertible debentures	40,000.00	-	-	-	-	-	40,000.00	-
iii. Purchase of investment from subsidiary companies	-	2,756.62	-	-	-	-	-	2,756.62
iv. Sale of investment to subsidiary company	-	550.00	-	-	-	-	-	550.00
v. Transfer of stock broking business	-	34,200.00	-	-	-	-	-	34,200.00
Liabilities								
i. Employee benefits liabilities paid	-	243.63	-	-	-	-	-	243.63
ii. Employee benefits liabilities received	-	185.99	-	-	-	-	-	185.99

Dividend paid to related parties in their capacity of shareholders.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 47 Related party disclosures (continued)

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
(c) Transactions with related parties during the year (continued)								
Contingent Liability								
i. Corporate guarantees given on behalf of subsidiary companies	20,000.00	60,000.00	-	-	-	-	20,000.00	60,000.00
ii. Reduction of corporate guarantees on account of repayment of loan by subsidiary / guarantee released by bank *	77,170.00	170,786.67	-	-	-	-	77,170.00	170,786.67
iii. Bank deposits released as margin money from stock exchange	-	1,100.00	-	-	-	-	-	1,100.00
* Guarantee released by bank ₹ Nil (previous year ₹ 126,700.00 lakh) and reduction of guarantee on account of repayment of loan by ₹ 77,170 lakh (previous year ₹ 44,086.67 lakh).								

(d) Balance outstanding as at 31 March 2021:

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Inter-corporate loans given (unsecured)	43,486.07	13,440.00	-	-	-	-	43,486.07	13,440.00
Corporate guarantees given to third parties on behalf of subsidiary companies	130,560.00	187,730.00	-	-	-	-	130,560.00	187,730.00
Payable for reimbursement of expenses	-	(10.22)	-	-	-	-	-	(10.22)

Amount presented in brackets represent liabilities.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 48

Financial instruments

A Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at 31 March 2021	As at 31 March 2020
Financial assets measured at fair value			
Investments* measured at fair value through other comprehensive income	Note - 8	316.10	164.28
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 5	6,089.55	1,806.14
Other bank balances	Note - 6	6,860.15	5,900.08
Loans	Note - 7	43,486.07	13,440.00
Other financial assets	Note - 9	1,085.32	1,073.75
Total		57,837.19	22,384.25
Financial liabilities measured at amortised cost			
Trade payables	Note - 17	63.90	301.88
Other payables	Note - 18	89.36	79.58
Debt securities (including interest accrued)	Note - 19	-	9,058.77
Borrowings (other than debt securities) (including interest accrued)	Note - 20	41,315.19	28,290.39
Other financial liabilities	Note - 21	223.48	309.00
Total		41,691.93	38,039.62

* Investment in subsidiaries are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

B Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	Period	Level 1	Level 2	Level 3	Total
Assets					
Investments at fair value through other comprehensive income					
Investments	31 March 2021	316.10	-	-	316.10
	31 March 2020	164.28	-	-	164.28



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	As at 31 March 2021		As at 31 March 2020	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	6,089.55	6,089.55	1,806.14	1,806.14
Other bank balances	6,860.15	6,860.15	5,900.08	5,900.08
Loans	43,486.07	43,486.07	13,440.00	13,440.00
Other financial assets	1,085.32	1,085.01	1,073.75	1,070.51
Total	57,521.09	57,520.78	22,219.97	22,216.73
Financial liabilities				
Trade payables	63.90	63.90	301.88	301.88
Other payables	89.36	89.36	79.58	79.58
Debt securities (including interest accrued)	-	-	9,058.77	9,066.49
Borrowings (other than debt securities) (including interest accrued)	41,315.19	41,315.19	28,290.39	28,290.39
Other financial liabilities	223.48	223.48	309.00	309.00
Total	41,691.93	41,691.93	38,039.62	38,047.34

The management assessed that fair values of cash and cash equivalents, other bank balances, trade receivables, loans, trade payables, other payables and other financial liabilities approximate their respective carrying amounts, largely due to the short-term maturities of these instruments. The following methods and assumptions were used to estimate the fair values for other assets and liabilities:

- The fair values of the Company's fixed interest bearing security deposits, loan notes and escrow account are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.
- The fair values of the Company fixed rate interest-bearing debt securities and borrowings are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. For variable rate interest-bearing debt securities and borrowings carrying value represent best estimate of their fair value as these are subject to changes in underlying interest rate indices as and when the changes happen.

