

Date: September 6, 2022

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 27th Annual General Meeting (AGM) of Shareholders of the Company, along with Annual Report for the financial year 2021-22

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 September 2, 2022, we wish to inform that the Notice of the 27th Annual General Meeting of the Shareholders of the Company, which has been scheduled to be held on **Thursday, September 29, 2022 at 3:30 P.M. (IST)** (“AGM”), along with Annual Report for the financial year 2021-22 are being mailed to the Shareholders, holding equity shares of the Company as on September 2, 2022 and whose email IDs are registered with the Company/Depositories, in compliance with applicable MCA and SEBI Circulars (“Circulars”) (**Copy of the AGM Notice and Annual Report are attached**).

The AGM will be held through Video Conferencing / Other Audio Visual Means without the physical presence of Members at a common venue, in compliance with Circulars. Notice of 27th AGM and Annual Report for the financial year 2021-22 are also uploaded on the website of the Company viz. www.dhani.com.

The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 26, 2022 till Thursday, September 29, 2022 (both days inclusive), for annual closing (for the purpose of AGM).

This is for your information and record.

Thanking you,
Yours truly,

For **Dhani Services Limited**

Vikas Khandelwal
Company Secretary

CC: Luxembourg Stock Exchange, Luxembourg

Dhani Services Limited

(formerly Indiabulls Ventures Limited) CIN: L74110DL1995PLC069631

Reg. Off: 1/1 E, First Floor, East Patel Nagar, New Delhi-110008, Tel: 011-41052775, Fax: 011-42137986

Corp. Off: One International Centre, Tower 1, 4th Floor, S. B. Marg, Elphinstone (W), Mumbai - 400013 T. +91 22 6189 9016 F. +91 22 6189 9001

Website: www.dhani.com | Email: support@dhani.com

Notice

DHANI SERVICES LIMITED

CIN: L74110DL1995PLC069631

Registered Office: 1/1 E, First Floor, East Patel Nagar, New Delhi-110008

Email: support@dhani.com, **Tel:** 011-41052775, **Fax:** 011-42137986,

Website: www.dhani.com

NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of **DHANI SERVICES LIMITED** will be held on Thursday, September 29, 2022 at 3:30 P.M. IST ("**AGM**") through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to seek the consent of the shareholders of the Company ("**Members**"), on the agenda herein below through remote electronic voting ("**E-voting**").

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2022, and Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of Mr. Divyesh B. Shah (DIN: 00010933), a Whole Time Director & Key Managerial Personnel, designated as Chief Operating Officer, who, as a director, retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint Messrs Sharp & Tannan Associates (member firm of Russell Bedford International ("**RB**"), Chartered Accountants (Firm Registration No. 109983W issued by The Institute of Chartered Accountants of India), Statutory Auditors of the Company for the FY 2023 & 2024 and to authorise the board of directors of the Company to finalize payment of Audit fees of upto ₹ 55 (Fifty Five) lacs plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit of the accounts of the Company for each of the FY 2023 & 2024 till the same is revised, subject to fulfillment of the eligibility norms by the Statutory Auditors, in each financial year of their appointment [During the financial year 2021-22, the Company had paid ₹ 44,50,000/- (Rupees Forty Four Lacs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses to the said firm, against the shareholders' existing authorization for payment of ₹ 53,50,000 (Rupees Fifty Three Lacs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses for financial year 2021-22].

SPECIAL BUSINESS:

Item No. 4:

To consider and if thought fit to pass the following resolution as a Special Resolution, for the re-appointment of Mr. Pinank Jayant Shah (DIN: 07859798) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, with effect from August 28, 2022:

"RESOLVED THAT pursuant to the provisions of Sections 196, 203, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, consent of the members, be and is hereby accorded to the re-appointment of Mr. Pinank Jayant Shah (DIN: 07859798) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, w.e.f. August 28, 2022, without any remuneration from the Company."

Notice (Contd)

Item No 5:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for issuance of securities of the Company through QIP and/or FCCB and/or any other permissible modes:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, including the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (the **“Companies Act”**), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, (the **“FEMA”**) including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, Foreign Exchange Management (Overseas Investment) Regulations, 2022, as amended, and the circulars or rules or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the **“ECB Guidelines”**), the Depository Receipts Scheme, 2014, as amended (the **“2014 Scheme”**), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the **“1993 Scheme”**), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), BSE Limited and National Stock Exchange of India Limited or any other stock exchange where the equity shares of face value of ₹ 2 each (the **“Equity Shares”**) of the Company are listed (together the **“Stock Exchanges”**), and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the **“Appropriate Authorities”**), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of Equity Shares and/ or any securities convertible or exchangeable into such number of Equity Shares, including but not limited to convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or foreign currency convertible bonds (**“FCCB”**) and/or foreign currency exchangeable bonds (**“FCEB”**) which are convertible or exchangeable into Equity Shares, by way of public issuance or private placement or any other method permitted under applicable laws, and/or preference shares and/or Global Depository Receipts (**“GDRs”**) and/ or American Depository Receipts (**“ADRs”**) and/or any other financial instruments/ securities convertible into and/ or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as **“Securities”**), secured/un-secured, listed on recognized stock exchanges in

India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies, and/or any combination of any of the aforementioned Securities, in one or more tranches and/or one or more issuances simultaneously or otherwise aggregating up to 15% of the post issue diluted share capital of the Company in INR or in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), through one or more public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) (“QIP”), and/or any combination thereof or any other method as may be permitted under applicable laws to one or more eligible investors, in the course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or offering circular and/ or other permissible/ requisite offer documents to any eligible person, including Qualified Institutional Buyers (“QIBs”), within the meaning prescribed under Chapter VI of SEBI ICDR Regulations, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the Securities or not (collectively referred to as the “Investors”), at such price or at a discount or premium to market price, as may be permitted under applicable laws, and in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of Securities and/or categories of Investors to whom to offer, issue and allot such Securities as may be permitted under applicable laws and regulations.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations and 1993 Scheme, as applicable, the relevant date for determining the price of the Securities to be issued by way of QIP/FCCBs/FCEBs or by way of any other issue(s) shall be the date of the meeting in which the Board decides to open the proposed issue or such other date, as may be prescribed in accordance with applicable laws.

RESOLVED FURTHER THAT if the Company proposes to issue and allot any Securities by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and to eligible holders of FCCBs pursuant to the 1993 Scheme and the ECB Guidelines:

1. the issue and allotment of Securities by way of QIP to QIBs shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations, from time to time;
2. the “relevant date” for determination of the floor price of the Equity Shares to be issued shall be:
 - a) in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue, and/or,
 - b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (“QIP Floor Price”), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of upto 5% (five per cent) or such other discount as may be permitted under applicable law (including under the SEBI ICDR Regulations with respect to the QIP Floor Price) for any of Securities;
4. the issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws (or any combination of the Securities as decided by the Board), shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

Notice (Contd)

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b) makes a rights issue of Equity Shares;
- c) consolidates its outstanding Equity Shares into a smaller number of shares;
- d) divides its outstanding Equity Shares including by way of stock split;
- e) re-classifies any of its Equity Shares into other securities of the issuer; and
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue of Securities including timing of the issue(s), the class/category of Investors to whom the Securities are to be issued/offered, number of Securities, number of issues, tranches, floor price, issue price, interest rate, premium/ discount, redemption, allotment of Securities, disposal of Securities which are not subscribed, listing of such Securities with recognized stock exchange in India or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, trust deed, agency agreement, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc., and to enter into and execute all such agreements/arrangements/ memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person, as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognized stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.”

Item No. 6:

To consider and if thought fit to pass the following resolution as a Special Resolution, for approval of Dhani Services Limited - Employee Stock Benefit Scheme 2022 and grant of Employee Stock Options to the employees/directors of the Company:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the **“SBEB Regulations”**) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include the Compensation Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to launch / create **‘Dhani Services Limited - Employee Stock Benefit Scheme 2022’** in compliance with SBEB Regulations, and to create, offer, issue, transfer and grant upto an aggregate of 3,00,00,000 (Three Crore) employee stock options, (**“ESOPs”**), convertible into equivalent number of fully paid-up equity shares of face value INR 2 each of the Company (**“Shares”**) (hereinafter referred to as the **“Scheme”**) to the benefit of the eligible employees or directors of the Company, as may be permissible under the SBEB Regulations (the **“Employees”**), from time to time in one or more tranches, at such price or prices or such formula and on such terms and conditions, as may be determined by the Board.

RESOLVED FURTHER THAT for the purpose of administration and implementation of the Scheme, Udaan Employee Welfare Trust” (formerly Indiabulls Ventures Limited – Employees Welfare Trust) (hereinafter referred to as **“Trust”**), in compliance with the SBEB Regulations, may purchase/acquire, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 2% (two percent) of the fully paid-up equity share capital of the Company in any financial year, subject that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations

RESOLVED FURTHER THAT any new Shares, if to be issued and allotted by the Company, under the Scheme, shall rank pari passu, in all respects with the then existing fully paid-up equity shares of the Company and to the extent the Shares are transferred, out of those purchased by the Trust from the secondary market, under the Scheme, there will be no dilution in shareholding of members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, sub-division or consolidation or any other change in capital structure, merger and/or demerger or other re-organization, the Board may decide on the fair and reasonable adjustment to be made to the ESOPs granted earlier, and/or its exercise price, in compliance with the applicable laws and if any additional ESOPs are required to be issued and/or transferred and/or granted by the Company and/or the Trust, the ceiling as aforesaid of 3,00,00,000 (Three Crore) Shares shall be deemed to increase in proportion of such additional shares, issued / to be issued, pursuant to such corporate action, to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

Notice (Contd)

RESOLVED FURTHER THAT the grant of ESOPs under the Scheme, shall be at a price not less than the minimum floor price, which shall be higher of (a) the closing market price of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs under the Scheme, or (b) the average of the weekly high and low of the volume weighted average prices of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) for the last two weeks immediately preceding the date of grant of ESOPs, under the Scheme, or as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the ESOPs granted under the Scheme, shall vest in tranches with the first tranche vesting after a minimum period of 1 (one) year from the date of grant, in accordance with SBEB Regulations, and that all subsequent tranches for the vesting of ESOPs shall take place after an interval of 1 (one) year from the previous tranche of ESOPs and no tranche for vesting of ESOPs granted under the Scheme, shall exceed 35% (thirty five percent) of the total ESOPs granted under the Scheme; Accordingly, the holder of such ESOPs shall be entitled to apply for the Shares upon completion of each vesting period. As a result, vesting schedule shall spread for a minimum period of 3 years, from respective date of grant, and vesting of all ESOPs granted under the Scheme, shall not be over before a minimum period of 3 years from the date of such grant.

RESOLVED FURTHER THAT the Board, without requiring any further consent or approval of the members of the Company, be and is hereby authorized on behalf of the Company, to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP for the benefit of the Employees, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws, and determine the detailed terms and conditions of the Scheme, including but not limited to the quantum of the ESOPs to be granted per Employee, the number of ESOPs to be issued in each tranche, the exercise price, the terms or combination of terms subject to which the ESOPs are to be issued, the exercise period, the vesting period, the vesting conditions, instances where such ESOPs shall lapse and adjustments to be made pursuant to lapse of ESOPs and to make such modifications, changes, alterations, suspend, withdraw or revisions in the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of ESOPs, including all necessary steps for listing of the new equity shares, to be allotted under the Scheme, if any, at Stock Exchanges, where the Shares of the Company are listed.”

Item No. 7:

To consider and, if thought fit, to pass the following resolution as a Special Resolution, to approve to extend the benefits of Dhani Services Limited - Employee Stock Benefit Scheme 2022 to the employees and directors of the subsidiary company(ies), if any, of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “**SBEB Regulations**”) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include the Compensation Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of ‘**Dhani Services Limited - Employee Stock Benefit Scheme 2022**’ (hereinafter referred to as the “**Scheme**”), set-up by the Company, in compliance with SBEB Regulations, to the eligible employees or directors of any existing and future subsidiary company(ies) of the Company, whether in or outside India, as may be permissible under the SBEB Regulations (the “**Employees**”).

RESOLVED FURTHER THAT the Board, without requiring any further consent or approval of the members of the Company in this regard, be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP, for the benefit of the Employees, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws, and determine the detailed terms and conditions of the aforementioned Scheme, including but not limited to the quantum of the ESOPs to be granted per Employee, the number of ESOPs to be issued in each tranche, the exercise price, the terms or combination of terms subject to which the ESOPs are to be issued, the exercise period, the vesting period, the vesting conditions, instances where such ESOPs shall lapse and adjustments to be made pursuant to lapse of ESOPs, and to grant such number of ESOPs to the Employees, at such time and on such terms and conditions as set out in the Scheme and to make such modifications, changes, variations, alterations or revisions in the Scheme, from time to time, or to suspend, withdraw or revive the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of ESOPs."

Item No. 8:

To consider and, if thought fit, to pass the following resolution as a Special Resolution, for approval for grant of Employee Stock Options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Employee Stock Options.

"RESOLVED THAT pursuant to the applicable provisions, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as **"SBEB Regulations"**) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include the Compensation Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to create, offer, issue, grant employee stock options, convertible into fully paid up equity shares of the Company, (**"ESOPs"**) under the **'Dhani Services Limited - Employee Stock Benefit Scheme 2022'** (hereinafter referred to as the **"Scheme"**), from time to time in one or more tranches, of equal to or more than 1% of the issued, subscribed and paid-up capital of the Company (excluding outstanding warrants and conversions) at the time of grant of ESOPs, during any one year, to any identified employee(s) and/or director(s) of the Company and/or existing or future subsidiaries of the Company in accordance with the SBEB Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the members."

Item No. 9:

To consider and, if thought fit, to pass the following resolution as a Special Resolution for extension of time for making Third and Final Call on partly paid up equity shares allotted under the Rights Issue (PPS) in terms of Letter of Offer dated February 1, 2018:

"RESOLVED THAT in partial modification of shareholders' authorisation dated April 16, 2021, authorizing the Board of the Company to make Third and Final Call on PPS upto March 31, 2022, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures)

Notice (Contd)

Rules, 2014 (including any amendments, statutory modification(s) and / or re-enactment(s) thereof for the time being in force), the Letter of Offer dated February 1, 2018 and regulations for Rights Issue contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and the provisions of Articles of Association of the Company, approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include Securities Issuance Committee or any duly constituted committee thereof for the time being exercising the powers conferred by the Board), to make Third and Final Call on PPS, allotted under the Rights Issue, not later than September 30, 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, things and deeds on behalf of the Company and make such filings with the regulatory authorities, including the Registrar of Companies, Delhi and Haryana, SEBI and Exchanges, to effectively implement this authorisation.”

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

Sd/-

Vikas Khandelwal
Company Secretary
ACS: 18475

Place: Mumbai
Date: September 01, 2022

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, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 (collectively referred to as “**MCA 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, 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
3. The Company has made arrangements through KFin Technologies Limited (“**KFin**” / “**KFintech**”), to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility 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.
4. 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.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/OVAM 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.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. 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 27th AGM.
9. 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.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 26, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of 27th AGM of the Company.
11. The Company has appointed Mr. Raj Kumar (Membership No. 501863), Proprietor of M/s AMRK & Associates, Chartered Accountants, Gurugram, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. 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 into the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
13. 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.
14. 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 ₹ ₹ 79.20 lakh - pertaining to the Financial Year 2013-14 and 2014-15 got transferred to Investor Education and Protection Fund after giving due notice to the members. Also, the Company has transferred 36,936 fully paid-up equity shares pertaining to the Financial Year 2014-15 and 2015-16 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.
15. 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/>

Notice (Contd)

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.

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 Company for claiming the dividend for the aforesaid years. 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.

16. In accordance with, the General Circular No. 2/2022 dated May 05, 2022 issued by MCA, read with Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020 and No. 02/2021 dated January 13, 2021, 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 2021-22 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report and 27th 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 27th 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 the link compliances@skylinerta.com for electronic and Physical folios respectively.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Also, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.dhani.com/services/wp-content/uploads/2022/09/Form-ISR-4.pdf> and on the website of the Company's Registrar and Transfer Agents at www.skylinerta.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

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 26, 2022 at 10.00 A.M.** and ends on **Wednesday, September 28, 2022 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 22, 2022.
- 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.

Notice (Contd)

Details on Step 1 are mentioned below:

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	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.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. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.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 III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.

Type of shareholders	Login Method
	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

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:

- I) 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

Notice (Contd)

(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".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. 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/mobile/reg/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 inward.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:

II) 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 vkhandelwal@indiabulls.com Questions /queries received by the Company till September 25, 2022 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. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- 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'

Notice (Contd)

which will opened from Monday, September 26, 2022 to Tuesday, September 27, 2022. 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 opened from Monday, September 26, 2022 to Tuesday, September 27, 2022.
- 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 22, 2022, 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 September 2, 2022. 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
 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 through remote e-voting 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:

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the special business mentioned under Resolution Nos. 4 to 9 of this Notice. Explanation to ordinary business mentioned under Resolution Nos. 2 and 3 has been provided on a voluntary basis.

Resolution No. 2: Ordinary Resolution for re-appointment of Mr. Divyesh B. Shah (DIN: 00010933), who retires by rotation and being eligible, offers himself for re-appointment:

Mr. Divyesh B. Shah's career spans over 27 years in the financial business and has been associated with the organization for over 22 years. By virtue of his close association with Indiabulls Group since inception, he has been involved in various roles and has handled key assignment for the Company. He brings his sharp insights and industry knowledge to help the Company stay ahead of its peers and thereby meriting his reappointment as a director on the Board of the Company.

In changing business environment where the Company is focusing on venturing into new tech enabled businesses, Mr. Shah's continuity on the Board of the Company, lends stability to the overall operations of the Company.

In terms of the existing shareholders' authorization dated September 28, 2019, Mr. Shah is presently a whole-time director and Key Managerial Personnel of the Company, for a period upto March 31, 2024. He is designated as Chief Operating Officer of the Company.

The shareholders of the Company in its 24th Annual General Meeting held on September 28, 2019 had re-appointed Mr. Divyesh B. Shah, as a whole-time director and Key Managerial Personnel of the Company, on the terms & conditions, as under, which shall remain unchanged.

Period	5 (five) years with effect from April 1, 2019.
Nature	Director, liable to retire by rotation.
Designation	Chief Operating Officer (COO).
Remuneration	Last drawn remuneration, excluding stock options, immediately prior to his re-appointment, w.e.f. April 1, 2019, subject to an upward revision of upto 15% on an annual basis, as approved by the Board on the recommendation of Nomination and Remuneration Committee. The actual remuneration to be paid to him, from time to time during his tenure, shall be subject to overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.
Performance linked incentive	Stock options / SARs, in terms of the ESOP / ESBS Schemes of the Company.
Sitting Fees	Nil.

Mr. Divyesh B. Shah had voluntarily opted to take a cut of 90% on his salary effective from April 1, 2020.

The remuneration paid to Mr. Divyesh B. Shah, during the financial year ended March 31, 2022, is mentioned in the Annual Return as on March 31, 2022, which is available on the Company's website on www.dhani.com.

Notice (Contd)

Mr. Shah is also on the Board of Dhani Stocks Limited (formerly Indiabulls Securities Limited). He is the Chairman of CSR Committee, Management Committee, Securities Issuance Committee and Capital Raising Committee of the Company. He is also member of Compensation Committee, Allotment Committee and Risk Management Committee of the Company. He had ceased to be the director of SORIL Infra Resources Limited effective from August 28, 2020.

He holds 88,55,216 Fully paid-up Equity Shares & 19,81,687 partly paid-up Equity Shares of the Company. Mr. Shah is not related to any other director of the Company.

In compliance with the applicable provisions of the Companies Act, Mr. Divyesh B. 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. Divyesh B. Shah, Executive Director and Key Managerial Personnel of the Company, who retires by rotation, as a director, be re-appointed. Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice, for the approval by the shareholders, as an Ordinary resolution.

Except the proposed appointee, in resolution set out at Item No. 2 of this Notice, proposing his 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.

Resolution No. 3: Ordinary Resolution for appointment of Messrs Sharp & Tannan (member firm of Russell Bedford International ("RB"), an international audit, tax and advisory firm headquartered in London) as Statutory Auditors and to fix their remuneration:

The Members of the Company vide their authorisation dated December 9, 2021, appointed Messrs Sharp & Tannan Associates (member firm of Russell Bedford International ("RB"), Chartered Accountants (Firm Registration No. 109983W issued by The Institute of Chartered Accountants of India), as the Statutory Auditors of the Company, for a period of 3 (three) consecutive years to hold office with effect from November 11, 2021 until the conclusion of the 29th Annual General Meeting of the Company, subject to them continuing to fulfill the applicable eligibility norms. For auditing accounts of the Company, the Members had also approved payment of Audit fees plus applicable taxes and reimbursement of out of pocket expenses to Messrs Sharp & Tannan for the financial year 2021-22. During the FY 2021-22, the Company had paid ₹ 44.50 Lacs as Audit fee, plus applicable taxes and reimbursement of out of pocket expenses to the said firm, against the shareholders' existing authorization for payment of ₹ 53.50 lacs plus applicable taxes and reimbursement of out of pocket expenses for the FY 2021-22.

In compliance with applicable provisions under the Companies Act, for continuation of Messrs Sharp & Tannan Associates as Statutory Auditors of the Company, post conclusion of 27th Annual General Meeting of the Company, and for payment of audit fees for FY 2022-23 and 2023-24 to them, approval from the shareholders of the Company is required.

It is proposed that Messrs Sharp & Tannan Associates, be continued as Statutory Auditors of the Company at a fee upto INR 55 (Fifty Five) lacs (actual remuneration to be paid will be approved by the Board) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit of the accounts of the Company for each of the FY 2023 & 2024 till the same is revised, subject to fulfillment of the eligibility norms by the Statutory Auditors, in each financial year of their appointment.

The Audit Committee and the Board of Directors of the Company have unanimously recommended their appointment and payment of remuneration to Messrs Sharp & Tannan Associates, as Statutory Auditors of the Company, for the FY 2023 & 2024, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the matter as set out at item no. 3 of the Notice.

Resolution No. 4: Special Resolution for re-appointment of Mr. Pinank Jayant Shah (DIN: 07859798) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director of the Company, for a further period of five years, with effect from August 28, 2022:

Mr. Pinank Jayant Shah, Executive Director:

Mr. Pinank Shah (DIN: 07859798), has over 20 years of experience in Retail Lending, Corporate Lending and Fund Raising. Mr. Pinank Shah has been with Indiabulls Group for nearly 11 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 Jammalal Bajaj Institute of Management Studies.

Existing shareholders' approval dated September 29, 2017, appointing Mr. Pinank Shah, as Whole- Time Director and Key Managerial Personnel, designated as Executive Director of the Company, was valid upto August 27, 2022. In changing business environment where the Company is focusing on data-driven technology business offering an online market place for Indian consumers who can also avail credit facilities for such purchases, Mr. Shah's continuity on the Board of the Company, lends stability to the overall operations of the Company.

The proposed main terms and conditions of re-appointment of Mr. Pinank Jayant Shah, as Whole Time Director and Key Managerial Personnel, designated as Executive Director of the Company, are as under:

Period	5 years w.e.f. August 28, 2022
Nature	Director, liable to retire by rotation
Designation	Executive Director
Remuneration	No remuneration will be paid from the Company
Performance related incentive	Stock options/SARs in terms of ESOP/ESBS Schemes of the Company.
Sitting Fees	Nil

Mr. Shah is also an executive director & CEO of Dhani Loans and Services Limited, a wholly owned subsidiary of the Company (DLSL), and he is paid remuneration from DLSL and not from the Company. In FY 2021, due to COVID, he had taken voluntary salary cut of 50% and presently his remuneration from DLSL (excluding retirement benefits, stock options/SARs, granted to him in accordance with applicable SEBI Regulations) is INR 2.03 Cr.

He is also 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, Management Committee and Securities Issuance Committee of the Company. He is also the Chairman of Asset Liability Management Committee, Investment Committee, Management Committee, Product Design 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.

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.

The Board is of the view that it will be in the best business interest of the Company that Mr. Pinank Jayant Shah, be re-appointed as Whole- Time Director and Key Managerial Personnel, designated as Executive Director, for a further period of five years w.e.f. August 28, 2022, at nil remuneration from the Company, consequent upon completion of his existing term on August 27, 2022. Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice, for the approval by the shareholders, as a Special resolution.

Notice (Contd)

Except the proposed appointee, in resolution set out at Item No. 4 of this Notice, proposing his 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.

Resolution No. 5: Special Resolution for issuance of securities of the Company through QIP and/or FCCB and/or any other permissible modes:

To augment the long term resources, repayment of debt, general corporate purposes & funding requirements for the business of the Company and/or its subsidiaries, Shareholders' approval is being sought, as an enabling authorisation, for the Company to issue its securities upto 15% of its post issue diluted Share Capital by way of qualified institutions placement, or issue of FCCBs convertible into Equity Shares, by way of public issuance or private placement or any other method permitted under applicable laws, or any other permissible security. Exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors.

Certain terms of the proposed issuance, in the manner as set out in the resolution vide agenda Item No 5 of this Notice, would be as under:

- **Objects of the Issue:**

To augment the long term resources, repayment of debt, general corporate purposes & funding requirements for the business of the Company and/or its subsidiaries.

- **Pricing:**

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, the 1993 Scheme or other applicable laws. In the event of a QIP, pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

- **Maximum Amount to be raised / number of Securities to be Issued:**

Securities upto 15% of post issue diluted Share Capital of the Company, at issue price, in Indian rupees or in any other currency(ies), to be finalized by the Board in accordance with SEBI ICDR Regulations, the 1993 Scheme or other applicable laws.

- **Relevant Date:**

The relevant date for determining the issue price of the Securities by way of QIP/ FCCB/ FCEB or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the 1993 Scheme, be:

- (a) in case of allotment of equity shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue, and/or, and/or,
- (b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

- **Listing**

The Securities to be issued will be listed on one or more recognized stock exchanges in India and / or abroad.

- **Class or Classes of persons to whom the Securities will be offered**

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are Members.

- **Intention of the Promoters, Directors, or Key Managerial Personnel**

The Promoters, Directors, KMPs would not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

- **Proposed time within which the allotment shall be completed**

In case of the QIP, the allotment of the Securities would be completed within a period of 365 days from the date of passing of resolution set out at Item No 5 of this Notice.

- **Change in Control**

There would be no change in control pursuant to the said issue of Securities.

The resolution as set out at Item No. 5 of this Notice and the terms stated hereinabove shall be subject to the guidelines/regulations issued/ to be issued by the Government of India or the SEBI or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulation/statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, as required by any of the regulatory/statutory authority or in the event such terms do not confirm with the requirements of the SEBI ICDR Regulations, 1993 Scheme or any other applicable law including any amendment, modifications, variation or re-enactment thereof.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, for any further issuance of equity shares to the persons other than the existing members of the company, approval from the members of the Company is required by way of a special resolution. Further, consent of the Members is required, in terms of the provisions of Section 42, 62(1)(c) and 71 of the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the 1993 Scheme, for issuance of Securities through one or more permissible modes, upto 15% of post issue diluted Share Capital of the Company, at issue price, in Indian rupees or in any other currency(ies), to be finalized by the Board in accordance with SEBI ICDR Regulations, the 1993 Scheme or other applicable laws, in the manner as set out at Item No. 5 of this Notice.

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in the resolution, would be available on the Company's website at www.dhani.com, up to the conclusion of AGM.

Your Board, accordingly, recommends passing of the resolution as set out at Item No. 5 of this Notice for the approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 5 of this Notice.

Resolution Nos. 6 to 8: Special Resolutions for approval of Dhani Services Limited - Employee Stock Benefit Scheme 2022 and grant of Employee Stock Options to the employees/directors of the Company and its subsidiary companies:

Stock benefit schemes are an effective means of aligning the long-term interests of the employees with those of the company. Stock benefit schemes provide an opportunity to employees to participate in the growth of a company and create long-term wealth. Equity-based compensation also serves to attract, retain and motivate key employees. The Company also aims to use stock benefit schemes as a way to incentivize its eligible employees/KMPs/directors,

Notice (Contd)

who through their skills and performance have played a vital role in the success of the Company and are considered indispensable for the future growth of the Company.

To this effect, the Company proposes to create and implement share based employees benefits scheme, in accordance with the SBEB Regulations, '**Dhani Services Limited - Employee Stock Benefit Scheme 2022**' ("**Scheme**") and to create, offer, grant, transfer upto an aggregate of 3,00,00,000 (Three Crore) employee stock options, convertible into equivalent number of fully paid-up equity shares of face value ₹ 2 each of the Company ("**ESOPs**") in the manner as specified under SBEB Regulations and as may be decided solely by the Board under the Scheme.

Important points on pricing, dilution, vesting period and terms of grant:

Pricing: the grant of ESOPs under the Scheme shall be at a price not less than the minimum floor price, which shall be higher of the following two:

- (a) the closing market price of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs, under the Scheme, or
- (b) the average of the weekly high and low of the volume weighted average prices of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) for the last two weeks immediately preceding the date of grant of ESOPs, under the Scheme,

or as may be decided by the Board from time to time.

Vesting Period: While the first tranche of the ESOPs granted under a scheme will get vested at the end of the first year from the date of grant, subsequent tranches will get vested thereafter at one year intervals with no tranche including the first tranche exceeding 35% of the total ESOPs granted under a scheme. Thus, total ESOPs granted under a scheme will get vested over a period of minimum 3, or more years.

In line with the SBEB Regulations the "Udaan Employee Welfare Trust" (formerly Indiabulls Ventures Limited – Employees Welfare Trust) (hereinafter referred to as "**Trust**"), set-up by the Company, in compliance with SBEB Regulations, has been authorized to efficiently manage '**Dhani Services Limited - Employee Stock Benefit Scheme 2022**' and all other previous, current and any future employee benefit schemes/plans (hereinafter individually or collectively referred to as "**Scheme**"), through purchase/acquire, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 2% (two percent) of the fully paid-up equity share capital of the Company in any financial year, subject that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations, in due compliance with the provisions of the SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

Upon exercise of ESOPs, to the extent Shares are transferred, by the Trust, out of those purchased from the secondary market, there will be no dilution in shareholding of members of the Company.

The promoter of the Company would not be covered under the Scheme. The promoter would also not be a beneficiary of the Trust.

Approval of members is being sought for the creation of the Scheme, to extend benefits of the Scheme to the employees and directors of the subsidiary company (ies) of the Company and for grant of ESOPs to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of ESOPs.

Disclosure/main features of the Scheme pursuant to the SBEB Regulations and the Companies Act, 2013 and the rules framed thereunder, are as under:

1. Brief description of the scheme

The Scheme may be administered through the Trust, which in compliance with the SBEB Regulations, may purchase Shares from the secondary market for the purpose of administration and implementation of the Scheme. ESOPs will be granted to the Employees (which expression shall, unless repugnant to the context, mean and include the permanent employees of the Company and its subsidiaries, working in India or out of India, and the Directors of the Company and its subsidiaries (both present and future), whether whole-time or not, but shall not include the promoter directors, Independent directors, and any directors holding by themselves or through the relatives or any body corporate 10% or more of the outstanding equity share capital of the Company.

2. Total number of stock options, stock appreciation rights, shares or benefits, as the case may be, to be granted:

The maximum number of ESOPs, that may be granted under the 'Dhani Services Limited - Employee Stock Benefit Scheme 2022' shall not exceed 3,00,00,000 (Three Crore) employee stock options, convertible into fully paid-up equity shares of the Company ("ESOPs") in accordance with SBEB Regulations. The SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the granted ESOPs. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of respective grants shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SBEB Regulations.

3. Identification of classes of Employees entitled to participate and be beneficiaries in the Dhani Services Limited - Employee Stock Benefit Scheme 2022:

Following class / classes of employees shall be eligible to participate in Dhani Services Limited - Employee Stock Benefit Scheme 2022:

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary company(ies) / working with respective subsidiary company or on deputation with any other company.

However, following class / classes of employees shall not be eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Requirements of vesting, period of vesting and maximum period within which the options shall be vested:

The ESOPs granted under the Scheme shall vest in tranches with the first tranche vesting after a minimum period of 1 (one) year from the date of grant, as required under the SBEB Regulations. All subsequent tranches for the vesting of ESOPs shall take place after an interval of 1 (one) year from the previous tranche of ESOPs. Further, no tranche for vesting of ESOPs granted under the Scheme shall exceed 35% (thirty five percent) of the total ESOPs granted under the Scheme. As a result, vesting schedule shall spread for a minimum period of 3 years

Notice (Contd)

and vesting of all ESOPs, granted under the Scheme, shall not be over before a minimum period of 3 years from the date of the respective grant. Further, the ESOPs granted shall vest in accordance with the terms of the each grant under the Scheme, so long as an Employee continues to be director or employee of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such ESOPs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which such grant would vest subject to the minimum vesting period of 1 year.

5. Exercise price or pricing formula:

The grant of ESOPs, under the Scheme, shall be at a price not less than the minimum floor price, which shall be higher of (a) the closing market price of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs, under the Scheme, or (b) the average of the weekly high and low of the volume weighted average prices of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) for the last two weeks immediately preceding the date of grant of ESOPs, under the Scheme or may be decided by the Board from time to time.

6. Exercise period and the process of exercise:

The vested ESOPs need to be exercised within a maximum period of 5 years from the date of such vesting. The vested options shall be exercisable by the employees by a written application to the Trust or Company expressing his / her desire to exercise such options in such manner and on such format as may be prescribed by the Trust/ Committee from time to time. The options shall lapse if not exercised within the specified exercise period of 5 years.

7. The appraisal process for determining the eligibility of the Employees for the scheme(s):

The appraisal process for determining the eligibility of the Employees will be decided by the Board, from time to time. The Employees would be granted ESOPs, under the Scheme, based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

8. Maximum number of options, to be issued per Employee and in aggregate under the scheme(s):

The number of ESOPs that may be granted to any specific Employee of the Company or of its subsidiary company under the Scheme, in any financial year and in aggregate under the Scheme shall be decided by the Committee, subject to applicable SBEB Regulations.

9. Maximum quantum of benefits to be provided per employee under the scheme(s):

The maximum quantum of benefits to be provided per Employee under the Scheme shall be decided by the Committee.

10. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Scheme involves both, new issue of shares upon conversion of ESOPs and/or secondary market acquisition by the Trust for which the Trust may, from time to time, purchase/acquire, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 2% (two percent) of the fully paid-up equity share capital of the Company in any financial year, subject that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations.

11. Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the scheme(s):

For the purpose of implementation of the Scheme and in due compliance with the provisions of the SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations, any purchase of Shares by Trust, from secondary market, shall not exceed 2% fully paid-up Equity Shares, in any one financial year, subject to that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations.

12. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SBEB Regulations:

The Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

13. Disclosure and Accounting Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

14. The method which the company shall use to value its options:

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the ESOPs. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESOPs and the impact of this difference on profits and on earning per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

15. Any interest of key managerial personnel, directors or promoters in such Scheme or Trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel, directors (other than promoter directors or independent directors) may be covered or interested under the Scheme but only to the extent of ESOPs, as may granted to them, if any, under the Scheme, in due compliance with the SBEB Regulations.

16. Detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:

The Eligible Employees shall be granted ESOPs, under the Scheme which would vest subject to vesting conditions prescribed by the Committee or Board. Upon allotment /transfer of Shares post exercise of ESOPs, the Employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise. The Employees would get the benefit on sale of shares depending on sale price of such shares.

17. Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme(s) would be exercised:

Unless otherwise provided under SBEB Regulations and other applicable laws and regulations, the Trustees shall not vote in respect of Shares held in the Trust. The voting rights can be exercised by an Employee only when the Shares are allotted /transferred to them after due process of exercise of ESOPs.

In terms of provisions of Section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the members is being sought by way of Special Resolution(s) set out at Item No. 6 to 8 of this Notice.

Notice (Contd)

Therefore, the Board recommends passing of the Resolution(s), as set out at Item No. 6 to 8 of this Notice as Special Resolution(s).

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the above resolution, except to the extent of grant of share based employees benefit(s) to them, under the Scheme.

Resolution No. 9: Special Resolution for seeking approval for extension of time for making Third and Final Call on partly paid up equity shares allotted under the Rights Issue (PPS) in terms of Letter of Offer dated February 1, 2018 (LOO):

Shareholders of the Company vide their approval dated April 16, 2021 had authorised the Company/Board to make Third & Final Call of ₹ 108 on PPS allotted under the Right Issue, in terms of LOO, on or before March 31, 2022. The members may note that in terms of the LOO, the Company had issued and allotted 82,948,313 PPS at an issue price of ₹ 240/- per share, to be paid in four tranches (i.e. ₹ 60/- on application, ₹ 36/- on First Call, ₹ 36/- on Second Call and ₹ 108/- on Third and Final Call). Pursuant to Board authorisation, last opportunity for payment of Third and Final Call Money was provided on February 14, 2022. Presently Third & Final Call money on 88,88,524 PPS, held by 3,335 Public shareholders is still payable.

In the larger interest of these Public Shareholders, to avoid any probable forfeiture of their PPS holding on account of non-payment of said call by them and as a good governance, at the recommendation of the Board, approval from the Shareholders is being sought for making Third and Final Call on PPS upto September 30, 2023. Accordingly, the date of deployment of issue proceeds mentioned in LOO will stand modified.

Therefore, the Board recommends passing of the Resolution, as set out at Item No. 9 of this AGM Notice, as a Special Resolution.

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution, except to the extent of their holding of partly paid-up equity shares in the Company.

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

Sd/-

Vikas Khandelwal
Company Secretary
ACS: 18475

Place: Mumbai
Date: September 01, 2022

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

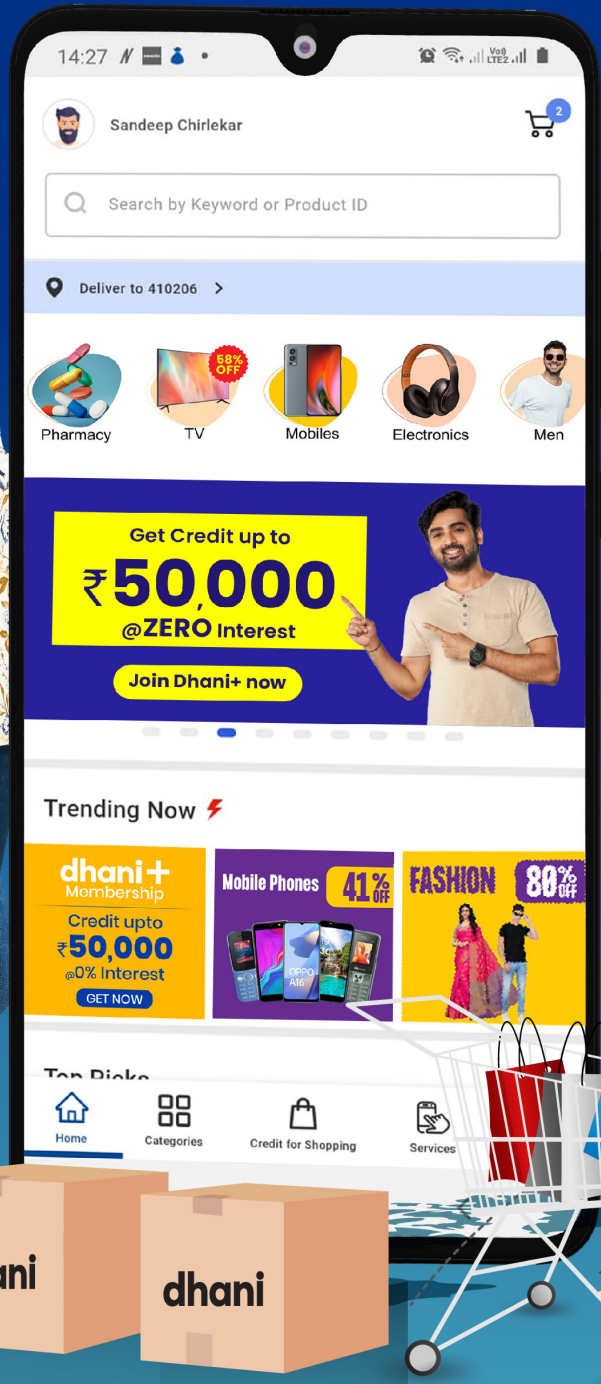
Dear Sir / Madam,

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.



Trusted by over **5 million** users

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.

Contents

1	Corporate Information	02
2	Board of Directors	03
3	Message from Founder	06
4	Board's Report	07
5	Management Discussion & Analysis	42
6	Business Responsibility Report	46
7	Report on Corporate Governance	56
8	Consolidated Financials	83
9	Standalone Financials	206
10	Statement Pursuant to Section 129 of the Companies Act, 2013	284

Corporate Information

Board of Directors:

Mr. Sameer Gehlaut
Dr. Narendra Damodar Jadhav
Prof. Mohanbir Singh Sawhney
Mr. Praveen Kumar Tripathi
Mr. Rakesh Mohan Garg
Mr. Vijay Chugh
Mr. Divyesh B. Shah
Mr. Pinank Jayant Shah
Mr. Anish Williams
Mr. Sandeep Kadam

Chief Financial Officer:

Mr. Rajeev Lochan Agrawal

Company Secretary:

Mr. Vikas Khandelwal

Statutory Auditors:

Sharp Tannan & Associates
(A member firm of Russell Bedford International)
Chartered Accountants
87 Nariman Bhavan, 227 Nariman Point,
Mumbai- 400 021

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:

Say & Associates,
(formerly A.K. Kuchhal & Co.)
Company Secretaries,
C-154, Sector-51,
Noida- 201301

Registered Office:

1/1E, First Floor, East Patel Nagar,
New Delhi – 110 008
Email: support@dhani.com
Tel: 011-41052775, Fax:011-42137986
Website:www.dhani.com

Corporate Offices:

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

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:

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

Board of Directors

Mr. Sameer Gehlaut

Board Position: Founder Chairman & CEO

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]

Board Position: 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.

Prof. Mohanbir Singh Sawhney [Associate Dean for Digital Innovation and McCormick Foundation Professor at Northwestern's Kellogg School of Management]

Board Position: Independent Director

Prof. Sawhney, holds a Ph.D. in marketing from the Wharton School of the University of Pennsylvania, MBA degree from the Indian Institute of Management, Calcutta; and Bachelor's degree in Electrical Engineering from the Indian Institute of Technology, New Delhi. He is a globally recognized scholar, teacher, consultant and speaker in business innovation, modern marketing, and enterprise technology. His research and teaching interests include marketing in the digital world, business innovation, product strategy and AI applications in business. Prof. Sawhney is a widely recognized thought leader. His recognitions include the Outstanding Professor of the Year at Kellogg, the Distinguished Alumnus Award from the Indian Institute of Management, Calcutta, and the Thought Leadership Award from NASSCOM in 2016. He has been ranked among the top 50 thinkers of Indian origin. He is the co-author of seven management books and dozens of influential articles in leading management journals. He has advised over 50 Fortune 500 companies and serves as a strategic advisor to several technology start-up companies.

