It is hereby certified that the draft Scheme of Arrangement amongst Dhani Services Limited ("Amalgamating Company 1"), Indiabulis Enterprises Limited ("Amalgamating Company 2"), Savren Medicare Limited ("Amalgamating Company 3"), Auxesia Soft Solutions Limited ("Amalgamating Company 4"), Gyansagar Buildtech Limited ("Amalgamating Company 5"), Pushpanjli Finsolutions Limited ("Amalgamating Company 6"), Devata Tradelink Limited ("Amalgamating Company 7"), Evinos Developers Limited ("Amalgamating Company 8"), Milky Way Buildcon Limited ("Amalgamating Company 9"), Indiabulls Consumer Products Limited ("Amalgamating Company 10"), Indiabulls Infra Resources Limited ("Amalgamating Company 11"), Jwala Technology Systems Private Limited ("Amalgamating Company 12"), Mabon Properties Limited ("Amalgamating Company 13"), YDI Consumer India Limited ("Amalgamating Company 14"), Indiabulls General Insurance Limited ("Amalgamating Company 15"), Indiabulls Life Insurance Company Limited ("Amalgamating Company 16"), Juventus Estate Limited ("Amalgamating Company 17"), India Land Hotels Mumbai Private Limited ("Demerged Company"), Indiabulls Pharmacare Limited ("Resulting Company 1") and Yaari Digital Integrated Services Limited ("Amalgamated Company" / "Resulting Company 2") and their respective shareholders and creditors ("Scheme"), in terms of the provisions of section(s) 230 to 232 and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("LODR Regulations") and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time ("SEBI Circular"), including the following:

Sr. No.	Reference	Particulars	Compliance Status
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied. Corporate Governance Report for the quarter ended March 31, 2023 is attached herewith.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied. The Company and the Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s).
Requ	irements of SEBI Ci	rcular	1
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied. All the prescribed documents under Part (I) (A)(2) (a)-(k) of the SEBI Circular are being submitted, in addition to this Compliance Report under Part (I)(A)(2)(h) of the SEBI Circular.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied. The valuation reports dated June 27, 2023 issued by Akhil Bhalla, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. — IBBI/RV/14/2019/11684, are being submitted. Please refer Annexures as mentioned in the cover letter of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. The certificate dated June 27, 2023 from statutory auditors, Sharp & Tannan Associates, Chartered Accountants is being submitted. Please refer Annexure as mentioned in the cover letter of this application.
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Yes, we will comply with this provision.

Ram Mehar Company Secreta

Whole-time Director & CEO

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Dhani Services Limited, Indiabulls Enterprises Limited, Savren Medicare Limited, Auxesia Soft Solutions Limited, Gyansagar Buildtech Limited, Pushpanjli Finsolutions Limited, Devata Tradelink Limited, Evinos Developers Limited, Milky Way Buildcon Limited, Indiabulls Consumer Products Limited, Indiabulls Infra Resources Limited, Jwala Technology Systems Private Limited, Mabon Properties Limited, YDI Consumer India Limited, Indiabulls General Insurance Limited, Indiabulls Life Insurance Company Limited, Juventus Estate Limited, India Land Hotels Mumbai Private Limited, Indiabulls Pharmacare Limited and Yaari Digital Integrated Services Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Rajeev Lochan Agrawal

Chief Financial Officer

Divyosh B. Shah

Whole time Director & CEO

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Dhani Services Limited 2. Quarter ending: March 31, 2023