Financial risk management

i) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The Company's risk are managed by a treasury department under policies approved by the board of directors. The board of directors provides written principles for overall risk management. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	Ageing analysis	Highly rated bank deposits and diversification of asset base and collaterals taken for assets
Liquidity risk	Borrowings, debt securities, trade payables, other payables and other financial liabilities	Cash flow forecasts	Committed borrowing and other credit facilities (whenever required)
Market risk - foreign exchange	Financial assets and liabilities not denominated in Indian rupee	Sensitivity analysis	Forward contract/hedging, if required
Market risk - interest rate	Variable rates borrowings and debt securities	Sensitivity analysis	Negotiation of terms that reflect the market factors
Market risk - security price	Investments in equity securities	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit Risk arises from the potential that an obligor is either unwilling to perform on an obligation or its ability to perform such obligation is impaired resulting in economic loss to the company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

The company provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, investments, trade receivables, loans and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables	Life time expected credit loss
High credit risk	Trade receivables	Life time expected credit loss or fully provided for

Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Financial assets that expose the entity to credit risk*

Particulars	As at 31 March 2021	As at 31 March 2020
(i) Low credit risk		
Cash and cash equivalents	6,089.55	1,806.14
Other bank balances	6,860.15	5,900.08
Loans	43,486.07	13,440.00
Investments	316.10	164.28
Other financial assets	1,085.32	1,073.75
(ii) Moderate credit risk		
Trade receivables	-	-

* These represent gross carrying values of financial assets, without deduction for expected credit losses

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Credit risk related to trade receivables is managed by continuously monitoring the recoverability of such amounts .

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by continuously monitoring the recoverability of such amounts.

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

*(All amounts in Indian Rupees in lakh unless stated otherwise)***b) Credit risk exposure**

i) Expected credit losses for financial assets

As at 31 March 2021	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	6,089.55	-	6,089.55
Other bank balances	6,860.15	-	6,860.15
Loans	43,486.07	-	43,486.07
Investments	316.10	-	316.10
Other financial assets	1,085.32	-	1,085.32

As at 31 March 2020	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	1,806.14	-	1,806.14
Other bank balances	5,900.08	-	5,900.08
Loans	13,440.00	-	13,440.00
Investments	164.28	-	164.28
Other financial assets	1,073.75	-	1,073.75

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables
Loss allowance on 1 April 2019	722.97
Impairment loss recognised during the year	306.31
Write - offs	(100.57)
Transfer on discontinued operations	(928.71)
Loss allowance on 31 March 2020	-
Impairment loss recognised during the year	-
Write - offs	-
Loss allowance on 31 March 2021	-

c) Concentration of financial assets

Loans and other financial assets majorly represents loans to subsidiaries and deposits given for business purposes.

B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

The Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Company's liquidity positions (also comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. The Company also takes into account liquidity of the market in which the entity operates.