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

Board Position: 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.

Mr. Rakesh Mohan Garg [Retd. IRS]

Board Position: 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]

Board Position: 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.

Board of Directors (Contd)

Mr. Divyesh B. Shah

Board Position: Executive Director & COO

Mr. Divyesh Shah is the Chief Operating Officer of the Dhani Group. With over 22 years of experience in building profitable businesses for the Group, he is now at the forefront of executing new initiatives in the digital data driven technology business offering online market place.

Mr. Pinank Jayant Shah

Board Position: 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

Board Position: Non-Executive Director

Mr. Anish Williams 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 23 years of enriched and varied experience in product design, technology and data analytics. During his distinguished career spanning over 23 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.

Mr. Sandeep Kadam

Board Position: Non-Executive Director

Mr. Sandeep Kadam is the Head of Technology, Dhani. He holds Masters' degree in Computer Science from University of Southern California and Bachelors' degree in Computer Science from Maharashtra Institute of Technology, Pune. Mr. Kadam has over 17 years of rich and varied experience in designing and building large, distributed and scalable applications alongwith an expertise in web based software architecture with high tactic and global reach. He has very extensive experience in building high performance web applications from the scratch. Mr. Kadam started his career at Yahoo! - Sunnyvale as a software engineer. In 5 years tenure at Yahoo, he worked across multiple verticals including Yahoo! Search, Mail, Messenger, Photos and Homepage. He was one of the founding members of a music start-up acquired by Saavn (now JioSaavn). He headed the Saavn Engineering team in India and was instrumental in building something that was a garage start-up to a global music platform. He was Co-founder and CTO of Euler Systems, an Enterprise AI consulting start-up backed by veterans from Wall Street and Silicon Valley.

Message from Founder



Dear Shareholders,

FY 21-22 was our second year in new avatar of digital product offerings. Over the past year, we've been able to build a substantial customer base for our digital businesses. As on 31st March 2022, we've been able to cater to more than 5.2 crore customers since we launched our digital businesses.

Recently RBI issued guidelines on loading of credit lines through Prepaid Payment Instruments on 20th June 2022 and implemented recommendations of the working group on Digital Lending on 10th August 2022. In light of these recent changes in regulation, we have made changes in our business model to be fully compliant of all RBI guidelines. We are now focusing on expanding our marketplace model where we can cater to virtually all consumer needs by onboarding third party suppliers and offer lacs of products in over hundreds of categories, while focusing on affordability and shopping convenience to customers.

In addition, we provide customers option to avail short term financing (Pay in 3) for specified end use of buying these products. Dhani Plus members enjoy access to credit of up to Rs.50,000 at 0% interest for shopping on Dhani, guaranteed free delivery on all orders and 2% cashback in the form of Dhani cash on every purchase for an upfront annual membership fee of Rs. 500.

As a business we have always focused on being profitable and remaining adequately capitalized. Our business model is not only capital efficient but also self financing. Our suppliers are paid typically in 30 days and customers typically avail credit period for 30 days. Our take rate from suppliers goes up to 10% and there is scope for higher take rate from suppliers with credit being offered on their products. We levy charges of 3% of order value on all transactions that use Pay in 3 facility to cover our free & fast delivery and collection costs. We have already made significant spending on technology and marketing over last two years in order to keep our platform robust and service a large customer franchise. We expect to keep reducing the losses over the next few quarters and start making profits by next fiscal year.

The continued growth of our customer base depends in part with our ability to keep customers engaged on our platform while continuing to provide them with our services on a repeat basis. Constant customer interactions will enable us to better understand their behaviors and needs, and in turn help us to further diversify our product offerings and offer more tailored products which will inherently enhance customer stickiness and deepen their engagement with us.

We, at Dhani are very grateful to our customers 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

Sameer Gehlaut
Founder, Chairman & CEO
Dhani Services Ltd.

Board's Report

Dear Shareholders,

Your Directors are pleased to present the Twenty Seventh Annual Report of the Company alongwith the audited statement of accounts for the financial year ended March 31, 2022.

The first half of the FY 21-22 continued to be impacted by economic and social effects of the COVID-19 pandemic, with the second wave, fueled by the 'Delta variant', wreaking havoc in India and the world over. Fortunately, quick vaccine approvals and expedited implementation of vaccination programmes helped contain the casualties and curtail the effect of the third wave of the pandemic in the second half of the year.

Favorable government and central bank policies helped the world economy bounce back from the lows of the second wave of the pandemic. However, in the face of considerable uncertainty on account of the war in Europe leading to supply disruptions and bottlenecks, front-loaded monetary policy normalization by central banks across advanced economies and emerging market economies in response to persistently high inflation and multiple waves of the COVID-19 pandemic, the global economic recovery started losing momentum in the second half of 2021. Despite the challenges of inflationary pressures, external spillovers and geopolitical risks, the Indian economy remained on the path of recovery during the year.

For Dhani, FY 21-22 was second year in new avatar of digital product offerings. Over the past year, we've been able to build a substantial customer base for our digital businesses. As on March 31, 2022, we've been able to cater to more than 5.2 crore customers since we launched our digital businesses.

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, 2022, are as under:

	Figures in ₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Profit/(loss) before Depreciation & Amortisation expenses and Tax	(1,750.61)	(764.21)
Less: Depreciation & Amortisation expenses	21.88	19.38
Profit/(loss) before Tax	(1,772.49)	(783.59)
Less: Tax Expense	698.97	891.41
Profit/(loss) from continuing operations after tax	(2,471.46)	(1,675.00)
Profit/(loss) from discontinued operations after tax	-	-
Profit/(loss) for the year	(2,471.46)	(1,675.00)
Other comprehensive income (net of taxes)	1,131.48	152.27
Total comprehensive income for the year	(1,339.98)	(1,522.73)
Balance in retained earnings at the beginning of the year	20,419.81	18,553.20
Profit/(loss) for the year	(2,471.46)	(1,675.00)
Other comprehensive income – Remeasurement of defined employee benefit plans (net of taxes)	2.89	0.45
Other comprehensive income - Sale for equity instruments	-	-
Transfer from share based payments - Options lapsed	-	3,541.16
Amount transferred to capital redemption reserve upon buy-back	-	-
Interim Dividend on Equity Shares	-	-
Corporate Dividend Tax on Interim Dividend on Equity Shares	-	-
Interim dividend received on Treasury Shares	-	-
Balance in retained earnings at the end of the year	17,951.24	20,419.81

Board's Report (Contd)

The total revenue of the Company during the financial year ended March 31, 2022 stood at ₹ 4,685.95 lakh with a net loss of ₹ 2,471.46 lakh. This decline in revenue was primarily due to the fundamental change in the Company's business model and adverse impact of COVID-19 pandemic. The Company proposes to retain the entire amount of ₹ 17,951.24 lakh in the statement of profit & loss. The consolidated revenue of the Company stood at ₹ 146,542.02 lakh and the consolidated net loss after tax stood at ₹ 86,036.95 lakh.

DIVIDEND

The Company has not declared any dividend during the financial year 2021-22.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The second consecutive term of Mrs. Fantry Mein Jaswal, (DIN: 07011247), Mr. Praveen Kumar Tripathi, (DIN: 02167497), Mr. Rakesh Mohan Garg, (DIN: 08970794) and of Mr. Vijay Chugh (DIN: 07112794) as Non-Executive Independent Director(s) of the Company, is upto August 22, 2022, September 15, 2022, November 24, 2022 and December 20, 2022, respectively and in terms of applicable regulatory provisions, they are not eligible for re-appointment as such.

To ensure the continuity of guidance, vast experience, knowledge and managerial skills, on the recommendation of the Nomination & Remuneration Committee, the Board has re-appointed Mr. Pinank Jayant Shah (DIN: 07859798) as Whole-time Director & Key managerial personal designated as Executive Director of the Company, for a further period of five years w.e.f. August 28, 2022 to August 27, 2027 and has recommended the same for the approval of the shareholders of the Company, at their ensuing Annual General Meeting.

Further, in compliance with the applicable regulations, the Board has recommended the re-appointment of Mr. Divyesh B. Shah (DIN: 00010933), Whole-time Director and Key Managerial Personnel, designated as Chief Operating Officer of the Company, who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

Mr. Vikas Khandelwal (ACS-18475) has been appointed as Company Secretary and Compliance Officer of the Company, in place of Mr. Lalit Sharma, with effect from August 17, 2022.

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, names of companies in which they hold directorships, memberships/ chairmanships of Board Committees, along with names of listed entities from which they have resigned in the past three years, are provided in the Notice convening the Twenty Seventh Annual General Meeting of the Company.

During the financial year 2021-22 and upto the date of this report, the following changes have also taken place in the Board:

- (a) Mr. Gagan Banga (DIN: 00010894) ceased to be Non-Executive Director of the Company w.e.f. March 14, 2022;
- (b) Mr. Anish Williams (DIN: 03314110) was re-classified as Non-Executive Non Independent Directors of the Company w.e.f. April 30, 2022;

SHARE CAPITAL

During the financial year 2021-22 and upto the date of this report:

- (a) Second call money of ₹ 36/- (Re. 0.50 face value and ₹ 35.50 premium) was received on 2,810 partly paid-up equity shares.
- (b) 76,100 partly paid-up equity shares were forfeited for non-payment of second call money, in compliance with applicable regulatory provisions.

- (c) Third and Final Call money of ₹ 108/- (Re. 0.90 face value and ₹ 107.10 premium) was received on 7,39,44,494 partly paid-up equity shares which got converted into equivalent number of fully paid up equity shares having face value of ₹ 2 each, which ranks pari passu with the existing fully paid up equity shares and listed in pre-existing ISIN of the fully paid-up equity shares of the Company.

Consequently, the paid up share capital of the Company increased to ₹ 121,18,96,148.40 divided into 60,10,59,386 fully paid up equity shares of face value of ₹ 2 each and 88,88,524 partly paid-up equity shares of face value of ₹ 2 each, paid up ₹ 1.10 each (PPS). Voting rights in respect of PPS are proportionate to the amount paid-up thereon.

ESOP/SAR SCHEMES

During the year under review and current financial year, ESOPs aggregating to 2.17 Cr and SARs aggregating to 1.97 Cr. granted pursuant to shareholders' authorisation(s) in compliance with applicable SEBI Regulations, were surrendered by the employees due to various reasons. During the current financial year 1,16,00,000 ESOPs representing an equal number of fully paid-up equity shares of face value of Rs. 2/- each in the Company under "Dhani Services Limited Employees Stock Option Scheme(s) – 2008 & 2009" were granted to the eligible employees.

There has been no variation in the terms of the options granted under any of the ESOP/SAR 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 2022-23 have been paid. The GDRs issued by the Company continue to remain listed on Luxembourg Stock Exchange.

CHANGE IN REGISTERED OFFICE OF THE COMPANY

The Registered Office of the Company stands shifted from 'M - 62 & 63, First Floor, Connaught Place, New Delhi - 110001' to '1/1E, First Floor, East Patel Nagar, New Delhi-110008', with effect from May 1, 2022.

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, 2022, on the utilization of proceeds of Rights Issue of the Company was placed before the Audit Committee, in its meeting held on May 30, 2022, 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 May 30, 2022.

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.

Board's Report (Contd)

AUDITORS

(a) Statutory Auditors

In terms of RBI guidelines, M/s Sharp & Tannan Associates, Chartered Accountants (Firm Registration Number 109983W) (a member firm of Russell Bedford International ("RB")), have been appointed as Statutory Auditors of the Company, in place of M/s Walker Chandio & Co LLP (Firm Regn. No. 001076N/N500013), by the members in their Extraordinary General Meeting, held on December 9, 2021, for a period of three consecutive years with effect from November 11, 2021 until the conclusion of the 29th Annual General Meeting to be held in the calendar year 2024.

In terms of applicable regulatory provisions, M/s Sharp & Tannan Associates, Chartered Accountants holds the office of Statutory Auditors of the Company till the conclusion of ensuing 27th Annual General Meeting of the Company and on the recommendation of the Audit Committee, the Board has recommended continuation of their appointment as such, upto the conclusion of 29th Annual General Meeting, including the payment of remuneration for FY 2022-23 and FY 2023-24, for shareholders' approval in their ensuing 27th Annual General Meeting.

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 Say & Associates (formerly known as 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 2021-22. 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 2021-22, 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 companies, namely, Dhani Loans and Services Limited and Indiabulls Asset Reconstruction Company Limited are annexed as "**Annexure 3**" and "**Annexure 3A**".

(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

The Company firmly believes that for an organisation to succeed in long term, it is imperative to keep the overall well-being of the society at the core of its values and purpose. Our main objective in this regard is to do meaningful work with measurable output and maximum impact on the society. The Company's vision is to contribute towards a society where quality healthcare, education and livelihood opportunities converge to create an equitable future for all families and communities. Corporate Social Responsibility is not mere an obligation for us but we yearn to transform Bharat into a stronger and healthier nation.

Indiabulls Foundation (IBF) is the CSR arm of the Company and drives its various social engagement initiatives. As the Social Development arm, IBF assesses the pressing needs of the marginalized communities and delivers tailor-made, technology-driven solutions aimed at improving overall living standards of the communities it works with.

As part of its initiatives under “Corporate Social Responsibility (CSR)”, the Company has undertaken CSR projects in the area of Education, as per its CSR Policy (available on your Company’s website https://www.dhani.com/services/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.

Further, during the current financial year, an expenditure of INR 41,81,000/- being 2% of average net profits of the Company for three immediately preceding financial year, has been approved towards CSR activities for FY 2022-23, in accordance with CSR Policy of the Company, in the area(s) of Jan Swasthya Kalyan Vahika (JSK)- Mobile Medical Vans, Charitable Clinics, Health Check-up Camps, Eradicating Hunger- Nutrition for Under Privileged People, Promotion of Education- IBF Scholarship Programme, Promotion of Education, on ongoing basis.

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, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- 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, 2022 and of 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.

Board's Report (Contd)

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 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.

Place: Mumbai
Date: August 12, 2022

For **Dhani Services Limited**

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

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

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, 2022 is available on the Company's website https://www.dhani.com/services/wp-content/uploads/2022/09/MGT-7_Annual_Return_31.03.2022.pdf.

BOARD MEETINGS

During the FY 2021-22, 5 (Five) 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 2022 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 14, 2022, 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 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 14, 2022. 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 2021-22, 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,

Board's Report (Contd)

during FY 2021-22, 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, 2022, 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 into by the Company with its 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/services/wp-content/uploads/2022/06/DSL_Policy_on_Related_Party_Transactions_01042022.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, 2022 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 had 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. An appeal was filed against the said order of SEBI, by Company/Company Secretary before Securities Appellate Tribunal (SAT). SAT vide its order dated June 30, 2022 was pleased to quash the impugned order of Adjudicating Officer (AO) of SEBI and the matter was remanded back to AO for fresh consideration.

TRANSFER TO IEPF

During the year under review, in compliance with applicable regulations (a) the unclaimed dividend of ₹ 79.20 lakh pertaining to the Financial Year 2013-14 and 2014-15, has been transferred to Investor Education and Protection Fund (IEPF) and (b) 36,936 fully paid-up equity shares pertaining to the Financial Year 2014-15 and 2015-16, in respect of which dividend has not been received or claimed for seven consecutive years, have been transferred to Demat Account of IEPF Authority.

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 2,08,416 (Two Lakh Eight Thousand Four Hundred Sixteen) 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/services/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 2021-22.

Board's Report (Contd)

C. Foreign Exchange Earnings and Outgo

During the year under review, your Company had no foreign exchange earnings. Foreign exchange outgo was ₹ 0.17 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 2021-22 and Notice of the Twenty Seventh 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 Seventh 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 Seventh 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, 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 has been 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 Seventh 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, 2022, 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. 59 of the Notes to the Accounts, of Consolidated Financial Statements of the Company and statement pursuant to first proviso to sub section (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 (DLSL) and Indiabulls Asset Reconstruction Company Limited (IBARC) were material unlisted subsidiaries of the Company, as per SEBI LODR Regulations. As on March 31, 2022, the Company has 24 subsidiaries, 1 employee welfare trust and 21 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 and IBARC undergo Secretarial Audit. Copy of Secretarial Audit Report of DLSL and IBARC are given in Annexure-3 and Annexure 3A. These Secretarial Audit reports do 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, subsidiary company namely Arbutus Constructions Limited was struck off w.e.f. December 22, 2021 and no other subsidiary company was incorporated or acquired.

Board's Report (Contd)

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) Risk Management Committee
- j) Capital Raising 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 2021-22, 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.

DETAILS OF PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year, no applications were made or case was pending under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF VALUATION DONE WITH RESPECT TO LOANS TAKEN FROM BANKS OR FINANCIAL INSTITUTION

During the year, there was no instance of one-time settlement with Banks or Financial Institutions . Therefore, reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or financial institutions are not reported.

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/services/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 12, 2022

Secretarial Audit Report

ANNEXURE-1

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[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 L74110DL1995PLC069631
1/1E, First Floor, East Patel Nagar,
New Delhi -110008

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, 2022 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, 2022 according to the provisions (including amendments) 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;
- (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, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the review period);
 - (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; and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the review period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period);
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (j) The Security and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009;
- (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 Participants) Regulations, 2018;
 - (c) The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992
 - (e) The Bye laws and Business Rules of NSDL/ CDSL;
 - (f) Directives/ Circular/ Clarifications/ Guidelines issued by SEBI, the Government of India, Regulatory Bodies and NSDL/ CDSL, from time to time;
 - (g) Prevention of Money Laundering Act, 2002 and the Rules and Guidelines notified there under by SEBI / Regulatory Authorities;

We have also examined compliance with the applicable clauses of the 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;

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 and its Committee Meetings and agenda and detailed notes on agenda were sent well 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.
- iii. All the decisions of the Board and Committees thereof were carried out with the consent of all the directors present in the meetings.

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:

- (a) The Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.
- (b) For not closing trading window in respect of one of the transactions executed in 2017, with the shareholders' approval in July 2016, the Securities and Exchange Board of India vide order dated May 21, 2021, had imposed a penalty of ₹ 55 Lacs on the Company and its Secretary. Thereafter, Hon'ble SAT on July 16, 2021 had granted stay on the said

Secretarial Audit Report (Contd.)

SEBI order subject to payment of 50% of penalty. Subsequently, the said penalty was paid by the Listed Entity and its Secretary. SAT has heard final arguments and now the matter is reserved for order.

We further report that during the audit period, the Company, inter-alia, had:

- (a) Appointed M/s Sharp & Tannan Associates, Chartered Accountants (A Member Firm of Russell Bedford International An International Audit, Tax And Advisory Firm Headquartered in London), as Statutory Auditors of the Company, in place of M/s Walker Chandiook & Co LLP, Chartered Accountants.
- (b) Appropriated an aggregate of ₹ 797.95 Cr as the third and final call money of ₹ 108/- per share received on 7,38,84,212 partly paid-up equity shares converting them into equivalent number of fully paid-up equity shares.
- (c) Forfeited 76,100 partly paid-up equity shares for non-payment of second call money of ₹ 36/- per share, in compliance with applicable regulatory provisions.

For **Say & Associates**
Company Secretaries
(Formerly known as A. K. Kuchhal & Co
Company Secretaries)

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

Date: July 7, 2022
Place: Noida

FRN. P2011UP000800
UDIN: A061820D000583321

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 Services Limited
(Formerly known as Indiabulls Ventures Limited)
CIN L74110DL1995PLC069631
1/1E, First Floor, East Patel Nagar,
New Delhi - 110008

Our Secretarial Audit Report of even date, for the financial year 2021-22 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 **Say & Associates**
Company Secretaries
(Formerly known as M/s A. K. Kuchhal & Co
Company Secretaries)

Sd/-
(Priyanshu Yadav)

Partner
CP No. 23043
FRN. P2011UP000800

Date: July 7, 2022
Place: Noida

UDIN: A061820D000583321

Secretarial Compliance Report

ANNEXURE-2

SECRETARIAL COMPLIANCE REPORT OF

“DHANI SERVICES LIMITED”

Formerly known as Indiabulls Ventures Limited

FOR THE YEAR ENDED 31ST MARCH, 2022

We, M/s Say & Associates, Practicing 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 2022. 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, 2022 (“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 (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (g) The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (h) Security and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;
- (l) 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 applicable 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 applicable provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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.
1	Securities and Exchange Board of India (SEBI)	Alleged violations of the Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the PIT Regulations.	SEBI vide order dated May 21, 2021 imposed a penalty of ₹ 55 Lacs on the Listed Entity 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 on July 16, 2021 has granted stay on the said SEBI order subject to payment of 50% of penalty. The said penalty has been paid by the Listed Entity and its Secretary.	SAT has granted stay on the said SEBI order dated May 21, 2022. The captioned matter will be placed before Hon'ble SAT for hearing on June 10, 2022.

- (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 Say & Associates, Company Secretaries
(Formerly known as A. K. Kuchhal & Co., Company Secretaries)

Sd/-
(Priyanshu Yadav)
Partner
CP No. 23043
FRN. P2011UP000800

Date: May 26, 2022
Place: Noida
UDIN: A061820D000394064

Secretarial Audit Report

ANNEXURE-3

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[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
1/1E, First Floor, East Patel Nagar,
New Delhi - 110008

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 (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, 2022 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, 2022 according to the provisions (including amendments) 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;
- (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 (Not applicable to the Company during the review period);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during the review period);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the review period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008; and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period);

- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the review period);
 - (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (j) 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;
 - (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the review period);
- (vi) The Management has identified the following other laws, as applicable:
- (a) All the Rules, Regulations, Directions, Guidelines and Circulars including Master Direction – Non-Banking Financial Company – Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, issued by the Reserve Bank of India, as amended from time to time;
 - (b) Credit Information Companies (Regulation) Act, 2005 and Rules.
 - (c) Prevention of Money Laundering Act, 2002 and the Rules and Guidelines notified there under by SEBI / Regulatory Authorities.

We have also examined compliance with the applicable clauses of 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.

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:

- 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. The compliance of Regulations 17(1)(b) of SEBI LODR, 2015 made applicable to the Company effective from September 7, 2021 on a comply or explain basis until March 31, 2023, the Company has been providing the necessary explanation in the quarterly compliance report on Corporate Governance submitted to the Stock Exchanges under Regulation 27(2)(a) of SEBI LODR, 2015.
- iii. Adequate notice is given to all directors to schedule the Board and its Committee Meetings and agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.
- iv. All the decisions of the Board and Committees thereof were carried out with the consent of all the directors present in the meetings.

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.

Secretarial Audit Report (Contd.)

We further report that during the audit period the Company has:

- (a) Appointed M/s Hem Sandeep & Co., Chartered Accountants, as Statutory Auditors of the Company, in place of M/s Walker Chandiook & Co LLP, Chartered Accountants.
- (b) Allotted 19,05,722 Secured, Redeemable Non-Convertible Debentures amounting to ₹ 190.57 Cr through public issue which were listed on National Stock Exchange of India Limited and BSE Limited.
- (c) Updated various policies of the Company as per applicable regulatory provisions.
- (d) Reclassified its authorized share capital from ₹ 85,50,00,000/- divided into 8,00,00,000 Equity Shares of ₹ 10/- each and 55,00,000 Preference Shares of ₹ 10/- each, to ₹ 85,50,00,000/- divided into 7,70,00,000 Equity Shares of ₹ 10/- each and 85,00,000 Preference Shares of ₹ 10/- each.

For **Say & Associates**
Company Secretaries
(Formerly known as A.K. Kuchhal & Co
Company Secretaries)

Sd/-
(Priyanshu Yadav)
Partner
CP No. 23043
FRN. P2011UP000800
UDIN: A061820D000583385

Date: July 7, 2022
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
1/1E, First Floor, East Patel Nagar,
New Delhi - 110008

Our Secretarial Audit Report of even date, for the financial year 2021-22 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 **Say & Associates**
Company Secretaries
(Formerly known as A.K. Kuchhal & Co
Company Secretaries)

Sd/-
(Priyanshu Yadav)
Partner
CP No. 23043
FRN. P2011UP000800
UDIN: A061820D000583385

Date: July 7, 2022
Place: Noida

Secretarial Audit Report

ANNEXURE-3A

FORM-MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on March 31, 2022

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members

Indiabulls Asset Reconstruction Company Limited
CIN: U67110MH2006PLC305312
One International Center, Tower – 1,
4th Floor, S. B. Marg, Elphinstone (W), Mumbai City
Mumbai – 400013, Maharashtra

We have conducted, the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Indiabulls Asset Reconstruction Company 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 thereupon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended on March 31, 2022 complied with various 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 March 31, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; **Not Applicable**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **Not Applicable**
- 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; **Not Applicable**
- v. The Regulations prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) viz.:- **Not Applicable**
 - 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, 2018;
 - d) The Securities and Exchange Board of India (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;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. and other applicable laws like:
 - Reserve Bank of India Act, 1934
 - The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;

We have also examined compliance with the applicable clauses of 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.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. which are subject matter of present Audit Report, stated hereinabove.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors.

All the present Executive & Non-executive directors of the Company have given their declarations u/s 184(1) & 164(1) of the Companies Act, 2013 and the same were presented and taken on record in the Board of Directors' Meeting held on 16th June, 2021.

All the present Independent Directors of the Company have given declaration that they meet the criteria of independence laid down under Section 149 (6) of the Act.

Adequate notices were given to all directors to schedule the Board Meetings agenda and detailed notes on agenda were sent atleast 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.

We further report that there are adequate systems and processes in the Company 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 not carried out any major strategic action warranting compliance of specific/ special nature, except transactions (originating either on Company's action or otherwise) as hereunder:

- The Company in the Board Meeting held on June 16, 2021 takes note on untimely and sad demise of Dr. Kamalesh Chandra Chakrabarty (DIN: 03543682), Independent Director of the Company, on Friday, March 26, 2021, due to cardiac arrest. Dr. Chakrabarty was appointed on the Board of the Company in the year 2016
- Mr. Shyam Lal Bansal (DIN: 02910086), Independent Director of the Company, has tendered his resignation from the Board of the Company, with effect from April 27, 2021. The Company in its board meeting held on June 16, 2021 has accepted the resignation of Mr. Shyam Lal Bansal with effect from April 27, 2021.
- In terms of guidelines issued by the Reserve Bank of India dated April 27, 2021, the Company has appointed MRKS & Associates, Chartered Accountants, as statutory auditors of the Company, in place of M/s Walker Chandiook & Co LLP, the existing statutory auditors for a period of 3 (three) consecutive years effective from November 18, 2021 in the Extra-ordinary General Meeting held on December 14, 2021.
- The Board in its meeting held on June 18, 2021, re-appointed M/s D Kothary & Co., Chartered Accountants as the Internal Auditor of the Company for the financial year 2021-22.
- The Board in its meeting held on August 30, 2021, recommended the re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115), who is liable to retire by rotation, as non-executive director of the Company and the members in the 15th Annual General Meeting held on September 23, 2021 had approved such re-appointment.
- The Board in its meeting held on August 30, 2021, recommended the re-appointment of Mr. Amit Ajit Gandhi (DIN: 07606699) as Whole Time Director & Key Managerial Personnel, designated as Executive

Secretarial Audit Report (Contd.)

Director of the Company, for a period of 5 years w.e.f. September 6, 2021 to September 5, 2026 and the members in the 15th Annual General Meeting held on September 23, 2021 had approved such re-appointment.

- 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 decisions of the Board and Committees were carried with requisite majority.

For **Anshul Chhabra & Associates,**
Company Secretaries

Sd-
Anshul Chhabra
M. No.: 37155
CP No.: 13935
UDIN: A037155D000461183
PR No: 1621/2021

Date: June 4, 2022

Place: New Delhi

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members
Indiabulls Asset Reconstruction Company Limited
CIN: U67110MH2006PLC305312
One International Center, Tower – 1,
4th Floor, S. B. Marg, Elphinstone (W), Mumbai City
Mumbai – 400013, Maharashtra

Our report of even date is to be read along with this letter.

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

For **Anshul Chhabra & Associates,**
Company Secretaries

Sd/-

Anshul Chhabra

M. No.: 37155

CP No.: 13935

UDIN: A037155D000461183

PR No: 1621/2021

Date: June 4, 2022

Place: New Delhi

Annual Report on CSR Activities

ANNEXURE 4

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR ENDED MARCH 31, 2022.

1. Brief outline on CSR Policy of the Company

The Company firmly believes that for an organisation to succeed in long term, it is imperative to keep the overall well-being of the society at the core of its values and purpose. Our main objective in this regard is to do meaningful work with measurable output and maximum impact on the society. The Company's vision is to contribute towards a society where quality healthcare, education and livelihood opportunities converge to create an equitable future for all families and communities. Corporate Social Responsibility is not mere an obligation for us but we yearn to transform Bharat into a stronger and healthier nation.

Indiabulls Foundation (IBF) is the CSR arm of the Company and drives its various social engagement initiatives. As the Social Development arm, IBF assesses the pressing needs of the marginalized communities and delivers tailor-made, technology-driven solutions aimed at improving overall living standards of the communities it works with.

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/services/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/services/wp-content/uploads/2021/04/Board&Committees_DSL.pdf and Policy of the Company is available at https://www.dhani.com/services/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)

Not Applicable since there are no projects undertaken or completed after January 22, 2021, for which the impact assessment report is applicable for FY 2022.

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	2018-19	Nil	Nil
2	2019-20	Nil	Nil
3	2020-21	Nil	Nil
	Total	Nil	Nil

6. Average net profit of the company as per section 135(5): Rs. 534,489,447/-

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 10,700,000/-
 (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): Rs. 10,700,000/-
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.
10,700,000	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)	(12)
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 Name	CSR Registration number
				State	District							
1.	Promotion of Education including Gramin Yuva Kendra for Girls Students	(ii)	Yes	PAN India	PAN India	3 Years	10,700,000	10,700,000	N.A	No	Indiabulls Foundation	CSR00000380
	Total						10,700,000	10,700,000	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
	Total					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): Rs. 10,700,000/-
 (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)	10,700,000
(ii)	Total amount spent for the Financial Year	10,700,000
(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

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.	2018-19	N.A	N.A	N.A	N.A	N.A	N.A
2.	2019-20	N.A	N.A	N.A	N.A	N.A	N.A
3.	2020-21	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

Place: Mumbai
Date: August 12, 2022

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

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

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, as amended (“SEBI LODR Regulations”), the Company has formulated this policy on materiality of related party transactions and on dealing with related party transactions.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 dated November 9, 2021, this Policy has been amended and approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on February 14, 2022.

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

In accordance with the SEBI LODR Regulations, this Policy shall govern the Related Party Transactions by the Company and the subsidiaries of the Company to the extent applicable to them.

This Policy shall be effective from April 1, 2022.

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) “Applicable Law” includes (a) the Act and rules made thereunder as amended from time to time; (b) the SEBI LODR Regulations, as amended from time to time; (c) Indian Accounting Standards; and (d) any other statute, law, standards, regulations or other governmental circulars, notifications or instructions (including circulars, notifications and guidance issued by the Securities and Exchange Board of India from time to time) relating to Related Party Transactions as may be applicable to the Company.
- c) “SEBI LODR Regulations” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the time being in force and as amended from time to time.
- d) “Audit Committee” means Committee of Board of Directors of the Company constituted under provisions of Section 177 of the Act and Regulation 18 of SEBI LODR Regulations.
- e) “Board/Board of Directors” means the board of directors of the Company/DSL.
- f) “Related Party” shall mean a person or entity that is related to the Company as defined under Section 2(76) of the Act or under Regulation 2(zb) of the SEBI LODR Regulations.
- g) “Related Party Transaction” shall mean all transactions as per Section 188 of the Act or under regulation 2(zc) of the SEBI LODR Regulations or as per applicable accounting standards, as may be amended from time to time.
- h) “Material Transaction” means transaction(s) defined as Material Related Party Transaction(s) under Regulation 23 of the SEBI LODR Regulations.
- i) “Material Modification” means any modifications to the related party transactions which were approved by the Audit Committee or Shareholders (in case of a material related party transaction) (i) where the variation exceeds 20% of the originally approved transaction, in case of any monetary modification; or (ii) which, in the opinion of

Policy for Dealing with Related Party Transactions (Contd)

the Audit Committee, significantly alters the nature or commercial terms of the transaction.

- j) **“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.
- k) **“Ordinary Course of Business”** - The transactions shall be in the ordinary course of business if - (a) the transaction is covered in the main objects or objects in furtherance of the main objects or (b) the transaction is usual as per industry practice or (c) the transaction is happening frequently over a period of time and is for the business purpose of the Company.
- l) **“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 terms in the Act and the Rules thereunder and the SEBI LODR Regulations.

III. POLICY

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

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 and subsequent Material Modifications should be pre-approved by the Audit Committee of the Company before entering into such transaction. The Audit Committee shall consider all relevant factors while deliberating the Related Party Transactions for its approval.
- ii. Only those members of the Audit Committee, who are independent directors, shall approve Related Party Transactions and subsequent Material Modifications. Any member of the Audit

Committee who has a potential interest in any such Related Party Transaction will recuse himself/herself and shall not participate in discussion and voting on the approval of such Related Party Transactions.

- iii. All the Related Party Transactions to which the subsidiary of the Company is a party, but the Company is not a party should be pre-approved by the Audit Committee before entering into such transaction, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds threshold of:
 - a. 10 per cent of the annual consolidated turnover in accordance with the last audited financial statements of the Company.
 - b. 10 per cent of the annual standalone turnover in accordance with the last audited financial statements of the subsidiary (effective from 1 April 2023).

B. Board of Directors:

- i. In case any Related Party Transactions and subsequent Material Modifications are referred by the Audit Committee to the Board for its approval due to the transaction being (i) not in the ordinary course of business, and (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 and subsequent Material Modifications will recuse himself/herself and shall

not participate in discussion and voting on the approval of such Related Party Transaction.

C. Shareholders:

- i. All the Related Party Transactions which are Material Transactions as per Regulation 23 of the SEBI LODR Regulations and subsequent Material Modifications of such material transactions shall require shareholders' prior approval.
- ii. All the Related Party Transactions which are not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Act, it shall require shareholders' prior approval.
- iii. None of the related parties of the Company, whether or not such related party(ies) is a party to the Related Party Transactions, shall vote to approve material Related Party Transactions, unless permitted under Applicable Law.

V. OMNIBUS APPROVAL BY AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS

The Audit Committee may grant an omnibus approval for related party transactions which shall be valid for a period of 1 year. The conditions for according omnibus approvals will be as follows:

1. The Related Party Transactions are repetitive in nature or foreseeable and are in the interest of the Company;
2. The Related Party Transactions under the omnibus approval route shall be reported to the Audit Committee on a quarterly basis for its noting;
3. Where the need for Related Party Transactions cannot be foreseen and the details thereof are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction per related party. Such transactions shall also be reported to the Audit Committee on a quarterly basis for its noting.

Notwithstanding the generality of foregoing, Audit Committee shall not grant omnibus approval for following transactions:

1. Transactions which are not in ordinary course of business or not on arm's length and covered under Section 188(1) of the Act;
2. Transactions in respect of selling or disposal of an undertaking of the Company;
3. Transactions which are not in the interest of the Company;
4. Such other transactions specified under Applicable Law from time to time.

VI. THRESHOLD LIMITS FOR MATERIALITY OF RELATED PARTY TRANSACTIONS

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

- (a) ₹ 1000 (Rupees One Thousand Crores), or
- (b) ten percent of the annual consolidated turnover, as per the last audited financial statements of the Company,

whichever is lower.

VII. DISCLOSURE OF THE POLICY

As mandated under the Applicable Law, the Company shall disclose this Policy on its website i.e. www.dhani.com and in the Annual Report. Disclosures regarding related party transactions will be made in accordance with and in the manner and format prescribed therein.

VIII. POLICY REVIEW

This Policy is framed based on the provisions of Regulation 23 of the SBI LODR Regulations. This Policy may be amended, modified or supplemented to ensure compliance with any modification, amendment or supplementation to the Applicable Law once in three years or as may be otherwise prescribed by the Audit Committee/ Board from time to time.

IX. General

This Policy shall be subject to the SEBI LODR Regulations, wherever any one or more clauses of

this Policy is repugnant to or in variance with the SEBI LODR Regulations, such clause/clauses shall be deemed to be replaced with the relevant SEBI LODR Regulations, in case of conflict between the provisions of Regulations/Applicable Law and this Policy, the provisions of Regulations/Applicable Law shall prevail, so as to be in consonance and harmony therewith.

Exceptions stipulated under Applicable Law for Related Party Transactions shall be exempted from the scope of this Policy unless the Audit Committee/ Board of Directors of the Company decide otherwise.

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 2021-22

Designation	Ratio of remuneration to the median employees' remuneration
Whole time Director & COO	2.45:1

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 2021-22 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 2021-2022

Designation	Increase in Remuneration (%)
Whole time Director & COO	NIL
Chief Financial Officer	10.00%
Company Secretary	30.00%

No remuneration was paid to other Director(s) during the Financial Year 2021-22 hence not forming part of this clause.

The percentage increase in the median remuneration of employees in the FY 2021-22

There has been an increase of 31.99% in the median remuneration of all the employees (including KMPs), in the FY 2021-22.

Number of permanent employees on the rolls of Company.

The Company had 10 employees on its permanent rolls, as on March 31, 2022

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.

The average percentile ratio in salaries of total employees was 40.06% for FY 22 when compared to FY 21, however, the same when compared to FY 20 was only 2.63%. This is due to the salary cuts done in FY 21 to offset COVID impact which were partly restored in FY 22.

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.

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

We are a data-driven technology company offering an online market place for Indian consumers who can also avail credit facilities for such purchases on our platform.

ABOUT DHANI PLATFORM

Our user-friendly Dhani app serves as a gateway for our customers to access our suite of unique and popular services.

Dhani Store:

Dhani Store is an e-commerce platform which is primarily operates via market place led model which connects Merchants with Consumers. Through Dhani Store, customers can order various goods including electronics, fashion goods and other daily need consumer products at attractive prices. Since we originally launched Dhani Store as Dhani Pharmacy, to serve the diverse needs of consumers, we have expanded the product offerings to include electronics, personal care, daily household items and groceries.

Dhani Plus Membership:

Customers can avail credit line of up to ₹50,000 at zero interest which can be used within Dhani Store and offers up to 2% cashback on spending, all without requiring a bank mandate features and at a flat one-time annual fee.

Payments and Services:

Our electronic wallet service allows customers to add money to their Dhani Wallet account from bank accounts, which can then be used to pay bills, mobile phone charges, gift vouchers as well as for booking of bus rides.

Dhani Stocks:

Our brokerage platform offers trading services to customers at competitive prices, featuring easy account opening, bracket and cover order and margin trading facilities, and the ability to perform certain calls and trades at zero cost.

KEY OPERATIONAL HIGHLIGHTS: FY 2022

- Total individual customers served : 52.7 million
- Individual paid customers served in FY22 : 7.8 million
- Total active paid individual customers as on 31st March 2022 : 6.1 million
- Consolidated Revenue of INR 14.65 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 2021-22, Dhani group had issued Non-convertible debentures of ₹ 1.91 Bn. Total borrowings of the group as on March 2022 were ₹ 22.49 Bn. Dhani Group has paid back ₹ 17.69 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 believes 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.

Management Discussion and Analysis (Contd.)

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- placed 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 2020-21 to FY 2021-22) 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 0.42 for FY 2020-21 to 0.30 for FY 2021-22 primarily due to decrease in borrowings in FY 2021-22.

Return on Average Equity (Net worth):

The return on equity of the Company on a consolidated basis as on March 31, 2022 stood at -15.81% compared to -4.10% as on March 31, 2021. 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 0.58 for FY 2020-21 to -2.28 for FY 2021-22. 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 -16.85 for FY 2020-21 to -58.71 for FY 2021-22. 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 improved from 8.97 in FY 2020-21 to 10.69 in FY 2021-22 due to pick up 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 data-driven technology business of offering an online market place for Indian consumers who can also avail credit facilities for such purchases on our platform, 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 Limited), Indiabulls Investment Advisors Limited, Auxesia Soft Solutions Limited, Indiabulls Distribution Services Limited, Pushpanjli Finsolutions Limited, Devata Tradelink Limited, Gyansagar Buildtech Limited, Savren Medicare Limited (formerly Savren Buildwell Limited), Dhani Healthcare Limited (formerly Pushpanjli 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 (hereinafter referred to as “DSL” or “the Company”)
3.	Registered office address	1/1 E, First Floor, East Patel Nagar, New Delhi-110008
4.	Corporate office address	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, 2021 to March 31, 2022
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	1
	(b) Number of National Locations	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 (INR)	₹ 121.18 Crore
2.	Total Networth (INR)	₹ 5,803.21 Crore
3.	Total Revenue (INR)	₹ 46.86 Crore
4.	Total profit after taxes (INR)	₹ 24.71 Crore (Loss)
5.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2% (₹ 1,07,00,000/-)
6.	List of activities in which expenditure in 5 above has been incurred:-	Please refer Annexure-4: Annual Report on CSR Activities, 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 24 subsidiaries (including 4 foreign subsidiaries), 1 employee welfare trust and 21 business trusts as on financial year ended March 31, 2022. The details of the subsidiaries are detailed in the Annual Return as on March 31, 2022, 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

b) Details of the BR head

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

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8.	Does the company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	-	Y	Y
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 11 directors including 3 Executive Directors, 2 Non-Executive Non-Independent Director and 6 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 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 2021-22, the Company had received 13 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 innovative 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.

Environmental Standards

The Company continuously aims to reduce the impact on environment by optimizing the usage of various resources.

Business Responsibility Report (Contd)

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 2021-2022, 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 going basis to Dhani Stocks. In view of the same the Company had 10 employees on its permanent rolls, as on March 31, 2022, out of which 1 was women. As at March 31, 2022, the male female ratio was 09:1. 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.