	Wheth er the directo r is disqual iffed?	%	o N	NA	NA	oN N	oN N	No
Annexure I	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Nii	Nil	NA	NA	3 (Three)	2 (Two)	1(One)
	Number of membershi ps in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing	ΪΝ	1 (One)	NA	NA	8 (Eight)	3 (Three)	3 (Three)
	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	Nii Nii	Nii	N A	NA	3 (Three)	1 (One)	2 (two)
	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17.A]	1 (One)	1 (One)	NA	NA A	3 (Three)	1(One)	2 (two)
	Date of Birth	03/03/1974	13/10/1970	25/08/1979	09/10/1981	28/05/1953	07/01/1986	16/01/1970
	Tenure*	NA	NA	NA .	NA	31.09 (months)	4.21 (months)	3.00 (months)
	Date of Cessation	NA	NA V	01/01/2023	01/01/2023	NA	NA	NA
	Date of Reappoint ment		:	NA	· NA	23/08/2020	11/11/2022	01/01/2023
	Initial Date of Appointme nt	28/08/2017	09/03/2005	28/08/2017	07/10/2021	23/08/2020	11/11/2022	01/01/2023
ſS	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) &	Non-Executive Chairman#	Executive Director, CEO## & COO	Executive Director	Non-Executive Director	Non-Executive /Independent Director	Non-Executive /Independent Director	Non-Executive /Independent Director
I. Composition of Board of Directors	PAN & DIN	AFMPG9469E & 00060783	AFAPD0331A & 00010933	AHLPS0583N & 07859798	BFOPK3031F & 09343578	AEVPJ8190F & 02435444	AGRP11947N & 09784228	ADAPK4434D &00557488
nposition of	Name of the Director	Sameer Gehlaut	Divyesh Bharatku mar Shah	Pinank Jayant Shah	Sandeep Narhar Kadam	Narendra Damodar Jadhav	Swati Jain	Aishwary a Katoch
I. Co.	Ms)	Mr.	Ţ.	Mr.	Mr.	Dr.	Ms.	Mr.

		1, 10, 10, 11, 11, 11, 11, 11, 11, 11, 1											
MI.	Amit Ajit	AEOPG1636E	Mr. Amit Ajıt AEOPG1636E Non-Executive	01/01/2023	NA	NA	02/06/1976	1(One)	N N	1(One)		NS	_
	Gandin	& 07606699	Director								]	ONT	
1171.00	1												
WIE	ther Kegular c	wnemer Kegular chairperson appointed – Yes	ed – Yes										_
Whet	ther Chairners	om of befoler of no.	Whether Chairmeron is ralated to manigue discourse	14. 00									

Whether Chauperson is related to managing director or CEO –No

PPAN number of any director would not be displayed on the website of Stock Exchange

\*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen\*

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. # W.e.f March 31, 2023, Mr Sameer Gehlaut has moved to the role of Non-Executive Chairman of the Company. ## W.e.f March 31, 2023, Mr. Divyesh B. Shah has been appointed as Chief Executive Officer of the Company.

II. Composition of Committees	es				
Name of Committee	Whether Regular chairperson appointed	Name of Committee members .	Category (Chairperson/Executive/ Non-	Date of	Date of
1. Audit Committee	Yes	Dr. Narendra Damodar Jadhav	Chairman of the Committee	Appeintment 28/08/2020	Cessation
-		Mr. Cunti Lain	(Non-Executive – Independent Director)		
		Ms. Swall Jain	Member of the Committee	11/11/2022	-
,		Nf. Card - 177 1	(Non-Executive – Independent Director)		
		Mr. Sandeep Kadam	Member of the Committee	27/1C/2022	01/01/2023
		Mr. Amit Aiit Gandhi	Member of the Committee		٠
			(Non-Executive Director)	01/01/2023	
2. Nomination &	Yes	Dr. Narendra Damodar Jadhav	Chairman of the Committee	28/08/2020	•
Nemulier auton Commince			(Non-Executive - Independent Director)	)   	;
		Ms. Swati Jain	Member of the Committee	11/11/2003	
			(Non-Executive - Independent Director)	11/11/2022	1
		Mr. Sandeep Kadam	Member of the Committee	27/10/2022	01/01/2023
			(Non-Executive Director)		
		Mr. Amit Ajit Gandhi	Member of the Committee	01/01/2023	
2 Dial Management	4.7		(Non-Executive Director)		
Committee	Yes	Mr. Divyesh B. Shah	Chairman of the Committee^	25/04.2019	
			(Executive Director, CEO & COO)		•
	-	Dr. Narendra Damodar Jadhav	Member of the Committee^^	27/10,2020	
		. I. O . J. E.	(Non-Executive – Independent Director)		
		MIS. Swatt Jain	Member of the Committee	11/11/2022	01/01/2023
		7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	(Non-Executive – Independent Director)		
. ••		Mr. Amit Ajit Gandhi	Member of the Committee	01/01/2023	
			(Non-Executive Director)		
		Mr. Rajeev Lochan Agrawal	Chief Financial Officer	25/04/2019	
	•	16. T. T. O.L.			
		Mr. Fankaj Sharma	Chief General Manager	25/04/2019	
4. Stakeholders Relationship	Yes	Ms. Swati Jain	Chairperson of the Committee	11/11/2022	
Committee			(Non-Executive - Independent Director)		
		Dr. Narendra Damodar Jadhav	Member of the Committee	11/11/2022	