(i) Financing arrangements

The Company had access to the following funding facilities:

As at 31 March 2021	Total facility	Drawn	Undrawn
- Expiring within one year	16,000.00	-	16,000.00
- Expiring beyond one year	85,000.00	41,300.00	43,700.00
Total	101,000.00	41,300.00	59,700.00

As at 31 March 2020	Total facility	Drawn	Undrawn
- Expiring within one year	19,800.00	8,265.64	11,534.36
- Expiring beyond one year	60,000.00	20,000.00	40,000.00
Total	79,800.00	28,265.64	51,534.36

(ii) Maturities of financial assets and liabilities

The tables below analyse the Company financial assets and liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows:

As at 31 March 2021	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalents	6,090.77	-	-	6,090.77
Other bank balances	6,967.65	-	-	6,967.65
Loans	-	43,486.07	-	43,486.07
Investments	-	-	481,993.15	481,993.15
Other financial assets	785.32	300.00	-	1,085.32
Total undiscounted financial assets (A)	13,843.74	43,786.07	481,993.15	539,622.96
Non-derivatives				
Borrowings (other than debt securities)	4,141.43	45,856.66	-	49,998.09
Trade payables	63.90	-	-	63.90
Other payables	89.36	-	-	89.36
Other financial liabilities	223.48	-	-	223.48
Total undiscounted financial liabilities (B)	4,518.17	45,856.66	-	50,374.83
Net undiscounted financial assets/ (liabilities) (A)-(B)	9,325.57	(2,070.59)	481,993.15	489,248.13

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

As at 31 March 2020	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	1,806.14	-	-	1,806.14
Other bank balances	6,025.42	-	-	6,025.42
Loans	13,440.00	-	-	13,440.00
Investments	-	-	477,987.28	477,987.28
Other financial assets	295.61	827.31	-	1,122.92
Total undiscounted financial assets (A)	21,567.17	827.31	477,987.28	500,381.76
Non-derivatives				
Debt Securities	9,808.09	-	-	9,808.09
Borrowings (other than debt securities)	10,277.07	23,432.56	-	33,709.63
Trade payables	301.88	-	-	301.88
Other payables	79.58	-	-	79.58
Other financial liabilities	309.00	-	-	309.00
Total undiscounted financial liabilities (B)	20,775.62	23,432.56	-	44,208.18
Net undiscounted financial assets/(liabilities) (A)-(B)	791.55	(22,605.25)	477,987.28	456,173.58

C) Market risk**a) Foreign currency risk**

The Company is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. To mitigate the Company's exposure to foreign currency risk, non-rupee cash flows are monitored and forward exchange contracts are entered into in accordance with the Company's risk management policies. The Company has not hedged its foreign currency receivables and payables.

(i) Foreign currency risk exposure in USD:

The Company exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows:

Particulars	As at	Foreign currency	Exchange rate	Amount in Foreign Currency	Amount in ₹
Financial assets					
Loan notes and escrow receivable	31 March 2021	USD	73.50	10.74	789.24
Loan to foreign subsidiary company	31 March 2021	USD	73.50	10.08	740.88
Loan notes and escrow receivable	31 March 2020	USD	75.39	10.74	809.49



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
USD sensitivity		
INR/USD- increase by 5.70% (31 March 2020: 6.70%)*	87.22	54.24
INR/USD- decrease by 5.70% (31 March 2020: 6.70%)*	(87.22)	(54.24)

* Holding all other variables constant

b) Interest rate risk

i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2021, the Company is not exposed to variable interest rate borrowings.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	As at 31 March 2021	As at 31 March 2020
Variable rate liabilities		
Borrowings (other than debt securities)	-	8,265.64
Fixed rate liabilities		
Debt securities	-	9,058.77
Borrowings (other than debt securities)	41,315.19	20,024.75
Total	41,315.19	37,349.16

Sensitivity

Below is the sensitivity of profit or loss in interest rates.