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

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

Business Responsibility Report (Contd)

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 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 Eleven directors, of which three are Executive Directors including the Chairman and two are Non-Executive, Non Independent Directors. The remaining six directors, were 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.), 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) and Prof. Mohanbir Singh Sawhney, Associate Dean for Digital Innovation and

McCormick Foundation Professor at Northwestern’s Kellogg School of Management (appointed as Non-Executive Independent Director w.e.f. October 7, 2021). The Chairman, Mr. Sameer Gehlaut, being an Executive Director, the number of Independent Non-Executive Directors on the Board is more than half 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, 2022, 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)	Founder Chairman & CEO, Executive Non-Independent Director	Policy Making, Banking & Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation	N.A.	N.A.	Nil	8	Nil	Nil
2.	Mr. Divyesh B. Shah (DIN: 00010933)	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. 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

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. Anish Ernest Williams (DIN: 03314110)	Non-Executive Non-Independent Director (Refer Note 1)	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
5.	Mr. Sandeep Narhar Kadam (DIN: 09343578) (Refer Note 2)	Non-Executive Non-Independent Director	Business Strategy, Risk Management, Product design, Technology and data analytics Marketing, Operations and Process Optimization	N.A.	N.A.	Nil	Nil	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 Yaari Digital Integrated Services Limited (formerly Yaarii Digital Integrated Services Limited)) JBM Auto Limited Religare Enterprises Limited	Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	4	1	4	3
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	7	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 Chugh (DIN:07112794)	Non-Executive Independent Director	Public Administration, Risk Management, Corporate Governance, Operations and Process Optimization	AGS Transact Technologies Limited	Non-Executive-Independent Director	1	7	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. Mohanbir Singh Sawhney (DIN: 07136864) (Refer Note 2)	Non-Executive Independent Director	Business innovation, Product Strategy, Modern Marketing, Corporate Governance and Digital Marketing	N.A.	N.A.	Nil	1	2	Nil

Note 1: Mr. Anish Ernest Williams (DIN: 03314110) relinquished the Office of Executive Director of the Company w.e.f. April 30, 2022, however he will continue to be Non-Executive, Non-Independent Director of the Company.

Note 2: Prof. Mohanbir Singh Sawhney (DIN: 07136864), Associate Dean for Digital Innovation and McCormick Foundation Professor at Northwestern's Kellogg School of Management appointed as an Independent Director and Mr. Sandeep Kadam (DIN: 09343578) appointed as a Non Independent and Non – Executive Director with effect from October 7, 2021.

During the FY 2021-22, Mr. Gagan Banga (DIN: 00010894) resigned as the Non-Executive, Non-Independent Director of the Company with effect from March 14, 2022.

Since August 22, 2022, Mrs. Fantry Mein Jaswal (DIN: 07011247), has ceased to be an Independent Director of the Company, upon completion of her tenure.

**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.*

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.

Report on Corporate Governance (Contd)

The Board had accepted all recommendation of the Committees of the Board which are mandatorily required, during the financial year 2021-22.

Mr. Anish Ernest Williams was holding 1,71,404 Fully Paid up Equity Shares of the Company as on March 31, 2022.

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/services/wp-content/uploads/2020/12/ivl_details-of-familiarization-programmes-imparted-to-independent-directors_1564992383.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 2021-22, the Board met 5 (Five) times. Meetings were held on June 18, 2021, August 6, 2021, October 20, 2021, November 11, 2021 and February 14, 2022. During the year, separate meeting of the Independent Directors was held on March 14, 2022, 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 2021-22 were held through Video Conferencing Mode.

The last Annual General Meeting of the Company was held on September 23, 2021.

Attendance of Directors at the Board Meetings held during the FY 2021-22 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)	5	No
2	Mr. Divyesh B. Shah (DIN: 00010933)	5	Yes
3	Mr. Gagan Banga (DIN: 00010894)	1^	Yes
4	Mr. Pinank Jayant Shah (DIN: 07859798)	5	Yes
5	Mr. Anish Ernest Williams (DIN: 03314110)	5*	Yes

Sr. No.	Name of the Director	No. of board meetings attended during tenure	Attendance at the last AGM
6	Mr. Praveen Kumar Tripathi (DIN: 02167497)	5	Yes
7	Dr. Narendra Damodar Jadhav (DIN: 02435444)	5	Yes
8	Mrs. Fantry Mein Jaswal (DIN: 07011247)	5	Yes
9	Mr. Vijay Chugh (DIN: 07112794)	5	Yes
10	Mr. Rakesh Mohan Garg (DIN: 08970794)	5	Yes
11	Mr. Mohanbir Singh Sawhney (DIN: 07136864)	2**	NA
12	Mr. Sandeep Narhar Kadam (DIN: 09343578)	3**	NA

[^] Mr. Banga could not attend the meetings, held on August 6, 2021, October 20, 2021, November 11, 2021 and February 14, 2022 due to his prior commitments. Further Mr. Gagan Banga (DIN: 00010894) had resigned as Non-Executive, Non-Independent Director of the Company with effect from March 14, 2022.

* Mr. Williams relinquished the Office of Executive Director of the Company w.e.f. April 30, 2022, however he will continue to be Non-Executive, Non-Independent Director of the Company..

** Prof. Mohanbir Singh Sawhney was appointed as an Independent Director and Mr. Sandeep Kadam was appointed as a Non Independent and Non – Executive Director with effect from October 7, 2021. Further, Prof. Mohanbir Singh Sawhney, due to his other pre-occupation, did not attend the Board meeting held on November 11, 2021.

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.

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

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. Lalit Sharma was the Secretary to the Audit Committee.

Report on Corporate Governance (Contd)

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, 2022, the Committee met 4 (four) times i.e. on June 18, 2021, August 6, 2021, November 11, 2021 and February 14, 2022. In view of the Covid-19 pandemic all these meetings, were held in video conferencing mode in accordance with the relaxations granted by the Ministry of Corporate Affairs.

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
Dr. Narendra Damodar Jadhav	4
Mrs. Fantry Mein Jaswal	4

The COO, CFO, Statutory Auditors and Internal Auditors also attended the meetings as invitees.

(B) Nomination & Remuneration Committee

Composition

The Nomination & Remuneration Committee (N&R) 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.
- 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, 2022, the Committee met three times i.e. July 31, 2021, October 1, 2021, October 6, 2021.

Report on Corporate Governance (Contd)

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

Name of the Member	No. of meeting attended
Mr. Praveen Kumar Tripathi	3
Dr. Narendra Damodar Jadhav	3
Mrs. Fantry Mein Jaswal	3

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.

- 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.
- 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.
- In case of appointment of Independent Directors, the independent nature of the proposed appointee vis-a-vis the Company, shall be ensured.
- 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.
- 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/services/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, Executive Directors and Non-Executive Director was carried out by the Independent Directors in their meeting held on March 14, 2022. 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.

Details of remuneration paid to the Executive directors during the year under review are provided in the Annual Return as on March 31, 2022, which is available on the Company's website - https://www.dhani.com/services/wp-content/uploads/2022/09/MGT-7_Annual_Return_31.03.2022.pdf.

(ii) 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/services/wp-content/uploads/2020/12/ivl-criteria-for-making-payment-to-non-executive-directors_1564992340.pdf criteria for making payment to Non- Executive Directors.

Report on Corporate Governance (Contd)

During the Financial Year ended March 31, 2022, 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/services/wp-content/uploads/2022/09/MGT-7_Annual_Return_31.03.2022.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

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, 2022, the Committee met 4 (Four) times i.e. on June 18, 2021, August 6, 2021, November 10, 2021 and February 14, 2022.

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
Mrs. Fantry Mein Jaswal	4
Mr. Pinank Jayant Shah	4

Name and designation of Compliance Officer

Mr. Lalit Sharma, Company Secretary was 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 2021-22:

Sl. No.	Particulars	Opening	Received	Disposed	Pending
1	Legal Cases / Cases before Consumer Forums	0	0	0	0
2	Letters from SEBI / Stock Exchange.	0	1	1	0
3	Non-receipt of dividend	0	2	2	0
4	Non-receipt of annual report	0	0	0	0
5	Non-credit/receipt of shares in demat account	0	2	2	0
6	Non receipt of securities after transfer	0	0	0	0
7	Non-receipt of Refund order	0	4	4	0
8	Non receipt of Rights Issue CAF/Call Notice	0	0	0	0
9	Non receipt of allotment/call notice and request to issue the same	0	4	4	0
	Total	0	13	13	0

(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.

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, 2022, the Committee met 2 (two) times i.e on May 11, 2021 and November 4, 2021

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

Name of the Member	No. of meetings attended
Mr. Praveen Kumar Tripathi	2
Mrs. Fantry Mein Jaswal	2
Mr. Divyesh B. Shah	2
Mr. Rajeev Lochan Agrawal	2
Mr. Pankaj Sharma	2

Report on Corporate Governance (Contd)

(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, 2022, the Committee met 2 (Two) times i.e. on February 12, 2022 and March 31, 2022.

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

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
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
2020-21	26th	Through VC/ OAVM	September 23, 2021	4:30 P.M.	5

(B) Extraordinary General Meetings during the FY 2021-22

The Company during the financial year conducted as Extraordinary General Meeting on November 17, 2021 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and passed five special resolutions to offer, issue and allot up to 612,24,490 fully paid-up equity shares on Preferential Basis and special resolution for the appointment of Mr. Anish Williams, as Whole-time Director and Key Managerial Personnel designated as Executive Director and in Extraordinary General Meeting held on December 9, 2021, one Ordinary resolution was passed for appointment of Statutory Auditors.

(C) Postal Ballot during the Financial Year 2021-22

6 (Six) Special Resolutions were passed through Postal Ballot results of which were declared on April 16, 2021. No Special Resolution requiring Postal Ballot is being proposed on or before the ensuing AGM of the Company.

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 L74110DL1995PLC069631.

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

The 27th AGM of the Company would be held on the day, date, time and venue as mentioned in the Notice convening the said AGM. The Company is conducting AGM through Video Conferencing /Other Audio Visual Mode in accordance with the relaxations granted by the Ministry of Corporate Affairs /SEBI.

(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 declared and paid during the Financial Year 2021-22.

(E) Date of Book Closure

The dates of book closure are as mentioned in the notice convening the 27th 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): BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Global Depository Receipts (GDRs): 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	

The listing fees for the financial year 2022-23, have been paid to BSE and NSE.

Report on Corporate Governance (Contd)

(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: 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, 2022 are as under:

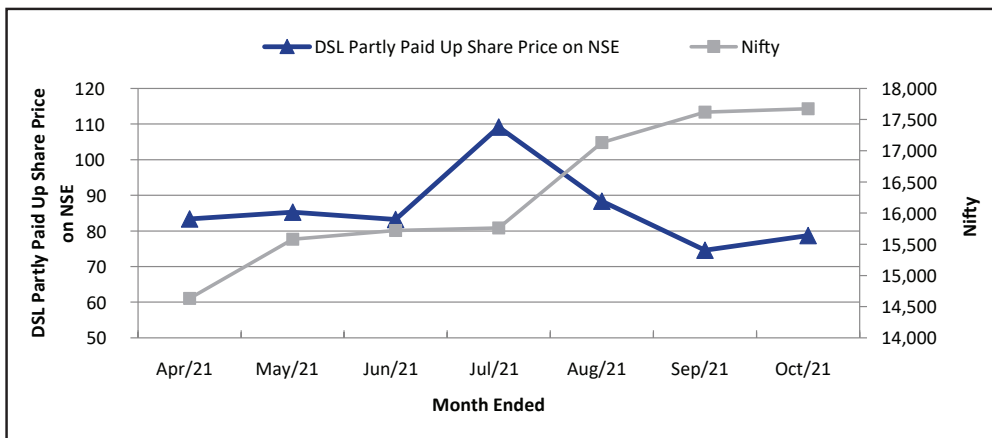
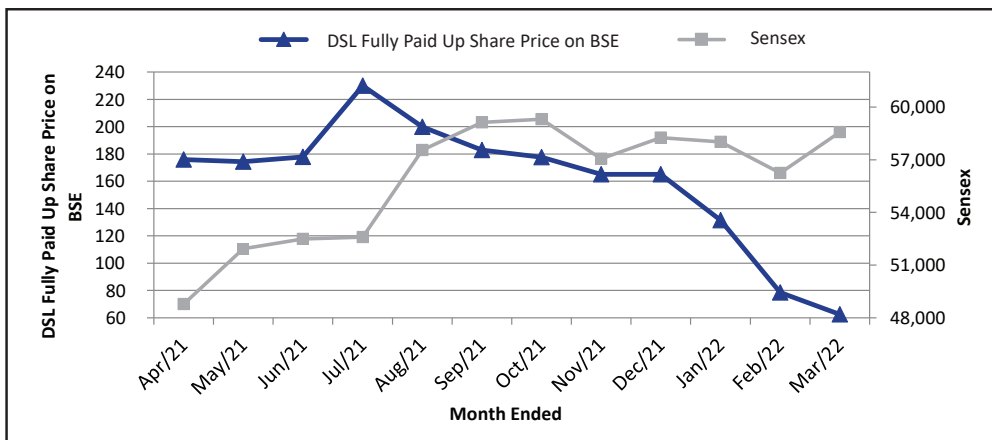
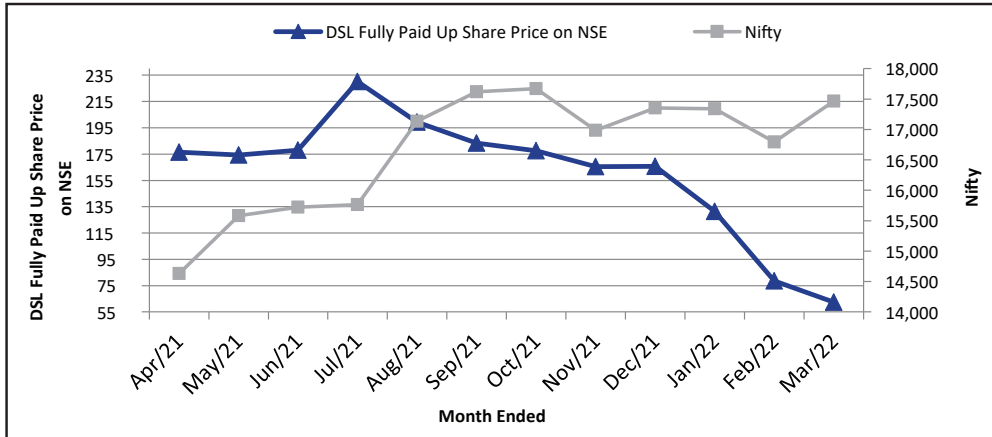
Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-21	228.00	155.10	227.95	154.75
May-21	184.00	165.45	183.80	165.40
Jun-21	214.80	167.30	214.95	167.30
Jul-21	242.90	172.40	242.40	169.20
Aug-21	238.45	175.00	238.30	175.20
Sep-21	211.00	176.40	211.00	176.50
Oct-21	232.00	175.50	231.80	175.60
Nov-21	193.65	161.70	193.30	161.75
Dec-21	178.70	139.20	178.90	139.40
Jan-22	166.50	122.60	166.50	128.65
Feb-22	160.90	67.05	161.00	67.10
Mar-22	82.35	58.10	82.45	58.30

- (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, 2022 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-21	116.35	79.55	116.65	79.05
May-21	85.7	73.95	86.10	74.00
Jun-21	106.55	80.00	107.20	78.10
Jul-21	115.00	75.80	114.95	75.65
Aug-21	112.40	76.15	112.90	76.00
Sep-21	94.15	73.05	94.00	74.00
Oct-21	82.00	73.50	82.00	73.50

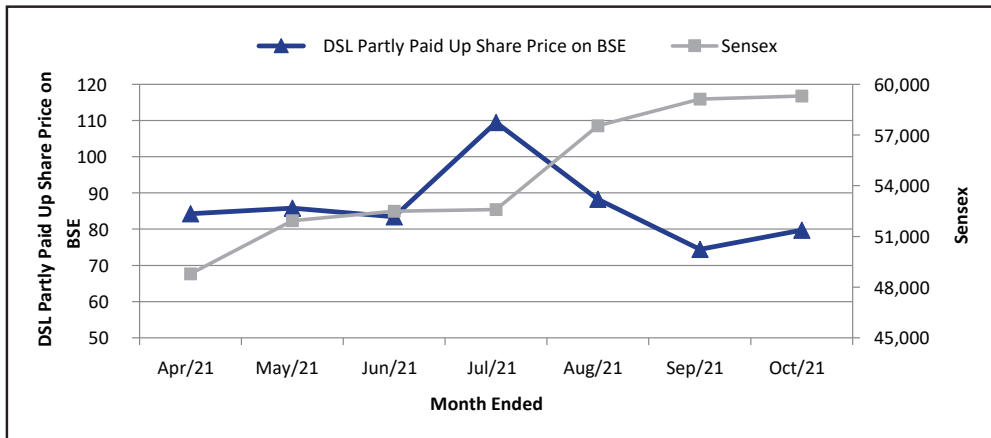
During the period from October 13, 2021 till March 31, 2022, trading in partly paid-up equity shares was suspended on NSE & BSE in view of the record dates for payment of Third and Final call.

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



During the period from October 13, 2021 till March 31, 2022, trading in partly paid-up equity shares was suspended on NSE & BSE in view of the record dates for payment of Third and Final call.

Report on Corporate Governance (Contd)



During the period from October 13, 2021 till March 31, 2022, trading in partly paid-up equity shares was suspended on NSE & BSE in view of the record dates for payment of Third and Final call.

(J) Registrar and Transfer Agents

M/s Skyline Financial Services Pvt. Ltd are the Registrar and Transfer Agents of the Company for handling the share/debentures/securities related matters both in physical and dematerialized mode and for other correspondence.

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, 2022:**

S. No.	Category	No. of holders	% to total holders	Total Shares	Amount (face value) (₹)	% of Amount
1	1-5000	187196	98.44	51,763,882	103,527,764.00	8.61
2	5001- 10000	1443	0.76	10,578,565	21,157,130.00	1.76
3	10001- 20000	691	0.36	10,011,977	20,023,954.00	1.67
4	20001- 30000	269	0.14	6,692,919	13,385,838.00	1.11
5	30001- 40000	111	0.06	3,870,323	7,740,646.00	0.64
6	40001- 50000	82	0.04	3,767,466	7,534,932.00	0.63
7	50001- 100000	174	0.09	13,074,669	26,149,338.00	2.18
8	100001 & Above	204	0.11	501,239,303	1,002,478,606.00	83.40
	Total:	190,170	100.00	600,999,104	1,201,998,208	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, 2022:** (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	3,495	97.14	833,535	916,888.50	9.31
2	5001- 10000	43	1.20	308,813	339,694.30	3.45
3	10001- 20000	22	0.61	311,555	342,710.50	3.48
4	20001- 30000	11	0.31	269,933	296,926.30	3.02
5	30001- 40000	6	0.17	220,746	242,820.60	2.47
6	40001- 50000	1	0.03	43,440	47,784.00	0.49
7	50001- 100000	9	0.25	583,248	641,572.80	6.52
8	100001& Above	11	0.31	6,377,536	7,015,289.60	71.27
	Total:	3,598	100.00	8,948,806	9,843,686.60	100.00

Report on Corporate Governance (Contd)

(ii) Shareholding pattern as on March 31, 2022:

Sr. No.	Category	No. of Shares			% holding
		Fully paid up equity shares	Partly Paid up equity shares *	Total No. of Shares	
1	Promoters	20,130,8166	0	20,130,8166	33.00
2	Banks /Mutual Funds/Indian Financial Institutions/Alternate Investment Funds	4,333,898	0	4,333,898	0.71
3	FII/FPIs	133,500,297	0	133,500,297	21.89
4	Bodies Corporate	81,854,076	38,84,466	85,738,542	14.06
5	Indian Public (Employees/HUF/ Public/Trusts/Directors)	167,673,000	5,053,807	172,726,807	28.32
6	NRIs	2,534,119	8190	25,42,309	0.42
7	GDRs (Shares underlying)	2038	0	2,038	0.00
8	Other foreign entities (Foreign companies)	52,79,883	0	52,79,883	0.87
9	NBFCs Registered with RBI	23,100	2343	25,443	0.00
10	Others(Clearing Members/IEPF)	4,490,527	0	4,490,527	0.74
Total		600,999,104	8,948,806	609,947,910	100.00

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

(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, 2022, 99.99% equity shares of the Company representing 60,99,39,181 out of a total of 60,99,47,910 equity shares were held in dematerialized form and the balance 8,729 equity shares representing 0.001% of the total equity capital of the Company were held in physical form.

The Company obtains, from a Company Secretary in practice, 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, 2022, the number of outstanding GDRs were 2,038. Each GDR represents one fully paid up equity share of ₹ 2/- each in the Company. Also as on March 31, 2022, an aggregate of 20,070,600 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.

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

During FY 2021-22, 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.

(P) Plant Location: Not applicable**(Q) Address for Correspondence**

(i) Registered Office:

1/1 E, First Floor, East Patel Nagar,
New Delhi-110008, E-mail: support@dhani.com,
Tel: 011-41052775, Fax: 011-42137986
Website: www.dhani.com

(ii) Corporate Office:

1. One International Centre, Tower 1, 4th Floor, S. B. Marg, Elphinstone (W), Mumbai - 400013 T. +91 22 6189 9016 F. +91 22 6189 9001

(R) Profiles of Directors seeking appointment/ re-appointment have been captured in the Notice convening the 27th Annual General Meeting of the Company.**(S) Credit Ratings**

Not applicable

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

During the Financial Year 2021-22, the Company did not allot any shares through preferential allotment or qualified Institutional placement.

Further during the Financial Year 2021-22, third and final call money was received 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 2021-22, 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	1,49,85,000.00
Certification Fee	2,55,000.00
Out of pocket expenses	34,602.00
Fee for Draft Shelf Prospectus	0
Total	1,52,74,602.00

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.

Report on Corporate Governance (Contd)

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 2021-22	Number of complaints disposed of during the financial year 2021-22	Number of complaints pending at the end of financial year 2021-22
0	0	0

9. OTHER DISCLOSURES

(i) Subsidiary Companies

During the year under review one subsidiary namely Arbutus Constructions Limited got struck off w.e.f. December 22, 2021 and Indiabulls Asset Reconstruction Company Limited become the material unlisted subsidiary of the Company during the financial year 2021-22. 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: https://www.dhani.com/services/wp-content/uploads/2020/12/IVL_Policy_for_Determining_Material_Subsiary_1598077992.pdf

(ii) MCA Inspection

During the year FY 2021-22 the Company had paid ₹ 19,81,000 as compounding fee and penalty for the adjudication, basis the order(s) issued by the office of Regional Director, Northern Region & Registrar of Companies (ROC), NCT of Delhi & Haryana, in connection with Compounding Applications /Adjudication Applications filed under Section 441 & Section 454 of the Companies Act, 2013 with the ROC for Compounding/ Adjudication of offences, under various provisions of the Companies Act and Rules made thereunder.

(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 Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large. The updated 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/services/wp-content/uploads/2021/07/DSL_Policy_for_Dealing_with_Related_Party_Transactions.pdf

(iv) CEO / CFO Certification

- 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.
- 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/services/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: https://www.dhani.com/services/wp-content/uploads/2021/05/whistleblower_policy_dhani_2021.pdf

(viii) Strictures and Penalties

Except as mentioned in Annexure(s) to Directors' Report forming part of Annual Report, during the last three financial years including the year under review, no penalty was imposed by BSE Limited and National Stock Exchange of India Limited.

(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.

Report on Corporate Governance (Contd)

9. DISCRETIONARY REQUIREMENTS

(A) Non-Executive Chairman

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.

(B) 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.

(C) 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.

(D) Separate posts of chairperson and chief executive officer

Mr. Sameer Gehlaut is appointed as Executive Director designated as Chairman and CEO of the Company, hence, the applicable requirements in terms of Regulation 27(1) read with Clause (D) Part E Schedule II of SEBI (LODR) Regulations, 2015 are not required to be adopted by the Company.

DE) 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, 2022 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: May 30, 2022

Place: London

Sd/-
Sameer Gehlaut
Chief Executive Officer

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, 2022 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
Chief Executive Officer
Date: May 30, 2022
Place: London

Sd/-
Rajeev Lochan Agrawal
Chief Financial Officer
Date: May 30, 2022
Place: Mumbai

Report on Corporate Governance (Contd)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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)

1/1E, First Floor, East Patel Nagar,

New Delhi West Delhi -110008

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 1/1E, First Floor, East Patel Nagar, New Delhi West Delhi -110008 (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, 2022 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. Pinank Jayant Shah	07859798	28/08/2017
4.	Mr. Anish Ernest Williams	03314110	21/12/2020
5.	Mr. Sandeep Narhar Kadam	09343578	07/10/2021
6.	Mr. Gagan Banga**	00010894	29/09/2017
7.	Mr. Praveen Kumar Tripathi	02167497	16/09/2019
8.	Dr. Narendra Damodar Jadhav	02435444	23/08/2020
9.	Mrs. Fantry Mein Jaswal	07011247	23/08/2020
10.	Mr. Rakesh Mohan Garg	08970794	25/11/2020
11.	Mr. Vijay Chugh	07112794	21/12/2020
12.	Prof. Mohanbir Singh Sawhney	07136864	07/10/2021

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

** Mr. Gagan Banga had resigned w.e.f. March 14, 2022.

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 MARG & Associates
Company Secretaries**

Sd/-

CS Riya Luthra

(Managing Partner)

Membership No- A-53802;

COP- 24472

UDIN: A053802D000805212

Date: 17/08/2022

Place: New Delhi

Report on Corporate Governance (Contd)

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

To
The Members of
Dhani Services Limited
(Formerly known as Indiabulls Ventures Limited)
1/1E, First Floor, East Patel Nagar,
New Delhi West Delhi -110008

We have examined the compliance of conditions of Corporate Governance by Dhani Services Limited (“the Company”), for the year ended March 31, 2022, 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, 2022.

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 MARG & Associates
Company Secretaries

Sd/-
CS Riya Luthra
(Managing Partner)
Membership No- A-53802;
COP- 24472
UDIN: A053802D000805212
Date: 17/08/2022
Place: New Delhi

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

We have audited the accompanying consolidated financial statements of **Dhani Services Limited** (formerly known as Indiabulls Ventures Limited) (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2022, 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 notes to consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on financial statements of subsidiaries as was audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as “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 and Indian Accounting Standards (“Ind AS”) prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, of consolidated state of affairs (financial position) of the Group as at 31 March 2022, the consolidated loss (financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year then ended.

Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated 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 obtained by us along with the consideration of audit report of the other auditors referred to in “Other matters” paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of matters

- We draw attention to the note 50 of the accompanying consolidated financial statement (CFS) regarding the requirement of obtaining the Certificate of registration (CoR) for the Holding Company from the Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under the Category of Core Investment Company (CIC). The management is of the view that basis their present business operations and applicable financial criteria, the Company qualifies to fall under the category of an unregistered CIC and has written to RBI for their view in this regard, response to which is awaited. The management is further of the view that the possible non-compliance with such requirement is not expected to have material impact on the accompanying Statement.
- We draw attention to Note 46 of the CFS, which describes that the impact assessment of COVID-19 pandemic on the financial position of the Group in a continuing process and the Company’s management believes that they have considered all the possible impact of known events in preparation of the respective financial statements (Auditor of Dhani loan and services have mentioned about the same in their report on audit of consolidated financial results under emphasis of matter).

Independent Auditors' Report (Contd.)

• We refer to the 'Emphasis of Matter' paragraphs issued by the independent auditors of a certain trusts vide their respective audit report. Which also forms the 'Emphasis of Matter' paragraph in our audit report of the accompanying consolidated Ind AS financial statements of the Group. We draw your attention to note 59 to the accompanying financial statements which describes that the management has sold the loan portfolios of certain trusts to asset reconstruction Company ('ARC'). Board of respective trusts have passed resolution to approve the above-mentioned transaction for a purchase consideration. These arrangements were executed through an 'Assignment agreement' and certain such Trusts have been closed during the year.

Our opinion is not modified in respect of these matters of emphasis.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

We have determined that there are no key audit matters to communicate with respect to the Holding Company.

We have reproduced the key audit matters determined and communicated by the auditors of Dhani Loans and Services Limited (subsidiary company) in their audit reports.

Key Audit Matters	Auditor's Response
<p>a) Impairment of Loans (expected credit loss - ECL) (Refer note 6 to the Financial Statements)</p> <p>In accordance with the requirements of Ind AS 109, the Company is required to provide for impairment of its financial assets using the expected credit loss ('ECL') approach which involves an estimation of the probability of loss on the financial assets over their life, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances. In the process, a significant degree of judgement has been applied by the management in respect of following matters:</p> <p>(i) Classification and staging of loan portfolio, and estimation of behavioural life.</p> <p>(ii) Estimation of losses in respect of those classes of loans which had no or minimal historical defaults.</p>	<p>Principal Audit Procedures</p> <ul style="list-style-type: none"> • Read and assessed the Company's accounting policies for the process of estimation of impairment of financial assets and whether such policy was in accordance with the requirements of Ind AS 109 and the governance framework approved by the Board of Directors pursuant to the applicable Reserve Bank of India guidelines/directions. • Evaluated the appropriateness of the Company's assumptions used by the Company for grouping and staging of loan portfolio into various categories and default buckets and their appropriateness for determining the probability of default (PD) and loss-given default (LGD) rates. • Tested the operating effectiveness of the controls for application of the staging criteria. Assessed the additional considerations applied by the Management for staging of loans.

Key Audit Matters	Auditor's Response
<p>(iii) Management overlay for macro-economic factors and the impact of CoVID -19 pandemic and estimation of their impact on the credit quality of the loans. In accordance with the guidance in Ind AS 109, the management overlay estimate takes into account reasonably and supportable information without incurring significant cost. The actual credit losses for the next 12 months could be significantly different than the ECL estimates prepared by the Company depending upon the impact and duration of the pandemic and various regulatory and policy measures announced by the Government.</p> <p>(iv) Further, the Company has restructured loans on account of COVID-19 related regulatory measures. This has resulted in increased management estimation over determination of provision for such restructured loans.</p> <p style="padding-left: 20px;">a) Impairment of Loans (expected credit loss - ECL) (Refer note 6 to the Financial Statements) (continued)</p> <p>(v) The disclosures (including disclosures prescribed by RBI) regarding the Company's application of Ind AS 109 are key to explaining the key judgements and material inputs to the Ind AS 109 ECL results.</p> <p>The Company has developed a financial model that derives key assumptions used within the provision calculation such as probability of default (PD) and loss given default (LGD). The output of such model is then applied to the calculation for the provision for expected credit loss calculation with other information including the exposure at default (EAD).</p> <p>Given the high degree of management's judgement involved in estimation of ECL, it is an area of material uncertainty and a key audit matter.</p>	<ul style="list-style-type: none"> • Performed tests (on sample basis) to verify the completeness and accuracy of the input data used to determine the PD and LGD rates and agreed such data with the underlying books of accounts and records. • Performed inquiries with the Company's management to assess the impact of COVID-19 on the current economic environment and business activities of the Company. • Tested the arithmetical accuracy of calculation of the provision for ECL performed by the Company. • Tested assumptions used by the management in determining the overlay for macro-economic factors (including CoVID-19 pandemic) • Tested key controls and details over restructuring process in respect of eligibility, approval and modification of terms. • Assessed the appropriateness and sufficiency of disclosures in the Financial Statements in respect of provision for EC.

Independent Auditors' Report (Contd.)

Key Audit Matters	Auditor's Response
<p>b) De-recognition of financial assets (Refer Note 47 to the Standalone Financial Statements)</p> <p>The Company has, during the year ended March 31, 2022, assigned loans amounting to Rs. 12,684.73 lakhs for managing its funding requirements and recorded net income of Rs. 124.18 lakhs in the Statement of Profit and Loss. In accordance with Ind AS 109, de-recognition of financial assets (loans) transferred by the Company through assignment is based on the 'risk and reward' model and a 'control' model. In case de-recognition criteria are met, the financial assets assigned are de-recognized and difference between carrying value and consideration including the present value of interest payments that it would not give up (excess interest spread (EIS) receivable) is recognized as income in the Statement of Profit and Loss for the year.</p> <p>The Company also records a servicing asset and servicing liability at their fair value for the right retained for servicing the financial asset for the service contract and the related costs to be incurred.</p> <p>The assessment of derecognition criteria being met involves significant judgements and furthermore the measurement of the related EIS receivable income, servicing asset and liability requires significant estimates to be made with respect to the discount rate, expected portfolio life, prepayment and foreclosures. Given the complexity and the volume of such transactions the same has been considered a key audit matter.</p>	<p>Principal audit procedures</p> <ul style="list-style-type: none"> • Assessed (on sample basis) assignment agreements to evaluate whether the de-recognition criteria have been met. • Assessed the significant estimates and judgments, including the discount rate and expected remaining life of the portfolio transferred used by the Company for computation of excess interest spread receivable, servicing asset and servicing liability. • Tested the arithmetical accuracy of computation of the excess interest spread receivable, servicing asset and servicing liability. • Assessed the disclosures included in the Financial Statements with respect to de-recognition in accordance with the requirements of Ind AS 109 and Ind AS 107.

Managements and Board of Directors responsibility for the consolidated financial statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation and presentation of these consolidated financial statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS. The respective management and Board of Directors of the companies included in the consolidated financial statements are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements/consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing,

as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each Company.

Auditor's responsibilities for the audit of the consolidated financial statements

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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- A. 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 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.
- B. 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 system in place and the operating effectiveness of such controls.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statement and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 to cease to continue as a going concern.
- E. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities 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 the 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 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of

Independent Auditors' Report (Contd.)

our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

- A. We did not audit the annual financial statements of 20 subsidiaries and 21 trusts included in the statement, whose financial statements reflect total assets of Rs. 1,050,852 lakh as at March 31, 2022, total revenues of Rs. 152,064 lakh, total net loss after tax Rs. 77,958 lakh, total comprehensive loss of Rs. 78,295 lakh and cash outflows (net) Rs. 61,311 lakh for the year ended on that date, as considered in the statement. These annual financial statements / financial information have been audited by other respective auditor whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit reports of such other auditors, and the procedures performed by us as stated in paragraph above.
- B. The Statement includes the annual financial statements/ financial information of 4 subsidiaries, which have not been audited, whose annual financial statements / financial information reflect total assets of Rs. 11,909 lakh as at March 31, 2022, total revenues of Rs. 0, total net loss after tax of Rs. 3,006 lakh, total comprehensive loss of Rs. 3,287 and cash inflow (net) of Rs. 5,015 lakh for the year then ended, as considered in the Statement. These financial statements / financial information have been certified and furnished to us by Holding Company's management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of aforesaid subsidiaries, is 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/ financial information are not material to the Group.
- C. Further, these subsidiaries, are located outside India, whose annual financial statements / financial information have been prepared in accordance with accounting principles generally accepted in their respective countries. The Holding Company's management has converted the annual financial statements / financial information of such subsidiaries from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our opinion, in so far as it relates to the balances and affairs of these subsidiaries is based on such unaudited financial statements / financial information and the conversion adjustments prepared by the management of the Holding Company.
- D. The consolidated financial statements of the Company for the year ended March 31, 2021, were audited by the predecessor auditor and they had issued unmodified audit opinion thereon vide their report dated 18 June, 2021.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the other matter paragraph, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

Report on other legal and regulatory requirements

1. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included by the respective auditors in their CARO 2020 reports issued in respect of the standalone financial statements of the companies which are included in these Consolidated Financial Statements.
2. 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 purposes 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 other auditors.
 - C. The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated cash flow statement and consolidated statement of changes in equity 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 the Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - E. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of subsidiary companies which are companies incorporated in India, none of the directors of the subsidiary companies which are companies incorporated in India, is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act;
 - F. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting.
 - G. With respect to the other matters to be included in the auditor's report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group, which are companies incorporated in India, where applicable, to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - H. 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 49 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 2022;

Independent Auditors' Report (Contd.)

- 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 2022; and
- iv. Reporting on rule 11(e):
- (a) the respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of its subsidiaries to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) the respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and to the other auditors of such subsidiaries respectively, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of its subsidiaries from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of its subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. During the year, the Company and Subsidiary companies have not declared/paid any dividend. Accordingly, reporting under section 123 of the Act is not applicable;

For Sharp & Tannan Associates
Chartered Accountants
Firm's Registration no. 109983W
by the hand of

Tirtharaj Khot
Partner
Membership no.(F) 037457
UDIN: 22037457AMPBVP8350

Annexure A to the Independent Auditor's Report

Referred to in paragraph (F) under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

Report on the Internal Financial Controls

Under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the Internal Financial Controls over Financial Reporting of **Dhani Services Limited** (formerly Indiabulls Ventures Limited) (hereinafter referred as "the Holding Company"), its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group"), as of 31 March 2022 in conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reports of other auditors referred to in other matters paragraph below, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the respective companies 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').

Managements and Board of Directors responsibility for internal financial controls

The respective Company's Management and Board of Directors of the of the Holding company and its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditors' responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies, 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 Group's which are companies incorporated in India, internal financial controls system over financial reporting.

Independent Auditors' Report (Contd.)

Other matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to these subsidiaries, which are companies incorporated in India, is solely based on corresponding reports of the auditors of such Companies.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Sharp & Tannan Associates**
Chartered Accountants
Firm's Registration no. 109983W
by the hand of

Tirtharaj Khot
Partner
Membership no.(F) 037457
UDIN: 22037457AMPBVP8350

Mumbai, 30 May 2022

Annexure I to the Independent Auditor's Report on consolidated financial results of DHANI SERVICES LIMITED (formerly Indiabulls Ventures Limited) for the quarter and year ended 31 March 2022

Sr. No.	Name of the Company
1.	Auxesia Soft Solutions Limited
2.	Dhani Health Middle East FZ LLC (Dubai)
3.	Dhani Limited (Jersey)
4.	Devata Tradelink Limited
5.	Dhani LTD (UK)
6.	Evinos Buildwell Limited
7.	Evinos Developers Limited
8.	Gyansagar Buildtech Limited
9.	Krathis Buildcon Limited
10.	Krathis Developers Limited
11.	Pushpanjali Finsolution Limited
12.	TranServ Limited
13.	Indiabulls Consumer Products Limited
14.	Dhani Healthcare Limited (formerly Pushpanjali Fincon Limited)
15.	Dhani Stocks Limited
16.	Jwala Technology Systems Private Limited
17.	Euler Systems INC (USA)
18.	Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)
19.	Indiabulls Investment Advisors Limited
20.	Savren Medicare Limited (formerly Savren Buildwell Limited)
21.	Indiabulls Distribution services Limited
22.	Indiabulls Alternate Investments Limited
23.	Indiabulls Infra Resources Limited
24.	Indiabulls Asset Reconstruction Company Limited
25.	Indiabulls ARC III Trust
26.	Indiabulls ARC IV Trust
27.	Indiabulls ARC V Trust
28.	Indiabulls ARC VI Trust
29.	Indiabulls ARC VII Trust
30.	Indiabulls ARC VIII Trust
31.	Indiabulls ARC X Trust
32.	Indiabulls ARC XII Trust
33.	Indiabulls ARC XIII Trust
34.	Indiabulls ARC XV Trust
35.	Indiabulls ARC XVI Trust
36.	Indiabulls ARC XVII Trust
37.	Indiabulls ARC XVIII Trust
38.	Indiabulls ARC XIX Trust
39.	Indiabulls ARC XX Trust
40.	Indiabulls ARC-XXI Trust
41.	Indiabulls ARC-XXII Trust
42.	Indiabulls ARC-XXIII Trust
43.	Indiabulls ARC-XXIV Trust
44.	Indiabulls ARC-XXVI Trust
45.	Indiabulls ARC-XXVII Trust

Consolidated Balance Sheet

as at 31 March 2022

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

	Notes	As at 31 March 2022	As at 31 March 2021
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	6	65,240.24	1,23,595.03
(b) Bank balance other than cash and cash equivalents	7	70,398.32	79,613.84
(c) Receivables			
Trade receivables	8	12,810.07	14,027.67
Other receivables	9	2,064.54	6,969.91
(d) Loans	10	4,09,715.47	4,59,885.26
(e) Investments	11	58,811.17	1,42,031.59
(f) Other financial assets	12	33,657.66	39,560.79
Total financial assets		6,52,697.47	8,65,684.09
(2) Non-financial assets			
(a) Inventories	13	10,670.53	90.45
(b) Current tax assets (net)	14	21,410.55	18,137.97
(c) Deferred tax assets (net)	15	26,116.75	20,877.80
(d) Investment property	16A	767.65	-
(e) Property, plant and equipment	16B	11,393.30	6,900.47
(f) Capital work-in-progress	16C	-	123.88
(g) Right-of-use assets	16D	21,974.91	15,159.78
(h) Intangible assets under development	16E	696.11	478.08
(i) Goodwill	16F	6,797.16	6,797.16
(j) Other intangible assets	16G	12,741.46	12,065.50
(k) Other non-financial assets	17	97,587.05	66,581.18
Total non-financial assets		2,10,155.47	1,47,212.27
TOTAL ASSETS		8,62,852.94	10,12,896.36
II. LIABILITIES AND EQUITY			
Liabilities			
(1) Financial liabilities			
(a) Payables			
Trade payables	18		
(i) total outstanding dues of micro enterprises and small enterprises		0.12	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		12,627.19	3,897.61
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		11,356.70	13,197.22
(b) Debt securities	20	54,506.34	77,060.33
(c) Borrowings (other than debt securities)	21	1,70,437.87	2,80,387.50
(d) Lease liabilities	22	23,241.10	16,408.66
(e) Other financial liabilities	23	54,132.77	52,923.32
Total financial liabilities		3,26,302.09	4,43,874.64
(2) Non-financial liabilities			
(a) Current tax liabilities (net)	24	609.92	1,095.71
(b) Provisions	25	3,860.46	3,024.96
(c) Deferred tax liabilities (net)	26	443.11	774.65
(d) Other non-financial liabilities	27	4,533.93	2,880.71
Total non-financial liabilities		9,447.42	7,776.03
(3) Equity			
(a) Equity share capital	28	12,119.22	11,454.24
(b) Other equity	29	4,94,199.40	5,06,775.40
Equity attributable to the owners of the Holding Company		5,06,318.62	5,18,229.64
Non controlling interests		20,784.81	43,016.05
Total equity		5,27,103.43	5,61,245.69
TOTAL LIABILITIES AND EQUITY		8,62,852.94	10,12,896.36

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 **Sharp & Tannan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner
Membership No.: 037457