	11/11/2022 -		l hypher.	
Me Dissock Det1 (Non-Executive – Independent Director)	Member of the Committee	Category of directors means executive/non-executive/independent/Nominger if a director of the control of the co	AMr. Divyesh B.Shah was re- categorized as chariman of Risk Management Committee were famour 1 2023	A. Dr. Narendra Damodar Jadhav was re- categorized as member of Risk Management Committee w.e.f January 1, 2023.

		rectors Maximum gap between * any two consecutive (in number of days)	90 days 48 Days	o franco
		Number of Directors  present*  (All directors including the meeting*  Independent	33	
		Number of Directors present* (All directors including Independent Presents	Director) 5 5	
		Total Number of Directors as on date of the meeting	9	
		Whether requirement of Quorum met*	Yes Yes	ıgs
of Directors	or Directors	Date(s) of Meeting (if any) in the relevant quarter	10/02/2023 31/03/2023	*to be filled in only for the current quarter meetings
III. Meeting of Roard of Directors	nunca to dimension	Date(s) of Meeting (if any) in the , previous quarter	11/11/2022	*to be filled in only for

IV. Meeting of Committees		3	,					
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present* (All Directors including Independent	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	10/02/2023	Yes	3	3	2	-	11/11/0000	. 00
Nomination & Remuneration	01/01/2023	Voc					11/11/2022	90 days
Committee	31/03/2023	Yes	າຕ	m m	2 2		11/11/2022	50 days
Risk Management Committee	NA	NA	NA	NA	NA	NA	28/10/2022	88 days
Stakeholders Relationshin	10/02/2023	Vás	,		•			٠
Committee		C T	· ·	<i>y</i> 1	,	1	NA	. NA
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings	datorily be given for audent ent quarter meetings	dit committee, for re	st of the committees	s giving this infor	mation is optior	ıal		

V. Related Party Transactions	
Sibion	
nafanc	Compliance status (Yes/No/NA) refer note below
with the approval of audit committee obtained	Yes
What we also also also	
whether shareholder approval obtained for material RPT	NA AN
Whether details of RPT entered into mirrorant to amailing	
annexical have been accidented in the pursuant to commons	Yes
approva mave used reviewed by Audit Committee	, and
Note	
1. In the column "Compliance Status", compliance or non-compliance	
the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case	the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related many continuous, and the Board has been composed in accordance with

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

- a. Audit Committee Yes
  - b. Nomination & remuneration committee Yes
    - c. Stakeholders relationship committee Yes ·
- d. Risk management committee (applicable to the top 1000 listed entities)  $\mathbf{Yes}$
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations,
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements)
  - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - Yes, Board noted the Reportand there was no comment/observation of Board

Company Secretary / Compliance Officer Affan MAY Name & Designation: Ram Mehar

1CE0

MIT

Date: April 18, 2023

Place: Gurugram

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I. Disclosure on website in terms of Listing Regulations		Annex
Item		
	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA
As per regulation 46(2) of the LODR:		Province reasons
a) Details of business	Yes	https://www.dhani.com/shout us/
b) Terms and conditions of appointment of independent directors	Yes	https://www.dhani.com/services/appointment-letters/
c) Composition of various committees of board of directors	Yes	https://www.dhani.com/services/wp- content/uplcads/2021/04/Board&Committees DSI ndf
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/code-of-conduct-for-board-members-and-senior-management 1564991994.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.dhani.com/services/wp-
f) Criteria of making payments to non-executive directors	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/ivl-criteria-for-making-payment-to-non-executive-directors 1564992340.pdf
g) Policy on dealing with related party transactions	Yes	https://www.dhani.com/services/wp- content/uploads/2022/06/DSL Policy on Related Party Transactions 01042 022.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://www.dhani.com/services/wp- content/uploads/2020/12/IVL Policy for Determining Material Subsidiary 1 598077992.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.dhani.com/services/wp-content/uploads/2023/02/DSL-Board-Familiarisation-programmes-06.08.2021-to-10.02.2023.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://www.dhani.com/services/investor-grievance-redressal/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.dhani.com/services/investor-grievance-redressal/
l) Financial results	Yes	https://www.dhani.com/services/investors-financial-reports/
m) Shareholding pattern	Yes	https://www.dhani.com/services/investors-financial-reports/investors-corporate-announcements/
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.dhani.com/services/investors-financial-reports/investors-corporate-announcements/