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest sensitivity*		
Interest rates – increase by 1%	-	13.27
Interest rates – decrease by 1%	-	(13.27)

* Holding all other variables constant

ii) Assets

The Company's bank deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

i) Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity:

Impact on other comprehensive income

Particulars	As at 31 March 2021	As at 31 March 2020
Quoted equity instruments		
Value per share – increase by 26% (31 March 2020: 26%)	82.19	42.71
Value per share – decrease by 26% (31 March 2020: 26%)	(82.19)	(42.71)

Note - 49

Capital management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings
- to provide an adequate return to shareholders

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31 March 2021	As at 31 March 2020
Net debt*	35,225.64	35,543.02
Total equity	504,480.97	467,988.01
Debt to equity ratio	0.07	0.08

* Net debt includes Debt securities + Borrowings (other than debt securities) + interest accrued - Cash and cash equivalents

Note - 50

Buy-Back of shares

During the year ended 31 March 2020, the Company pursuant to and in terms of its shareholders' and applicable regulatory approvals had bought back 66,666,666 fully paid-up equity shares having face value of ₹ 2 each at a price of ₹ 150 per share, through the 'Tender Offer' route for an aggregate amount of ₹ 100,000 lakh (excluding expenses towards buy back). The said buy back was completed on 4 February 2020. Consequently, the paid-up capital of the Company was reduced by ₹ 1,333.33 lakh. Of the total buyback cash outflow excluding related expenses, an amount of ₹ 98,666.67 lakh was utilized from Securities Premium and Capital Redemption Reserve of ₹ 1,333.33 lakh (representing the nominal value of the shares bought back and extinguished) has been created from the balance in retained earnings as per the requirements of the Act. Buy back expenses of ₹ 7,160.79 lakh have been adjusted with Securities Premium.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 51

Maturity analysis of assets and liabilities

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

ASSETS	As at 31 March 2021		As at 31 March 2020	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Financial assets				
Cash and cash equivalents	6,089.55	-	1,806.14	-
Other bank balances	6,860.15	-	5,900.08	-
Loans	-	43,486.07	13,440.00	-
Investments	-	481,768.05	-	477,982.28
Other financial assets	785.32	300.00	295.51	778.24
	13,735.02	525,554.12	21,441.73	478,760.52
Non-financial assets				
Current tax assets (net)	-	1,891.03	-	2,303.16
Deferred tax assets (net)	-	5,238.81	-	6,102.34
Property, plant and equipment	-	79.60	-	95.23
Other intangible assets	-	12.36	-	-
Other non-financial assets	114.41	-	349.92	-
	114.41	7,221.80	349.92	8,500.73
TOTAL ASSETS	13,849.43	532,775.92	21,791.65	487,261.25
LIABILITIES				
Financial liabilities				
Payables				
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	63.90	-	301.88	-
Other payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	89.36	-	79.58	-
Debt securities	-	-	9,058.77	-
Borrowings (other than debt securities)	10.62	41,304.57	8,275.29	20,015.10
Other financial liabilities	223.48	-	309.00	-
	387.36	41,304.57	18,024.52	20,015.10

**Summary of significant accounting policies and other explanatory information**

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

ASSETS	As at 31 March 2021		As at 31 March 2020	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Non-financial liabilities				
Current tax liabilities (net)	-	-	-	-
Provisions	1.51	72.81	1.58	82.55
Other non-financial liabilities	274.27	103.86	2,758.61	182.53
	275.78	176.67	2,760.19	265.08
TOTAL LIABILITIES	663.14	41,481.24	20,784.71	20,280.18
Net equity	13,186.29	491,294.68	1,006.94	466,981.07

Note - 52

Disclosure as per Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186(4) of the Act.

(i) Loans and advances in the nature of loans given to subsidiaries:

Name of the Subsidiaries	Maximum balance outstanding during the year		Balance outstanding as at	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Indiabulls Investment Advisors Limited	-	35,105.00	-	-
Indiabulls Distribution Services Limited	11,893.00	147,927.00	-	7,930.00
Dhani Stocks Limited (formerly Indiabulls Securities Limited)	5,510.00	6,210.00	-	5,510.00
Pushpanjli Finsolutions Limited	-	16,467.90	-	-
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)	-	70,020.00	-	-
Dhani Healthcare Limited (formerly Pushpanjli Fincon Limited)	47,322.00	-	42,562.00	-
Jwala Technology Systems Private Limited	200.00	-	183.00	-
Euler Systems, Inc*	730.80	-	741.07	-

All above loans have been given for business purpose.