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: 30 May 2022

Place: London
Date: 30 May 2022

Place: Mumbai
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Consolidated Statement of Profit and Loss

for the year ended 31 March 2022

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

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
I. Revenue from operations			
Interest income	30	48,850.31	1,01,205.38
Dividend income	31	11.62	9.41
Fees and commission income	32	65,101.16	26,239.29
Net gain on fair value changes	33	1,910.17	3,622.30
Net gain on derecognition of financial assets	34	12,069.94	-
Sale of products	35	15,500.65	25.24
Total revenue from operations		1,43,443.85	1,31,101.62
II. Other income	36	3,098.17	5,244.08
III. Total income (I + II)		1,46,542.02	1,36,345.70
IV. Expenses			
Finance costs	37	27,501.56	49,132.11
Fees and commission expense	38	13,736.13	5,934.52
Net loss on derecognition of financial assets	34	-	3.11
Impairment of financial assets	39	38,376.03	27,759.20
Purchases of Stock-in-trade		26,680.76	113.52
Changes in Inventories of stock-in-trade and others	40	(10,459.85)	(90.45)
Employee benefits expenses	41	66,361.59	38,726.70
Depreciation and amortisation	42	9,498.93	8,395.38
Other expenses	43	64,932.19	27,243.01
Total expenses		2,36,627.34	1,57,217.10
V. Profit/(loss) before tax (III - IV)		(90,085.32)	(20,871.40)
VI. Tax expense:	44		
Current tax		1,978.80	6,028.03
Income-tax of earlier years		(445.68)	28.03
Deferred tax (credit)/charge		(5,581.49)	(3,950.56)
		(4,048.37)	2,105.50
VII. Profit/(loss) for the year (V - VI)		(86,036.95)	(22,976.90)
VIII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurement (gain)/loss on defined benefit plans		227.59	583.21
(b) Equity instruments through other comprehensive income		1,251.41	151.83
(ii) Income-tax relating to items that will not be reclassified to profit or loss		(57.93)	(146.96)
(iii) Items that will be reclassified to profit or loss			
(a) Changes in fair valuation of financial assets		(673.71)	(357.00)
(b) Exchange differences on translation of foreign operations		(281.05)	(18.13)
(iv) Income-tax relating to items that will be reclassified to profit or loss		46.75	89.85
Total other comprehensive income (net of taxes)		513.06	302.80
IX. Total comprehensive income for the year (IX + X)		(85,523.89)	(22,674.10)
Net profit after tax attributable to -			
Owners of the Holding Company		(86,635.46)	(22,505.40)
Non controlling interests		598.51	(471.50)
		(86,036.95)	(22,976.90)
Other comprehensive income attributable to -			
Owners of the Holding Company		513.06	302.80
Non controlling interests		-	-
		513.06	302.80
Total comprehensive income attributable to -			
Owners of the Holding Company		(86,122.40)	(22,202.60)
Non controlling interests		598.51	(471.50)
		(85,523.89)	(22,674.10)
X. Earnings per equity share (₹) :	45		
Basic		(15.30)	(4.16)
Diluted		(15.30)	(4.16)
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 **Sharp & Tannan Associates** For and on behalf of the Board of Directors
Chartered Accountants

Firm Registration No. 109983W

Tirtharaj Khot

Partner

Membership No.: 037457

Place: Mumbai
Date: 30 May 2022

Sameer Gehlaut

Chairman & CEO

DIN: 00060783

Place: London
Date: 30 May 2022

Divyesh B. Shah

Whole Time Director &
Chief Operating Officer
DIN: 00010933

Place: Mumbai
Date: 30 May 2022

Rajeev Lochan Agrawal

Chief Financial Officer

Place: Gurugram
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Lalit Sharma

Company Secretary

Place: Gurugram
Date: 30 May 2022

Consolidated Statement of Cash Flows

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flow from operating activities :		
Profit/(Loss) before tax	(90,085.32)	(20,871.40)
Adjustments for:		
Depreciation, amortisation and impairment	9,498.93	8,395.38
Loss/(profit) on sale of property, plant and equipment (net)	171.85	744.94
Profit on sale of investment property	-	(3,579.20)
Provision for employee benefits (net)	1,063.09	167.96
Provision for capital advances	0.65	24.74
Impairment on financial assets	(32,670.77)	27,759.20
Loss/(gain) on sale of loan portfolio through assignment	(13,012.55)	(102.44)
Excess provisions for expenses no longer required written back	(494.19)	(724.95)
Liabilities written back	(1,253.21)	(790.03)
Unrealised loss/(gain) on foreign exchange fluctuations (net)	-	16.09
Interest expenses on leasing arrangement	1,954.15	1,800.84
Net (gain)/loss on fair value changes	145.92	(132.36)
Share based payments expense	4,493.89	(143.26)
Effective interest rate adjustment for financial instruments	299.74	2,127.03
Operating profit before working capital changes	(1,19,887.82)	14,692.54
Adjustments for :		
(Increase)/ decrease in trade receivables	(5,093.53)	3,934.62
(Increase)/decrease in other receivables	4,905.37	(94.80)
(Increase)/ decrease in loans	61,348.47	24,277.28
(Increase)/ decrease in Inventory	(10,580.08)	(90.45)
(Increase)/ decrease in other financial assets	29,742.35	42,881.03
Increase/ decrease in non financial assets	(36,197.68)	(6,420.92)
Increase/(decrease) in trade payable	8,729.70	(4,613.43)
Increase/ (decrease) in other payable	(1,346.33)	9,870.92
Increase/(decrease) in other financial liabilities	538.30	22,182.80
Increase/ (decrease) in provisions	-	(330.66)
Increase/(decrease) in non-financial liabilities	2,906.43	(6,469.56)
Cash generated from operating activities	(64,934.82)	99,819.37
Income-taxes paid/ (refund) (net)	(5,291.67)	(7,282.84)
Net cash generated from operating activities A	(70,226.49)	92,536.53
Cash flows from investing activities :		
Purchase of property, plant and equipments, intangible assets under development and intangible assets (including capital advances)	(14,520.39)	(3,387.92)
Proceeds from sale of property, plant and equipments and refund of capital advance	8,504.79	208.92
Proceeds from sale of investment property	-	30,700.00
Purchase of investment property	(767.65)	-
Payment made on acquisition of subsidiary	-	(2,891.79)
Proceeds from investment (net)	84,203.10	(78,335.15)
Net cash used in generated from/ (used in) investing activities B	77,419.85	(53,705.94)

Consolidated Statement of Cash Flows (Contd.)

for the year ended 31 March 2022

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

Particulars		For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from financing activities :			
Proceeds from issue of equity shares (including securities premium)		79,467.25	58,791.38
Dividends paid (including amount transferred to Investor Education and Protection Fund)		(81.64)	(59.61)
Purchase of treasury shares		(7,062.34)	(20,759.60)
Lease payments		(5,820.86)	(5,424.01)
Repayment of debt securities		(41,448.50)	(66,076.95)
Proceeds from debt securities		19,057.22	52,500.00
Repayment of borrowings (other than debt securities)		(1,35,446.29)	(1,76,934.82)
Proceeds from borrowings (other than debt securities)		11,200.00	41,123.80
Net cash (used in)/ generated from financing activities	C	(80,135.16)	(1,16,839.81)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	D	(72,941.80)	(78,009.22)
Currency translation reserve	E	-	(17.67)
Cash and cash equivalent of subsidiary acquired	F	-	36.36
Cash and cash equivalents at the beginning of the year	G	1,23,095.03	2,01,085.55
Cash and cash equivalents at the end of the year (D+E+F+G)		50,153.23	1,23,095.03

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 2022	As at 31 March 2021
Cash and cash equivalents (as per note 6 to the financial statements) *	65,240.24	1,23,595.03
Less: Bank overdraft facilities (as per note - 21 to the financial statements)	(15,087.01)	(500.00)
	50,153.23	1,23,095.03

*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- 51. The accompanying notes form an integral part of these consolidated financial statements. This is consolidated statement of cash flows referred to in our report of even date.

For **Sharp & Tannan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner

Membership No.: 037457

Place: Mumbai
Date: 30 May 2022

Sameer Gehlaut
Chairman & CEO

DIN: 00060783

Place: London
Date: 30 May 2022

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Place: Mumbai
Date: 30 May 2022

Rajeev Lochan Agrawal
Chief Financial Officer

Place: Gurugram
Date: 30 May 2022

Lalit Sharma
Company Secretary

Place: Gurugram
Date: 30 May 2022

Standalone Statement of Changes in Equity

for the year ended 31 March 2022

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

A Equity share capital (refer note - 28)		Balance as at 1 April 2020	Changes during the year		Balance as at 31 March 2021	Changes during the year		Balance as at 31 March 2022							
Equity share capital		10,222.47	1,231.77	11,454.24	664.98	12,119.22									
B. Other equity (refer note - 29)		Reserves and surplus		Other comprehensive income		Total		Total							
Particulars	Treasury shares	Equity component of compulsorily convertible debentures	Reserve fund	Capital reserve	Securities premium	Capital redemption reserve	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	Total attributable to equity shareholders of the Holding Company	Total non-controlling interest	Total
	(18,305.73)	1,30,719.26	13,270.00	747.31	3,09,822.36	5,033.69	4,197.55	8,181.40	37,890.47	164.18	792.47	-	4,92,512.96	56,038.13	5,48,551.09
Profit/(loss) for the year	-	-	-	-	-	-	-	(22,504.95)	-	-	-	-	(22,504.95)	(471.50)	(22,976.45)
Other comprehensive income	-	-	-	-	-	-	-	436.25	151.83	(267.15)	-	-	320.93	-	320.93
Issue of equity shares	-	(1,30,719.26)	-	-	1,88,421.55	-	-	-	-	-	-	-	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	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(319.34)	(319.34)	-	-	(18.13)	(337.47)	-	(337.47)
Share based payment expense	-	-	-	-	-	-	-	(143.26)	-	-	-	-	(143.26)	-	(143.26)
Balance as at 31 March 2021	(99,065.33)	13,270.00	747.31	4,98,228.41	5,033.69	4,197.55	4,96.98	19,043.59	316.01	525.32	(18.13)	(18.13)	5,06,775.40	48,016.05	5,49,791.45

Standalone Statement of Changes in Equity

for the year ended 31 March 2022

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

Particulars	Treasury shares	Equity component of compulsorily convertible debentures	Reserves and surplus					Other comprehensive income			Total non-controlling interest	Total			
			Reserve fund	Capital reserve	Securities premium	Capital redemption reserve	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	Total attributable to equity shareholders of the Holding Company
Balance as at 1 April 2021	(39,065.33)	-	13,270.00	747.31	4,98,228.41	5,033.69	4,197.55	4,496.98	19,043.59	316.01	525.32	(18.13)	5,06,775.40	43,016.05	5,49,791.45
Profit/(loss) for the year	-	-	-	-	-	-	-	4,496.98	(86,635.44)	-	-	-	(86,635.44)	598.51	(86,036.93)
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	-	(238.37)	1,128.61	(504.15)	-	386.09	-	386.09
Issue of equity shares	-	-	-	-	79,133.21	-	-	-	-	-	-	-	79,133.21	-	79,133.21
Expenses on issue of partly paid up shares	-	-	-	-	(49.89)	-	-	-	-	-	-	-	(49.89)	-	(49.89)
Acquisition of own shares	(7,062.34)	-	-	-	-	-	-	-	-	-	-	-	(7,062.34)	-	(7,062.34)
Transfer to change in value of loan assets	-	-	-	-	-	-	-	-	(2,841.52)	-	-	-	(2,841.52)	-	(2,841.52)
Transfer from retained earnings	-	-	-	-	-	800.82	-	-	(800.82)	-	-	-	-	-	-
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	(22,829.75)	(22,829.75)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	281.05	-	-	(281.05)	-	-	-
Share based payment expense	-	-	-	-	-	-	-	4,493.89	-	-	-	-	4,493.89	-	4,493.89
Balance as at 31 March 2022	(46,127.67)	-	13,270.00	747.31	5,77,311.73	5,834.51	4,197.55	8,990.87	(71,191.51)	1,444.62	21.17	(299.18)	4,94,199.40	20,784.81	5,14,984.21

(i) The Company has not paid any dividend during financial year ended 31 March 2022. (previous year: Nil)

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

For **Sharp & Tandan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner
Membership No.: 037457
Place: Mumbai
Date: 30 May 2022

Sameer Gehlaut
Chairman & CEO
DIN: 00060783
Place: London
Date: 30 May 2022

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933
Place: Mumbai
Date: 30 May 2022

Rajeev Lochan Agrawal
Chief Financial Officer
Place: Gurugram
Date: 30 May 2022

Lalit Sharma
Company Secretary
Place: Gurugram
Date: 30 May 2022

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

Note - 1

Group overview

"Dhani Services Limited (formerly Indiabulls Ventures Limited) ('DSL', '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 1/1 E, First Floor, East Patel Nagar, New Delhi – 110008."

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 2022 are the consolidated financial statements which has been prepared in accordance with Ind AS.

The consolidated financial statements for the year ended 31 March 2022 were authorized and approved for issue by the Board of Directors on 30 May 2022.

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 have

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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 2022

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.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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 2022

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.

d. Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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).

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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 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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

- 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

- Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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.

- 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.

- 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 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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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 (31-90 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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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. 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.

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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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

upto 31 March 2019, 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 48). 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.

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)."

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 assets 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 2022

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

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 the 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 incentive 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.

u. 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 2022

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

v. Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Balance Sheet

- "Ind AS 103(Business Combinations) – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian

Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements."

- Ind AS 16 (Property, Plant & Equipment) – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements."

- Ind AS 37 (Provisions, Contingent Liabilities & Contingent Assets) – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements."

- Ind AS 109 (Financial Instruments) – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its 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 2022

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

Note - 6	As at 31 March 2022	As at 31 March 2021
Cash and cash equivalents		
Cash on hand	8.53	7.53
Cheques on hand	2,341.38	-
Balance with banks:		
- in current accounts	50,546.27	58,972.39
- Fixed deposit having a maturity of three months or less (including interest accrued) (refer 7(i))	12,344.06	64,615.11
	65,240.24	1,23,595.03

Note - 7	As at 31 March 2022	As at 31 March 2021
Bank balance other than cash and cash equivalents		
Fixed deposits having a maturity of more than three months (including interest accrued) (refer 7(i) below)	59,969.50	69,874.13
In earmarked balances:		
- Earmarked accounts	10,286.17	9,516.23
- Unpaid dividend accounts	141.84	223.48
	70,398.32	79,613.84

(i) Bank deposits include:	As at 31 March 2022	As at 31 March 2021
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.	38,763.37	36,749.25
b) Deposits pledged with banks for overdraft facilities availed by the Group.	800.00	13,059.79
c) Deposits pledged with bank against bank guarantees issued in favour of Unique Identification Authority of India.	25.00	50.18
d) 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
e) Deposits pledged for arbitration matters.	46.62	46.03
f) Deposits pledged with State Commission, New Delhi for appeal filed by the Holding Company in a consumer dispute matter.	0.25	0.25
g) Deposits pledged with Value added tax/ Sales tax authorities	2.90	2.90
h) Deposits pledged for securitisations	-	23,350.24

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 8 Trade receivables	As at 31 March 2022	As at 31 March 2021
Receivables considered good (unsecured)	12,810.07	14,027.67
Receivables which have significant increase in credit risk	4,706.78	4,315.78
Total - gross	17,516.85	18,343.45
Less: Impairment loss allowance	(4,706.78)	(4,315.78)
Total - net	12,810.07	14,027.67
Outstanding for following periods from due date of payment and where no due date of payment is specified in that case disclosure shall be from the date of the transaction.		
Trade receivables includes:		
Debts due by directors or other officers	-	-
Due from others	17,516.85	18,343.45

Trade Receivables aging schedule as at 31 March 2022

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	4,381.87	2,155.36	863.01	1,671.02	3,738.81	12,810.07
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	40.41	96.73	119.44	1,112.04	1,112.28	2,480.90
(iii) Undisputed Trade Receivables - credit impaired	(40.41)	(96.73)	(119.44)	(1,112.04)	(1,112.28)	(2,480.90)
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	56.16	134.24	165.91	372.68	1,496.89	2,225.88
(vi) Disputed Trade Receivables - credit impaired	(56.16)	(134.24)	(165.91)	(372.68)	(1,496.89)	(2,225.88)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Trade Receivables aging schedule as at 31 March 2021

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	4,240.91	534.46	2,856.78	3,334.93	3,060.59	14,027.67
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	200.37	66.01	1,189.54	1,800.60	484.14	3,740.66
(iii) Undisputed Trade Receivables - credit impaired	(200.37)	(66.01)	(1,189.54)	(1,800.60)	(484.14)	(3,740.66)
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	25.86	5.22	89.92	202.99	251.13	575.12
(vi) Disputed Trade Receivables - credit impaired	(25.86)	(5.22)	(89.92)	(202.99)	(251.13)	(575.12)

Note - 9 Other receivables	As at 31 March 2022	As at 31 March 2021
Receivables considered good (unsecured)	4,363.32	6,969.91
Receivables which have significant increase in credit risk	854.57	4,207.65
Total - gross	5,217.89	11,177.56
Less: Impairment loss allowance	(3,153.35)	(4,207.65)
Total - net	2,064.54	6,969.91
Other receivables includes:		
Debts due by directors or other officers	-	-
Due from others	5,217.89	11,177.56

Note - 10 Loans	As at 31 March 2022		
	At amortised cost	At fair value through other comprehensive income	Total
(a) Loans			
- Secured	1,33,770.38	1,053.85	1,34,824.23
- Unsecured	3,26,144.17	923.12	3,27,067.29
(b) Margin funding loan receivables (secured, considered good)	3,247.35	-	3,247.35
Less: Margin received	(153.21)	-	(153.21)
Total gross	4,63,008.69	1,976.97	4,64,985.66

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 10 Loans	As at 31 March 2022		
	At amortised cost	At fair value through other comprehensive income	Total
Total Gross	4,63,008.69	1,976.97	4,64,985.66
Less: Impairment loss allowance	(55,254.76)	(15.43)	(55,270.19)
Total net	4,07,753.93	1,961.54	4,09,715.47
(i) Secured by tangible assets	1,36,864.52	1,053.85	1,37,918.37
(ii) Secured by other assets	-	-	-
(iii) Unsecured	3,26,144.17	923.12	3,27,067.29
Total gross	4,63,008.69	1,976.97	4,64,985.66
Less: Impairment loss allowance	(55,254.76)	(15.43)	(55,270.19)
Total net	4,07,753.93	1,961.54	4,09,715.47
Loans in India			
(i) Public sector	-	-	-
(ii) Others	4,63,008.69	1,976.97	4,64,985.66
Total gross	4,63,008.69	1,976.97	4,64,985.66
Less: Impairment loss allowance	(55,254.76)	(15.43)	(55,270.19)
Total net	4,07,753.93	1,961.54	4,09,715.47

	As at 31 March 2021		
	At amortised cost	At fair value through other comprehensive income	Total
(a) Loans			
- Secured	1,76,434.32	1,633.14	1,78,067.46
- Unsecured	3,28,242.73	16,151.17	3,44,393.90
(b) Margin funding loan receivables (secured, considered good)	123.85	-	123.85
Less: Margin received	(16.09)	-	(16.09)
Total gross	5,04,784.81	17,784.31	5,22,569.12
Total Gross	5,04,784.81	17,784.31	5,22,569.12
Less: Impairment loss allowance	(62,449.77)	(234.09)	(62,683.86)
Total net	4,42,335.04	17,550.22	4,59,885.26

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 11 Investments	As at 31 March 2022			
	At Amortised cost	At fair value through profit or loss	At cost	Total
Mutual funds	-	35,950.15	-	35,950.15
Security Receipts	-	3,793.51	-	3,793.51
Equity instruments	1,567.51	-	-	1,567.51
Investment in SR	17,500.00	-	-	17,500.00
Total (A)	19,067.51	39,743.66	-	58,811.17
(i) Investments outside India	-	-	-	-
(ii) Investments in India	19,067.51	39,743.66	-	58,811.17
Total (B)	19,067.51	39,743.66	-	58,811.17
Less: Allowance for Impairment loss (C)	-	-	-	-
Total (D) = (A)-(C)	19,067.51	39,743.66	-	58,811.17

Investments	As at 31 March 2021			
	At Amortised cost	At fair value through profit or loss	At cost	Total
Mutual funds	-	1,37,776.30	-	1,37,776.30
Security Receipts	-	3,939.19	-	3,939.19
Equity instruments	316.10	-	-	316.10
Total (A)	316.10	1,41,715.49	-	1,42,031.59
(i) Investments in India	316.10	1,41,715.49	-	1,42,031.59
(ii) Investments outside India	-	-	-	-
Total (B)	316.10	1,41,715.49	-	1,42,031.59
Less: Allowance for Impairment loss (C)	-	-	-	-
Total (D) = (A)-(C)	316.10	1,41,715.49	-	1,42,031.59

Note - 12 Other financial assets	As at 31 March 2022	As at 31 March 2021
(a) Loan notes and escrow receivable (refer footnote 1 below)		
Considered good	-	779.17
(b) Loan to employees	201.42	241.16
(c) Security deposits		
Secured (refer foot note 2 below)		
(i) Deposit for underwriting/ distribution of real estate projects	-	12,538.20
Unsecured, considered good		
(i) Deposits (including margin money) with stock exchanges	2,448.03	2,422.12
(ii) Deposits for underwriting/distribution of real estate projects	28,569.84	15,062.22
(iii) Deposits with others	692.26	570.85
Unsecured, considered doubtful		
(i) Deposits with others	13.32	33.42
	31,710.13	30,593.39
(d) Receivable on assigned loans	1,524.79	8,479.86
Less: Impairment loss allowance	(24.44)	(1,635.59)
(e) Others recoverable	245.76	1,102.80
	33,657.66	39,560.79

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Footnotes:

- (1) 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) was outstanding as at 31 March 2021 in the form of Loan Notes of the Moody's Group UK LTD and Escrow account. In current year the company has impaired these balances.
- (2) Secured by way of mortgage/pledge/hypothecation of residential real estate properties of the respective parties in favour of the group.

Note - 13 Inventories	As at 31 March 2022	As at 31 March 2021
(a) Stock-in-Trade	10,670.53	90.45
	10,670.53	90.45

Note - 14 Current tax assets (net)	As at 31 March 2022	As at 31 March 2021
Advance Income-tax (including tax deducted at source) (Net of provision for taxation)	21,410.55	18,137.97
	21,410.55	18,137.97

Note - 15 Deferred tax assets (net)	As at 31 March 2022	As at 31 March 2021
Deferred tax assets:		
Provision for doubtful debts, advances and security deposits	280.52	366.06
Provision for contingencies	0.11	382.41
Impairment loss allowance	10,339.68	13,061.87
Disallowances u/s. 40A(7) of the Income-tax Act, 1961	511.18	521.91
Disallowances u/s. 43B of the Income-tax Act, 1961	158.30	234.51
Difference between tax balance and book balance of fixed assets	142.14	157.83
Tax losses carried forward	11,139.77	5,224.40
Financial assets measured at amortised cost	1,145.10	1,200.83
Share based payments	1,987.59	1,145.40
Minimum alternate tax credit entitlement*	1,568.46	1,568.46
Leases liabilities	17.60	19.03
Effect of reversal of financing component from revenue	5.45	34.13
Others	578.37	253.35
Deferred tax assets (A):	27,880.65	24,170.19
Deferred tax liability:		
Financial assets measured at fair value through profit and loss	-	-
Financial assets measured at fair value through other comprehensive income	129.93	176.68
Difference between book balance and tax balance of fixed assets	1,320.66	838.84
Derecognition of financial instruments measured under amortised cost category	279.93	2,231.70
Financial liabilities measured at amortised cost	33.38	41.55
Others	-	3.62
Deferred tax liability (B):	1,763.90	3,292.39
Deferred tax assets (net) C = (A) - (B)	26,116.75	20,877.80

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Movement in deferred tax assets (net) for the year ended 31 March 2022	As at 1 April 2021	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in other equity	As at 31 March 2022
Deferred tax assets:					
Provision for doubtful debts, advances and security deposits	366.06	(85.54)	-	-	280.52
Provision for contingencies	382.41	(382.30)	-	-	0.11
Impairment loss allowance	13,061.87	(2,722.19)	-	-	10,339.68
Disallowances u/s. 40A(7) of the Income-tax Act, 1961	521.91	(10.73)	-	-	511.18
Disallowances u/s. 43B of the Income-tax Act, 1961	234.51	(18.28)	(57.93)	-	158.30
Difference between tax balance and book balance of fixed assets	157.83	(15.69)	-	-	142.14
Tax losses carried forward	5,224.40	5,915.37	-	-	11,139.77
Financial assets measured at amortised cost	1,200.83	(55.73)	-	-	1,145.10
Financial assets measured at fair value through profit and loss	-	6.38	-	-	6.38
Share based payments	1,145.40	842.19	-	-	1,987.59
Minimum alternate tax credit entitlement*	1,568.46	-	-	-	1,568.46
Leases liabilities	19.03	(1.43)	-	-	17.60
Effect of reversal of financing component from revenue	34.13	(28.68)	-	-	5.45
Others	253.35	278.27	46.75	-	578.37
Deferred tax assets (A):	24,170.19	3,721.64	(11.18)	-	27,880.65
Deferred tax liabilities:					
Financial assets measured at fair value through profit and loss	-	-	-	-	(6.38)
Difference between book balance and tax balance of fixed assets	838.84	481.82	-	-	1,320.66
Financial assets measured at fair value through other comprehensive income	176.68	(46.75)	-	-	129.93
Derecognition of financial instruments measured under amortised cost category	2,231.70	(1,951.77)	-	-	279.93
Financial liabilities measured at amortised cost	41.55	(8.17)	-	-	33.38
Others	3.62	(3.62)	-	-	-
Deferred tax liabilities (B):	3,292.39	(1,528.49)	-	-	1,763.90
	8,950.48				-
Deferred tax assets (net) C = (A) - (B)	20,877.80	5,250.13	(11.18)	-	26,116.75

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 u/s. 40A(7) of the Income-tax Act, 1961	596.01	(74.10)	-	-	521.91
Disallowances u/s. 43B of the Income-tax Act, 1961	290.50	90.97	(146.96)	-	234.51
Difference between tax balance and book balance of fixed assets	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
Leases liabilities	19.50	(0.47)	-	-	19.03
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	-	-	-	-	-
Difference between book balance and tax balance of fixed assets	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 2022

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

Note - 16A Investment Property	Land	Building	Total
Gross block (at cost)			
As at 1 April 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	-	-	-
Additions during the year	-	767.65	767.65
Sales/adjustment during the year	-	-	-
As at 31 March 2022	-	767.65	767.65
Accumulated depreciation			
As at 1 April 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	-	-	-
Depreciation during the year	-	-	-
Sales/adjustment during the year	-	-	-
As at 31 March 2022	-	-	-
Net Block as at 31 March 2021	-	-	-
Net Block as at 31 March 2022	-	767.65	767.65

Notes:

Disclosures relating to fair valuation of investment property:

Fair value of the above investment property as at 31 March 2022 is ₹ 505.00 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 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
Addition on acquisition of subsidiary	-	-	-	-	-	-	-	-
Additions during the year	1,136.01	-	965.27	3,815.32	513.13	644.30	-	7,074.03
Sales/adjustment during the year	144.34	-	27.31	100.53	-	9.38	-	281.56
As at 31 March 2022	5,678.00	502.82	2,274.43	8,396.73	953.66	850.75	12.98	18,669.37
Accumulated depreciation								
As at 1 April 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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 16B Property, plant and equipment	Furniture and fixtures	Vehicles#	Office equipment	Computers	Server and networks	Leasehold improvements	Freehold land	Total
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
Depreciation during the year	527.69	60.55	348.60	1,341.12	113.78	58.74	-	2,450.48
Sales/adjustment during the year	34.61	-	21.27	92.93	-	2.03	-	150.84
As at 31 March 2022	1,161.52	335.36	890.56	4,456.90	195.58	236.15	-	7,276.07
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
Net Block as at 31 March 2022	4,516.48	167.46	1,383.87	3,939.83	758.08	614.60	12.98	11,393.30

Includes vehicles having carrying value of ₹ 10.23 lakhs (31 March 2021 ₹ 22.72 lakhs which are hypothecated to banks against the respective loans.

(a) Refer note 49B, for disclosure of contractual commitments to be executed on capital account for property, plant and equipment.

Note - 16C Capital work-in-progress	
As at 1 April 2020	-
Additions during the year	123.67
Capitalised during the year	-
As at 31 March 2021	123.67
Additions during the year	-
Capitalised during the year	123.67
As at 31 March 2022	-
Note - 16D Right of use assets*	Building office premises
Gross block (at cost)	
As at 1 April 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
Additions during the year	15,913.27
Deletion during the year	(5,785.09)
As at 31 March 2022	33,112.23
Accumulated depreciation	
As at 1 April 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
Additions during the year	3,884.02
Deletion during the year	(570.97)
As at 31 March 2022	11,137.32
Net block as at 31 March 2021	15,159.78
Net block as at 31 March 2022	21,974.91

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 16E Intangible assets under development	
As at 1 April 2020	608.12
Additions during the year	558.40
Capitalised during the year	688.44
As at 31 March 2021	478.08
Additions during the year	2,577.23
Capitalised during the year	2,359.20
As at 31 March 2022	696.11
As at 31 March 2021	478.08
As at 31 March 2022	696.11

Note - 16F Goodwill on consolidation	Goodwill
As at 1 April 2020	3,906.43
Add: Adjustment on acquisition	2,890.73
Less: Adjustment on disposal of subsidiary	-
As at 31 March 2021	6,797.16
Add: Adjustment on acquisition/disposal of subsidiary(ies)	-
Less: Adjustment on disposal of subsidiary	-
As at 31 March 2022	6,797.16

Note - 16G Other intangible assets	Software	Licence	Total
Gross block (at cost)			
As at 1 April 2020	20,677.12	-	20,677.12
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
Additions during the year	3,885.34	9.57	3,894.91
Sales/adjustment during the year	54.56	-	54.56
As at 31 March 2022	26,937.69	26.37	26,964.06

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 16G Other intangible assets	Software	Licence	Total
Accumulated depreciation			
As at 1 April 2020	8,068.71	-	8,068.71
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
Amortisation during the year	3,159.77	4.66	3,164.43
Impairment during the year	-	-	-
Sales/adjustment during the year	0.05	-	0.05
As at 31 March 2022	14,217.12	5.47	14,222.59
Net block as at 31 March 2021	12,049.51	15.99	12,065.50
Net block as at 31 March 2022	12,720.57	20.90	12,741.47

Note - 17 Other non-financial assets	As at 31 March 2022	As at 31 March 2021
(a) Capital advances	39,985.67	45,177.48
(b) Prepaid expenses	2,696.33	1,253.05
(c) Balance with government authorities	11,306.98	5,448.83
(d) Advance against assigned assets	-	-
(e) Advances to suppliers	4,055.32	1,441.97
(f) Unamortised Customer and Card acquisition cost	38,736.72	12,353.31
(g) Others (net)	806.03	906.54
	97,587.05	66,581.18

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 18 Trade payables	As at 31 March 2022	As at 31 March 2021
(a) Total outstanding due to micro enterprises and small enterprises ⁽ⁱ⁾	0.12	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	12,627.19	3,897.61
	12,627.31	3,897.61

Trade Payables aging schedule

Particulars	As at 31 March 2022				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.12	-	-	-	0.12
(ii) Others	12,550.10	69.59	7.50	-	12,627.19
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	As at 31 March 2021				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	3,884.13	11.06	0.46	1.96	3,897.61
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

- (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 2022	As at 31 March 2021
Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	0.12	-
Interest due thereon	-	-
Interest paid by the Group 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	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period / year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the period / year	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 19 Other payables	As at 31 March 2022	As at 31 March 2021
(a) Total outstanding due to micro enterprises and small enterprises ⁽ⁱ⁾	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	11,356.70	13,197.22
	11,356.70	13,197.22

(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 2022	As at 31 March 2021
Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
Interest due thereon	-	-
Interest paid by the Group 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	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period / year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the period / year	-	-

Note - 20 Debt securities (at amortised cost)	As at 31 March 2022	As at 31 March 2021
Secured		
Non-convertible debentures (refer 'a' below)	54,506.34	77,060.33
Total	54,506.34	77,060.33
Debt securities in India	54,506.34	77,060.33
Debt securities outside India	-	-
Total	54,506.34	77,060.33

Non-convertible debentures is 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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

(a) Secured redeemable non convertible debentures (payable at par unless otherwise stated) issued by subsidiary company (Dhani Loans and Services Limited):

Interest rate/ Effective yield	Face value (Amount in ₹)	Issue date	Redemption date	As at 31 March 2022			
					Amount	Impact of interest accrued and Ind AS	Total outstanding amount
10.40%	1,000.00	8-Mar-2019	8-May-2022	3,24,981	3,249.81	25.84	3,275.65
10.90%	1,000.00	8-Mar-2019	8-May-2022	7,55,369	7,553.69	65.10	7,618.79
10.90% (Effective yield)	1,000.00	8-Mar-2019	8-May-2022	2,35,842	2,358.42	879.01	3,237.43
10.50%	1,000.00	8-Mar-2019	8-Mar-2024	4,70,084	4,700.84	7.90	4,708.74
11.00%	1,000.00	8-Mar-2019	8-Mar-2024	2,60,712	2,607.12	6.13	2,613.25
11.00% (Effective yield)	1,000.00	8-Mar-2019	8-Mar-2024	1,93,776	1,937.76	717.33	2,655.09
9.95%	1,000.00	27-Jun-2019	27-Jun-2022	1,23,709	1,237.09	(1.74)	1,235.35
10.41%	1,000.00	27-Jun-2019	27-Jun-2022	1,22,095	1,220.95	93.52	1,314.47
10.40% (Effective yield)	1,000.00	27-Jun-2019	27-Jun-2022	42,780	427.80	132.39	560.19
10.13%	1,000.00	27-Jun-2019	27-Jun-2024	1,56,425	1,564.25	(36.11)	1,528.14
10.61%	1,000.00	27-Jun-2019	27-Jun-2024	1,28,003	1,280.03	72.20	1,352.23
10.60% (Effective yield)	1,000.00	27-Jun-2019	27-Jun-2024	43,856	438.56	129.08	567.64
9.81%	1,000.00	6-Sep-2019	6-Sep-2022	29,704	297.04	2.00	299.04
10.27%	1,000.00	6-Sep-2019	6-Sep-2022	22,470	224.70	13.06	237.76
10.25% (Effective yield)	1,000.00	6-Sep-2019	6-Sep-2022	8,556	85.56	24.16	109.72
10.04%	1,000.00	6-Sep-2019	6-Sep-2024	37,907	379.07	0.61	379.68
10.52%	1,000.00	6-Sep-2019	6-Sep-2024	1,18,099	1,180.99	64.06	1,245.05
10.50% (Effective yield)	1,000.00	6-Sep-2019	6-Sep-2024	10,362	103.62	29.49	133.11
9.50%	10,00,000.00	17-Nov-2020	17-May-2022	250	2,500.00	83.15	2,583.15
10.00 % (Effective yield)	1,000.00	2-Feb-2022	7-Feb-2023	12,86,428	12,864.28	(103.63)	12,760.65
10.50%	1,000.00	2-Feb-2022	2-Feb-2024	38,820	388.20	(2.51)	385.69
10.50 % (Effective yield)	1,000.00	2-Feb-2022	2-Feb-2024	47,849	478.49	(4.50)	473.99
10.03%	1,000.00	2-Feb-2022	2-Feb-2024	70,965	709.65	(17.83)	691.82
11.00%	1,000.00	2-Feb-2022	31-Jan-2025	1,13,954	1,139.54	(7.25)	1,132.29
11.00 % (Effective yield)	1,000.00	2-Feb-2022	31-Jan-2025	91,679	916.79	(8.59)	908.20
10.49%	1,000.00	2-Feb-2022	31-Jan-2025	2,56,028	2,560.28	(61.06)	2,499.22
Total					52,404.53	2,101.81	54,506.34

Particulars	Face value (Amount in ₹)	Issue date	Redemption date	As at 31 March 2021			
					Amount	Impact of interest accrued and Ind AS	Total outstanding amount
10.75%	1,000.00	8-Mar-2019	8-May-2021	37,74,710	37,747	245	37,993
10.75% (Effective yield)	1,000.00	8-Mar-2019	8-May-2021	2,46,579	2,465.79	576.90	3,042.69
10.40%	1,000.00	8-Mar-2019	8-May-2022	3,24,981	3,249.81	1.80	3,251.61
10.90%	1,000.00	8-Mar-2019	8-May-2022	7,55,369	7,553.69	9.38	7,563.07
10.90% (Effective yield)	1,000.00	8-Mar-2019	8-May-2022	2,35,842	2,358.42	547.36	2,905.78
10.50%	1,000.00	8-Mar-2019	8-Mar-2024	4,70,084	4,700.84	(17.15)	4,683.69
11.00%	1,000.00	8-Mar-2019	8-Mar-2024	2,60,712	2,607.12	(7.71)	2,599.41

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Interest rate/ Effective yield	Face value (Amount in ₹)	Issue date	Redemption date	As at 31 March 2022			
					Amount	Impact of interest accrued and Ind AS	Total outstanding amount
11.00% (Effective yield)	1,000.00	8-Mar-2019	8-Mar-2024	1,93,776	1,937.76	445.94	2,383.70
10.27%	1,000.00	27-Jun-2019	27-Jun-2021	71,822	718.22	52.99	771.21
10.25% (Effective yield)	1,000.00	27-Jun-2019	27-Jun-2021	34,800	348.00	62.80	410.80
9.95%	1,000.00	27-Jun-2019	27-Jun-2022	1,23,709	1,237.09	(28.45)	1,208.64
10.41%	1,000.00	27-Jun-2019	27-Jun-2022	1,22,095	1,220.95	70.32	1,291.27
10.40% (Effective yield)	1,000.00	27-Jun-2019	27-Jun-2022	42,780	427.80	71.02	498.82
10.13%	1,000.00	27-Jun-2019	27-Jun-2024	1,56,425	1,564.25	(57.59)	1,506.66
10.61%	1,000.00	27-Jun-2019	27-Jun-2024	1,28,003	1,280.03	58.00	1,338.03
10.60% (Effective yield)	1,000.00	27-Jun-2019	27-Jun-2024	43,856	438.56	68.40	506.96
10.12%	1,000.00	6-Sep-2019	6-Sep-2021	12,129	121.29	6.80	128.09
10.10% (Effective yield)	1,000.00	6-Sep-2019	6-Sep-2021	4,810	48.10	7.67	55.77
9.81%	1,000.00	6-Sep-2019	6-Sep-2022	29,704	297.04	(0.05)	296.99
10.27%	1,000.00	6-Sep-2019	6-Sep-2022	22,470	224.70	11.89	236.59
10.25% (Effective yield)	1,000.00	6-Sep-2019	6-Sep-2022	8,556	85.56	13.51	99.07
10.04%	1,000.00	6-Sep-2019	6-Sep-2024	37,907	379.07	(1.22)	377.85
10.52%	1,000.00	6-Sep-2019	6-Sep-2024	1,18,099	1,180.99	60.42	1,241.41
10.50% (Effective yield)	1,000.00	6-Sep-2019	6-Sep-2024	10,362	103.62	16.45	120.07
9.50%	10,00,000.00	17-Nov-2020	17-May-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 2022

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

Note - 21	As at 31 March 2022	As at 31 March 2021
Borrowings (other than debt securities) (at amortised cost)		
(a) Secured		
From banks		
- Term loans (refer 'i' below)	77,101.17	1,39,805.74
- Vehicle loans (refer 'ii' below)	1.04	30.16
From Financial institution (refer 'i' below)	25,748.65	57,912.89
Loans repayable on demand from banks		
- Bank overdraft (refer 'iii' below)	15,087.01	500.00
Other Loans		
- Liability against securitised assets (refer 'iv' below and note 59)	-	40,838.71
(b) Unsecured		
From others (unsecured)		
- Term loan (refer 'v' below)	52,500.00	41,300.00
Total	1,70,437.87	2,80,387.50
Borrowings in India	1,70,437.87	2,80,387.50
Borrowings outside India	-	-
Total	1,70,437.87	2,80,387.50

(i) Term loan from banks and financial institutions include

Particulars	Security	As at 31 March 2022		
		Principal outstanding	Impact of interest accrued and Ind AS	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).	2,500.00	(0.17)	2,499.83
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).	14,927.59	(13.58)	14,914.01

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	Security	As at 31 March 2022		
		Principal outstanding	Impact of interest accrued and Ind AS	Total outstanding amount
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).	14,947.13	(8.64)	14,938.49
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).	24,953.72	(1.37)	24,952.35
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.	14,711.89	(8.70)	14,703.19
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of Rs. 7,500.00 lakh each to be paid for the first six instalments and instalments of Rs. 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.	4,000.00	62.15	4,062.15
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of Rs. 4,500.00 lakh each to be paid for the first six instalments and instalments of Rs. 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.	3,000.00	43.89	3,043.89

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	Security	As at 31 March 2022		
		Principal outstanding	Impact of interest accrued and Ind AS	Total outstanding amount
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of Rs. 5,460.00 lakh each to be paid for the first six instalments and instalments of Rs. 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.	3,640.00	53.35	3,693.35
South Indian Bank : This loan is repayable in 3 equated instalments of Rs. 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).	5,000.00	(14.33)	4,985.67
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.	15,000.00	(50.75)	14,949.25
Total		1,02,680.33	61.85	1,02,742.18

Particulars	Security	As at 31 March 2021		
		Principal outstanding	Impact of interest accrued and Ind AS	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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	Security	As at 31 March 2021		
		Principal outstanding	Impact of interest accrued and Ind AS	Total outstanding amount
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	(54.26)	29,945.74
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	(51.84)	29,948.16
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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	Security	As at 31 March 2021		
		Principal outstanding	Impact of interest accrued and Ind AS	Total outstanding amount
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of Rs. 7,500.00 lakh each to be paid for the first six instalments and instalments of Rs. 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	197.78	12,697.78
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of Rs. 4,500.00 lakh each to be paid for the first six instalments and instalments of Rs. 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	182.13	12,182.13
National Bank for Agriculture and Rural Development : This loan is repayable in five years with instalments of Rs. 5,460.00 lakh each to be paid for the first six instalments and instalments of Rs. 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	221.29	14,781.29
South Indian Bank : This loan is repayable in 3 equated instalments of Rs. 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	(30.08)	7,469.92
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	(80.30)	18,919.70
Total		1,97,098.46	356.20	1,97,454.66

Interest rate on term loans from bank and financial institutions varies from 8.15% to 10.75% per annum (31 March 2021 - 8.15% to 10.75% per annum).

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

- 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 2021: 8.75% 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.

iii) **Loans repayable on demand/Bank Overdraft from banks includes:**

Particulars	As at 31 March 2022	As at 31 March 2021
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).	15,004.01	500.00
Total	15,004.01	500.00

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 2022	As at 31 March 2021
ICICI Bank	-	4,393.93
IDFC first bank	-	33,468.54
Axis Bank	-	2,976.24
Total	-	40,838.71

Interest rate on securitisation liabilities varies from 10.00% to 12.06% per annum (31 March 2021 - 10.00% to 12.06% per annum).

- v) Unsecured term loans carry rate of interest of 10% per annum (31 March 2021 : 10%) and are repayable within 36 months from the date of disbursement of respective loans.