p) New name and the old name of the listed entity	Yes	https://www.dhani.com/services/investors-financial-reports/investors-corporate-announcements/
q) Advertisements as per regulation 47 (1)	Yes	https://www.dhani.com/services/investors-financial-reports/investors-advertisements/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.dhani.com/investors-financial-reports/investors-corporate-announcements/
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.dhani.com/services/investors-financial-reports/investors- halance-sheet/
As per other regulations of the LODR:		
<ul> <li>a) Whether company has provided information under separate section on its website as per Regulation 46(2)</li> </ul>	Yes	https://www.dhani.com/
.b) Materiality Policy as per Regulation 30	Yes	https://www.dhani.com/services/wp- content/uploads/2020/12/ivl policy on determination of materiality 1564988228.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/ivl-dividend-distribution-
It is certified that these contents on the website of the listed entity are correct.		policy vocazozot, but

	3		1
II Annual Affirmations		3	Γ
Particulars	Regulation Number	Compliance status	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	. ( rexive/vA)refer note below Yes	
Board composition	17(1) 17(1A) & 17(1B)		т,
Meeting of Board of directors	17(2)	res	
Quorum of board meeting	17(24)	Yes	
Review of Compliance Reports	17(3)	Yes	_
Plans for orderly succession for appointments	17(4)	res	
Code of Conduct	17(5)	Yes	-
Fees/compensation .	17(6)	Yes	
Minimum Information	17(0)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(9)	Yes	
Composition of Audit Committee	18(1)	res	, ,
Meeti ng of Audit Committee	18(1)	Yes	
Composition of nomination & remimeration committee	10(2)	Yes	
Onorm of Nomination and Dammerstan Committee	19(1) & (2)	Yes	
Action of the internal of the religible aliance meeting	19(2A)	Yes	_
Nectung of Nomination & Kemuneration Committee	19(3A)	Yes	
County State and Or State and O	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	

In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.

## III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. Yes

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 31-March-2023

			***************************************	
I. Disc	I. Disclosure of Loans / guarantees / comfort letters / securities etc. referant below	ers / securities etc. referant	z below	
<b>€</b> .	Any loan or any other form of debt advance	form of debt advanced by the listed entity directly or indirectly to:	rectly or indirectly to:	
	Entity	Aggregate amount	Aggregate amount advanced during six	Balance outstanding at the
		months		end of six months
··········	Promoter or any other entity controlled by		NIL	NIL
. 1	them			
	Promoter Group or any other entity	2.	NIL	JIN
	controlled by them			A44 (
	Directors (including relatives) or any other		ME	- NET
***************************************	entity controlled by them			7.1.1
	KMPs or any other entity controlled by	•	NIL	NIC
	them			
(B)	Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with	r name called) provided l	by the listed entity directly o	r indirectly, in connection with
′ .	any loan(s) or any other form of debt availed by.	au by.	A agradate amount of	Balance outstanding at the
•	Entity T)	Type (guarantee, comfort letter etc.)	issuance during six	end of six months (taking into
•			months	·
	Promoter or any other entity	N.A.	Z	7,777
		N.A.	NIC	NIL
	Promoter Group or any other enuty			NII
	controlled by them	N.A.	ME	
	Directors (including relatives) or and		****	N
•	other entity controlled by urem	N.A.	1	
	hy them			

Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed 0

		veso			
	Entity	Type of security (cash,	Aggregate value of	Balance outstanding at the	
*		shares etc.)	security provided during six months	end of six months	
	Promoter or any other entity controlled by them	N.A.	NIL	NIL	T
	Promoter Group or any other entity controlled by them	N.A.	NIL	NIL	T
	Directors (including relatives) or any other entity controlled by them	N.A.	NIL	NIL	i
	KMPs or any other entity controlled	N.A.	NIL	NIL	<b>I</b>
,	by them				

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or inflirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.





These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) of security a) by a government company to/ for the Government or government company provided in connection with any loan or any other form of debt: Not

b) by the listed entity tosfor its subsidiary sand joint-venture company whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company; and

If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table. d) by the listed entity to its employees or directors as a part of the service conditions