* Balance outstanding at year end includes interest accrued thereon.

(ii) Guarantees given to subsidiaries:

Name of the Subsidiary	Guarantees given during the year		Balance outstanding as at *	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)	20,000.00	60,000.00	130,560.00	187,730.00

* Closing balance is net of repayment of loans made by subsidiary companies

(iii) Investments in subsidiaries:

Details of investments made are given in note - 8



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2021

(All amounts in Indian Rupees in lakh unless stated otherwise)

Note - 53

Consequent to the outbreak of the COVID-19 pandemic, the Indian Government announced a lockdown in March 2020. Subsequently, the national lockdown was lifted by the Government, but regional lockdowns continue to be implemented in areas with a significant number of COVID-19 cases. The impact of COVID-19, including changes in customer behavior and pandemic fears, as well as restriction of business and individual activities led to significant volatility in global and Indian financial markets and a significant decrease in global and local economic activities. The extent to which COVID-19 pandemic, including the current “second wave” that has significantly increased the number of cases in India, will continue to impact the Company’s performance and will depend on ongoing as well as future developments which are highly uncertain, including, among other things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government-mandated or elected by us.

The Company believes that it has considered all the possible impact of the known events arising out of COVID-19 pandemic in the preparation of these standalone financial statements. However, the impact assessment of COVID-19 is a continuing process given its nature and duration. The Company will continue to monitor any material changes to future economic condition. The Company’s capital and liquidity position remains sufficient and would continue to be the focus area for the Company; accordingly, the Company does not expect a stress on its liquidity situation in the immediate future.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

For and on behalf of the Board of Directors

Khushroo B. Panthaky
Partner
Membership No.: 042423

Place: Mumbai
Date: 18 June 2021

Sameer Gehlaut
Chairman & CEO
DIN: 00060783

Place: London
Date: 18 June 2021

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Place: Mumbai
Date: 18 June 2021

Rajeev Lochan Agrawal
Chief Financial Officer
Place: Gurugram
Date: 18 June 2021

Lalit Sharma
Company Secretary
Place: Gurugram
Date: 18 June 2021



Statement Pursuant to Section 129 of the Companies Act, 2013
(All amounts in Indian Rupees in lakh unless stated otherwise)