Note - 22 Lease liabilities	As at 31 March 2022	As at 31 March 2021
Lease liabilities (refer note - 48)	23,241.10	16,408.66
	23,241.10	16,408.66

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 23 Other financial liabilities	As at 31 March 2022	As at 31 March 2021
Unpaid dividends (refer 'i' below)	141.84	223.48
Others:		
Margin from customers	14,754.46	13,957.74
Temporary overdrawn bank balances as per books (refer 'ii' below)	7,504.83	-
Interest accrued on assigned loan	4,231.47	3,902.04
Expenses payable	3,217.77	2,192.78
Amount held on behalf of agents for remittance business	-	11.32
Amount held on behalf of merchants from digital wallet business	12,483.38	382.91
Amount payable on assigned/secured loans (refer 'iii' below)	8,991.86	27,998.87
Amounts held on behalf of customers in digital wallets	2,800.74	4,223.26
Other payable	6.42	30.92
	54,132.77	52,923.32

- (i) In respect of amounts mentioned under Section 124 (5) of the Companies Act, 2013, the Company has credited ₹ 59.24 lakh (31 March 2021: ₹ 88.84) to the Investor Education and Protection Fund.
- (ii) Temporary overdraft as per books represent cheques issued in excess of funds in the bank
- (iii) Amount payable on assigned/secured loans represent the amount collected on sale down portfolio where cash flows are required to pass to the counterparty either through direct assignment or pass through credit.

Note - 24 Current tax liabilities (net)	As at 31 March 2022	As at 31 March 2021
Provision for taxation	609.92	1,095.71
(Net of advance tax and tax deducted at source)		
	609.92	1,095.71

Note - 25 Provisions	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits:		
Provision for gratuity (refer note - 52)	2,728.27	2,123.96
Provision for compensated absences	1,132.19	901.00
	3,860.46	3,024.96

Note - 26 Deferred tax liabilities	As at 31 March 2021	As at 31 March 2020
Deferred tax liabilities	443.11	774.65
	443.11	774.65

Movement in deferred tax assets (net)	Balance as at 1 April 2021	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in goodwill	Balance as at 31 March 2022
Difference between tax balance and book balance of fixed assets	766.21	(323.10)	-	-	443.11
Fair valuation of investments	8.44	(8.44)	-	-	-
Deferred tax liabilities	774.65	(331.54)	-	-	443.11

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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
Difference between tax balance and book balance of fixed assets	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

Note - 27 Other non-financial liabilities	As at 31 March 2022	As at 31 March 2021
Revenue received in advance (refer note 'a' below)	45.12	63.44
Advance from customers	1,068.29	1,023.50
Statutory dues payables	3,420.52	1,793.77
	4,533.93	2,880.71
(a) Reconciliation of revenue received in advance		
Opening balance	63.44	688.79
Add: Advances received during the year	528.50	3,419.13
Less: Revenue recognised during the year	546.82	4,044.48
Closing balance	45.12	63.44

Note - 28 Equity share capital	As at 31 March 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
(i) Authorised				
Equity shares of face value of ₹ 2 each	1,00,00,00,000	20,000.00	1,00,00,00,000	20,000.00
	1,00,00,00,000	20,000.00	1,00,00,00,000	20,000.00
(ii) Issued				
Equity shares of face value of ₹ 2 each	60,09,99,104	12,019.98	51,87,14,892	10,542.30
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	89,48,806	98.44	8,29,09,118	912.00
	60,99,47,910	12,118.42	60,16,24,010	11,454.30
(iii) Subscribed and paid up				
Equity shares of face value of ₹ 2 each fully paid up	60,09,99,104	12,019.98	52,71,14,892	10,542.30
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	89,48,806	98.44	8,28,23,994	911.07
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 0.80 paid up)	-	-	85,124	0.68
Amount paid up on shares forfeited	-	0.80	-	0.19
	60,99,47,910	12,119.22	61,00,24,010	11,454.24

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	52,71,14,892	10,542.30	46,55,29,440	9,310.59
Add: Partly paid up shares converted into fully paid up shares	7,38,84,212	1,477.68	-	-
Add: Shares issued on conversion of CCDs	-	-	2,79,85,452	559.71
Add: Shares issued through preferential allotment	-	-	3,36,00,000	672.00
Less: Shares bought back and extinguished during the year	-	-	-	-
Balance at the end of the year	60,09,99,104	12,019.98	52,71,14,892	10,542.30

Equity shares, partly paid-up	As at 31 March 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	8,29,09,118	911.74	8,29,09,118	911.68
Add: Amount received on 2nd call at ₹ 0.30 per share	-	664.98	-	0.06
Less: Shares converted into fully paid up shares	(7,38,84,212)	(1,477.68)	-	-
Less: Shares forfeited on non payment of 1st call	(76,100)	(0.61)	-	-
Balance at the end of the year	89,48,806	98.43	8,29,09,118	911.74

(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 2022		As at 31 March 2021	
	No. of shares held*	% of Holding	No. of shares held*	% of Holding
Sameer Gehlaut	3,42,52,493	5.62	3,42,52,493	5.62
Orthia Properties Private Limited	4,72,48,080	7.75	4,24,23,777	6.96
Orthia Constructions Private Limited	3,70,74,335	6.08	3,70,74,335	6.08
Zelkova Builders Private Limited	4,89,33,258	8.02	3,09,33,258	5.07
Tamarind Capital Pte Ltd*	N.A.	N.A.	8,67,70,833	14.23
Jasmine Capital Investments Pte Ltd*	N.A.	N.A.	5,30,29,167	8.69

* As on 31 March 2022, Tamarind Capital Pte Ltd. And Jasmine Capital Investments Pte Ltd. held less than 5% shares in the Company

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

(vii) Shares reserved for issue under options:

10,270,600 equity shares (as at 31 March 2021: 99,72,800 equity shares) of face value of ₹ 2 each are reserved under various option schemes of the Company (Refer note - 54)

(viii) The Group has not issued any bonus shares during the current year and five years immediately preceding current year.

(ix) Shareholding Promoters

Shareholding by promoters at the end of the year

Promoter Name	No. of Shares	% of total shares	% change during the year
Sameer Gehlaut	3,42,52,493	5.61	Nil
Zekova Builders Private Limited	4,89,33,258	8.02	2.95
Orthia Properties Private Limited	4,72,48,080	7.75	0.80
Orthia Constructions Private Limited	3,70,74,335	6.08	Nil
Inuus Properties Private Limited	1,70,00,000	2.79	Nil
Inuus Developers Private Limited	1,68,00,000	2.75	Nil
Total	20,13,08,166		

(x) 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.

(xi) 54,433 shares (31 March 2021: 54,433 shares) of face value of ₹ 2 per share represent the shares underlying GDRs. Each GDR represents one underlying equity share.

Note - 29 Other equity	As at 30 March 2021	As at 31 March 2020
Treasury shares	(46,127.67)	(39,065.33)
Reserve fund	13,270.00	13,270.00
Capital reserve	747.31	747.31
Securities premium	5,77,311.73	4,98,228.36
Capital redemption reserve (refer note- 65)	5,834.51	5,033.69
General reserve	4,197.55	4,197.55
Share options outstanding account	8,990.87	4,496.98
Retained earnings	(71,191.51)	19,043.59
Change in fair value of loan assets through other comprehensive income	21.17	525.32
Equity instruments through other comprehensive income	1,444.62	316.02
Currency Translation Reserve	(299.18)	(18.13)
Total attributable to equity shareholders of the Holding Company	4,94,199.40	5,06,775.36
Total non- controlling interest	20,784.81	43,016.05
Total other equity	5,14,984.21	5,49,791.41

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Nature and purpose of other reserves:

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.

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.

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.

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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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.

Note - 30 Interest income	For the year ended 31 March 2022	For the year ended 31 March 2021
On financial assets measured at amortised cost -		
Interest on loans		
- Interest from financing activities	39,414.50	82,133.83
- Interest on margin funding/delayed payments	1,564.53	954.67
- Interest on inter-corporate loans	2,193.93	6,392.77
Interest on deposits with banks		
- Interest on bank deposit	4,033.46	4,551.54
Other interest income		
- Unwinding of interest income	1,578.45	6,888.37
- Interest on Income-tax refund	65.44	239.82
- Interest on earnest money deposit	-	15.20
On financial assets measured at fair value through profit or loss -		
Interest income from investments		
- Interest on Investments in alternative fund	-	29.18
Total	48,850.31	1,01,205.38

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 31		
Dividend income	For the year ended 31 March 2022	For the year ended 31 March 2021
Dividend income on equity shares	11.62	9.41
Total	11.62	9.41
		-
		-
Note - 32		
Fees and commission income	For the year ended 31 March 2022	For the year ended 31 March 2021
Brokerage and other related income	18,114.61	17,140.95
Management fee	1,848.03	1,543.80
Income from depository services	546.82	742.66
Remittance and merchant program	-	3.32
Digital wallet program	14,883.25	6,808.56
Total	65,101.16	26,239.29
Note - 33		
Net gain/(loss) on fair value changes	For the year ended 31 March 2022	For the year ended 31 March 2021
On financial instruments at fair value through profit and loss:		
- (Loss) /gain on sale of investment / mutual funds	1,910.17	3,622.30
Total net (loss) / gain on fair value changes	1,910.17	3,622.30
Fair value changes		
- Realised	1,980.16	3,489.94
- Unrealised	(145.92)	132.36
Total net (loss) / gain on fair value changes	1,834.24	3,622.30
Note - 34		
Net gain on derecognition of financial instruments under amortised cost category	For the year ended 31 March 2022	For the year ended 31 March 2021
Gain on sale of loan portfolio through assignment	10,274.75	(132.81)
Gain on derecognition of financial assets	1,795.19	129.70
	12,069.94	(3.11)
Note - 35		
Sale of products	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of medicines	15,500.65	25.24
	15,500.65	25.24

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 36 Other income	For the year ended 31 March 2022	For the year ended 31 March 2021
Excess provisions written back	494.19	724.95
Profit on sale of investment property	-	3,579.20
Liabilities written back	1,253.21	790.03
Gain on foreign exchange fluctuations	23.39	-
Gain on modification/derecognition of financial assets (net)	942.61	105.55
Miscellaneous income	384.75	44.35
Total	3,098.17	5,244.08

Note - 37 Finance costs	For the year ended 31 March 2022	For the year ended 31 March 2021
On financial liabilities measured at amortised cost -		
Interest on borrowings		
- Term loans	17,653.14	26,857.87
- Inter-corporate loans	-	2,165.90
- Bank overdraft	359.13	418.78
- Vehicle loan	1.00	4.30
Interest on debt securities		-
- Liability component of compulsorily convertible debenture	-	82.55
- Non-convertible debentures	4,779.03	10,044.78
Other interest expense		
- Liability against securitised assets	2,367.20	7,523.87
- Liability against leases	1,954.15	1,800.84
- Taxes	222.29	111.24
Other borrowing costs	165.62	121.98
Total	27,501.56	49,132.11

Note - 38 Fees and commission expense	For the year ended 31 March 2022	For the year ended 31 March 2021
Transaction charges	630.16	543.72
Management and collection fee	12.56	49.72
Commission expense	1,752.57	95.59
Membership, depository and stock exchange fee	11,340.84	5,245.49
Total	13,736.13	5,934.52

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 39 Impairment on financial instruments	For the year ended 31 March 2022	For the year ended 31 March 2021
Measured at amortised cost		
Impairment allowances on loans	119.82	11,118.53
Impairment allowances on trade receivables and others	41,910.98	(2,693.96)
Impairment allowances on interest spread on assigned assets	(1,611.15)	(280.12)
Loan, trade receivables and other assets write off (net of bad debt recovered)	(2,043.62)	19,614.75
Total	38,376.03	27,759.20

Note - 40 Changes in Inventories of stock-in- trade and others	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening Inventory		
- Stock-in-trade	90.45	-
Closing Inventory		
- Stock-in-trade	(10,550.30)	(90.45)
	(10,459.85)	(90.45)

Note - 41 Employee benefits expense	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and wages	60,128.15	37,984.16
Contribution to provident fund and other funds	1,177.72	784.40
Share-based payments to employees	4,493.89	(143.26)
Staff welfare expenses	561.83	101.40
Total	66,361.59	38,726.70

Note - 42 Depreciation, amortisation and impairment	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation on property, plant and equipment (refer note 16B)	2,450.48	2,021.26
Depreciation on investment property(refer note 16A)	-	1.70
Amortisation of other intangible assets (refer note 16G)	3,164.43	2,961.95
Impairment of intangible assets	-	27.55
Depreciation on right of use assets (refer note 16D)	3,884.02	3,382.92
Total	9,498.93	8,395.38

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 43 Other expenses	For the year ended 31 March 2022	For the year ended 31 March 2021
Lease rent (refer note 45)	928.95	664.92
Rates and taxes	1,236.77	1,589.21
Office maintenance	1,573.86	964.80
Repairs and maintenance - others	372.60	137.72
Travelling and conveyance	2,080.99	1,480.81
Communication costs	5,100.62	858.37
Leased line expenses	206.97	166.63
Printing and stationery	392.06	111.44
Software expenses	5,160.13	1,916.75
Electricity expenses	491.02	269.55
Director's sitting fee	30.50	27.50
Diagonstic Expenses	8.34	-
Legal and professional charges	12,346.54	7,666.16
Bank charges	899.18	2,677.46
Insurance	38.63	29.76
Stamp duty	32.86	134.00
Web hosting expenses	752.28	340.43
Recruitment expenses	79.47	182.48
Manpower hiring charges	2,110.65	502.71
Business promotion	30,065.34	5,663.37
Corporate social responsibility expenses (refer note 66)	534.74	867.65
Consumables	-	8.62
Provision for capital advances	0.65	24.74
Security Charges	3.29	115.41
Recovery incentive expense	72.19	14.51
Loss on sale/scrapping of property, plant and equipment	171.85	744.94
Loss on Foreign exchange fluctuation	-	16.09
Damage Cost	12.87	-
Impairment of asset (Fixed assets in Dubai and Euler- Tax)	157.06	-
Miscellaneous expenses	71.78	66.98
Total	64,932.19	27,243.01

Note - 44 Tax expense	For the year ended 31 March 2022	For the year ended 31 March 2021
Current tax		
Income-tax for current year	1,978.80	6,028.03
Income-tax for earlier years	(445.68)	28.03
Deferred tax		
Deferred tax charge/(credit)	(5,581.49)	(3,950.56)
Income-tax expense reported in the statement of profit and loss	(4,048.37)	2,105.50

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 2021: 25.17%) and the reported tax expense in profit or loss are as follows:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Reconciliation of effective tax rate		
Accounting profit/ (loss) before tax expense	(90,085.32)	(20,871.40)
Income-tax rate	25.17%	25.17%
Expected tax (credit)/expense	(22,672.67)	(5,252.91)
Tax effect of adjustments to reconcile expected Income-tax expense to reported Income-tax expense:		
Tax impact on items exempt under Income-tax	(1,030.72)	(636.58)
Tax impact on deductions allowed under Income-tax	(6.06)	318.44
Tax impact of permanent differences	1,698.02	1,537.26
Income chargeable under capital gain (difference of tax rates)	-	(737.94)
Earlier years tax adjustments (net)	(50.37)	41.78
Tax impact of minimum alternate tax credit entitlement	-	-
Tax losses for which no deferred tax was recognised	18,065.13	6,653.63
Tax impact of difference in tax rate on certain items	206.81	66.65
Others	(258.51)	115.17
Income-tax (credit)/expense	(4,048.37)	2,105.50

Note - 45

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 2022

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

	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit available for equity shareholders	(86,635.46)	(22,505.40)
Basic/diluted earnings per equity share:		
Weighted average number of equity shares used for computing basic earnings per equity share	56,23,17,851	54,06,61,308
Effect of dilution:		
Add: Potential number of equity shares that could arise on exercise of employee stock options	63,54,070	65,83,434
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	56,86,71,921	54,72,44,742
Face value of equity share (₹)	2	2
Earnings per equity share -		
- Basic (₹)	(15.30)	(4.16)
- Diluted (₹)	(15.30)	(4.16)

Note - 46

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 behaviour 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 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 recognised provisions as on 31 March 2022 to wards 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 statements. 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 Group; accordingly, the Group does not expect a stress on its liquidity situation in the immediate future.

During the year to relieve COVID-19 pandemic related stress the Group's has invoked resolution for eligible borrower based on the parameters led down in accordance with the one-line restructuring policy approved by Board of Directors of the Company (of the Group) and in accordance with guidelines issued by the RBI on 6 August 2020.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note 47

Acquisition of subsidiaries and non-controlling interest in financial year 2020-21

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	
	41.45
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)	126.80
Financial liabilities	
Long term borrowings	-
Short term borrowings	64.04
Other financial liabilities	26.82
	90.86
Non-financial liabilities	
Provisions	29.83
Other non-financial liabilities	11.22
	41.05
Total liabilities (B)	131.91
Fair Value of identifiable net assets (C=A-B)	(5.11)
Less: Cash paid to obtain control	1.00
Less: Investment in subsidiary	-
Less: Non-controlling interest	-
Less: deffered tax on intangible assets	-
Goodwill (C+D+E+G)	(4.11)

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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	0.06
Less: Investment in subsidiary	-
Less: Non-controlling interest	-
Less: deffered tax on intangible assets	-
Goodwill (C+D+E+G)	(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 Rs. 7,606.48 Lakh was paid to the non-controlling shareholders. Following is a schedule of additional interest acquired in TranServ Limited:

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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 48

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 2022	For the Year ended 31 March 2021
Short-term leases	928.95	664.92
Leases of low value assets	-	-
Variable lease payments	-	-

B Total cash outflow for leases for the year ended 31 March 2022 was ₹ 5,820.86 lakh (31 March 2021: ₹ 5,424.01 lakh).

C The Group has total commitment for short-term leases of ₹ Nil as at 31 March 2022 (as at 31 March 2021: ₹ 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 2022	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	5,391.54	5,382.42	4,973.60	5,127.14	4,618.79	5,803.97	31,297.46
Interest Expense	2,159.64	1,829.70	1,490.45	1,119.26	712.47	744.84	8,056.36
Net Present Value	3,231.90	3,552.72	3,483.15	4,007.88	3,906.32	5,059.13	23,241.10

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

E Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2022 is of ₹ Nil (as at 31 March 2021: ₹ Nil).

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022	Office Building	427	6 Month to 108 Month	79.91 Months	-	-	427.00
As at 31 March 2021	Office Building	298	6 Month to 108 Month	81.02 Months	-	-	298.00

G The total future cash outflows as at 31 March 2022 for leases that had not yet commenced is of ₹ 10.82 lakh (31 March 2021: ₹ 95.60 lakh).

H The following is the movement in lease liabilities during the year:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Opening balance	16,408.66	25,624.32
Adjustment on account of Ind AS 116	-	-
Additions	19,100.97	11,836.24
Finance cost accrued during the period	1,954.08	1,800.85
Deletion	(8,401.75)	(17,428.74)
Payment of lease liabilities	(5,820.86)	(5,424.01)
Closing balance	23,241.10	16,408.66

Note - 49

A. Contingent liabilities not provided for in respect of:

Particulars	As at 31 March 2022	As at 31 March 2021
Claims against the group not acknowledged as debts in respect of -		
- Cases under Arbitration and Conciliation Act, 1996 (refer note (i) below)	41.86	34.10
- Cases under Income-tax Act, 1961 (refer note (ii) to (iv) below)	4,721.06	4,612.22
Total	4,762.92	4,646.32

(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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(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 2022	As at 31 March 2021
Disallowance under Income Tax Act, 1961	2010-11	CIT (Appeal)	90.97	90.97
Disallowance under Income Tax Act, 1961	2011-12	ITAT	33.02	33.02
Disallowance under Income Tax Act, 1961	2012-13	ITAT	4.21	4.21
Disallowance under Income Tax Act, 1961	2013-14	ITAT	43.33	43.33
Disallowance under Income Tax Act, 1961	2014-15	ITAT	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	ITAT	67.17	67.17

The Group has deposited ₹ 60.08 lakh against the above demands.

(iii) Demand pending u/s 143(3) of the Income Tax Act, 1961

	Financial Year	Authority	As at 31 March 2022	As at 31 March 2021
Disallowance under Income Tax Act, 1961	2010-11	High Court	313.58	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	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	56.72
Disallowance under Income Tax Act, 1961	2013-14	CIT (Appeals)	-	95.04
Disallowance under Income Tax Act, 1961	2017-18	CIT (Appeals)	588.41	-
Disallowance under Income Tax Act, 1961	2017-18	CIT (Appeals)#	2,524.48	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 is in process of filing appeal against the said order.

B. Commitments:

Particulars	As at 31 March 2022	As at 31 March 2021
Capital commitments for purchase of property, plant and equipment (net of capital advances paid)	15,947.36	16,582.14

Note - 50

The Holding Company was carrying on the business of stock broking which was demerged during the financial year 2019-20. Accordingly, as at and during the year ended 31 March 2021 and 2022, the financial assets of the Holding Company are more than fifty percent of its total assets and its income from financial assets is 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). The management is of the view that basis of their present business operations and financials, the Holding Company qualifies to fall under the category of an unregistered CIC and has written to RBI for their views in this regard, response to which is still awaited, the management is also of the view that the possible non compliance with such requirement is not expected to have a material impact on the accompanying financial results.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note- 51

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 2020	89,486.58	4,25,847.56	25,624.33	5,40,958.47
Adjustment on account of Ind AS 116	-	-	-	-
Cash flows:				
- Repayment	(66,076.95)	(1,87,290.60)	(5,424.01)	(2,58,791.56)
- 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 during the year (net)	-	-	(5,592.50)	(5,592.50)
- Others	(126.81)	452.00	1,800.84	2,126.03
Balance as at 31 March 2021	77,060.33	2,80,387.50	16,408.66	3,73,856.49
Cash flows:				
- Repayment	(41,448.50)	(1,35,446.29)	(5,820.86)	(1,82,715.65)
- Proceeds	19,057.22	11,200.00	-	30,257.22
Non cash:				
- Amortisation of upfront fees	112.09	187.64	-	299.73
- Accrued Interest	(274.80)	(477.98)	-	(752.78)
- Addition/(deletion) during the year (net)	-	-	10,699.22	10,699.22
- Others	-	14,587.00	1,954.08	16,541.08
Balance as at 31 March 2022	54,506.34	1,70,437.87	23,241.10	2,48,185.31

Note - 52

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 2022	For the year ended 31 March 2021
Contribution made to employees' provident fund organisation	60.38	124.13
Contribution made to employees' state insurance corporation	421.68	602.53
Contribution to labour welfare fund	16.10	13.47
Contribution to employees' national pension scheme	13.43	43.35
Total	511.59	783.48

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022	As at 31 March 2021
Present value of obligation	2,728.27	2,123.96
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	2,728.27	2,123.96

b) Reconciliation of present value of defined benefit obligation:

Particulars	As at 31 March 2022	As at 31 March 2021
Balance at the beginning of the year	2,123.96	2,341.56
Current service cost	864.03	606.43
Interest cost	157.49	143.43
Past service cost	-	-
Actuarial loss recognised in other comprehensive income :		
- Demographic assumptions	-	-
- Financial assumptions	(92.01)	0.79
- Experience adjustment	(135.03)	(584.00)
Benefits paid	(190.17)	(389.00)
Acquisition adjustments on acquisition of subsidiary/ transfer of employees	-	4.75
Balance at the end of the year	2,728.27	2,123.96

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

*(All amounts in Indian Rupees in lakh unless stated otherwise)***c) Expense recognised in profit or loss:**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	864.03	606.43
Interest cost	157.49	143.43
Past service cost	-	-
Total	1,021.52	749.86

d) Remeasurement recognised in other comprehensive income:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Actuarial loss on defined benefit obligations	(227.04)	(583.21)
Total	(227.04)	(583.21)

e) Actuarial assumptions

The following were the principal actuarial assumptions at the reporting dates:

Particulars	As at 31 March 2022	As at 31 March 2021
Discount rate	6.79%	6.79%
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	15.17	15.80

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 (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).

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 2022		As at 31 March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(204.60)	221.92	(158.44)	175.88
Salary escalation rate (0.5% movement)	231.59	(205.05)	178.15	(161.73)

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.

g) Expected maturity analysis of the defined benefit plans in future years

Particulars	As at 31 March 2022	As at 31 March 2021
Less than 1 year	33.86	30.39
Between 1-2 years	31.04	23.58
Between 2-5 years	169.89	129.46
Over 5 years	2,492.93	1,940.53
Total	2,727.72	2,123.96
Expected contribution for the next annual reporting period	1,948.12	1,223.39

(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 ₹ 773.51 lakhs has been created (31 March 2021: ₹ 9.45 lakhs provision reversed) for the year on the basis of actuarial valuation at the year end and credit to the statement of profit and loss.

Note - 53

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 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 – 2020" (Scheme) for the

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 9,300,000 lying in the Trust have been appropriated towards the Scheme for grant of Employees Stock Options (ESOPs) and 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.

The Group has granted 35,00,000 and 1,82,00,000 employees stock options under DSL ESOP-2008 and DSL ESOP-2009 schemes respectively. Detail of same is as

Name of Scheme	DSL ESOP - 2008		DSL ESOP - 2009	
No. of options granted	18,00,000	17,00,000	84,00,000	98,00,000
Exercise price (₹)	68	150	150	68

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			
	20,00,000			
	97,00,000 (Regrant)	8,80,600 (Regrant)	18,00,000 (Regrant)	17,00,000 (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	2 nd July each year, commencing 2 July 2017	25 th March each year, commencing 25 March 2019	25 th February each year, commencing 25 February 2023	01 st April each year, commencing 01 April 2022
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 (₹)	24.15	254.85	68	150
Outstanding at the beginning of 1 April 2020 (Nos.)	46,39,200	5,15,800	-	-
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	14,400	4,29,000	-	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	46,24,800	86,800	-	-
Vested and exercisable as at 31 March 2021 (Nos.)	26,97,000	-	-	-
Remaining contractual life (weighted months)	54	73	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Outstanding at the beginning of 1 April 2021 (Nos.)	46,24,800	86,800	-	-
Granted/ regranted during the year (Nos.)	-	-	18,00,000	17,00,000
Forfeited during the year (Nos.)	30,000	59,400	-	17,00,000
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2022 (Nos.)	45,94,800	27,400	18,00,000	-
Vested and exercisable as at 31 March 2022 (Nos.)	45,94,800	-	-	-
Remaining contractual life (weighted months)	42	72	95	-

Weighted average exercise price of share during the year ended 31 March 2022: Not applicable (31 March 2021: Not applicable).

(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.)	2,00,00,000	2,00,00,000	2,00,00,000	2,00,00,000
Options granted (Nos.)	20,50,000	95,00,000	1,00,00,000	6,69,400
		(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	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 2020 (Nos.)	50,000	30,97,600	88,31,900	1,79,400
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	5,72,000	61,46,300	1,79,400
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	50,000	25,25,600	26,85,600	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009
Vested and exercisable as at 31 March 2021 (Nos.)	50,000	12,62,800	-	-
Remaining contractual life (Weighted Months)	48	55	71	-
Outstanding at the beginning of 1 April 2021 (Nos.)	50,000	25,25,600	26,85,600	-
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	24,000	13,88,800	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2022 (Nos.)	50,000	25,01,600	12,96,800	-
Vested and exercisable as at 31 March 2022 (Nos.)	50,000	25,01,600	-	-
Remaining contractual life (Weighted Months)	36	43	65	-

	DSL ESOP - 2009	DSL ESOP - 2009
Total options under the Scheme (Nos.)	2,00,00,000	2,00,00,000
Options granted (Nos.)	98,00,000	84,00,000
	(Regrant)	(Regrant)
Vesting period and percentage	Five years, 20% each year	Five years, 20% each year
Vesting date	25th February each year, commencing 25 February 2023	01st April each year, commencing 01 April 2022
Exercisable period	5 years from each vesting date	5 years from each vesting date
Exercise price (₹)	68.00	150.00
Outstanding at the beginning of 1 April 2019 (Nos.)	98,80,000	2,19,400
Granted/ regranted during the year (Nos.)	-	-
Forfeited during the year (Nos.)	1,95,500	-
Exercised during the year (Nos.)	8,52,600	40,000
Expired during the year (Nos.)	-	-
Surrendered and eligible for re-grant during the year (Nos.)	0	0
Outstanding as at 31 March 2020 (Nos.)	88,31,900	1,79,400
Vested and exercisable as at 31 March 2020 (Nos.)	30,34,400	47,760
Remaining contractual life (Weighted Months)	67	77

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

	DSL ESOP - 2009	DSL ESOP - 2009
Outstanding at the beginning of 1 April 2020 (Nos.)	-	-
Granted/ regranted during the year (Nos.)	-	-
Forfeited during the year (Nos.)	-	-
Exercised during the year (Nos.)	-	-
Expired during the year (Nos.)	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-
Outstanding as at 31 March 2021 (Nos.)	-	-
Vested and exercisable as at 31 March 2021 (Nos.)	-	-
Remaining contractual life (Weighted Months)	-	-
Outstanding at the beginning of 1 April 2021 (Nos.)	-	-
Granted/ regranted during the year (Nos.)	98,00,000	84,00,000
Forfeited during the year (Nos.)	-	84,00,000
Exercised during the year (Nos.)	-	-
Expired during the year (Nos.)	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-
Outstanding as at 31 March 2022 (Nos.)	98,00,000	-
Vested and exercisable as at 31 March 2022 (Nos.)	-	-
Remaining contractual life (Weighted Months)	95	-

Weighted average exercise price of share during the year ended 31 March 2022: Nil (31 March 2021: Nil)

(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.

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.)	1,05,00,000
Options granted (Nos.)	1,04,00,000
Vesting period and percentage	Three years, 33.33% each year

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

	DSL-ESBS 2019
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.)	1,04,00,000
Forfeited during the year (Nos.)	-
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Outstanding as at 31 March 2021 (Nos.)	1,04,00,000
Vested and exercisable as at 31 March 2021 (Nos.)	-
Remaining contractual life (Weighted Months)	77
Outstanding at the beginning of 1 April 2021 (Nos.)	1,04,00,000
Granted during the year (Nos.)	-
Forfeited during the year (Nos.)	-
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Surrendered and eligible for re-grant during the year (Nos.)	-
Outstanding as at 31 March 2022 (Nos.)	1,04,00,000
Vested and exercisable as at 31 March 2022 (Nos.)	34,66,667
Remaining contractual life (Weighted Months)	65.00

(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 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 Group has appropriated 93,00,000 fully paid up equity shares of the Company purchased by the Trust under the Scheme.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

	DSL-ESBS 2020
Total options under the Scheme (Nos.)	93,00,000
Options granted (Nos.)	93,00,000
Vesting period and percentage	Three years, 33.33% each year
Vesting date	7 th April each year, commencing 7 April 2021
Exercisable period	5 years from each vesting date
Exercise price (₹)	250
Outstanding as at 1 April 2021 (Nos.)	-
Granted/ regranted during the year (Nos.)	93,00,000
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Surrendered and eligible for re-grant during the year (Nos.)	-
Outstanding as at 31 March 2022 (Nos.)	93,00,000
Vested and exercisable as at 31 March 2022 (Nos.)	NA
Remaining contractual life (Weighted Months)	NA
Remaining contractual life (Weighted Months)	-

(iv) Dhani Services Limited - Employee Stock Benefit Scheme 2021 ("Scheme") ("DSL-ESBS 2021").

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of the Holding Company at its meeting held on 06 March 2021; and (b) a special resolution of the shareholders' of the Holding Company passed through postal ballot on 15 April 2021, result of which were declared on 16 April 2021.

This Scheme comprises:

- Dhani Services Limited Employees Stock Option Plan 2021 ("ESOP Plan 2021")
- Dhani Services Limited Employees Stock Purchase Plan 2021 ("ESP Plan 2021")
- Dhani Services Limited Stock Appreciation Rights Plan 2021 ("SARs Plan 2021")

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations"), the Group 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 1,05,00,000 (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 Group has not granted any options/ SARs under the said Scheme as at 31 March 2022.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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			
	97,00,000	8,80,600	18,00,000	17,00,000
	Options Regranted	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	24.15	254.85	68.00	150.00
2. Expected volatility *	42.97%	47.15%	69.05%	69.18%
3. Option Life (Weighted Average) (in years)	6	6	6	6
4. Expected Dividends yield	10.82%	1.10%	1.01%	1.26%
5. Risk Free Interest rate	7.45%	7.56%	5.50%	5.25%
6. Fair value of the options (₹)	4.31	130.05	34.58	89.98

	DSL ESOP – 2009			
	20,50,000	95,00,000	1,00,00,000	6,69,400
	Options Regranted	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	31.35	16	219.65	254.85
2. Expected volatility *	48.96%	40.74%	46.70%	47.15%
3. Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil
4. Expected dividends yield	6.86%	16.33%	1.27%	1.10%
5. Risk free interest rate	8.05%	7.45%	6.54%	7.56%
6. Fair value of the options (₹)	9.39	1.38	106.31	130.05

* The expected volatility was determined based on historical volatility data

	DSL ESOP - 2009		DSL-ESBS 2020	DSL-ESBS 2019
	98,00,000	84,00,000	93,00,000	1,04,00,000
	Options	Options	SARs	SARs
1. Exercise price (₹)	68	150.00	250	250
2. Expected volatility *	69.05%	69.18%	76.57%	68.45%
3. Expected forfeiture percentage on each vesting date	6	6	Nil	Nil
4. Expected dividends yield	1.01%	1.26%	1.26%	1.71%
5. Risk free interest rate	5.50%	5.25%	4.36%	4.17%
6. Fair value of the options (₹)	34.58	89.98	65.82	55.49

* The expected volatility was determined based on historical volatility data.

D. Share based payment expense:

The Group has recognised Share based payments expense to employees of ₹ 4,493.89 lakh (31 March 2021: ₹ 143.26 lakh reversal) in the statement of Profit and loss for the year ended 31 March 2022 as follows:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Share based payments (reversal) / expense	4,493.89	(143.26)
	4,493.89	(143.26)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 54

Segment reporting:

Segment information for the year ended 31 March 2022 as per Indian Accounting Standard 108 - 'Segment Reporting':

(A) Primary segment information (by business segments):

Particulars	For the year ended 31 March 2022						For the year ended 31 March 2021							
	Broking and related activities	Financing and related activities	Asset reconstruction and related activities	Healthcare related activity	Other operations	Inter-segment revenue	Total	Broking and related activities	Financing and related activities	Asset reconstruction and related activities	Healthcare related activity	Other operations	Inter-segment revenue	Total
(i) Segment revenue	13,422.89	1,06,124.56	6,479.61	18,498.52	350.69	(1,432.42)	1,43,443.85	15,190.16	1,08,505.43	16,821.17	582.55	4,377.53	(4,375.23)	1,31,101.62
(ii) Segment results	(9,902.98)	(16,658.46)	5,528.66	(63,128.03)	-	-	(78,160.81)	1,558.14	(22,112.83)	3,843.08	(4,913.85)	-	-	(21,625.46)
Unallocated income net of other unallocated expenditure							(6,858.90)							6,601.21
Interest expenditure							(5,065.61)							(5,847.15)
Profit before share of loss of an associate and tax							(90,085.32)							(20,871.40)
Share of loss in an associate							-							-
Profit before tax							(90,085.32)							(20,871.40)
Tax expense							(4,048.37)							(2,105.50)
Profit after tax							(86,036.95)							(22,976.90)
Total other comprehensive income							513.06							302.80
Total comprehensive income for the year							(85,523.89)							(22,674.10)
(iii) Segment assets	1,01,810.26	5,60,047.28	81,353.92	53,062.86	-	-	7,96,274.32	1,11,391.95	6,94,003.69	95,841.06	52,569.71	-	-	9,53,806.41
Unallocated corporate assets							66,578.62							59,089.95
Total assets							8,62,852.94							10,12,896.36
(iv) Segment liabilities	17,885.25	2,34,570.14	1,447.16	27,745.39	-	-	2,81,645.94	17,572.44	3,83,580.73	1,756.65	4,413.53	-	-	4,07,323.35
Unallocated corporate liabilities							54,103.57							44,327.32
Total liabilities							3,35,749.51							4,51,650.67
(v) Capital expenditure including capital advances given (net)														
Unallocated capital expenditure including capital advances							14,520.39							3,387.92
Total capital expenditure including capital advances							14,520.39							3,387.92
(vi) Depreciation and amortisation	765.52	6,004.96	1.51	1,316.30	-	-	8,088.29	991.08	7,175.27	20.80	180.54	-	-	8,367.69
Unallocated depreciation and amortisation							1,410.64							27.69
Total depreciation and amortisation							9,498.93							8,395.38
(vii) Non cash expenditure other than depreciation														
Unallocated non cash expenditure other than depreciation							(31,607.68)							27,927.16
Non cash expenditure other than depreciation							(31,607.68)							27,927.16

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

*(All amounts in Indian Rupees in lakh unless stated otherwise)***(B) Geographic information**

Revenue from external customers	For the year ended March 31, 2022	For the year ended March 31, 2021
India	1,43,444	1,31,102
Outside India	0.00	0.10
Total	1,43,443.85	1,31,102

Non-current operating assets	As at March 31, 2022	As at March 31, 2021
India	47,571.78	34,679.04
Outside India	1.65	48.67
Total	47,573.43	34,727.71

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. Healthcare related activities includes sale of medicines from online portal.
- (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 3.

Note - 55**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 (till 14th March 2022)
- Mr. Anish Ernest Williams, Whole Time Director (w.e.f. 20 October 2021)
- Mr. Praveen Kumar Tripathi

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Dr. Narendra Damodar Jadhav, Independent Director
 Mrs. Fantry Mein Jaswal, Independent Director
 Mr. Rakesh Mohan Garg, Independent Director
 Mr. Vijay Chug, Independent Director
 Mr. Alok Misra, Independent Director (till 27 August 2020)
 : Mr. Shyam Lal Bansal, Independent Director (till 27 August 2020)
 : Mrs. Rekha Gopal Warriar (till 23 May 2020)
 : Mr. Mohanbir Singh Sawhney (w.e.f. 7 December 2021)
 : Mr. Sandeep Narhar Kadam (w.e.f . 7 December 2021)

Person exercising significant influence : Mr. Sameer Gehlaut (Chairman and Chief Executive Officer and Promoter)

During the previous year, Mr. Divyesh B. Shah 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 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Income						
(i) Brokerage income	0.05	0.09	-	-	0.05	0.09
Expenses						
(i) Compensation to key management personnels:						
- Short term employee benefits	575.55	216.84	-	-	575.55	216.84
- Post employment benefits - gratuity	(2.00)	4.43	-	-	(2.00)	4.43
- Other long-term employee benefits - compensated absences	17.84	(33.54)	-	-	17.84	(33.54)
- Share based expenses	143.46	(203.61)	-	-	143.46	(203.61)
- Professional Expenses	18.95	-	-	-	18.95	-
- Others (Director sitting fees)	32.00	24.50	-	-	32.00	24.50
Finance						
(i) Call money received against right issue	10,161.64	-	-	-	10,161.64	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
(i) Margin from customers	463.72	92.94	-	-	463.72	92.94

Amount presented in brackets represents liabilities

Note: Related party relationships as given above are as identified by the Group.

Note - 56

Financial instruments

A. Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at 31 March 2022	As at 31 March 2021
Financial assets measured at fair value			
Investments measured at -			
- Fair value through profit and loss	Note - 11	57,243.66	1,41,715.49
- Fair value through other comprehensive income	Note - 11	1,567.51	316.10
Loans measured at -			
- Fair value through other comprehensive income	Note - 10	1,961.54	17,550.22
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 6	65,240.24	1,23,595.03
Bank balance other than cash and cash equivalents	Note - 7	70,398.32	79,613.84
Receivables -			
(i) Trade receivables	Note - 8	12,810.07	14,027.67
(ii) Other receivables	Note - 9	2,064.54	6,969.91
Loans	Note - 10	4,07,753.93	4,42,335.04
Other financial assets	Note - 12	33,657.66	39,560.79
Total		6,52,697.47	8,65,684.09
Financial liabilities measured at amortised cost			
Trade payables	Note - 18	12,627.31	3,897.61
Other payables	Note - 19	11,356.70	13,197.22
Debt securities (including interest accrued)	Note - 20	54,506.34	77,060.33
Borrowings (other than debt securities) (including interest accrued)	Note - 21	1,70,437.87	2,80,387.50
Lease liabilities	Note - 22	23,241.10	16,408.66
Other financial liabilities	Note - 23	54,132.77	52,923.32
Total		3,26,302.09	4,43,874.64

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Mutual funds and other funds	35,950.15	-	-	35,950.15
Unquoted security receipts	-	-	3,793.51	3,793.51
Investments at fair value through other comprehensive income				
Quoted equity instruments	1,567.51	-	-	1,567.51
Loans	-	-	1,961.54	1,961.54

As at 31 March 2021	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	-	-	-	-
Mutual funds and other funds	1,37,776.30	-	-	1,37,776.30
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

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 2022	As at 31 March 2021	
Unquoted security receipts	3,793.51	3,939.19	Estimated cash flows and discount rate
Loans	1,976.97	17,784.31	Estimated cash flows and discount rate

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Sensitivity analysis

Description	For the year ended 31 March 2022	For the year ended 31 March 2021
Impact on fair value if change in internal rate of return - 'Unquoted security receipts'		
- Impact due to increase of 0.5%	(13.02)	(13.52)
- Impact due to decrease of 0.5%	13.02	13.52
Impact of change in rates on total comprehensive income statement - Loans		
- Impact due to increase of 1.0%	22.81	151.12
- Impact due to decrease of 1.0%	(22.32)	(146.06)

The following table presents the changes in level 3 items for the periods ended 31 March 2022 and 31 March 2021:

Particulars	Loans	Unquoted security receipts
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
Add: Addition during the year	-	39.75
Less: Disposal/ redeemed during the year	(15,807.34)	(185.43)
Add: Gain recognised in statement of profit and loss	-	-
As at 31 March 2022	1,976.97	3,793.51

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 2022		As at 31 March 2021	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	65,240.24	65,240.24	1,23,595.03	1,23,595.03
Bank balance other than cash and cash equivalents	70,398.32	70,398.32	79,613.84	79,613.84
Receivables -				
(i) Trade receivables	12,810.07	12,810.07	14,027.67	14,027.67
(ii) Other receivables	2,064.54	2,064.54	6,969.91	6,969.91
Loans	4,07,753.93	4,07,753.93	4,42,335.04	4,42,393.60
Other financial assets	33,657.66	33,657.66	39,560.79	39,068.17
Total	5,91,924.76	5,91,924.76	7,06,102.28	7,05,668.22
Financial liabilities				
Trade payables	12,627.31	12,627.31	3,897.61	3,897.61
Other payables	11,356.70	11,356.70	13,197.22	13,197.22
Debt securities	54,506.34	54,506.34	77,060.33	80,141.20
Borrowings (other than debt securities)	1,70,437.87	1,70,437.87	2,80,387.50	2,80,797.81
Lease Liabilities	23,241.10	23,241.10	16,408.66	16,382.74
Other financial liabilities	54,132.77	54,132.77	52,923.32	52,923.32
Total	3,26,302.09	3,26,302.09	4,43,874.64	4,47,339.90

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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

Note - 57

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 liabilities 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 2022

(All amounts 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, bank balance other than cash and cash equivalents, 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, bank balance other than cash and cash equivalents, 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.