Annexure: Statement containing the salient features of the financial statements of subsidiaries / associate companies / joint ventures [Form AOC-1: Pursuant to first proviso to sub-section (b) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]																
Part A: Subsidiaries																
S r. No.	Name of the Companies	Subsidiary	Date of acquisition of Subsidiary	Year	Exchange Rate/ Reporting Currency	Share Capital / Security Receipts	Other equity (Surplus/ Deficit)	Total Assets excluding Investments	Total Liabilities*	Investments	Turnover	Profit/ (loss) before Taxation	Provision for Taxation / (Tax Credit)	Profit/ (Loss) after Taxation	Proposed Dividend (Including Corporate Dividend Tax)	% of shareholding
1	Dhani Stocks Limited (Formerly Indiabulls Securities Limited)		1-Apr-07	2020-21	₹	1,370.00	36,671.95	53,671.23	15,883.27	-	10,333.16	2,212.46	326.94	1,885.51	-	100%
2	Deanta TradeLink Limited		9-Jan-08	2020-21	₹	5.00	(18,998.89)	71.97	18,165.87	-	4.37	3.54	0.20	3.35	-	100%
3	Indiabulls Investment Advisors Limited		22-Aug-08	2020-21	₹	35,550.00	(8,354.77)	27,495.27	300.04	-	1,277.85	(28.27)	366.20	(394.47)	-	100%
4	Indiabulls Distribution Services Limited		11-Jun-09	2020-21	₹	35.82	46,176.65	74,818.20	29,110.72	505.00	9,424.16	(2,493.21)	672.03	(3,165.24)	-	100%
5	Auesia Soft Solutions Limited		30-Sep-11	2020-21	₹	5.00	(508.46)	0.92	504.38	-	0.12	(42.76)	-	(42.26)	-	100%
6	Pochpanji Fin Solutions Limited		28-Jun-13	2020-21	₹	601.00	259.63	1,289.28	429.65	-	7,272.67	2,726.87	691.23	2,055.64	-	100%
7	Arbitus Constructors Limited		11-Jun-13	2020-21	₹	11.00	(11.00)	-	-	-	2.00	0.45	-	0.45	-	100%
8	Gensagar Buildtech Limited		11-Jun-13	2020-21	₹	11.00	(247.01)	259.98	494.99	-	-	(40.91)	-	(40.91)	-	100%
9	Dhani Loans and Services Limited (Formerly, Indiabulls Consumer Finance Limited)		28-Jun-13	2020-21	₹	6,118.80	411,449.05	554,664.16	378,036.77	240,940.46	1,06,286.76	(6,980.01)	(1,570.25)	(5,409.76)	-	100%
10	Dhani Healthcare Limited (Formerly, Pushpanji Finzon Limited)		11-Jun-13	2020-21	₹	401.00	(4,581.82)	42,790.08	46,991.19	20.28	2,106.05	(5,085.66)	(99.76)	(4,985.90)	-	100%
11	Indiabulls Alternate Investments Company Limited		10-Feb-16	2020-21	₹	505.00	440.07	711.25	59.64	293.47	286.66	174.63	43.75	130.88	-	100%
12	Indiabulls Asset Reconstruction Company Limited		3-Oct-16	2020-21	₹	9,750.00	47,302.08	4,450.98	1,075.44	53,676.52	5,800.83	5,057.18	1,395.73	3,661.46	-	100%
13	Indiabulls Consumer Products Limited		5-Jul-16	2020-21	₹	5.00	(1.23)	3.93	0.15	-	1.72	(8.04)	0.29	(8.34)	-	100%
14	Indiabulls Infra Resources Limited		1-Feb-17	2020-21	₹	300.00	73.06	377.38	4.33	-	31.71	25.30	6.43	18.87	-	100%
15	Ennos Buildwell Limited		17-Jun-19	2020-21	₹	5.00	(3,490.06)	32,642.37	36,127.43	-	7.60	(2,747.51)	-	(2,747.51)	-	100%
16	Ennos Developers Limited		17-Jun-19	2020-21	₹	5.00	(0.86)	4.29	0.15	-	-	(0.51)	-	(0.51)	-	100%
17	Sanen Medicare Limited (Formerly, Saren Buildwell Limited)		19-Nov-19	2020-21	₹	5.00	(0.55)	4.60	0.16	-	0.25	(0.31)	-	(0.31)	-	100%
18	Kaithis Buildcon Limited		20-Nov-19	2020-21	₹	5.00	(0.77)	4.39	0.16	-	-	(0.52)	-	(0.52)	-	100%
19	Kaithis Developers Limited		26-Nov-19	2020-21	₹	5.00	(0.76)	4.39	0.16	-	-	(0.52)	-	(0.52)	-	100%
20	Jwala Technology Systems Private Limited		7-Sep-20	2020-21	₹	1.00	(80.65)	117.22	196.87	-	274.49	15.25	6.45	8.80	-	100%
21	Euler Systems Inc.		9-Sep-20	2020-21	1 USD= ₹75.75	0.06	(233.59)	516.09	749.62	-	116.91	(28.63)	-	(28.63)	-	100%
22	Dhani Health Middle East FZ LLC (Incorporated in UAE)		2-Mar-21	2020-21	1 AED= ₹19.51	20.28	(15.14)	72.59	67.45	-	0.08	(14.79)	-	(14.79)	-	100%
23	Dhani Limited (Incorporated in Jersey)		18-Feb-21	2020-21	1 GBP= ₹100.75	3,715.51	(23.63)	3,691.77	-	0.10	-	(5.67)	-	(5.67)	-	100%
24	Dhani Limited (Incorporated in United Kingdom)		19-Feb-21	2020-21	1 GBP= ₹100.75	0.10	(7.48)	2.04	9.42	-	-	(7.21)	-	(7.21)	-	100%