Financial assets that expose the entity to credit risk*

Particulars	As at 31 March 2022	As at 31 March 2021
(i) Low credit risk		
Cash and cash equivalents	65,240.24	1,23,595.03
Bank balance other than cash and cash equivalents	70,398.32	79,613.84
Trade receivables	12,810.07	14,027.67
Other receivables	4,363.32	6,969.91
Loans	2,73,873.20	2,85,813.30
Investments	58,811.17	1,42,031.59
Other financial assets	33,619.90	37,891.78

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	As at 31 March 2022	As at 31 March 2021
(ii) Moderate credit risk		
Trade receivables	904.52	1,198.90
Loans	1,35,959.33	77,794.67
(iii) High credit risk		
Loans	55,153.13	1,58,961.15
Other receivables	3,153.35	4,207.64
Trade receivables	3,802.26	3,113.88
Security deposits	37.76	1,669.01

* 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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 2022	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	65,240.24	-	65,240.24
Bank balance other than cash and cash equivalents	70,398.32	-	70,398.32
Investments	58,811.17	-	58,811.17
Trade receivables	17,516.85	(4,706.78)	12,810.07
Other receivables	5,217.89	(3,153.35)	2,064.54
Margin funding loans	3,094.14	-	3,094.14
Other financial assets	33,695.42	(37.76)	33,657.66

As at 31 March 2021	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	1,23,595.03	-	1,23,595.03
Bank balance other than cash and cash equivalents	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

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 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)	-	-
Total Loss allowance on 31 March 2021	4,315.78	4,207.65	1,669.01
Impairment loss recognised during the year	685.38	-	-
Loss allowance written back	(294.38)	(1,054.30)	(1,631.25)
Write - offs	-	-	-
Loss allowance on 31 March 2022	4,706.78	3,153.35	37.76

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 2020	4,41,245.94	22,201.47	1,20,277.08
Assets originated and acquired	4,35,045.91	-	5,077.57
Net transfer between stages	(5,90,478.55)	55,593.20	52,021.88
Assets derecognised (excluding write offs)	-	-	(18,415.38)
Gross carrying amount as at 31 March 2021	2,85,813.30	77,794.67	1,58,961.15
Assets originated and acquired	8,13,059.86	-	69,606.75
Net transfer between stages	(9,28,866.48)	58,226.63	63,529.44
Assets derecognised (excluding write offs)	(6.36)	(61.97)	(51,077.72)
Gross carrying amount as at 31 March 2022	1,70,000.32	1,35,959.33	2,41,019.62

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 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	51,876.57
Increase of provision due to assets originated and purchased during the year	9,617.22	-	-
Net transfer between stages and write back	(9,863.62)	3,390.23	32,456.02
Loss allowance written back	(0.10)	(6.20)	(43,127.03)
Loss allowance on 31 March 2022	1,873.56	12,071.27	41,205.56

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	As at 31 March 2022	As at 31 March 2021
Retail borrowers	3,14,584.40	2,98,726.53
Borrowers other than retail borrowers	1,47,307.12	2,23,734.83
Total	4,61,891.52	5,22,461.36

Loans secured against collateral

Group's secured portfolio has security base as follows:

Particulars	Value of loans	
	As at 31 March 2022	As at 31 March 2021
Secured by tangible assets	1,37,918.37	1,78,175.22
Secured by other assets	-	-

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.

i) Financing arrangements

The Group had access to the following funding facilities:

As at 31 March 2022	Total facility	Drawn	Undrawn
- Expiring within one year	25,630.00	15,083.01	10,546.99
- Expiring beyond one year	85,000.00	52,500.00	32,500.00
Total	1,10,630.00	67,583.01	43,046.99

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	1,10,000.00	41,300.00	68,700.00
Total	1,51,630.00	41,800.00	1,09,830.00

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 2022	Less than 1 year	1-3 years	More than 3 years	Total
Cash and cash equivalent	65,240.24	-	-	65,240.24
Bank balances other than cash and cash equivalent	68,159.24	2,239.07	-	70,398.31
Trade receivables	13,192.60	3,441.73	-	16,634.33
Other receivable	1,383.97	680.57	-	2,064.54
Loans	4,09,365.08	1,82,299.18	1,33,051.97	7,24,716.23
Investments	57,358.41	46,545.96	6,06,543.99	7,10,448.36
Other financial assets	31,812.31	4,182.83	1,268.73	37,263.87
Total undiscounted financial assets	6,46,511.85	2,39,389.34	7,40,864.69	16,26,765.88
Debt securities	36,157.38	23,056.21	-	59,213.59
Borrowings (other than debt securities)	2,05,092.00	61,964.34	1,14,381.23	3,81,437.57
Trade payables	13,143.73	-	-	13,143.73
Other payables	11,356.71	-	-	11,356.71
Lease Liabilities	4,484.67	8,023.05	12,828.19	25,335.91
Other financial liabilities	55,890.47	1,712.14	2,235.44	59,838.05
Total undiscounted financial liabilities	3,26,124.96	94,755.74	1,29,444.86	5,50,325.56
Net undiscounted financial assets/(liabilities)	3,20,386.89	1,44,633.60	6,11,419.83	10,76,440.32

As at 31 March 2021	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	1,23,596.24	-	-	1,23,596.24
Bank balances other than cash and cash equivalent	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	2,48,285.45	2,26,888.38	2,31,334.98	7,06,508.81
Investments	1,34,328.77	5,006.83	2,695.99	1,42,031.59
Other financial assets	32,355.79	6,747.21	5,820.20	44,923.20
Total undiscounted financial assets	6,31,534.20	2,52,891.17	2,42,016.22	11,26,441.59
Non-derivatives				
Debt securities	46,714.21	33,805.68	5,620.73	86,140.62
Borrowings (other than debt securities)	1,46,423.76	1,59,107.97	9,055.66	3,14,587.39
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	2,66,718.59	1,99,618.93	25,863.69	4,92,201.21
Net undiscounted financial assets/(liabilities)	3,64,815.61	53,272.24	2,16,152.53	6,34,240.38

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022	USD	75.91	-	-
Loan	31 March 2022	USD	75.91	10.50	796.97
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

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 2022	For the year ended 31 March 2021
USD sensitivity		
INR/USD- increase by 5.70% (31 March 2021: 5.70%)*	45.43	87.22
INR/USD- decrease by 5.70% (31 March 2021: 5.70%)*	(45.43)	(87.22)

* 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 2022, the Company is exposed to variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Particulars	As at 31 March 2022	As at 31 March 2021
Variable rate liabilities		
Borrowings (other than debt securities)	91,915.64	1,39,373.24
Fixed rate liabilities		
Debt securities	53,914.70	76,193.89
Borrowings (other than debt securities)	74,290.76	1,40,081.76

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022	For the year ended 31 March 2021
Interest sensitivity on borrowings (other than debt securities)*		
Interest rates – increase by 1.0% (31 March 2021: 1.0%)	459.58	1,393.74
Interest rates – decrease by 1.0% (31 March 2021: 1.0%)	(459.58)	(1,393.74)

* 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 2022	For the year ended 31 March 2021
Mutual funds		
Net assets value – increase by 5%	1,797.51	6,888.82
Net assets value – decrease by 5%	(1,797.51)	(6,888.82)

Impact on other comprehensive income

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Quoted equity instruments		
Value per share – increase by 26% (31 March 2021: 26%)	407.55	82.19
Value per share – decrease by 26% (31 March 2021: 26%)	(407.55)	(82.19)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 58

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
- 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 2022	As at 31 March 2021
Debt securities (including interest accrued)	54,506.34	77,060.33
Borrowings (other than debt securities) (including interest accrued)	1,70,437.87	2,80,387.50
Total debt	2,24,944.21	3,57,447.83
Less : Cash and cash equivalents	(65,240.24)	(1,23,595.03)
Net debt	1,59,703.97	2,33,852.80
Equity attributable to the owners of the parent	5,27,103.43	5,61,245.69
Net debt to equity ratio	0.30	0.42

Note - 59

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 2022	As at 31 March 2021
Gross carrying amount of securitised assets	-	31,721.65
Gross carrying amount of associated liabilities	-	40,838.71
Carrying value and fair value of securitised assets	-	48,935.05
Carrying value and fair value of associated liabilities	-	40,838.71
Net position	-	8,096.34

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

B) Assignment

During the year ended March 31, 2022, 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.

Particulars	As at 31 March 2022	As at 31 March 2021
Carrying amount of de-recognised financial asset	12,684.73	36,711.03
Gain/ (Loss) on sale of the de-recognised financial asset	124.18	(132.81)

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 - 60

Maturity analysis of assets and liabilities

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

	As at 31 March 2022		As at 31 March 2021	
	Within 12 months	After 12 months	Within 12 months	After 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	65,240.24	-	1,23,595.03	-
Bank balance other than cash and cash equivalents	70,085.22	313.10	79,089.79	524.05
Receivables				
Trade receivables	9,634.77	3,175.30	10,052.37	3,975.30
Other receivables	1,383.97	680.57	357.69	6,612.22
Loans	94,364.22	3,15,351.25	2,25,195.89	2,34,689.37
Investments	24,111.58	34,699.58	1,38,467.63	3,563.96
Other financial assets	28,413.93	5,243.73	29,329.10	10,231.69
Total Financial Assets	2,93,233.93	3,59,463.53	6,06,087.50	2,59,596.59
Non-financial assets				
Inventories	10,670.53	-	90.45	-
Current tax assets (net)	18,990.18	2,420.35	16,155.65	1,982.31
Deferred tax assets	-	26,116.75	-	20,877.80
Investment property	-	767.65	-	-
Property, plant and equipment	-	11,393.30	-	6,900.47
Capital work-in-progress	-	-	-	123.88
Right-of-use assets	7,057.32	14,917.59	2,490.91	12,668.87
Intangible assets under development	-	696.12	-	478.08

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

	As at 31 March 2022		As at 31 March 2021	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Goodwill	-	6,797.16	-	6,797.17
Other intangible assets	-	12,741.46	-	12,065.50
Other non-financial assets	80,894.79	16,692.28	7,450.20	59,130.97
Total non-financial Asset	1,17,612.82	92,542.66	26,187.21	1,21,025.05
TOTAL ASSETS (A)	4,10,846.75	4,52,006.19	6,32,274.71	3,80,621.64
LIABILITIES				
Financial liabilities				
Payables			-	
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	0.12	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12,627.03	-	7,517.61	-
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	11,356.70	-	9,577.23	-
Debt securities	32,856.00	21,650.34	42,924.47	34,135.86
Borrowings (other than debt securities)	1,08,760.09	61,677.78	1,31,927.80	1,48,459.70
Lease liabilities	3,231.90	20,009.20	2,248.27	14,160.39
Other financial liabilities	54,131.70	-	52,923.33	-
Total Financial Liabilities	2,22,963.54	1,03,337.32	2,47,115.87	1,96,755.95
	1.2317		139823.78	
Non-financial Liabilities				
Current tax liabilities (net)	609.91	-	1,095.71	-
Provisions	2,251.13	1,609.33	53.69	2,971.27
Deferred tax liabilities (net)	-	443.11	-	774.65
Other non-financial liabilities	4,497.24	36.72	2,776.86	103.86
	7,358.28	2,089.16	3,926.26	3,849.78
TOTAL LIABILITIES (B)	2,30,321.82	1,05,426.48	2,51,042.13	2,00,605.73
NET (A-B)	1,80,524.93	3,46,579.71	3,81,232.58	1,80,015.91

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 61
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 2022									
	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	Amount
	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)	(7.46%)	(39,340.80)	7.87%	(6,769.61)	220.54%	1,131.48	6.59%	(5,638.12)		
Subsidiaries (Indian)										
Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited)	58.94%	3,10,671.25	24.73%	(21,276.52)	(73.51%)	(377.17)	25.32%	(21,653.74)		
Indiabulls Investment Advisors Limited	2.05%	10,812.84	5.24%	(4,507.37)	(2.79%)	(14.30)	5.29%	(4,521.67)		
Indiabulls Distribution Services Limited	6.55%	34,531.37	1.85%	(1,588.62)	0.00%	-	1.86%	(1,588.62)		
Dhani Stock Limited (Formerly Indiabulls Securities Limited)	7.42%	39,087.79	(1.74%)	1,497.40	2.27%	11.67	(1.76%)	1,509.07		
Devata Tradelink Limited	(0.05%)	(263.80)	0.00%	1.05	0.00%	-	0.00%	1.05		
Indiabulls Alternate Investments Limited	0.18%	925.36	0.02%	(19.71)	0.00%	-	0.02%	(19.71)		
Indiabulls Consumer Products Limited	0.00%	3.32	0.00%	(0.71)	0.00%	-	0.00%	(0.71)		
Indiabulls Asset Reconstruction Company Limited	1.44%	7,569.45	(11.60%)	9,979.32	1.32%	6.79	(11.68%)	9,986.11		
Indiabulls Infra Resources Limited	0.00%	(3.36)	0.01%	(9.21)	0.00%	-	0.01%	(9.21)		
Auxesia Soft Solutions Limited	0.00%	(4.26)	0.00%	(0.66)	0.00%	-	0.00%	(0.66)		
Pushpanjii Finsolutions Limited	0.07%	385.97	(0.51%)	435.46	0.00%	-	(0.51%)	435.46		
Arbutus Constructions Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-		
Gyansagar Buildtech Limited	0.07%	383.34	0.00%	(0.58)	0.00%	-	0.00%	(0.58)		
Dhani Healthcare Limited (Formerly Pushpanjii Fincon Limited)	4.47%	23,570.29	73.67%	(63,387.07)	8.98%	46.06	74.06%	(63,341.01)		
Evinos Buildwell Limited	6.14%	32,345.31	(0.01%)	6.90	0.00%	-	(0.01%)	6.90		
Evinos Developers Limited	0.00%	3.49	0.00%	(0.65)	0.00%	-	0.00%	(0.65)		
Krathis Buildcon Limited	0.08%	444.63	0.00%	(0.67)	0.00%	-	0.00%	(0.67)		
Savren Medicare Limited (Formerly Savren Buildwell Limited)	0.01%	62.88	0.10%	(83.11)	0.00%	-	0.10%	(83.11)		
Krathis Developers Limited	0.06%	324.84	0.00%	(0.67)	0.00%	-	0.00%	(0.67)		
Transerv Limited (formerly Transerv Private Limited)	4.33%	22,841.39	(1.46%)	1,256.83	(2.03%)	(10.42)	(1.46%)	1,246.42		
Jwala Technology Systems Private Limited	0.01%	54.99	0.03%	(22.71)	0.00%	-	0.03%	(22.71)		
Indiabulls ARC - III Trust	0.00%	-	(0.54%)	463.04	0.00%	-	0.00%	-		
Indiabulls ARC - IV Trust	0.00%	-	0.09%	(76.64)	0.00%	-	0.00%	-		

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022
(All amounts in Indian Rupees in lakh unless stated otherwise)

Name of the entity	As at 31. March 2022									
	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 - V Trust	0.00%	-	0.01%	(9.79)	0.00%	-	0.00%	-	0.00%	-
Indiabulls ARC - VI Trust	0.00%	-	(0.13%)	108.53	0.00%	-	0.00%	-	0.00%	-
Indiabulls ARC - VII Trust	0.20%	1,050.84	(0.42%)	362.21	0.00%	-	(0.42%)	362.21		
Indiabulls ARC - VIII Trust	0.00%	-	(0.10%)	88.08	0.00%	-	0.00%	-	0.00%	-
Indiabulls ARC - X Trust	0.00%	-	0.40%	(345.69)	0.00%	-	0.00%	-	0.00%	-
Indiabulls ARC - XI Trust	0.00%	-	0.09%	(79.02)	0.00%	-	0.00%	-	0.00%	-
Indiabulls ARC - XII Trust	0.00%	-	0.68%	(588.45)	0.00%	-	0.00%	-	0.51%	(439.91)
Indiabulls ARC - XIII Trust	0.00%	-	0.03%	(28.41)	0.00%	-	0.00%	-	0.03%	(28.41)
Indiabulls ARC - XV Trust	0.00%	-	0.04%	(35.73)	0.00%	-	0.00%	-	0.04%	(35.73)
Indiabulls ARC - XVI Trust	0.00%	-	0.17%	(142.93)	0.00%	-	0.00%	-	0.17%	(142.93)
Indiabulls ARC - XVII Trust	0.00%	-	0.35%	(302.12)	0.00%	-	0.00%	-	0.35%	(302.12)
Indiabulls ARC - XVIII Trust	0.00%	-	0.04%	(36.65)	0.00%	-	0.00%	-	0.04%	(36.65)
Indiabulls ARC - XIX Trust	0.36%	1,879.08	(0.46%)	393.18	0.00%	-	(0.46%)	393.18		
Indiabulls ARC - XX Trust	0.78%	4,119.94	(0.27%)	233.63	0.00%	-	(0.27%)	233.63		
Indiabulls ARC - XXI Trust	0.58%	3,043.00	(0.39%)	331.50	0.00%	-	(0.39%)	331.50		
Indiabulls ARC - XXII Trust	0.92%	4,875.38	(0.10%)	84.25	0.00%	-	(0.10%)	84.25		
Indiabulls ARC - XXIII Trust	2.40%	12,625.48	(0.25%)	215.04	0.00%	-	(0.25%)	215.04		
Indiabulls ARC - XXIV Trust	1.57%	8,250.38	(0.23%)	196.98	0.00%	-	(0.23%)	196.98		
Indiabulls ARC - XXVI Trust	0.44%	2,322.28	0.00%	(1.10)	0.00%	-	0.00%	(1.10)		
Indiabulls ARC - XXVII Trust	2.98%	15,683.14	0.00%	(1.10)	0.00%	-	0.00%	(1.10)		
Subsidiaries (Foreign)										
Euler Systems, Inc (USA)	0.09%	475.91	0.05%	(46.78)	(1.70%)	(8.70)	0.06%	(55.48)		
Dhani Health Middle East FZ LLC (Dubai)	0.00%	0.52	0.82%	(706.56)	1.41%	7.24	0.82%	(699.32)		
Dhani Limited, Jersey	1.81%	9,550.26	0.01%	(10.82)	(56.44%)	(289.59)	0.35%	(300.41)		
Dhani Limited, UK	0.06%	310.08	2.57%	(2,209.82)	1.95%	10.00	2.57%	(2,199.82)		
Non controlling interest in all subsidiaries	3.51%	18,510.85	(0.70%)	598.51	0.00%	-	(0.70%)	598.51		
Total	100%	5,27,103.43	100%	(86,036.95)	100%	513.06	100%	(85,523.89)		

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 62

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 2022	As at 31 March 2021
Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited)	India	100.00%	100.00%
Indiabulls Investment Advisors Limited (Subsidiary of Dhani Loans and Services Limited, formerly Indiabulls Consumer Finance Limited)	India	100.00%	100.00%
Indiabulls Distribution Services Limited	India	100.00%	100.00%
Dhani Stock Limited (Formerly Indiabulls Securities Limited)	India	100.00%	100.00%
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%
Pushpanjli Finsolutions Limited	India	100.00%	100.00%
Arbutus Constructions Limited*	India	0%	100.00%
Gyansagar Buildtech Limited	India	100.00%	100.00%
Dhani Healthcare Limited (Formerly Pushpanjli Fincon Limited)	India	100.00%	100.00%
Transerv Limited (formerly Transerv Private Limited)	India	100.00%	42.00%
Indiabulls ARC - III Trust	India	0.00%	51.00%
Indiabulls ARC - IV Trust	India	0.00%	51.00%
Indiabulls ARC - V Trust	India	0.00%	51.00%
Indiabulls ARC - VI Trust	India	0.00%	51.00%
Indiabulls ARC - VII Trust	India	51.00%	51.00%
Indiabulls ARC - VIII Trust	India	0.00%	51.00%
Indiabulls ARC - X Trust	India	0.00%	51.00%
Indiabulls ARC - XI Trust	India	0.00%	51.00%
Indiabulls ARC - XII Trust	India	0.00%	51.00%
Indiabulls ARC - XIII Trust	India	0.00%	51.00%
Indiabulls ARC - XV Trust	India	0.00%	51.00%
Indiabulls ARC - XVI Trust	India	0.00%	51.00%
Indiabulls ARC - XVII Trust	India	0.00%	100.00%
Indiabulls ARC - XVIII Trust	India	0.00%	51.00%
Indiabulls ARC - XIX Trust	India	51.00%	Not applicable
Indiabulls ARC - XX Trust	India	51.00%	Not applicable
Indiabulls ARC - XXI Trust	India	75.00%	Not applicable
Indiabulls ARC - XXII Trust	India	75.00%	Not applicable
Indiabulls ARC - XXIII Trust	India	75.00%	Not applicable
Indiabulls ARC - XXIV Trust	India	75.00%	Not applicable
Indiabulls ARC - XXVI Trust	India	90.00%	Not applicable
Indiabulls ARC - XXVII Trust	India	90.00%	Not applicable

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Name of subsidiaries	Country of incorporation	% of holding and voting power either directly or indirectly through subsidiary	
		As at 31 March 2022	As at 31 March 2021
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 (Formerly Savren Buildwell Limited)	India	100.00%	100.00%
Jwala Technology Systems Private Limited	India	100.00%	100.00%
Euler Systems, Inc (USA)	USA	100.00%	100.00%
Dhani Health Middle East FZ LLC (Dubai)	Dubai	100.00%	100.00%
Dhani Limited, Jersey	Jersey	100.00%	100.00%
Dhani Limited, UK	UK	100.00%	100.00%

* The Company has strike off during the financial year.

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 2022	As at 31 March 2021
Indiabulls ARC - III Trust	Securitisation and Asset Reconstruction	0.00%	49.00%
Indiabulls ARC - IV Trust		0.00%	49.00%
Indiabulls ARC - V Trust		0.00%	49.00%
Indiabulls ARC - VI Trust		0.00%	49.00%
Indiabulls ARC - VII Trust		49.00%	49.00%
Indiabulls ARC - VIII Trust		0.00%	49.00%
Indiabulls ARC - X Trust		0.00%	49.00%
Indiabulls ARC - XI Trust		0.00%	49.00%
Indiabulls ARC - XII Trust		0.00%	49.00%
Indiabulls ARC - XIII Trust		0.00%	49.00%
Indiabulls ARC - XV Trust		0.00%	49.00%
Indiabulls ARC - XVI Trust		0.00%	49.00%
Indiabulls ARC - XVIII Trust		0.00%	49.00%
Indiabulls ARC - XIX Trust		49.00%	Not Applicable
Indiabulls ARC - XX Trust		49.00%	Not Applicable
Indiabulls ARC - XXI Trust		25.00%	Not Applicable
Indiabulls ARC - XXII Trust		25.00%	Not Applicable
Indiabulls ARC - XXIII Trust		25.00%	Not Applicable
Indiabulls ARC - XXIV Trust		25.00%	Not Applicable
Indiabulls ARC - XXVI Trust		10.00%	Not Applicable
Indiabulls ARC - XXVII Trust		10.00%	Not Applicable

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised financial information for Indiabulls ARC - III Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	4,599.79	7,568.70
Non-financial assets	-	-
Total assets	4,599.79	7,568.70
Financial liabilities	-	465.53
Non-financial Liabilities	-	0.16
Total liabilities	-	465.69
Equity attributable to the owners of the holding company	4,599.79	3,622.54
Non-controlling interests	-	3,480.47

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	-	498.06
Total comprehensive income attributable to the owners of the holding company	1,753.70	969.58
Total comprehensive income attributable to non-controlling interest	1,684.93	931.55
Total comprehensive income	3,438.63	1,901.13

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	5,471.29	116.27
Cash flows from investing activities	-	-
Cash flows from financing activities	(5,471.72)	(115.93)
Net (decrease)/increase in cash and cash equivalents	(0.43)	0.34

Summarised financial information for Indiabulls ARC - IV Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	2,604.24	4,274.33
Non-financial assets	-	156.26
Total assets	2,604.24	4,430.59
Financial liabilities	-	22.21
Non-financial Liabilities	-	6.28
Total liabilities	-	28.49
Equity attributable to the owners of the holding company	2,604.24	2,245.07
Non-controlling interests	-	2,157.03

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	-	2,377.72
Total comprehensive income attributable to the owners of the holding company	1,226.43	162.68
Total comprehensive income attributable to non-controlling interest	1,178.34	156.29
Total comprehensive income	2,404.77	318.97

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash used in operating activities	1,727.06	3,888.57
Cash flows from investing activities	-	-
Cash flows from financing activities	(1,797.86)	(3,838.50)
Net (decrease)/increase in cash and cash equivalents	(70.80)	50.07

Summarised financial information for Indiabulls ARC - V Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	350.97	318.80
Non-financial assets	-	0.33
Total assets	350.97	319.13
Financial liabilities	-	93.61
Non-financial Liabilities	-	-
Total liabilities	-	93.61
Equity attributable to the owners of the holding company	350.98	115.03
Non-controlling interests	(0.01)	110.49

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	3.29	34.12
Total comprehensive income attributable to the owners of the holding company	(4.38)	(70.09)
Total comprehensive income attributable to non-controlling interest	(4.21)	(67.34)
Total comprehensive loss	(8.59)	(137.42)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash used in operating activities	(93.27)	(28.18)
Cash flows from investing activities	-	-
Cash flows from financing activities	(13.07)	(15.96)
Net (decrease)/increase in cash and cash equivalents	(106.34)	(44.14)

Summarised financial information for Indiabulls ARC - VI Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	215.63	4,407.43
Non-financial assets	-	-
Total assets	215.63	4,407.43
Financial liabilities	-	241.85
Non-financial Liabilities	-	0.02
Total liabilities	-	241.87
Equity attributable to the owners of the holding company	215.63	2,124.44
Non-controlling interests	-	2,041.12

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	252.63	555.51
Total comprehensive income attributable to the owners of the holding company	127.53	(516.01)
Total comprehensive income attributable to non-controlling interest	122.53	(495.77)
Total comprehensive income/(loss)	250.07	(1,011.77)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash used in operating activities	3,949.37	141.00
Cash flows from investing activities	-	-
Cash flows from financing activities	(3,949.93)	(141.13)
Net (decrease)/increase in cash and cash equivalents	(0.56)	(0.13)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised financial information for Indiabulls ARC - VII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	3,419.18	3,061.07
Non-financial assets	-	34.04
Total assets	3,419.18	3,095.11
Financial liabilities	155.46	82.14
Non-financial Liabilities	1.52	0.01
Total liabilities	156.98	82.15
Equity attributable to the owners of the holding company	1,663.72	1,536.61
Non-controlling interests	1,598.48	1,476.35

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	356.62	348.13
Total comprehensive income attributable to the owners of the holding company	127.11	(310.80)
Total comprehensive income attributable to non-controlling interest	122.13	(298.61)
Total comprehensive income/(loss)	249.24	(609.41)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash used in operating activities	108.88	46.59
Cash flows from investing activities	-	-
Cash flows from financing activities	(107.37)	(58.66)
Net (decrease)/increase in cash and cash equivalents	1.51	(12.07)

Summarised financial information for Indiabulls ARC - VIII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	212.07	4,974.57
Non-financial assets	-	-
Total assets	212.07	4,974.57
Financial liabilities	-	242.17
Non-financial Liabilities	-	-
Total liabilities	-	242.17
Equity attributable to the owners of the holding company	212.07	2,413.52
Non-controlling interests	-	2,318.88

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	283.45	891.17
Total comprehensive income attributable to the owners of the holding company	125.73	(181.88)
Total comprehensive income attributable to non-controlling interest	120.80	(174.75)
Total comprehensive income/(loss)	246.52	(356.63)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	4,520.33	144.19
Cash flows from investing activities	-	-
Cash flows from financing activities	(4,520.33)	(144.61)
Net increase/ (decrease) in cash and cash equivalents	-	(0.42)

Summarised financial information for Indiabulls ARC - X Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2020
Financial assets	2,848.72	26,605.28
Non-financial assets	-	0.73
Total assets	2,848.72	26,606.01
Financial liabilities	-	51.44
Non-financial Liabilities	-	2.25
Total liabilities	-	53.69
Equity attributable to the owners of the holding company	2,848.72	13,541.68
Non-controlling interests	-	13,010.64

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	3,234.74	5,604.70
Total comprehensive income attributable to the owners of the holding company	1,131.42	(284.77)
Total comprehensive income attributable to non-controlling interest	1,087.05	(273.61)
Total comprehensive income/(loss)	2,218.47	(558.38)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	23,535.67	9,922.48
Cash flows from investing activities	-	-
Cash flows from financing activities	(23,703.60)	(9,846.42)
Net increase/(decrease) in cash and cash equivalents	(167.93)	76.06

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised financial information for Indiabulls ARC - XI Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2020
Financial assets	-	-
Non-financial assets	-	-
Total assets	-	-
Financial liabilities	-	-
Non-financial Liabilities	-	-
Total liabilities	-	-
Equity attributable to the owners of the holding company	-	-
Non-controlling interests	-	-

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	-	901.36
Total comprehensive income attributable to the owners of the holding company	-	(333.13)
Total comprehensive income attributable to non-controlling interest	-	(320.06)
Total comprehensive income/(loss)	-	(653.19)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	-	20,010.65
Cash flows from investing activities	-	-
Cash flows from financing activities	-	(20,062.77)
Net increase/(decrease) in cash and cash equivalents	-	(52.12)

Summarised financial information for Indiabulls ARC - XII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2020
Financial assets	1,188.36	16,342.80
Non-financial assets	-	-
Total assets	1,188.36	16,342.80
Financial liabilities	-	292.45
Non-financial Liabilities	-	0.64
Total liabilities	-	293.09
Equity attributable to the owners of the holding company	1,188.36	8,185.35
Non-controlling interests	-	7,864.36

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	1,373.34	2,554.65
Total comprehensive income attributable to the owners of the holding company	434.44	(32.54)
Total comprehensive income attributable to non-controlling interest	417.40	(31.26)
Total comprehensive income/(loss)	851.85	(63.81)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	14,640.29	3,301.49
Cash flows from investing activities	-	-
Cash flows from financing activities	(14,861.35)	(3,113.82)
Net increase/ (decrease) in cash and cash equivalents	(221.06)	187.67

Summarised financial information for Indiabulls ARC - XIII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	99.90	2,099.95
Non-financial assets	-	-
Total assets	99.90	2,099.95
Financial liabilities	-	78.01
Non-financial Liabilities	-	0.01
Total liabilities	-	78.02
Equity attributable to the owners of the holding company	99.90	1,031.18
Non-controlling interests	-	990.75

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	121.20	268.66
Total comprehensive income attributable to the owners of the holding company	39.76	(44.80)
Total comprehensive income attributable to non-controlling interest	38.20	(43.04)
Total comprehensive income/(loss)	77.97	(87.85)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	1,921.98	61.18
Cash flows from investing activities	-	-
Cash flows from financing activities	(1,922.03)	(62.66)
Net increase/ (decrease) in cash and cash equivalents	(0.05)	(1.48)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised financial information for Indiabulls ARC - XV Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	74.30	1,959.41
Non-financial assets	-	-
Total assets	74.30	1,959.41
Financial liabilities	-	0.98
Non-financial Liabilities	-	-
Total liabilities	-	0.98
Equity attributable to the owners of the holding company	74.30	998.80
Non-controlling interests	-	959.63

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	90.08	94.75
Total comprehensive income attributable to the owners of the holding company	8.41	35.68
Total comprehensive income attributable to non-controlling interest	8.08	34.28
Total comprehensive income	16.48	69.97

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	1,874.07	(1,874.07)
Cash flows from investing activities	-	-
Cash flows from financing activities	(1,884.13)	1,884.13
Net increase/(decrease) in cash and cash equivalents	(10.06)	10.06

Summarised financial information for Indiabulls ARC - XVI Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	335.19	7,576.79
Non-financial assets	-	-
Total assets	335.19	7,576.79
Financial liabilities	-	11.77
Non-financial Liabilities	-	-
Total liabilities	-	11.77
Equity attributable to the owners of the holding company	335.19	3,858.16
Non-controlling interests	-	3,706.86

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	397.73	461.93
Total comprehensive income attributable to the owners of the holding company	75.31	115.98
Total comprehensive income attributable to non-controlling interest	72.35	111.43
Total comprehensive income	147.66	227.41

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	7,189.19	(7,189.19)
Cash flows from investing activities	-	-
Cash flows from financing activities	(7,229.84)	7,229.84
Net increase/(decrease) in cash and cash equivalents	(40.65)	40.65

Summarised financial information for Indiabulls ARC - XVIII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
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 2022	For the year ended 31 March 2021
Total revenue	176.20	-
Total comprehensive income attributable to the owners of the holding company	0.65	(0.65)
Total comprehensive income attributable to non-controlling interest	0.62	(0.62)
Total comprehensive income/ (loss)	1.27	(1.27)

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	-	-9,998.74
Cash flows from investing activities	-	-
Cash flows from financing activities	-	9,998.74
Net increase/(decrease) in cash and cash equivalents	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised financial information for Indiabulls ARC - XIX Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	3,799.62	-
Non-financial assets	-	-
Total assets	3,799.62	-
Financial liabilities	(3,404.66)	-
Non-financial Liabilities	0.04	-
Total liabilities	(3,404.62)	-
Equity attributable to the owners of the holding company	3,674.16	-
Non-controlling interests	3,530.08	-

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	510.17	-
	-	-
Total comprehensive income attributable to the owners of the holding company	192.90	-
Total comprehensive income attributable to non-controlling interest	185.34	-
Total comprehensive income	378.24	-

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(3,404.62)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	3,404.62	-
Net increase/ (decrease) in cash and cash equivalents	-	-

Summarised financial information for Indiabulls ARC - XX Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	8,225.89	-
Non-financial assets	-	-
Total assets	8,225.89	-
Financial liabilities	(7,980.44)	-
Non-financial Liabilities	0.08	-
Total liabilities	(7,980.36)	-
Equity attributable to the owners of the holding company	8,265.19	-
Non-controlling interests	7,941.06	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	238.89	-
Total comprehensive income attributable to the owners of the holding company	118.45	-
Total comprehensive income attributable to non-controlling interest	113.80	-
Total comprehensive income	232.25	-

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(7,980.36)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	7,980.36	-
Net increase/ (decrease) in cash and cash equivalents	-	-

Summarised financial information for Indiabulls ARC - XXI Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	4,514.70	-
Non-financial assets	376.25	-
Total assets	4,890.95	-
Financial liabilities	(3,963.37)	-
Non-financial Liabilities	0.30	-
Total liabilities	(3,963.07)	-
Equity attributable to the owners of the holding company	6,640.52	-
Non-controlling interests	2,213.51	-

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	326.95	-
Total comprehensive income attributable to the owners of the holding company	80.05	-
Total comprehensive income attributable to non-controlling interest	240.16	-
Total comprehensive income	320.22	-

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(3,963.07)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	4,559.00	-
Net increase/ (decrease) in cash and cash equivalents	595.93	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised financial information for Indiabulls ARC - XXII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	6,612.46	-
Non-financial assets	-	-
Total assets	6,612.46	-
Financial liabilities	(6,497.68)	-
Non-financial Liabilities	-	-
Total liabilities	(6,497.68)	-
Equity attributable to the owners of the holding company	9,832.61	-
Non-controlling interests	3,277.54	-

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	112.46	-
Total comprehensive income attributable to the owners of the holding company	27.53	-
Total comprehensive income attributable to non-controlling interest	82.60	-
Total comprehensive income	110.13	-

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(6,497.68)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	6,497.68	-
Net increase/ (decrease) in cash and cash equivalents	-	-

Summarised financial information for Indiabulls ARC - XXIII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	17,141.14	-
Non-financial assets	140.40	-
Total assets	17,281.54	-
Financial liabilities	(16,858.86)	-
Non-financial Liabilities	2.02	-
Total liabilities	(16,856.84)	-
Equity attributable to the owners of the holding company	25,603.79	-
Non-controlling interests	8,534.60	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	214.53	-
Total comprehensive income attributable to the owners of the holding company	46.92	-
Total comprehensive income attributable to non-controlling interest	140.76	-
Total comprehensive income	187.69	-

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(16,856.84)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	17,021.18	-
Net increase/ (decrease) in cash and cash equivalents	164.34	-

Summarised financial information for Indiabulls ARC - XXIV Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	11,198.73	-
Non-financial assets	-	-
Total assets	11,198.73	-
Financial liabilities	(10,997.68)	-
Non-financial Liabilities	-	-
Total liabilities	(10,997.68)	-
Equity attributable to the owners of the holding company	16,647.31	-
Non-controlling interests	5,549.10	-

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	198.73	-
Total comprehensive income attributable to the owners of the holding company	49.10	-
Total comprehensive income attributable to non-controlling interest	147.30	-
Total comprehensive income	196.40	-

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(10,997.68)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	10,997.68	-
Net increase/ (decrease) in cash and cash equivalents	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Summarised financial information for Indiabulls ARC - XXVI Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	2,580.40	-
Non-financial assets	-	-
Total assets	2,580.40	-
Financial liabilities	(2,579.18)	-
Non-financial Liabilities	-	-
Total liabilities	(2,579.18)	-
Equity attributable to the owners of the holding company	4,643.62	-
Non-controlling interests	515.96	-

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	-	-
Total comprehensive income attributable to the owners of the holding company	(1.10)	-
Total comprehensive income attributable to non-controlling interest	(0.12)	-
Total comprehensive income/ (loss)	(1.22)	-

Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(2,579.18)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	2,579.18	-
Net increase/ (decrease) in cash and cash equivalents	-	-

Summarised financial information for Indiabulls ARC - XXVII Trust is set out below:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets	17,425.80	-
Non-financial assets	-	-
Total assets	17,425.80	-
Financial liabilities	(17,424.58)	-
Non-financial Liabilities	-	-
Total liabilities	(17,424.58)	-
Equity attributable to the owners of the holding company	31,365.34	-
Non-controlling interests	3,485.04	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total revenue	-	-
Total comprehensive income attributable to the owners of the holding company	(1.10)	-
Total comprehensive income attributable to non-controlling interest	(0.12)	-
Total comprehensive income/ (loss)	(1.22)	-
Summarised cash flow	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flows from operating activities	(17,424.58)	-
Cash flows from investing activities	-	-
Cash flows from financing activities	17,424.58	-
Net increase/ (decrease) in cash and cash equivalents	-	-

Note - 63

Accounting Ratios

ASSETS	As at 31 March 2022			As at 31 March 2021			Variance (%)*
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
Current Ratio [Current Assets/ Current Liabilities]	1,45,853.59	87,564.20	1.67	2,02,381.82	77,794.18	2.60	(35.97)
Debt-Equity Ratio [Debt/ Equity]	1,59,703.97	5,27,103.43	0.30	2,33,852.80	5,61,245.69	0.42	(27.28)
Debt Service Coverage Ratio [PBIDT+ exceptional items) / (Interest+ Principal repayment]	(53,084.83)	1,99,687.09	(0.27)	36,656.09	2,80,420.05	0.13	(303.37)
Return on Equity Ratio [(PAT + exceptional items)/(Total op. Equity+Total cl. Equity)/2]	(86,036.95)	5,44,174.56	-15.81%	(22,976.90)	5,60,009.63	-4.10%	285.35
Inventory turnover ratio [Consumption /(op. Inventory+c.l. Inventory)/2]	16,220.91	5,320.37	3.05	23.07	45.22	0.51	497.61
Trade Receivables turnover ratio [Sales / (op. receivable+c.l. Receivables)/2]	1,43,443.85	13,418.87	10.69	1,31,101.62	14,621.22	8.97	19.22
Trade payables turnover ratio Purchase/(op.payables+c.l. Payables)]/2	26,680.76	8,262.40	3.23	113.52	6,203.12	0.02	17,545.32

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

ASSETS	As at 31 March 2022			As at 31 March 2021			Variance (%)*
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
Net capital turnover ratio [Total Operational Revenue/ Working Capital]	1,43,443.85	58,289.39	2.46	1,31,101.62	1,24,587.64	1.05	133.86
Net profit ratio [PAT before exceptional items/ Total Income]	(86,036.95)	1,46,542.02	-58.71%	(22,976.90)	1,36,345.70	-16.85%	248.40
Return on Capital employed [PBIT before exceptional items/ Total capital employed (NW- DTA+debt+DTL)]	(62,583.76)	7,26,374.00	(0.09)	28,260.71	8,98,590.37	0.03	(373.96)
Return on investment [ROI=Income received on Investment/ Investment outside the group]	11.62	1,567.51	0.01	9.41	316.10	0.03	(75.10)

Reason of Variances:

Current Ratio: Primarily due to moderation in Cash and cash equivalent position as on 31st March 2022.

Debt-Equity Ratio: Primarily due to decrease in borrowings in FY 2021-22.

Debt Service Coverage Ratio: Primarily due to increase in operating expenses in FY 2021-22.

Return on Equity Ratio: Difference is on account of reduction in interest income from financing activities due to defocus from traditional lending business.

Inventory turnover ratio: This is on account of growth in sale of products in FY 2021-22.

Trade Receivables turnover ratio: This is on account of better collections in FY2021-22.

Trade payables turnover ratio: This is on account of better credit term with suppliers.

Net capital turnover ratio: This is on account of better deployment of working capital.

Net profit ratio: This is on account of reduction in interest income from financing activities due to defocus from traditional lending business.

Return on Capital employed: This is on account of reduction in interest income from financing activities due to defocus from traditional lending business.

Return on Investment: Income on investment is not increased in proportion to increase in investment.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 64

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 Companies Act, 2013. Buy back expenses of ₹ 7,160.79 lakh have been adjusted to Securities Premium Account.

Note - 65

Disclosure with regard to CSR activities pursuant to MCA notification 24th March 2021.

In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company in the group had constituted a Corporate Social Responsibility (CSR) Committee for the Companies. In terms with the provisions of the said Act, the group was to spend a sum of ₹ 534.74 lakh (previous year ₹ 867.65 lakh) towards CSR activities during the year ended 31 March 2022. The details of amount actually spent by the group are:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
(i) Gross amount required to be spent by the Company	534.74	867.65
(ii) Amount spent on		
Construction/acquisition of any asset	-	-
Any other purpose other than above *	534.74	867.65
Yet to be paid	-	-
	534.74	867.65

*Contribution towards donation/corpus fund paid to Indiabulls Foundation, incurred on free medicines including health care services and incurred on education of poor students.

Note - 66

(I) Benami Property

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(II) Guarantee, security or the like on behalf of the Ultimate Beneficiaries

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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

- (ii) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) The group does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.**

Note - 67

Previous Year's figures have been regrouped rearranged where ever considered necessary to confirm current year figures.

For **Sharp & Tannan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Thirtharaj Khot
Partner

Sameer Gehlaut
Chairman & CEO

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Rajeev Lochan Agrawal
Chief Financial Officer

Lalit Sharma
Company Secretary

Membership No.: 037457

DIN: 00060783

Place: Mumbai
Date: 30 May 2022

Place: London
Date: 30 May 2022

Place: Mumbai
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Independent Auditors' Report

To the members of Dhani Services Limited (formerly Indiabulls Ventures Limited)

Report on the audit of the standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of **Dhani Services Limited** (formerly Indiabulls Ventures Limited)(hereinafter referred as "the Company"), which comprise the balance sheet as at 31 March 2022, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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 (hereinafter referred as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (hereinafter referred as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31 March 2022, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (hereinafter referred as "SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the 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 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 on the standalone financial statements.

Emphasis of matter

We draw attention to the following points:

- Note 53 of the accompanying Statement, which describes that the impact assessment of COVID-19 pandemic on the financial position of the Company in a continuing process and the Company believes that it has considered all the possible impact of known events in preparation of the Statement.
- Note 42 of the accompanying Statement regarding the requirement of obtaining the Certificate of registration (CoR) for the Company from the Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) under the Category of Core Investment Company (CIC). The management is of the view that basis their present business operations and applicable financial criteria, the Company qualifies to fall under the category of an unregistered CIC and has written to RBI for their view in this regard, response to which is awaited. The management is further of the view that the possible non-compliance with such requirement is not expected to have material impact on the accompanying Statement.

Our opinion is not modified in respect of these matter of emphasis.

Key Audit Matter

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.

Information other than the standalone financial statements and auditor's report thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the Board's report and management discussion and analysis included in the annual report but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Managements and Board of Directors responsibilities for the standalone financial statements

The Company's management and Board of Directors are responsible for the preparation of the Statement that gives a true and fair view of the net loss, other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34, prescribed under section 133 of the Act read with relevant rules issued thereafter and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the standalone financial statements

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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- A. 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

Independent Auditors' Report (Contd.)

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.

- B. 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 system in place and the operating effectiveness of such controls
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. 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.
- E. 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.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone 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 Matter

The financial statements include standalone financial results for the year ended 31 March 2021 which were audited by predecessor auditor and they had issued unmodified audit opinion thereon vide their report dated 18 June, 2021.

Our opinion is not modified in respect of this other matter.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the central government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act and based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g) With respect to the other matters to be included in the auditor's report in accordance with the requirements of section 197(16) of the Act, as amended, we report that in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - h) With respect to the other matters to be included in the auditor's report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - refer note 37 to the standalone financial statements.
 - 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 2022.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. Reporting on rule 11(e):
 - (a) The Management has represented that, to the best of its knowledge and belief, as stated in note no. 50(i), no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the

Independent Auditors' Report (Contd.)

Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, as stated in note no. 50(ii), no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. During the year, the Company has not declared/paid dividend. Accordingly, reporting under section 123 of the Act is not applicable.

For **Sharp & Tannan Associates**
Chartered Accountants
Firm's Registration no. 109983W
by the hand of

Tirtharaj Khot
Partner
Membership no.(F) 037457
UDIN: 22037457AMPAUD5043

Mumbai, 30 May 2022

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 under the heading, "Report on Other Legal and Regulatory Requirements" of our report on even date)

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) During the year, the Property, Plant and Equipment were physically verified by the management at regular intervals based on the programme of verification in a phased manner which in our opinion is reasonable. No material discrepancies were noticed during such physical verification conducted by the Company during the year.
- (c) The company does not hold any immovable properties. Accordingly, reporting under paragraph 3(i)(c) of the order is not applicable.
- (d) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has neither revalued its Property, Plant and Equipment (including Right of Use assets) nor intangible assets during the year. Accordingly, reporting under paragraph 3(i)(d) of the Order is not applicable.
- (e) According to the information, explanation and representation provided to us and based on verification carried out by us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under paragraph 3(i)(e) of the Order is not applicable.
- (ii) (a) According to the information, explanation and representation provided to us and based on verification carried out by us, Company does not have any inventory. Accordingly, reporting under paragraph 3(ii)(a) of the Order is not applicable.
- (b) According to the information, explanation and representation provided to us and based on verification carried out by us, during the year, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions. Accordingly, reporting under paragraph 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination the Company has not made investment in the nature of loan or provided any guarantee or security or advances in the nature of loans secured or unsecured to companies, firms, Limited liability partnerships or any other parties during the year. The company has granted loans in the nature of intercorporate deposits in respect of which requisite information is stated in sub clause (a) below. The Company has not granted any loans to firms, limited liability partnership or any other parties.
- (a) During the year, the Company has granted loans in the nature of intercorporate deposits to its subsidiaries as below:

Particulars	Loans (Intercorporate deposits)	
	Provided during the year	Balance outstanding as at 31 Mar 2022
Aggregate amount during the year - Subsidiaries	Rs. 2,05,442.45 Lakhs	Rs. 1,25,108.45 Lakhs excluding interest.

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the grant of loans in the nature of intercorporate deposits are, prima facie, not prejudicial to the interest of the company.

Independent Auditors' Report (Contd.)

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given in the nature of intercorporate deposits, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given in the nature of intercorporate deposits. Accordingly, the reporting under para 3(iii)(d) is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan in the nature of intercompany deposits falling due during the year, which has been renewed or extended or fresh loans in the nature of intercompany deposits granted to settle the overdue of existing loans given in the nature of intercompany deposits to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has complied with provisions of section 185 and section 186 of the Act.
- (v) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has not accepted deposits or deemed deposits to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under, are applicable. Accordingly, reporting under para 3(v) is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013, for the business activities carried out by the Company. Accordingly, reporting under paragraph 3 (vi) of the Order is not applicable.
- (vii) In respect of statutory dues:
- (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues, as applicable, to the appropriate authorities. According to the information and explanations given to us and based on verification carried out by us on test basis, there are no arrears of statutory dues outstanding as on the last day of the financial year concerned for a period of more than six months from the date, they became payable.
- (b) The dues outstanding in respect of income-tax on account of any dispute, are as follows:

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	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax Act, 1961	4.21	0.83	AY 2013-14	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax Act, 1961	43.33	7.58	AY 2014-15	Income Tax Appellate Tribunal

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	40.66	8.13	AY 2015-16	Income Tax Appellate Tribunal
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	Income Tax Appellate Tribunal
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) According to the information, explanation and representation provided to us and based on verification carried out by us, there are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, reporting under para 3(viii) is not applicable.
- (ix) (a) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, reporting under para 3(ix)(a) is not applicable.
- (b) According to the information, explanation and representation provided to us and based on verification carried out by us, we report that the company has not been declared as willful defaulter by any bank or financial institution or other lender. Accordingly, reporting under para 3(ix)(b) is not applicable.
- (c) According to the information, explanation and representation provided to us and based on verification carried out by us, the term loans availed by the Company during the year, were applied by the Company for the purposes for which the loans were obtained.
- (d) According to the information, explanation and representation provided to us and based on verification carried out by us, funds raised on short term basis have not been utilised for long term purposes. Accordingly, reporting under para 3(ix)(d) is not applicable.
- (e) According to the information, explanation and representation provided to us and based on verification carried out by us, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, reporting under para 3(ix)(e) is not applicable.
- (f) According to the information, explanation and representation provided to us and based on verification carried out by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under para 3(ix)(f) is not applicable.
- (x) (a) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments), however call money has been received against partly paid shares. Accordingly, reporting on para 3(x)(a) is not applicable.
- (b) According to the information, explanation and representation provided to us and based on verification carried out by us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting on para 3(x)(b) is not applicable.

Independent Auditors' Report (Contd.)

- (xi) (a) According to the information, explanation and representation provided to us and based on verification carried out by us, no fraud by the Company or any material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) During the year, we have taken into consideration the whistle blower complaints, if any, received by the company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company. Accordingly, reporting on para 3(xii) of the order is not applicable.
- (xiii) According to the information, explanation and representation provided to us and based on verification carried out by us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, wherever applicable, and the details have been disclosed in the financial statements as required by the applicable IND AS.
- (xiv) (a) According to the information, explanation and representation provided to us and based on verification carried out by us, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports issued during the year and pertaining to the year under audit.
- (xv) According to the information, explanation and representation provided to us and based on verification carried out by us, the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting on para 3(xv) of the order is not applicable.
- (xvi) Our comments below to be read with our emphasis of matter w.r.t. requirement of obtaining the Certificate of Registration (CoR) for the Company from the Reserve Bank of India (RBI):
- (a) The Company has not been registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information, explanation and representation provided to us, the company has conducted Non-Banking Financial activities however is not required to be registered with RBI.
- (c) According to the information, explanation and representation provided to us, the company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India however is not required to be registered with RBI.
- (d) According to the information, explanation and representation provided to us and based on verification carried out by us, the group does not have CIC as part of the group. Accordingly, reporting on para 3(xvi)(d) of the order is not applicable.
- (xvii) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) During the year, the predecessor auditors resigned as statutory auditors of the Company. The predecessor statutory auditors have confirmed to us that they were not aware of reasons as to why we should not accept the statutory audit engagements of the Company.
- (xix) According to the information, explanation and representation provided to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other

information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) (a) There is no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects required a transfer to a Fund specified in Schedule VII to the companies Act in compliance with second proviso to sub section (5) of section 135 of the Act. Accordingly, reporting on para 3(xx)(a) of the order is not applicable.
- (b) There is no unspent amount towards Corporate Social Responsibility (CSR) in respect of ongoing projects requiring a transfer to a special account in compliance with sub-section (6) of section 135 of the Act. Accordingly, reporting on para 3(xx)(b) of the order is not applicable.
- (xxi) Reporting on paragraph 3 (xxi) is not applicable to the standalone financial statements.

For **Sharp & Tannan Associates**
Chartered Accountants
Firm's Registration no. 109983W
by the hand of

Tirtharaj Khot
Partner
Membership no.(F) 037457
UDIN: 22037457AMPAUD5043

Mumbai, 30 May 2022

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2 (F) under the heading, "Report on other legal and regulatory requirements" of our report on even date:

Report on the Internal Financial Controls

[under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")]

Opinion

We have audited the internal financial controls over financial reporting of Dhani Services Limited (formerly Indiabulls Ventures Limited) (hereinafter referred as "the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (hereinafter referred as "the guidance note") issued by the Institute of Chartered Accountants of India (hereinafter referred as "ICAI").

Managements and Board of Directors responsibility for internal financial controls

The Company's Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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 system over financial reporting.

Meaning of internal financial controls over financial reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Sharp & Tannan Associates

Chartered Accountants

Firm's Registration no. 109983W

by the hand of

Tirtharaj Khot

Partner

Membership no.(F) 037457

UDIN: 22037457AMPAUD5043

Mumbai, 30 May 2022

Standalone Balance Sheet

as at 31 March 2022

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

	Notes	As at 31 March 2022	As at 31 March 2021
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	5	4,030.49	6,089.55
(b) Other bank balances	6	2,067.81	6,860.15
(c) Loans	7	1,25,147.33	43,486.07
(d) Investments	8	4,95,176.47	4,81,768.05
(e) Other financial assets	9	304.87	1,085.32
		6,26,726.97	5,39,289.14
(2) Non-financial assets			
(a) Current tax assets (net)	10	2,324.52	1,891.03
(b) Deferred tax assets (net)	11	4,433.67	5,238.81
(c) Property, plant and equipment	12	71.73	79.60
(d) Other intangible assets	13	8.61	12.36
(e) Other non-financial assets	14	101.32	114.41
		6,939.85	7,336.21
		6,33,666.82	5,46,625.35
TOTAL ASSETS			
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Payables			
(i) Trade payables	15		
(ii) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than above		16.55	14.11
(ii) Other payables	16		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than above		324.03	139.15
(b) Borrowings (other than debt securities)	17	52,500.00	41,315.19
(c) Other financial liabilities	18	145.58	223.48
		52,986.16	41,691.93
(2) Non-financial Liabilities			
(a) Current tax liabilities (net)	19	11.14	-
(b) Provisions	20	83.61	74.32
(c) Other non-financial liabilities	21	265.06	378.13
		359.81	452.45
(3) Equity			
(a) Equity share capital	22	12,119.22	11,454.24
(b) Other equity	23	5,68,201.63	4,93,026.73
		5,80,320.85	5,04,480.97
		6,33,666.82	5,46,625.35
TOTAL LIABILITIES AND EQUITY			

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 **Sharp & Tannan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner
Membership No.: 037457

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: 30 May 2022

Place: London
Date: 30 May 2022

Place: Mumbai
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Standalone Statement of Profit and Loss

for the year ended 31 March 2022

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

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
I. Revenue from operations			
Interest income	24	4,361.08	2,436.95
Dividend income	25	11.62	500.37
Net gain on fair value changes	26	81.20	97.99
Total revenue from operations		4,453.90	3,035.31
II. Other income	27	232.05	503.69
III. Total income (I + II)		4,685.95	3,539.00
IV. Expenses			
Finance costs	28	4,516.65	3,470.79
Fees and commission expense	29	18.28	20.48
Impairment on financial assets	30	788.77	220.10
Employee benefits expenses	31	270.55	14.19
Depreciation and amortisation	32	21.88	19.38
Other expenses	33	842.31	577.65
Total expenses		6,458.44	4,322.59
V. Profit/(loss) before tax (III-IV)		(1,772.49)	(783.59)
VI. Tax expense:	34		
Income tax for earlier years		17.62	28.03
Deferred tax	11	681.35	863.38
		698.97	891.41
VII. Profit/ (loss) for the year (V+VI)		(2,471.46)	(1,675.00)
VIII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurement gain on defined benefit plans		3.86	0.60
(b) Fair value of equity instruments		1,251.41	151.82
(ii) Income-tax relating to items that will not be reclassified to profit or loss		(123.79)	(0.15)
Total other comprehensive income (net of taxes)		1,131.48	152.27
IX. Total comprehensive income for the year (VII+VIII)		(1,339.98)	(1,522.73)
X Earnings per equity share (in ₹):	35		
Basic		(0.44)	(0.31)
Diluted		(0.44)	(0.31)
Face value per equity share (₹)		2	2

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 **Sharp & Tannan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner
Membership No.: 037457

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: 30 May 2022

Place: London
Date: 30 May 2022

Place: Mumbai
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Standalone Statement of Cash Flows

for the year ended 31 March 2022

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

	For the year ended 31 March 2022	For the year ended 31 March 2021
A Cash flows from operating activities :		
Profit/ (loss) before tax	(1,772.49)	(783.59)
Adjustments for :		
Depreciation and amortisation	21.88	19.38
Profit on sale of property, plant and equipment (net)	-	(1.45)
Provision for employee benefits (net)	13.15	(9.21)
Impairment on financial assets	788.77	220.10
Sundry credit balances written back	(42.79)	(176.51)
Unrealised loss/(gain) on foreign exchange fluctuations	(23.39)	15.99
Gain on fair valuation of financial assets	(81.20)	(97.99)
Share based payment expense	(12.23)	(186.92)
Income from financial guarantees	(156.31)	(270.02)
	507.88	(486.63)
Operating Profit before working capital changes	(1,264.61)	(1,270.22)
Adjustments for:		
Increase in loans	-	(6.07)
Decrease/(increase) in other financial assets	4,784.02	(991.89)
Decrease/(increase) in other non-financial assets	13.09	235.51
Increase/(decrease) in trade payables	23.09	(70.98)
Increase/(decrease) in other payables	207.03	19.29
Increase/(decrease) in other financial liabilities	3.74	(25.91)
Increase/(decrease) in other non financial liabilities	43.25	(2,386.82)
	5,074.22	(3,226.87)
Cash generated from / (used in) operating activities	3,809.61	(4,497.09)
Income-tax (paid)/ refund received (net)	(439.97)	384.10
Net cash generated from/ (used in) operating activities	3,369.64	(4,112.99)
B Cash flows from investing activities :		
Purchase of property, plant and equipment and other intangible assets (including intangible assets under development and capital advances)	(10.26)	(16.11)
Proceeds from sale of property, plant and equipment	-	1.45
Proceeds from redemption of investments (net)	81.20	97.99
Investment in equity shares of subsidiaries	(7,650.90)	(3,716.57)
Inter-corporate deposits given to subsidiaries (net of repayments)	(81,637.87)	(30,035.74)
Net cash generated from/(used in) investing activities	(89,217.83)	(33,668.98)

Standalone Statement of Cash Flows (Contd.)

for the year ended 31 March 2022

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

	For the year ended 31 March 2022	For the year ended 31 March 2021
C Cash flows from financing activities		
Dividends paid (including amount transferred to investor education and protection fund)	(81.64)	(59.61)
Repayment of debt securities	-	(8,931.96)
Proceeds from borrowings (other than debt securities)	11,200.00	21,300.00
Repayment of borrowings (other than debt securities)	(15.19)	(9.56)
Purchase of treasury shares	(7,062.34)	(20,759.60)
Proceeds from issue of equity shares (including securities premium) (net of share issue expenses)	79,748.30	58,791.75
Net cash generated from/(used in) financing activities	83,789.13	50,331.02

	As at 31 March 2022	As at 31 March 2021
D Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(2,059.06)	12,549.05
E Cash and cash equivalents at the beginning of the year	6,089.55	(6,459.50)
F Cash and cash equivalents at the end of the year (D+E) (Refer Note - 2 below)	4,030.49	6,089.55

Notes:

1 The above of Cash Flows Statement 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.

2 Cash and cash equivalents at the end of the year include:

	As at 31 March 2022	As at 31 March 2021
Cash and cash equivalents (as per note - 5 to the financial statements)	4,030.49	6,089.55
Total cash and cash equivalents for statement of cash flows	4,030.49	6,089.55
(refer accounting policies for cash and cash equivalents)		

3 For disclosures relating to changes in liabilities arising from financing activities, refer note 38.

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 **Sharp & Tannan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner
Membership No.: 037457

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: 30 May 2022

Place: London
Date: 30 May 2022

Place: Mumbai
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Standalone Statement of Changes in Equity

for the year ended 31 March 2022

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

A Equity share capital (refer note - 22)									
Particulars	Balance as at 1 April 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2021	Changes during the year	Balance as at 31 March 2022				
Equity share capital	11,454.24	-	11,454.24	664.98	12,119.22				
B Other equity (refer note - 23)									
Particulars	Balance as at 1 April 2020	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2020	"Changes during the year"	"Balance as at 31 March 2021"				
Equity share capital	10,222.47	-	10,222.47	1,231.77	11,454.24				
Particulars	Treasury shares	Equity component of compulsory convertible debentures	Capital redemption reserve	Reserves and surplus		Equity instruments through other comprehensive income	Total		
				Securities premium	General reserve	Share options outstanding account	Retained earnings		
Balance as at 1 April 2020	(18,305.73)	1,30,719.26	4,933.69	3,10,103.58	3,381.78	8,215.57	18,553.20	164.19	4,57,765.54
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	-	(1,30,719.26)	-	1,88,421.55	-	-	-	-	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	4,98,509.63	3,381.78	4,531.14	20,419.81	316.01	4,93,026.73

Standalone Statement of Changes in Equity

for the year ended 31 March 2022

(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	General reserve	Share options outstanding account		
Balance as at 1 April 2021	(39,065.33)	-	4,933.69	4,98,509.63	3,381.78	4,531.14	20,419.81	4,93,026.73
Loss for the year	-	-	-	-	-	-	(2,471.46)	(2,471.46)
Other comprehensive income (net of tax)	-	-	-	-	-	-	2.89	1,131.49
Issue of equity shares	-	-	-	79,133.21	-	-	-	79,133.21
Expenses on issue of shares	-	-	-	(49.89)	-	-	-	(49.89)
Acquisition of own shares	(7,062.34)	-	-	-	-	-	-	-
Share based options for employees of subsidiaries	-	-	-	-	-	4,506.12	-	4,506.12
Share based payment expense	-	-	-	-	-	(12.23)	-	(12.23)
Balance as at 31 March 2022	(46,127.67)	-	4,933.69	5,77,592.95	3,381.78	9,025.03	17,951.24	5,68,201.63

(i) Dividend paid during the year ended 31 March 2022 is ₹ Nil per share (31 March 2021: ₹ Nil 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 Sharp & Tannan Associates
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner

Membership No.: 037457

Place: Mumbai
Date: 30 May 2022

Sameer Gehlaut
Chairman & CEO

DIN: 00060783

Place: London
Date: 30 May 2022

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Place: Mumbai
Date: 30 May 2022

Rajeev Lochan Agrawal
Chief Financial Officer

Place: Gurugram
Date: 30 May 2022

Lalit Sharma
Company Secretary

Place: Gurugram
Date: 30 May 2022

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

Note - 1

Nature of principal activities

"Dhani Services Limited ('DSL' or 'the Company', CIN: L74110DL1995PLC069631) (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 1/1 E, First Floor, East Patel Nagar, New Delhi – 110008.

"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 ('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 2022 were authorized and approved for issue by the Board of Directors on 30 May 2022.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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. 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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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 be availed after one year from the Balance Sheet date is estimated on 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 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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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) Operating leases

Leases in which the lessor does not transfer substantially all the risks and rewards of ownership of an asset to the lessee 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 compensates the lessor for expected inflationary costs.

n) 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
 - 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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

o) 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.

p) 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 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.

q) Earnings per share

Basic earnings per 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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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 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.

r) 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.

s) 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.

t) 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.

u) 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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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 Company considers whether a contract is, or contains a lease (the transition approach has been explained and disclosed in note 39). 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 Company 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.

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.

v) 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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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.

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.

w) Recent Accounting Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

- **Ind AS 103(Business Combinations) – Reference to Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian

Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

- **Ind AS 16 (Property, Plant & Equipment) – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

- **Ind AS 37 (Provisions, Contingent Liabilities & Contingent Assets) – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

- **Ind AS 109 (Financial Instruments) – Annual Improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its 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 2022

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

Note - 5	As at 31 March 2022	As at 31 March 2021
Cash and cash equivalents		
Cash on hand	0.08	0.08
Balance with banks		
- in current accounts	3,929.76	4,554.25
- in bank deposits with original maturity of less than 3 months, including interest accrued (refer note - 6(i))	100.65	1,535.22
	4,030.49	6,089.55
Note - 6	As at	As at
Other bank balances	31 March 2022	31 March 2021
Bank deposits with original maturity of more than 3 months (i)	1,925.97	6,636.67
In earmarked accounts:		
Unpaid dividend accounts	141.84	223.48
	2,067.81	6,860.15
(i) Bank deposits include:	As at	As at
	31 March 2022	31 March 2021
a. Deposits pledged with banks for overdraft facilities availed by the Company.	103.00	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	1,803.00	5,570.00
Note - 7	As at	As at
Loans (at amortised cost)	31 March 2022	31 March 2021
(i) Loans		
Loan to related parties ^(a)	1,25,147.33	43,486.07
Total - gross	1,25,147.33	43,486.07
Less: Impairment loss allowance	-	-
Total - net	1,25,147.33	43,486.07
(II) Loans outside India	796.98	741.07
Total (II)- Net	796.98	741.07
Total (I + II)	1,25,147.33	43,486.07

(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 2022

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

Note - 8 Investments	Face value per share	As at 31 March 2022		As at 31 March 2021	
		Number of shares	Amount	Number of shares	Amount
(At fair value through other comprehensive income)					
Investment in equity instruments (others)					
BSE Limited		55,350	1,567.51	55,350	316.10
Total (A)			1,567.51		316.10
(At cost)*					
In equity instruments (in subsidiaries)					
Dhani Stocks Limited (formerly known as Indiabulls Securities Limited) (Refer foot note - iii)	₹ 10.00	13,700,000	34,195.90	13,700,000	34,130.35
Indiabulls Investment Advisors Limited (Refer foot note - iii)	₹ 10.00	-	34.84	-	16.97
Indiabulls Distribution Services Limited (Refer foot note - iii)	₹ 10.00	50,000	66.56	50,000	66.56
Indiabulls Consumer Products Limited	₹ 10.00	50,000	5.00	50,000	5.00
Indiabulls Asset Reconstruction Company Limited	₹ 10.00	5,75,00,000	52,500.00	5,75,00,000	52,500.00
Indiabulls Infra Resources Limited	₹ 10.00	30,00,000	300.00	30,00,000	300.00
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) (Refer foot note - iii)	₹ 10.00	6,11,88,000	3,89,601.42	6,11,88,000	3,87,098.51
Pushpanjali Finsolutions Limited	₹ 10.00	60,10,000	2,115.52	60,10,000	2,115.52
Dhani Healthcare Limited (formerly Pushpanjali Fincon Limited) (Refer foot note - iii)	₹ 10.00	40,10,000	2,093.41	40,10,000	999.80
Gyansagar Buildtech Limited	₹ 10.00	1,10,000	105.05	1,10,000	105.05
Arbutus Constructions Limited	₹ 10.00	-	-	1,10,000	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
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	10,000	1.00
Transerv Limited	₹ 10.00	-	1,168.18	-	417.12
Devata Tradelink Limited	₹ 10.00	50,000	5.00	50,000	5.00
Euler Systems Inc.	\$ 0.00001	80,00,000	0.06	80,00,000	0.06
Dhani Limited	£ 1.00	1,10,70,002	11,371.40	36,70,002	3,715.51
Total (B)			4,93,729.01		4,81,677.05
Total gross C= (A)+(B)			4,95,296.52		4,81,993.15
Less: Impairment loss allowance (C)			(120.05)		(225.10)
Total net (B) -(C)			4,95,176.47		4,81,768.05
Investments in India			4,83,925.06		4,78,277.58
Investments outside India			11,371.46		3,715.57
Total gross			4,95,296.52		4,81,993.15
Less: Impairment loss allowance			(120.05)		(225.10)
Total net			4,95,176.47		4,81,768.05

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(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 2022	As at 31 March 2021
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%
Pushpanjli Finsolutions Limited	India	100%	100%
Dhani Healthcare Limited (formerly Pushpanjli 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%	100%
Devata Tradelink Limited	India	100%	100%
Euler Systems Inc.	USA	100%	100%
Dhani Limited	Jersey	100%	100%

§ 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) The Company has not traded or invested in Crypto currency or Virtual Currency during the current as well as in previous financial year.
- (ii) During the previous 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).
- (iii) 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:

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Name of subsidiary Companies	As at 31 March 2022	As at 31 March 2021
Indiabulls Distribution Services Limited	61.56	61.56
Dhani Loans and Services Limited	10,336.80	7,833.89
Indiabulls Investment Advisors Limited	34.84	16.97
Dhani Stocks Limited	216.57	75.90
Dhani Healthcare Limited	1,692.41	598.80
Transerv Limited	1,168.18	417.12
Total	13,510.36	9,004.24

- (iv) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction with the number of Layers) rules, 2017.
- (v) * Arbutus Constructions Limited has been strike off from the register of Companies (ROC) during the financial year 2021-22.

Note - 9 Other financial assets	As at 31 March 2022	As at 31 March 2021
(a) Loan notes and escrow receivable *		
Considered good	-	779.17
(b) Loan to employees	4.87	6.15
(c) Security deposits		
Unsecured		
(i) Deposits with stock exchanges, (unsecured, considered good)	300.00	300.00
	304.87	1,085.32

* During the year ended 31 March 2022, 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) was outstanding as at 31 March 2021 in the form of Loan Notes of the Moody's Group UK LTD and Escrow account. In current year the company has impaired these balances.

Note - 10 Current tax assets (net)	As at 31 March 2022	As at 31 March 2021
Advance Income-tax (including tax deducted at source) (net of provision for income-tax)	2,324.52	1,891.03
	2,324.52	1,891.03

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 11 Deferred tax assets (net)	As at 31 March 2022	As at 31 March 2021
Deferred tax assets:		
Disallowance under section 43(B) of the Income-tax Act, 1961	4.73	3.55
Disallowance under section 40A(7) of the Income-tax Act, 1961	16.31	15.16
Depreciation and amortisation	57.61	66.88
Financial assets measured at amortised cost	-	6.56
Impairment loss allowance	0.07	0.07
Share based payments	230.63	233.71
Tax losses carried forward	4,565.20	5,192.67
Total (A)	4,874.55	5,518.60
Deferred tax liability:		
Financial liabilities measured at amortised cost	316.21	279.79
Financial assets measured at amortised cost	1.86	-
Equity instruments through other comprehensive income	122.81	-
Total (B)	440.88	279.79
Deferred tax assets (net) C=(A)-(B)	4,433.67	5,238.81

Movement in deferred tax assets (net) for the year ended 31 March 2022

Particulars	As at 1 April 2021	Charged/ (credited) to statement of profit or loss	Charged/ (credited) to other comprehensive income	(Charged)/ credited to equity	As at 31 March 2022
Assets (net)					
Disallowance under section 43(B) of the Income-tax Act, 1961	3.55	(1.18)	-	-	4.73
Disallowance under section 40A(7) of the Income-tax Act, 1961	15.16	(2.13)	(0.98)	-	16.31
Depreciation and amortisation	66.88	9.27	-	-	57.61
Financial assets measured at amortised cost	6.56	8.42	-	-	(1.86)
Impairment loss allowance	0.07	-	-	-	0.07
Share based payments	233.71	3.08	-	-	230.63
Tax losses carried forward	5,192.67	627.47	-	-	4,565.20
Financial liabilities measured at amortised cost	(279.79)	36.42	-	-	(316.21)
Equity instruments through other comprehensive income	-	-	(122.81)	-	(122.81)
Total (net)	5,238.81	681.35	(123.79)	-	4,433.67

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Movement in deferred tax assets (net) for the year ended 31 March 2021

Particulars	As at 1 April 2020	Charged/ (credited) to statement of profit or loss	Charged/ (credited) to other comprehensive income	(Charged)/ credited to equity	As at 31 March 2021
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

Note - 12 Property, plant and equipment	Vehicles [^]	Office equipment	Computers	Total
Gross block				
Balance as at 1 April 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
Additions	-	-	10.26	10.26
Sales/adjustment	-	-	-	-
Balance as at 31 March 2022	119.57	0.84	13.93	134.34
Accumulated Depreciation				
Balance as at 1 April 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
Depreciation	15.52	0.21	2.40	18.13
Sales/adjustment	-	-	-	-
Balance as at 31 March 2022	57.52	0.84	4.25	62.61
Net block as at 31 March 2021	77.57	0.21	1.82	79.60
Net block as at 31 March 2022	62.05	-	9.68	71.73

Notes:

[^] Includes vehicles having carrying cost of ₹ Nil (31 March 2021 ₹ 30.45 lakh) which are hypothecated to banks against the respective loans.

There is no immovable property in the company at the end of 31 March 2022 and 31 March 2021.

Company has not revalued any property, plant and equipment during the FY 2021-22 and FY 2020-21

There is no CWIP in the Company and no project which has been suspended during the financial year ended 31 March 2022 and 31 March 2021.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 13 Intangible assets	Software	Total
Gross block		
Balance as at 1 April 2020	-	-
Additions	15.01	15.01
Sales/adjustment	-	-
Balance as at 31 March 2021	15.01	15.01
Additions	-	-
Sales/adjustment	-	-
Balance as at 31 March 2022	15.01	15.01
Accumulated amortisation		
Balance as at 1 April 2020	-	-
Amortisation	2.65	2.65
Balance as at 31 March 2021	2.65	2.65
Amortisation	3.75	3.75
Balance as at 31 March 2022	6.40	6.40
Net block as at 31 March 2021	12.36	12.36
Net block as at 31 March 2022	8.61	8.61

Note - 14 Other non-financial assets	As at 31 March 2022	As at 31 March 2021
Prepaid expenses	4.08	10.08
Balance with government authorities	58.73	92.28
Advance to suppliers	9.80	6.68
Others	28.71	5.37
	101.32	114.41

Note - 15 Trade payables	As at 31 March 2022	As at 31 March 2021
(a) Total outstanding due to micro enterprises and small enterprises(i)	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	16.55	14.11
	16.55	14.11

Trade Payables aging schedule

Particulars	As at 31 March 2022				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	16.55	-	-	-	16.55
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Particulars	As at 31 March 2021				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	14.06	0.05	-	-	14.11
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

- (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 2022	As at 31 March 2021
(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 - 16 Other payables	As at 31 March 2022	As at 31 March 2021
(a) Total outstanding due to micro enterprises and small enterprises ⁽ⁱ⁾	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	324.03	139.15
	324.03	139.15

- (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 2022	As at 31 March 2021
(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 2022

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

Note - 17	As at 31 March 2022	As at 31 March 2021
Borrowings (other than debt securities) (at amortised cost)		
Secured		
(a) Loans repayable on demand from banks		
- Bank overdraft ⁽ⁱ⁾	-	15.19
Unsecured		
(a) Term loans		
- from others ⁽ⁱⁱⁱ⁾	52,500.00	41,300.00
Total	52,500.00	41,315.19
Borrowings in India	52,500.00	41,315.19
Borrowings outside India	-	-
Total	52,500.00	41,315.19

- (i) In current year Vehicle loans are fully paid, these were 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 were repayable in equated monthly installments of 5 years.
- (ii) Unsecured term loans carry rate of interest of 10% per annum (31 March 2021 : 10%) and are repayable within 36 months from the date of disbursement of respective loans.
- (iii) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (iv) The company has utilized borrowed funds for the purpose for which same are availed.

Note - 18	As at 31 March 2022	As at 31 March 2021
Other financial liabilities		
Unpaid dividends ⁽ⁱ⁾	141.84	223.48
Others:		
Payable to related party	3.74	-
	145.58	223.48

- (i) In respect of amounts mentioned under Section 124 (5) of the Companies Act, 2013, the Company has credited ₹ 59.24 lakh (31 March 2021: ₹ 88.84 lakh) to the Investor Education and Protection Fund.

Note - 19	As at 31 March 2022	As at 31 March 2021
Current tax liabilities (net)		
Provision for taxation	11.14	-
	11.14	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 20 Provisions	As at 31 March 2022	As at 31 March 2021
For employee benefits		
Provision for gratuity (refer note - 40)	64.80	60.22
Provision for compensated absences	18.81	14.10
	83.61	74.32

Note - 21 Other non-financial liabilities	As at 31 March 2022	As at 31 March 2021
Guarantee liability	103.86	260.18
Statutory dues payables	161.20	117.95
	265.06	378.13

Note - 22 Equity share capital	As at 31 March 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
i. Authorised				
Equity shares of face value of ₹ 2 each	1,00,00,00,000	20,000.00	1,00,00,00,000	20,000.00
		20,000.00		20,000.00
ii. Issued				
Equity shares of face value of ₹ 2 each	60,09,99,104	12,019.98	52,71,14,892	10,542.30
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	89,48,806	98.44	8,29,09,118	912.00
	60,99,47,910	12,118.42	61,00,24,010	11,454.30
iii. Subscribed and paid up				
Equity shares of face value of ₹ 2 each fully paid up	60,09,99,104	12,019.98	52,71,14,892	10,542.30
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	89,48,806	98.44	8,28,23,994	911.07
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 0.80 paid up)	-	-	85,124	0.68
Amount paid up on shares forfeited	-	0.80	-	0.19
	60,99,47,910	12,119.22	61,00,24,010	11,454.24

*Forfeited no. of shares as on 31 March 2022 1,15,295 shares (31 March 2021 39,195 shares)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(All amounts 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 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	52,71,14,892	10,542.30	46,55,29,440	9,310.59
Add: Partly paid up shares converted into fully paid up shares	7,38,84,212	1,477.68	-	-
Add: Shares issued on conversion of CCDs	-	-	2,79,85,452	559.71
Add: Shares issued through preferential allotment	-	-	3,36,00,000	672.00
Balance at the end of the year	60,09,99,104	12,019.98	52,71,14,892	10,542.30

Equity shares, partly paid-up	As at 31 March 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	8,29,09,118	911.75	8,29,09,118	911.69
Add: Amount received on 2nd and final call	-	664.98	-	0.06
Less: Shares converted into fully paid up shares	(7,38,84,212)	(1,477.68)	-	-
Less: Shares forfeited	(76,100)	(0.61)	-	-
Balance at the end of the year	89,48,806	98.44	8,29,09,118	911.75

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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

vi. Shares held by Shareholders each holding more than 5% shares:

Name of the Shareholders	As at 31 March 2022		As at 31 March 2021	
	No. of shares held *	% of Holding	No. of shares held *	% of Holding
Sameer Gehlaut	3,42,52,493	5.62	3,42,52,493	5.61
Orthia Properties Private Limited	4,72,48,080	7.75	4,24,23,777	6.95
Orthia Constructions Private Limited	3,70,74,335	6.08	3,70,74,335	6.08
Zelkova Builders Private Limited	4,89,33,258	8.02	3,09,33,258	5.07
Tamarind Capital Pte Ltd*	N.A.	N.A.	8,67,70,833	14.22
Jasmine Capital Investments Pte Ltd*	N.A.	N.A.	5,30,29,167	8.69

* As on 31 March 2022, Tamarind Capital Pte Ltd. and Jasmine Capital Investments Pte Ltd. held less than 5% shares in the Company

vii. Shares reserved for issue under options:

10,270,600 equity shares (As at 31 March 2021: 9,972,800 equity shares) of face value of ₹ 2 each are reserved under various option schemes of the Company (Refer note - 43)

viii. The Company has not issued any bonus shares during the current year and five years immediately preceding current year.

ix. Shareholding of Promoters

Shares held by promoters at the end of the year				% Change during the year
S. No	Promoter name	No. of Shares	% of total shares	
1	Sameer Gehlaut	3,42,52,493	5.61	Nil
2	Zekova Builders Private Limited	4,89,33,258	8.02	2.95
3	Orthia Properties Private Limited	4,72,48,080	7.75	0.80
4	Orthia Constructions Private Limited	3,70,74,335	6.08	Nil
5	Inuus Properties Private Limited	1,70,00,000	2.79	Nil
6	Inuus Developers Private Limited	1,68,00,000	2.75	Nil
Total		20,13,08,166		

x. 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.

xi. 54,433 shares (31 March 2021: 54,433 shares) of face value of ₹ 2 per share represent the shares underlying GDRs. Each GDR represents one underlying equity share.

Note - 23 Other equity	As at 31 March 2022	As at 31 March 2021
Capital redemption reserve	4,933.69	4,933.69
Securities premium	5,77,592.95	4,98,509.63
General reserve	3,381.78	3,381.78
Share options outstanding account	9,025.03	4,531.14
Retained earnings	17,951.24	20,419.81
Equity instruments through other comprehensive income	1,444.61	316.01
Treasury shares	(46,127.67)	(39,065.33)
	5,68,201.63	4,93,026.73

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Nature and purpose of other reserve

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 2022

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

Note - 24 Interest income (on financial assets measured at amortised cost)	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income on inter-corporate loans	4,180.63	2,202.94
Interest income on fixed and other deposits	170.39	194.91
Other interest income	10.06	39.10
	4,361.08	2,436.95

Note - 25 Dividend income	For the year ended 31 March 2022	For the year ended 31 March 2021
Dividend income from subsidiary companies	-	490.96
Dividend income from others	11.62	9.41
	11.62	500.37

Note - 26 Net gain on fair value changes	For the year ended 31 March 2022	For the year ended 31 March 2021
Net gain on financial assets at fair value through profit or loss		
Gain on sale of investment in mutual funds	81.20	97.99
Total net gain on fair value changes	81.20	97.99
Fair value changes		
- Realised	81.20	97.99
- Unrealised	-	-
Total net gain on fair value changes	81.20	97.99

Note - 27 Other income	For the year ended 31 March 2022	For the year ended 31 March 2021
Income from financial guarantees	156.31	270.02
Interest on income tax refund	1.15	51.34
Gain on foreign exchange fluctuations	23.39	-
Excess provision for expenses written back	20.65	167.00
Sundry credit balances written back	22.14	9.51
Profit on sale of property, plant and equipment (net)	-	1.45
Miscellaneous income	8.41	4.37
	232.05	503.69

The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 28 Finance costs (on financial liabilities measured at amortised cost)	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest on borrowings		
Term loans	4,466.58	3,124.47
Bank overdraft	33.61	205.98
Vehicle loans	0.44	1.84
Interest on debt securities		
Liability component of compulsorily convertible debentures	-	82.55
Others		
Interest on taxes	2.93	43.20
Other borrowing costs	13.09	12.75
	4,516.65	3,470.79
Note - 29 Fees and commission expense	For the year ended 31 March 2022	For the year ended 31 March 2021
Membership and depository fee	18.28	20.48
	18.28	20.48
Note - 30 Impairment on financial assets	For the year ended 31 March 2022	For the year ended 31 March 2021
Provision for impairment on Investments	-	220.10
Impairment of loans	788.77	-
	788.77	220.10
Note - 31 Employee benefits expenses	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and wages	271.68	179.87
Contribution to provident and other funds	11.02	8.39
Share based payments expense/ (reversal) to employees	(12.23)	(186.92)
Staff welfare	0.09	12.85
	270.55	14.19
Note - 32 Depreciation and amortisation	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation on property, plant and equipment	18.13	16.73
Amortisation of intangible assets	3.75	2.65
	21.88	19.38

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 33 Other expenses	For the year ended 31 March 2022	For the year ended 31 March 2021
Rent ⁽ⁱ⁾	1.80	1.80
Electricity expenses ⁽ⁱ⁾	0.60	0.60
Printing and stationery	8.19	1.96
Rates and taxes	432.48	10.57
Software expense	0.15	1.79
Communication costs	6.52	5.84
Office maintenance	9.23	0.83
Director's sitting fee	27.00	22.00
Payment to statutory auditors ⁽ⁱⁱ⁾	69.55	36.00
Legal and professional charges	141.52	78.52
Travelling and conveyance	2.85	5.00
Business promotion	28.44	222.74
Corporate social responsibility expenses (refer note - 41)	107.00	159.42
Repairs and maintenance	0.92	0.23
Loss on fluctuation of foreign exchange	-	15.99
Miscellaneous expenses	6.06	14.36
	842.31	577.65

(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 2022	For the year ended 31 March 2021
Rent	1.80	1.80
Electricity expenses	0.60	0.60
	2.40	2.40

(ii) Auditor's remuneration (excluding goods and services tax):

	For the year ended 31 March 2022	For the year ended 31 March 2021
As auditor:		
For statutory audit and limited review	67.00	32.50
For certification and other services	2.55	3.50
	69.55	36.00

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 34 Tax expense	For the year ended 31 March 2022	For the year ended 31 March 2021
Tax expense		
Current tax	-	-
Income tax for earlier years	17.62	28.03
Deferred tax	681.35	863.38
Income-tax expense reported in the statement of profit and loss	698.97	891.41

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 2021: 25.17%) and the reported tax expense in profit or loss are as follows:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Accounting profit before tax expense	(1,772.49)	(783.59)
Income-tax rate	25.17%	25.17%
Expected tax expense	(446.10)	(197.21)
Tax effect of adjustments to reconcile expected Income-tax expense to reported Income-tax expense:		
Tax impact on deductions allowed under Income-tax	(13.63)	(47.76)
Tax impact of expenses which will never be allowed	1,144.01	1,058.01
Earlier years tax adjustments (net)	17.62	28.03
Impact of difference in tax rate on certain items	(2.93)	(5.05)
Deferred tax not recognised on temporary differences	-	55.39
Income-tax expense	698.97	891.41

Notes:

(ii) Detail of unused tax losses:

Expiry assessment year (as per Income-tax Act, 1961)	As at 31 March 2022	As at 31 March 2021
Tax losses		
1 April 2028 - 31 March 2029	18,770.03	18,770.03
1 April 2029 - 31 March 2030	1,859.21	1,862.02
1 April 2030 - 31 March 2031	5.79	-
Unabsorbed depreciation for indefinite period	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 35

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 2022	For the year ended 31 March 2021
Profit available for equity shareholders (₹ in lakh)	(2,471.46)	(1,675.00)
Basic/diluted earnings per equity share:		
Weighted-average number of equity shares for basic earnings per share	56,23,17,851	54,06,61,308
Effect of dilution:		
Add: Potential number of equity shares that could arise on exercise of employee stock options	63,54,070	65,83,434
Add: Potential number of equity shares that could arise on exercise of warrants	-	-
Weighted-average number of equity shares for diluted earnings per share	56,86,71,921	54,72,44,742
Face value of equity share (₹)	2.00	2.00
Earnings per equity share - basic (₹)	(0.44)	(0.31)
Earnings per equity share - diluted (₹)*	(0.44)	(0.31)

* Anti-dilutive since loss decreasing per equity share

Note - 36

Leases

The Company had leases for office building, with the exceptions 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 reclassifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 2022	For the year ended 31 March 2021
Short-term leases	1.80	1.80
Leases of low value assets	-	-
Variable lease payments	-	-

- B Total cash outflow for leases for the year ended 31 March 2022 was ₹ 1.80 lakh (previous year ₹ 1.80 lakh).
- C The Company has total commitment for short-term leases of ₹ Nil as at 31 March 2022 (as at 31 March 2021: ₹ Nil).
- D Future minimum lease payments of the Company is ₹ Nil.
- E Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2022 is of ₹ Nil (as at 31 March 2021: Nil).