Statement Pursuant to Section 129 of the Companies Act, 2013

(All amounts in Indian Rupees in lakh unless stated otherwise)

Sr. No.	Name of the Companies	Subsidiary	Date of acquisition of Subsidiary	Year	Reporting Currency	Share Capital / Security Receipts	Other equity (Surplus / Deficit)	Total Assets excluding Investments	Total Liabilities*	Investments	Turnover	Profit / (Loss) before Taxation	Provision for taxation / Tax Credit	Profit / (Loss) after Taxation	Proposed Dividend (Including Corporate Dividend Tax)	% of shareholding
25	Indiabulls ARC - II Trust		30-Jun-18	2020-21	₹	5,936.98	(465.26)	2,968.91	(2,502.80)	-	-	(115.93)	-	(115.93)	-	51%
26	Indiabulls ARC - IV Trust		31-Dec-18	2020-21	₹	4,150.72	(2,352.86)	1,826.35	28.49	-	20.00	(683.70)	-	(683.70)	-	51%
27	Indiabulls ARC - V Trust		31-Dec-18	2020-21	₹	1.10	11.96	106.67	93.61	-	140.97	91.09	-	91.09	-	51%
28	Indiabulls ARC - VI Trust		28-Mar-19	2020-21	₹	4,200.00	(250.07)	4,191.80	241.87	-	-	(141.13)	-	(141.13)	-	51%
29	Indiabulls ARC - VII Trust		28-Mar-19	2020-21	₹	2,414.19	(283.64)	2,212.71	82.15	-	2.75	(58.66)	-	(58.66)	-	51%
30	Indiabulls ARC - VIII Trust		29-Jun-19	2020-21	₹	4,762.50	(242.17)	4,762.50	242.17	-	-	(144.61)	-	(144.61)	-	51%
31	Indiabulls ARC - X Trust		30-Sep-19	2020-21	₹	25,620.20	(1,916.61)	23,757.29	53.69	-	9.72	(1,453.80)	-	(1,453.80)	-	51%
32	Indiabulls ARC - XI Trust		30-Sep-19	2020-21	₹	-	-	-	-	-	2,233.87	1,051.14	-	1,051.14	-	51%
33	Indiabulls ARC - XII Trust		31-Dec-19	2020-21	₹	15,702.25	(840.90)	15,154.44	293.09	-	-	(703.46)	-	(703.46)	-	51%
34	Indiabulls ARC - XIII Trust		31-Dec-19	2020-21	₹	2,000.00	(77.97)	2,000.06	78.02	-	-	(62.66)	-	(62.66)	-	51%
35	Indiabulls ARC - XIV Trust		30-Sep-20	2020-21	₹	1,888.47	(4.33)	1,885.11	0.98	-	-	(4.33)	-	(4.33)	-	51%
36	Indiabulls ARC - XVI Trust		30-Sep-20	2020-21	₹	7,337.62	(107.78)	7,241.61	11.77	-	-	(107.78)	-	(107.78)	-	51%
37	Indiabulls ARC - XVII Trust		30-Sep-20	2020-21	₹	10,505.13	(9.48)	10,505.56	7.92	-	-	(9.48)	-	(9.48)	-	100%
38	Indiabulls ARC - XVIII Trust		31-Mar-21	2020-21	₹	10,000.00	(1.27)	10,000.00	1.27	-	-	(1.27)	-	(1.27)	-	51%
39	Transerv Limited		1-Apr-19	2020-21	₹	647.92	3,561.65	29,368.05	25,156.49	-	6,918.61	74.38	(95.51)	169.90	-	100%

Total liabilities exclude share capital and other equity



Dhani Services Limited

(formerly Indiabulls Ventures Limited)

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