Note - 37	As at 31 March 2022	As at 31 March 2021
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)}	2,730.24	2,839.53
- Corporate guarantee for loans taken by Subsidiary Companies ^(iv)	73,014.72	1,30,560.00

- (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.
- (ii) Demand pending u/s 143(3) read with section 153A of the Income-tax Act, 1961:-

	Financial Years	Authority	As at 31 March 2022	As at 31 March 2021
Disallowance under Income Tax Act, 1961	2010-11	CIT (Appeal)	90.97	90.97
Disallowance under Income Tax Act, 1961	2011-12	ITAT	33.02	33.02
Disallowance under Income Tax Act, 1961	2012-13	ITAT	4.21	4.21
Disallowance under Income Tax Act, 1961	2013-14	ITAT	43.33	43.33
Disallowance under Income Tax Act, 1961	2014-15	ITAT	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	ITAT	67.17	67.17

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

(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	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 file with CIT (Appeal) against the said order.

(iv) Total guarantee of ₹ 263,900 lakh (as at 31 March 2021: ₹ 263,900 lakh) has been shown to the extent of outstanding term loan of ₹ 73,014.72 lakh (as at 31 March 2021: ₹ 130,560.00 lakh)

Note - 38

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 2020	9,058.77	28,290.39	-	37,349.16
Cash flows:				
- 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
Cash flows:				
- Proceeds	-	11,200.00	-	11,200.00
- Repayment	-	(15.19)	-	(15.19)
Non cash:				
- Amortisation of upfront fees	-	-	-	-
- Others	-	-	-	-
Balance as at 31 March 2022	-	52,500.00	-	52,500.00

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 39

Operating segments

The Company's operations and business activities fall within a single business segment of financing and making strategic investments and as such no separate information is required to be furnished in terms of Ind-AS 108, Operating Segments. Further, the Company is operating in India which is considered as a single geographical segment.

Note - 40

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 2022	For the year ended 31 March 2021
Contribution made to Employees' Provident Fund Organisation	6.00	4.33
Contribution to Labour Welfare Fund	-	0.01
Contribution to Employees' National Pension Scheme	5.02	4.05
	11.02	8.39

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 2022

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

Amount recognised in the balance sheet is as under:

Particulars	As at 31 March 2022	As at 31 March 2021
Present value of obligation	64.80	60.22
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	64.80	60.22
Expected contribution for the next Annual reporting period	9.85	8.90

Amount recognised in the statement of profit and loss is as under:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	2.51	4.52
Past service cost including curtailment gains/losses	-	-
Interest cost on defined benefit obligation	2.24	3.63
Interest income on plan assets	-	-
Net impact on profit (before tax)	4.75	8.15

Amount recognised in the other comprehensive income:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Actuarial gain recognised during the year	4.59	0.60

Movement in the present value of defined benefit obligation recognised in the balance sheet is as under:

Particulars	As at 31 March 2022	As at 31 March 2021
Present value of defined benefit obligation as at the beginning of year	60.22	52.68
Current service cost	2.51	4.52
Interest cost	2.24	3.63
Past service cost including curtailment gains/losses	-	-
Benefits paid	(0.97)	-
Actuarial loss/(gain) on obligation		
Actuarial gain on arising from change in demographic assumption	-	-
Actuarial (gain)/loss on arising from change in financial assumption	(2.39)	0.03
Actuarial gain on arising from experience adjustment	(2.20)	(0.64)
Present value of defined benefit obligation as at the end of the year	59.41	60.22

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Actuarial assumptions

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Discounting rate	7.18%	6.79%
Future salary increase	5.00%	5.00%
Retirement age (years)	60	60
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)	15.17	15.8

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 2022	For the year ended 31 March 2021
Impact of the change in discount rate		
Present value of obligation at the end of the year	59.41	60.22
- Impact due to increase of 0.50 %	(3.22)	(3.19)
- Impact due to decrease of 0.50 %	3.44	3.42
Impact of the change in salary increase		
Present value of obligation at the end of the year	59.41	60.22
- Impact due to increase of 0.50 %	3.50	3.46
- Impact due to decrease of 0.50 %	(3.30)	(3.26)

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 2022	As at 31 March 2021
0 to 1 year	1.20	1.22
1 to 2 year	1.01	0.91
2 to 3 year	1.01	0.91
3 to 4 year	1.03	0.92
4 to 5 year	1.04	0.93
5 to 6 year	1.06	0.95
6 year onwards	58.46	54.38

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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 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. Expense of provision of ₹ 4.71 lakh (previous year reversal of provision of ₹ 15.87 lakh) for the year have been done on the basis of actuarial valuation at the year end and debited (previous year credited) to the statement of profit and loss.

Note - 41

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 to spend a sum of ₹ 1.07 lakh (previous year ₹ 159.42 lakh) towards CSR activities during the year ended 31 March 2022. The details of amount actually spent by the Company are:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Gross amount required to be spent by the Company	107.00	159.42
(b) Amount spent on		
- Construction/acquisition of any asset	-	-
- Any other purpose other than above *	107.00	159.42
- Yet to be paid	-	-
	107.00	159.42

*Contribution towards donation/corpus fund paid to Indiabulls Foundation

Note - 42

The Holding Company was carrying on the business of stock broking which was demerged during the financial year 2019-20. Accordingly, as at and during the year ended 31 March 2021 and 2022, the financial assets of the Holding Company are more than fifty percent of its total assets and it's income from financial assets is 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). The management is of the view that basis of their present business operations and financials, the Holding Company qualifies to fall under the category of an unregistered CIC and has written to RBI for their views in this regard, response to which is still awaited, the management is also of the view that the possible non compliance with such requirement is not expected to have a material impact on the accompanying financial results.

Note - 43

Employee stock option schemes:

The employees of the Company have been granted option as per the existing schemes of Dhani Services Limited (formerly known as Indiabulls Ventures Limited). On exercise, the employees will be allotted shares of the Company.

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

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

benefit scheme viz. the “Dhani Services Limited - Employee Stock Benefit Scheme – 2020” (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 9,300,000 lying in the Trust have been appropriated towards the Scheme for grant of Employees Stock Options (ESOPs) and 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.

The Company has granted 35,00,000 and 1,82,00,000 employees stock options under DSL ESOP-2008 and DSL ESOP-2009 schemes respectively. Detail of same is as below:

Name of Scheme	DSL ESOP - 2008		DSL ESOP - 2009	
No. of options granted	18,00,000	17,00,000	84,00,000	98,00,000
Exercise price (₹)	68	150	150	68

B. Employees Stock Options Schemes:

(i) Employees Stock Option Scheme - 2008 (DSL ESOP - 2008)

Total options under the scheme (Nos.)	DSL ESOP - 2008			
	2,00,00,000			
Options granted (Nos.)	97,00,000	8,80,600	18,00,000	17,00,000
	(Regrant)	(Regrant)	(Regrant)	(Regrant)
Vesting period and percentage	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year
Vesting date	2nd July each year, commencing 2 July 2017	25th March each year, commencing 25 March 2019	25th February each year, commencing 25 February 2023	01st April each year, commencing 01 April 2022
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 (₹)	24.15	254.85	68	150
Outstanding at the beginning of 1 April 2020 (Nos.)	46,39,200	5,15,800	-	-
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	14,400	4,29,000	-	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	46,24,800	86,800	-	-
Vested and exercisable as at 31 March 2021 (Nos.)	26,97,000	-	-	-
Remaining contractual life (weighted months)	54	73	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Total options under the scheme (Nos.)	DSL ESOP - 2008			
	2,00,00,000			
Outstanding at the beginning of 1 April 2021 (Nos.)	46,24,800	86,800	-	-
Granted/ regranted during the year (Nos.)	-	-	18,00,000	17,00,000
Forfeited during the year (Nos.)	30,000	59,400	-	17,00,000
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2022 (Nos.)	45,94,800	27,400	18,00,000	-
Vested and exercisable as at 31 March 2022 (Nos.)	45,94,800	-	-	-
Remaining contractual life (weighted months)	42	72	95	-

Weighted average exercise price of share during the year ended 31 March 2022: Not applicable (31 March 2021: Not Applicable).

(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.)	2,00,00,000	2,00,00,000	2,00,00,000	2,00,00,000
Options granted (Nos.)	20,50,000	95,00,000	1,00,00,000	6,69,400
		(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 2020 (Nos.)	50,000	30,97,600	88,31,900	1,79,400
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	5,72,000	61,46,300	1,79,400
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2021 (Nos.)	50,000	25,25,600	26,85,600	-
Vested and exercisable as at 31 March 2021 (Nos.)	50,000	12,62,800	-	-

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009	DSL ESOP - 2009
Remaining contractual life (Weighted Months)	48	55	71	-
Outstanding at the beginning of 1 April 2021 (Nos.)	50,000	25,25,600	26,85,600	-
Granted/ regranted during the year (Nos.)	-	-	-	-
Forfeited during the year (Nos.)	-	24,000	13,88,800	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Outstanding as at 31 March 2022 (Nos.)	50,000	25,01,600	12,96,800	-
Vested and exercisable as at 31 March 2022 (Nos.)	50,000	25,01,600	-	-
Remaining contractual life (Weighted Months)	36	43	65	-

	DSL ESOP - 2009	DSL ESOP - 2009
Total options under the Scheme (Nos.)	2,00,00,000	2,00,00,000
Options granted (Nos.)	98,00,000	84,00,000
	(Regrant)	(Regrant)
Vesting period and percentage	Five years, 20% each year	Five years, 20% each year
Vesting date	25th February each year, commencing 25 February 2023	01st April each year, commencing 01 April 2022
Exercisable period	5 years from each vesting date	5 years from each vesting date
Exercise price (₹)	68.00	150.00
Outstanding at the beginning of 1 April 2020 (Nos.)	-	-
Granted/ regranted during the year (Nos.)	-	-
Forfeited during the year (Nos.)	-	-
Exercised during the year (Nos.)	-	-
Expired during the year (Nos.)	-	-
Outstanding as at 31 March 2021 (Nos.)	-	-
Vested and exercisable as at 31 March 2021 (Nos.)	-	-
Remaining contractual life (Weighted Months)	-	-
Outstanding at the beginning of 1 April 2021 (Nos.)	-	-
Granted/ regranted during the year (Nos.)	98,00,000	84,00,000
Forfeited during the year (Nos.)	-	84,00,000
Exercised during the year (Nos.)	-	-
Expired during the year (Nos.)	-	-
Outstanding as at 31 March 2022 (Nos.)	98,00,000	-
Vested and exercisable as at 31 March 2022 (Nos.)	-	-
Remaining contractual life (Weighted Months)	95	-

Weighted average exercise price of share during the year ended 31 March 2022: Not applicable (31 March 2021: Not applicable)

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

(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.

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.)	1,05,00,000
Options granted (Nos.)	1,04,00,000
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
Outstanding at the beginning of 1 April 2020 (Nos.)	-
Granted during the year (Nos.)	1,04,00,000
Forfeited during the year (Nos.)	-
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Outstanding as at 31 March 2021 (Nos.)	1,04,00,000
Vested and exercisable as at 31 March 2021 (Nos.)	-
Remaining contractual life (Weighted Months)	77
Outstanding at the beginning of 1 April 2021 (Nos.)	1,04,00,000
Granted during the year (Nos.)	-
Forfeited during the year (Nos.)	-
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Outstanding as at 31 March 2022 (Nos.)	1,04,00,000
Vested and exercisable as at 31 March 2022 (Nos.)	34,66,667
Remaining contractual life (Weighted Months)	65.00

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

(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 Trust, in compliance with the "SBEB Regulations", is authorised to purchase upto an aggregate of 93,00,000 (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 appropriated 93,00,000 fully paid up equity shares of the Company purchased by the Trust under the Scheme.

	DSL-ESBS 2019
Total options under the Scheme (Nos.)	93,00,000
Options granted (Nos.)	93,00,000
Vesting period and percentage	Three years, 33.33% each year
Vesting date	7th April each year, commencing 7 April 2021
Exercisable period	5 years from each vesting date
Exercise price (₹)	250
Outstanding as at 1 April 2021 (Nos.)	-
Granted/ regranted during the year (Nos.)	93,00,000
Exercised during the year (Nos.)	-
Expired during the year (Nos.)	-
Surrendered and eligible for re-grant during the year (Nos.)	-
Outstanding as at 31 March 2022 (Nos.)	93,00,000
Vested and exercisable as at 31 March 2022 (Nos.)	NA
Remaining contractual life (Weighted Months)	NA
Remaining contractual life (Weighted Months)	-

(v) Dhani Services Limited - Employee Stock Benefit Scheme 2021 ("Scheme") ("DSL-ESBS 2021").

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 06 March 2021; and (b) a special resolution of the shareholders' of the Company passed through postal ballot on 15 April 2021, result of which were declared on 16 April 2021.

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 2022

(All amounts 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 1,05,00,000 (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 not granted any options/ SARs under the said Scheme as at 31 March 2022.

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			
	97,00,000	8,80,600	18,00,000	17,00,000
	Options Regranted	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	24.15	254.85	68.00	150.00
2. Expected volatility *	42.97%	47.15%	69.05%	69.18%
3. Option Life (Weighted Average) (in years)	6	6	6	6
4. Expected Dividends yield	10.82%	1.10%	1.01%	1.26%
5. Risk Free Interest rate	7.45%	7.56%	5.50%	5.25%
6. Fair value of the options (₹)	4.31	130.05	34.58	89.98

	DSL ESOP - 2009			
	20,50,000	95,00,000	1,00,00,000	6,69,400
	Options Regranted	Options Regranted	Options Regranted	Options Regranted
1. Exercise price (₹)	31.35	16	219.65	254.85
2. Expected volatility *	48.96%	40.74%	46.70%	47.15%
3. Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil
4. Expected Dividends yield	6.86%	16.33%	1.27%	1.10%
5. Risk Free Interest rate	8.05%	7.45%	6.54%	7.56%
6. Fair value of the options (₹)	9.39	1.38	106.31	130.05

* The expected volatility was determined based on historical volatility data.

	DSL ESOP – 2009		DSL-ESBS 2020	DSL-ESBS 2019
	98,00,000	84,00,000	93,00,000	1,04,00,000
	Options	Options	SARs	SARs
1. Exercise price (₹)	68	150.00	250	250
2. Expected volatility *	69.05%	69.18%	76.57%	68.45%
3. Expected forfeiture percentage on each vesting date	6	6	Nil	Nil
4. Expected dividends yield	1.01%	1.26%	1.26%	1.71%
5. Risk free interest rate	5.50%	5.25%	4.36%	4.17%
6. Fair value of the options (₹)	34.58	89.98	65.82	55.49

* The expected volatility was determined based on historical volatility data.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

D. Share based payment expense:

The Company has reversed Share based payments expense to employees of ₹ (12.23) lakh (31 March 2021: ₹ (186.92) lakh expense) in the statement of Profit and loss for the year ended 31 March 2022.

Note - 44

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
	Pushpanjali Finsolutions Limited
	Arbutus Constructions Limited *
	Gyansagar Buildtech Limited
	Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)
	Dhani Healthcare Limited (formerly Pushpanjali Fincon Limited)
	Indiabulls Assets Reconstruction Company Limited Group
	Indiabulls Alternate Investments Limited
	Evinos Buildwell Limited
	Evinos Developers Limited
	Savren Medicare Limited (formerly Savren Buildwell Limited)
	Krathis Buildcon Limited
	Krathis Developers Limited
	Transerv Limited (formerly Transerv Private Limited)
	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 LTD (Incorporated in United Kingdom) (from 19 February 2021)
	Dhani Health Middle East FZ LLC (Incorporated in UAE) (from 2 March 2021)

* Arbutus Constructions Limited has been strike off from the register of Companies (ROC) during the financial year 2021-22.

The Company has not entered into any transactions with struck off Companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

(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 / 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
 - 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. Alok Misra, Independent Director (till 27 August 2020)
 - Mr. Shyam Lal Bansal, Independent Director (till 27 August 2020)
 - Mrs. Rekha Gopal Warriar (w.e.f. 27 August 2019 and till 23 May 2020)
 - Mr. Mohanbir Singh Sawhney (w.e.f. 7 December 2021)
 - Mr. Sandeep Narhar Kadam (w.e.f. 7 December 2021)

- (ii) Person exercising significant influence
- Mr. Sameer Gehlaut (Non executive chairman (till 24 September 2020) and Promoter)

During the previous year, Mr. Divyesh B. Shah 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 2022

(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 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Income								
i. Brokerage income	-	-	0.05	-	-	-	0.05	-
ii. Dividend income	-	490.96	-	-	-	-	-	490.96
iii. Interest income on inter corporate loans	4,180.63	2,202.94	-	-	-	-	4,180.63	2,202.94
iv. Income from Financial Guarantee	156.31	-	-	-	-	-	156.31	-
Expenses								
i. Reimbursement of expenses paid	2.40	2.40	-	-	-	-	2.40	2.40
ii. Compensation to Key Management Personnel								
- Short term employee benefits	-	-	39.24	42.25	-	-	39.24	42.25
- Post employment benefits-gratuity	-	-	(0.24)	0.26	-	-	(0.24)	0.26
- Other long-term employee benefits-compensated absences	-	-	0.24	(19.97)	-	-	0.24	(19.97)
- Share based expenses	-	-	(219.68)	(194.80)	-	-	(219.68)	(194.80)
- Sitting fees	-	-	27.00	22.00	-	-	27.00	22.00
Finance								
i. Inter corporate loans given (Maximum balance outstanding during the year)	1,59,898.45	65,655.80	-	-	-	-	1,59,898.45	65,655.80
ii. Inter corporate loans taken (Maximum balance outstanding during the year)	-	-	10,161.64	-	-	-	10,161.64	-
Investment								
i. Investment in equity shares of subsidiary companies	7,655.89	3,715.51	-	-	-	-	7,655.89	3,715.51
ii. Investment in equity shares on conversion of compulsory convertible debentures	-	40,000.00	-	-	-	-	-	40,000.00

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 44
Related party disclosures (continued)

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
	(c) Transactions with related parties during the year (continued)							
Contingent Liability								
i. Corporate guarantees given on behalf of subsidiary companies	20,000.00	20,000.00	-	-	-	-	20,000.00	20,000.00
ii. Reduction of corporate guarantees on account of repayment of loan by subsidiary / guaranteee released by bank *	57,545.28	77,170.00	-	-	-	-	57,545.28	77,170.00

* Guarantee released by bank ₹ Nil (previous year ₹ 126,700.00 lakh) and reduction of guarantee on account of repayment of loan by ₹ 57,545.28 lakh (previous year ₹ 77,170 lakh).

(d) Balance outstanding as at 31 March 2022:

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
	Inter-corporate loans given (unsecured)	1,25,108.45	43,486.07	-	-	-	-	1,25,108.45
Corporate guarantees given to third parties on behalf of subsidiary companies	73,014.72	1,30,560.00	-	-	-	-	73,014.72	1,30,560.00
Payable for reimbursement of expenses	3.74	-	-	-	-	-	3.74	-

Amount presented in brackets represent liabilities.

(d) Loans and advances to specified persons as at 31 March 2022:

Type of Borrower	Amount of loan or advance in the nature of outstanding As at 31 March 2022
Promoter	-
Directors	-
KMPS	-
Related Parties	1,25,108.45

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 45

Financial instruments

A Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at 31 March 2022	As at 31 March 2021
Financial assets measured at fair value			
Investments* measured at fair value through other comprehensive income	Note - 8	1,567.51	316.10
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 5	4,030.49	6,089.55
Bank balance other than cash and cash equivalents	Note - 6	2,067.81	6,860.15
Loans	Note - 7	1,25,147.33	43,486.07
Security deposits	Note - 9	300.00	300.00
Other financial assets	Note - 9	4.87	785.32
Total		1,33,118.01	57,837.19
Financial liabilities measured at amortised cost			
Trade payables	Note - 15	16.55	14.11
Other payables	Note - 16	324.03	139.15
Borrowings (other than debt securities) (including interest accrued)	Note - 17	52,500.00	41,315.19
Other financial liabilities	Note - 18	145.58	223.48
Total		52,986.16	41,691.93

* 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					
Quoted equity investment in BSE Limited	31 March 2022	1,567.51	-	-	1,567.51
	31 March 2021	316.10	-	-	316.10

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(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 2022		As at 31 March 2021	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	4,030.49	4,030.49	6,089.55	6,089.55
Bank balance other than cash and cash equivalents	2,067.81	2,067.81	6,860.15	6,860.15
Loans	1,25,147.33	1,25,147.33	43,486.07	43,486.07
Security deposits	300.00	300.00	300.00	300.00
Other financial assets	4.87	4.87	785.32	785.01
Total	1,31,550.50	1,31,550.50	57,521.09	57,520.78
Financial liabilities				
Trade payables	16.55	16.55	14.11	14.11
Other payables	324.03	324.03	139.15	139.15
Debt securities (including interest accrued)	-	-	-	-
Borrowings (other than debt securities) (including interest accrued)	52,500.00	52,500.00	41,315.19	41,315.19
Other financial liabilities	145.58	145.58	223.48	223.48
Total	52,986.16	52,986.16	41,691.93	41,691.93

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:

- (i) 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.
- (ii) The fair values of the Company's 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 2022

(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 2022

(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 2022	As at 31 March 2021
(i) Low credit risk		
Cash and cash equivalents	4,030.49	6,089.55
Other bank balances	2,067.81	6,860.15
Loans	1,25,147.33	43,486.07
Investments	1,567.51	316.10
Security deposits	300.00	300.00
Other financial assets	4.87	785.32
(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 2022

*(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 2022	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	4,030.49	-	4,030.49
Other bank balances	2,067.81	-	2,067.81
Loans	1,25,147.33	-	1,25,147.33
Investments	1,567.51	-	1,567.51
Security deposits	300.00	-	300.00
Other financial assets	4.87	-	4.87

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
Security deposits	300.00	-	300.00
Other financial assets	785.32	-	785.32

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables
Loss allowance on 1 April 2020	-
Impairment loss recognised during the year	-
Write - offs	-
Loss allowance on 31 March 2021	-
Impairment loss recognised during the year	-
Write - offs	-
Loss allowance on 31 March 2022	-

c) Concentration of financial assets

Loans and 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 2022

(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 2022	Total facility	Drawn	Undrawn
- Expiring within one year	-	-	-
- Expiring beyond one year	60,000.00	52,500.00	7,500.00
Total	60,000.00	52,500.00	7,500.00

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	1,01,000.00	41,300.00	59,700.00

(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 2022	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	4,030.49	-	-	4,030.49
Other bank balances	2,067.81	-	-	2,067.81
Loans	1,25,147.33	-	-	1,25,147.33
Investments	-	-	4,95,176.47	4,95,176.47
Other financial assets	4.87	300.00	-	304.87
Total undiscounted financial assets (A)	1,31,250.50	300.00	4,95,176.47	6,26,726.97
Non-derivatives				
Debt Securities	-	-	-	-
Borrowings (other than debt securities)	17,500.00	35,000.00	-	52,500.00
Trade payables	16.55	-	-	16.55
Other payables	324.03	-	-	324.03
Other financial liabilities	145.58	-	-	145.58
Total undiscounted financial liabilities (B)	17,986.16	35,000.00	-	52,986.16
Net undiscounted financial assets/ (liabilities) (A) - (B)	1,13,264.34	(34,700.00)	4,95,176.47	5,73,740.81

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

As at 31 March 2021	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	6,090.77	-	-	6,090.77
Other bank balances	6,967.65	-	-	6,967.65
Loans	-	43,486.07	-	43,486.07
Investments	-	-	4,81,993.15	4,81,993.15
Other financial assets	785.32	300.00	-	1,085.32
Total undiscounted financial assets (A)	13,843.74	43,786.07	4,81,993.15	5,39,622.96
Non-derivatives				
Borrowings (other than debt securities)	4,141.43	45,856.66	-	49,998.09
Trade payables	14.11	-	-	14.11
Other payables	139.15	-	-	139.15
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)	4,81,993.15	4,89,248.13

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 2022	USD	75.91	-	-
Loans to foreign subsidiary company	31 March 2022	USD	75.91	10.50	796.97
Loan notes and escrow receivable	31 March 2021	USD	73.50	10.74	789.24
Loans to foreign subsidiary company	31 March 2021	USD	73.50	10.08	740.88

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

(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 2022	For the year ended 31 March 2021
USD sensitivity		
INR/USD- increase by 5.70% (31 March 2021: 5.70%)*	45.43	87.22
INR/USD- decrease by 5.70% (31 March 2021: 5.70%)*	(45.43)	(87.22)

* 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 2022, the Company is exposed to variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	As at 31 March 2022	As at 31 March 2021
Variable rate liabilities		
Borrowings (other than debt securities)	-	-
Fixed rate liabilities		
Debt securities	-	-
Borrowings (other than debt securities)	52,500.00	41,315.19
Total	52,500.00	41,315.19

Sensitivity

Below is the sensitivity of profit or loss in interest rates.

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest sensitivity*		
Interest rates – increase by 1%	-	-
Interest rates – decrease by 1%	-	-

* 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.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

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.

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 2022	As at 31 March 2021
Quoted equity instruments		
Value per share – increase by 26% (31 March 2021: 26%)	407.55	82.19
Value per share – decrease by 26% (31 March 2021: 26%)	(407.55)	(82.19)

Note - 46

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 2022	As at 31 March 2021
Net debt*	48,469.51	35,225.64
Total equity	5,80,320.85	5,04,480.97
Debt to equity ratio	0.08	0.07

* Net debt includes debt securities + Borrowings (other than debt securities) - interest accrued-cash and cash equivalents

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 47

Accounting Ratios

ASSETS	As at 31 March 2022			As at 31 March 2021			Variance (%)*
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
Current Ratio [Current Assets/ Current Liabilities]	8,727.69	845.97	10.32	15,926.05	829.19	19.21	(46.29)
Debt-Equity Ratio [Debt/ Equity]	48,469.51	5,80,320.85	0.08	35,225.64	5,04,480.97	0.07	19.62
Debt Service Coverage Ratio [PBIDT+ exceptional items) / (Interest+ Principal repayment]	2,766.04	4,528.91	0.61	2,706.58	12,369.11	0.22	179.11
Return on Equity Ratio [(PAT + exceptional items)/(Total op. Equity+Total cl. Equity)/2]	(2,471.46)	5,42,400.91	(0.005)	(1,675.00)	4,86,234.49	(0.003)	32.27
Inventory turnover ratio [Consumption / (op. Inventory+cl. Inventory)/2]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Trade Receivables turnover ratio [Sales / (op. receivable+cl. Receivables)/2]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Trade payables turnover ratio [Consumption/(op.payables+cl. Payables)]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Net capital turnover ratio [Total Operational Revenue/ Working Capital]	4,453.90	7,881.72	0.57	3,035.31	15,096.86	0.20	181.06
Net profit ratio [PAT before exceptional items/ Revenue from Operation]	(2,471.46)	4,453.90	(0.555)	(1,675.00)	3,035.31	(0.552)	0.55
Return on Capital employed [PBIT before exceptional items/ Total capital employed (NW- DTA+debt+DTL)]	2,744.16	6,28,387.18	0.004	2,687.20	5,40,557.35	0.005	(12.15)
Return on investment [ROI=Income received on Investment/ Investment outside the group]	11.62	1,567.51	0.01	9.41	316.10	0.03	(75.10)

*Reason for variance over 25%

Current Ratio: This is mainly due decrease in cash and cash equivalents and other bank balances which has been utilised in business during the current financial year.

Debt Service Coverage Ratio: This is increased due to loan (debt securities) paid during the last financial year.

Return on Equity Ratio: This is due to increase in loss in comparison to last financial year.

Net Capital Turnover Ratio: This is due to increase in operational revenue over 33% with reduced working capital.

Return on Investment: Income on investment is not increased in proportion to increase in investment.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Note - 48

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 2022		As at 31 March 2021	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Financial assets				
Cash and cash equivalents	4,030.49	-	6,089.55	-
Other bank balances	2,067.81	-	6,860.15	-
Loans	1,25,147.33	-	-	43,486.07
Investments	-	4,95,176.47	-	4,81,768.05
Other financial assets	4.87	300.00	785.32	300.00
	1,31,250.50	4,95,476.47	13,735.02	5,25,554.12
Non-financial assets				
Current tax assets (net)	-	2,324.52	-	1,891.03
Deferred tax assets (net)	-	4,433.67	-	5,238.81
Property, plant and equipment	-	71.73	-	79.60
Other intangible assets	-	8.61	-	12.36
Other non-financial assets	101.32	-	114.41	-
	101.32	6,838.53	114.41	7,221.80
TOTAL ASSETS	1,31,351.82	5,02,315.00	13,849.43	5,32,775.92
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	16.55	-	14.11	-
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	324.03	-	139.15	-
Borrowings (other than debt securities)	17,500.00	35,000.00	10.62	41,304.57
Other financial liabilities	145.58	-	223.48	-
	17,986.16	35,000.00	387.36	41,304.57

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

Non-financial liabilities				
Current tax liabilities (net)	11.14	-	-	-
Provisions	1.51	82.10	1.51	72.81
Other non-financial liabilities	228.34	36.72	274.27	103.86
	240.99	118.82	275.78	176.67
TOTAL LIABILITIES	18,227.15	35,118.82	663.14	41,481.24
Net equity	1,13,124.67	4,67,196.18	13,186.29	4,91,294.68

Note - 49

Benami Property

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note - 50

Guarantee, security or the like on behalf of the Ultimate Beneficiaries

- (i) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note - 51

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 2022	31 March 2021	31 March 2022	31 March 2021
Indiabulls Distribution Services Limited	-	11,893.00	-	-
Dhani Stocks Limited (formerly Indiabulls Securities Limited)	-	5,510.00	-	-
Pushpanjli Finsolutions Limited	-	-	-	-
Krathis Buildcon Limited	461.25	-	441.25	-
Krathis Developers Limited	333.40	-	321.40	-
Transerv Limited	19,450.00	-	19,450.00	-
Dhani Healthcare Limited (formerly Pushpanjli Fincon Limited)	1,38,723.00	47,322.00	1,03,965.00	42,562.00
Jwala Technology Systems Private Limited	172.70	200.00	172.70	183.00
Euler Systems, Inc	758.10	730.80	796.98	741.07

All above loans have been given for business purpose.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2022

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

(ii) Guarantees given on behalf of subsidiaries:

Name of the Subsidiary	Guarantees given during the year		Balance outstanding as at *	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited)	20,000.00	20,000.00	73,014.72	1,30,560.00

* 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

Note - 52

The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

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 behaviour 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, 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.

Note - 54

Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current year's classification/ disclosure.

For **Sharp & Tannan Associates**
Chartered Accountants
Firm Registration No. 109983W

For and on behalf of the Board of Directors

Tirtharaj Khot
Partner

Sameer Gehlaut
Chairman & CEO

Divyesh B. Shah
Whole Time Director
Chief Operating Officer
DIN: 00010933

Rajeev Lochan Agrawal
& Chief Financial Officer

Lalit Sharma
Company Secretary

Membership No.: 037457

DIN: 00060783

Place: Mumbai
Date: 30 May 2022

Place: London
Date: 30 May 2022

Place: Mumbai
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

Place: Gurugram
Date: 30 May 2022

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

Sr. No.	Names of the Subsidiary Companies	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
1	Dhani Stocks Limited (Formerly Indiabulls Securities Limited)	01-Apr-07	2021-22	₹	1,370.00	37,717.79	55,706.05	16,618.25	-	9,695.32	1,299.83	352.34	947.49	-	100%
2	Deveeta TradeLink Limited	09-Jan-08	2021-22	₹	5.00	(18,097.84)	73.01	18,165.85	-	2.19	1.05	-	1.05	-	100%
3	Indiabulls Investment Advisors Limited	22-Aug-08	2021-22	₹	36,550.00	(12,517.66)	23,475.84	443.50	-	1,542.70	(3,889.71)	266.74	(4,166.45)	-	100%
4	Indiabulls Distribution Services Limited	11-Jun-09	2021-22	₹	35.82	45,137.76	73,746.07	29,077.48	505.00	5,887.29	(1,048.72)	(9.84)	(1,038.89)	-	100%
5	Auesia Soft Solutions Limited	30-Sep-11	2021-22	₹	5.00	(550.76)	0.19	545.95	-	-	(42.30)	-	(42.30)	-	100%
6	Pustpanji Finsolutions Limited	28-Jun-13	2021-22	₹	601.00	778.48	1,396.24	16.76	-	85.21	75.29	(444.56)	519.85	-	100%
7	Arbutus Constructors Limited*	11-Jun-13	2021-22	₹	11.00	(11.00)	-	-	-	-	-	-	-	-	100%
8	Gyensagar Buildtech Limited	11-Jun-13	2021-22	₹	11.00	(294.66)	388.33	672.00	-	-	(47.66)	-	(47.66)	-	100%
9	Dhani Loans and Services Limited (Formerly, Indiabulls Consumer Finance Limited)	28-Jun-13	2021-22	₹	6,118.80	3,95,147.13	4,62,702.44	2,17,787.91	1,56,351.43	84,410.88	(24,857.79)	(6,430.14)	(18,427.65)	-	100%
10	Dhani Healthcare Limited (Formerly, Pustpanji Ficon Limited)	11-Jun-13	2021-22	₹	401.00	(70,911.21)	61,246.62	1,34,761.83	5.00	21,320.19	(67,454.02)	15.05	(67,469.07)	-	100%
11	Indiabulls Alternate Investments Limited	10-Feb-16	2021-22	₹	505.00	420.36	703.15	5.80	228.01	64.01	(26.34)	(6.69)	(19.71)	-	100%
12	Indiabulls Asset Reconstruction Company Limited	03-Oct-16	2021-22	₹	9,750.00	51,708.05	5,052.63	1,777.03	58,182.44	7,345.93	6,422.83	2,023.88	4,399.16	-	100%
13	Indiabulls Consumer Products Limited	05-Jul-16	2021-22	₹	5.00	(1.68)	3.47	0.15	-	0.32	(0.46)	-	(0.46)	-	100%
14	Indiabulls Infra Resources Limited	01-Feb-17	2021-22	₹	300.00	94.14	398.74	4.60	-	30.54	28.44	7.36	21.08	-	100%
15	Evinos Buildwell Limited	17-Jun-19	2021-22	₹	5.00	(6,463.29)	32,643.61	39,101.90	-	7.54	(2,973.23)	-	(2,973.23)	-	100%
16	Evinos Developers Limited	17-Jun-19	2021-22	₹	5.00	(1.51)	3.78	0.29	-	-	(0.65)	-	(0.65)	-	100%
17	Sareen Medicare Limited (Formerly, Sareen Buildwell Limited)	19-Nov-19	2021-22	₹	5.00	(88.12)	408.95	492.06	-	1.29	(90.03)	(2.47)	(87.57)	-	100%
18	Krethis Builders Limited	20-Nov-19	2021-22	₹	5.00	(1.62)	448.69	445.31	-	-	(0.85)	-	(0.85)	-	100%
19	Krethis Developers Limited	26-Nov-19	2021-22	₹	5.00	(1.56)	327.75	324.31	-	-	(0.79)	-	(0.79)	-	100%
20	Jwala Technology Systems Private Limited	07-Sep-20	2021-22	₹	1.00	(118.71)	59.11	176.82	-	11.23	(6.22)	31.84	(38.06)	-	100%
21	Euler Systems Inc.	09-Sep-20	2021-22	₹	0.06	(321.13)	501.75	822.81	-	0.00	(78.84)	-	(78.84)	-	100%
22	Dhani Health Middle East FZ LLC (Incorporated in UAE)	02-Mar-21	2021-22	₹	520.03	(714.46)	0.52	194.95	-	-	(706.56)	-	(706.56)	-	100%
23	Dhani Limited (Incorporated in Jersey)	18-Feb-21	2021-22	₹	11,371.40	(324.04)	10,080.58	3.49	1,020.27	-	(10.82)	-	(10.82)	-	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 Subsidiary Companies	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
24	Dhani LTD (Incorporated in United Kingdom)	19-Feb-21	2021-22	₹	1,020.27	(2,207.30)	356.26	1,543.29	-	-	(2,209.82)	-	(2,209.82)	-	100%
25	Indebulls-ARC-III Trust*	30-Jun-18	2021-22	₹	-	-	-	-	-	3,637.20	3,438.63	-	3,438.63	-	51%
26	Indebulls-ARC-IV Trust*	31-Dec-18	2021-22	₹	-	-	-	-	-	2,708.13	2,404.77	-	2,404.77	-	51%
27	Indebulls-ARC-V Trust*	31-Dec-18	2021-22	₹	-	-	-	-	-	4.60	(7.29)	-	(7.29)	-	51%
28	Indebulls-ARC-VI Trust*	28-Mar-19	2021-22	₹	-	-	-	-	-	385.03	250.07	-	250.07	-	51%
29	Indebulls-ARC-VII Trust	28-Mar-19	2021-22	₹	2,414.19	(391.01)	2,180.16	156.98	-	-	(107.37)	-	(107.37)	-	51%
30	Indebulls-ARC-VIII Trust*	29-Jun-19	2021-22	₹	-	-	-	-	-	403.16	246.52	-	246.52	-	51%
31	Indebulls-ARC-IX Trust*	30-Sep-19	2021-22	₹	-	-	-	-	-	3,234.74	2,118.47	-	2,118.47	-	51%
32	Indebulls-ARC-X Trust*	30-Sep-19	2021-22	₹	-	-	-	-	-	-	-	-	-	-	51%
33	Indebulls-ARC-XI Trust*	31-Dec-19	2021-22	₹	-	-	-	-	-	1,373.34	851.85	-	851.85	-	51%
34	Indebulls-ARC-XII Trust*	31-Dec-19	2021-22	₹	-	-	-	-	-	1,463.34	77.97	-	77.97	-	51%
35	Indebulls-ARC-XIII Trust*	01-Apr-20	2021-22	₹	-	-	-	-	-	900.8	16.48	-	16.48	-	51%
36	Indebulls-ARC-XIV Trust*	01-Apr-20	2021-22	₹	-	-	-	-	-	3,977.3	147.66	-	147.66	-	51%
37	Indebulls-ARC-XV Trust*	01-Apr-20	2021-22	₹	-	-	-	-	-	5,155.2	391.88	-	391.88	-	100%
38	Indebulls-ARC-XVI Trust*	01-Apr-20	2021-22	₹	-	-	-	-	-	1,762.0	1.27	-	1.27	-	51%
39	Indebulls-ARC-XVII Trust	30-Jun-21	2021-22	₹	3,413.00	(8.38)	3,413.00	8.38	-	-	(8.38)	-	(8.38)	-	51%
40	Indebulls-ARC-XVIII Trust	30-Jun-21	2021-22	₹	7,987.00	(6.64)	7,987.00	6.64	-	-	(6.64)	-	(6.64)	-	51%
41	Indebulls-ARC-XIX Trust	31-Dec-21	2021-22	₹	4,567.52	(8.52)	4,562.21	3.21	-	-	(8.52)	-	(8.52)	-	75%
42	Indebulls-ARC-XX Trust	31-Dec-21	2021-22	₹	6,500.00	(2.32)	6,500.00	2.32	-	-	(2.32)	-	(2.32)	-	75%
43	Indebulls-ARC-XXI Trust	31-Dec-21	2021-22	₹	17,049.97	(28.79)	17,065.07	43.89	-	-	(28.79)	-	(28.79)	-	75%
44	Indebulls-ARC-XXII Trust	31-Dec-21	2021-22	₹	11,000.00	(2.32)	11,000.00	2.32	-	-	(2.32)	-	(2.32)	-	75%
45	Indebulls-ARC-XXIII Trust	23-Mar-22	2021-22	₹	2,580.40	(1.22)	2,580.40	1.22	-	-	(1.22)	-	(1.22)	-	90%
46	Indebulls-ARC-XXIV Trust	23-Mar-22	2021-22	₹	17,425.80	(1.22)	17,425.80	1.22	-	-	(1.22)	-	(1.22)	-	90%
47	Transerv Limited	01-Apr-19	2021-22	₹	647.92	4,899.49	44,082.00	38,534.59	-	15,014.10	404.02	(191.19)	595.21	-	100%

Total liabilities exclude share capital and other equity

* Closed/ strike off during the year

Part 'B' Associates - Not applicable

For and on behalf of the Board of Directors

Sameer Gehlaut
Chairman & CEO

DIN: 00060783

Place: London
Date: 30 May 2022

Divyesh B. Shah
Whole Time Director &
Chief Operating Officer
DIN: 00010933

Place: Mumbai
Date: 30 May 2022

Rajeev Lochan Agrawal
Chief Financial Officer

Place: Gurugram
Date: 30 May 2022

Lalit Sharma
Company Secretary

Place: Gurugram
Date: 30 May 2022

dhani

Dhani Services Limited

Registered Office: 1/1E, First Floor, East Patel Nagar, New Delhi – 110 008

Email: support@dhani.com, **Tel:** 011-41052775, **Fax:** 011-42137986, **Website:** www.dhani.com