

Dhanvarsha Finvest Limited

Annual Report 2018-19



The terms 'Dhanvarsha', 'DFL', 'the Company', 'we', 'our' and 'us' refer to Dhanvarsha Finvest Limited. This Annual Report 2018-19 of Dhanvarsha Finvest Limited includes report of board of directors, management discussion and analysis; and the corporate governance report, the financial statements; notes and additional information as required under the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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25th Annual General Meeting

Day:	Wednesday
Date:	September 18, 2019
Time:	10.00 a.m.
Place:	Comfort Inn Sunset, Airport Circle, Hansol, Ahmedabad – 382475, Gujarat.

Forward looking statement

Certain sections of the Annual Report, in particular the Management's Discussion and Analysis may contain forward-looking statements concerning the financial condition and results of operations of the Company. Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. No assurances can be given as to future results, levels of activity and achievements & actual results. Level of activity and achievements may differ materially from those expressed or implied by any forward-looking statements contained in this report. The Company does not undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information.

Company Information

BOARD OF DIRECTORS

Mr. Nimir Kishore Mehta	-	Non-Executive Chairman
Mr. Ashish Sharad Dalal	-	Non-Executive Director
Mr. Nirmal Vinod Momaya	-	Independent Director
Mrs. Manjari Ashok Kacker	-	Independent Director
Mr. Krishipal Tarachand Raghuvanshi	-	Independent Director
Mr. Surendra Kumar Behera	-	Independent Director
Mr. Karan Neale Desai	-	Managing Director & Chief Executive Officer

Chief Financial Officer

Mr. Narendra Kumar Tater

Company Secretary & Compliance Officer

Mr. M Vijay Mohan Reddy

Registered Office:

CIN: L72200AP1990PLC011334

B Wing, 813/2, Mondeal Square,
Opp. Karnavati Club, S G Highway,
Ahmedabad – 380 015, Gujarat.
Phone: +91 - 079 – 4032 0311.
Email: contact@df ltd.in
Website: www.df ltd.in

Corporate Office:

2nd floor, Building No. 4, Wilson House,
Old Nagardas Road, Andheri (East),
Mumbai - 400 069, Maharashtra.
Phone: +91 - 022 - 2826 4295.

Registrars & Share Transfer Agent:

MCS Share Transfer Agent Limited,
A-209, C Wing, 2nd Floor,
Gokul Industrial Estate, Sagbaug,
Marol Co-op Industrial Area, Andheri (East),
Mumbai - 400 059, Maharashtra.
Phones: +91 - 022 - 2851 6020.
Email: subodh@mcsregistrars.com

Auditors:

Haribhakti & Co. LLP,
Chartered Accountants
705, Leela Business Park, Andheri-Kurla Road,
Andheri (East),
Mumbai - 400 059, Maharashtra.
Phone: +91 - 022 - 6672 9999.

Internal Auditors:

Bansal Bansal & Co.
Chartered Accountants
6/120, Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 059, Maharashtra.
Phone: +91 - 022 - 4222 4444.

Secretarial Auditors:

MMJC & Associates LLP,
Company Secretaries,
Ecstasy, 803/804, 9th Floor
City of Joy, J.S.D. Road,
Mulund (West),
Mumbai - 400 080, Maharashtra.
Phone: +91 - 022 – 2167 8100.

BOARD COMMITTEES

Audit Committee

Mr. Nirmal Vinod Momaya	-	Chairperson
Mrs. Manjari Ashok Kacker	-	Member
Mr. K. P. Raghuvanshi	-	Member
Mr. Surendra Kumar Behera	-	Member

Nomination and Remuneration Committee

Mrs. Manjari Ashok Kacker	-	Chairperson
Mr. Nirmal Vinod Momaya	-	Member
Mr. Ashish Sharad Dalal	-	Member
Mr. Nimir Kishore Mehta	-	Member

Stakeholders' Relationship Committee

Mr. Ashish Sharad Dalal	-	Chairperson
Mr. K. P. Raghuvanshi	-	Member
Mr. Karan Neale Desai	-	Member

Finance Committee

Mr. Nirmal Vinod Momaya	-	Member
Mrs. Manjari Ashok Kacker	-	Member
Mr. K. P. Raghuvanshi	-	Member
Mr. Surendra Kumar Behera	-	Member
Mr. Karan Neale Desai	-	Member
Mr. Narendra Kumar Tater	-	Member

About Us

Dhanvarsha is a non-banking finance company ("NBFC") registered with the Reserve Bank of India ("RBI") as a non-deposit taking company. It is a professionally managed and is primarily engaged in providing innovative financing solutions to corporates and loans to small businesses, low and middle income borrowers in India. We understand the business & personal aspirations of our customers and use our specialised underwriting techniques to cater to what is a large, but informal and underbanked market. The equity shares of the Company are listed on BSE Limited.

Vision

To be a catalyst to the MSME wave in India, by becoming their most preferred financial partner.

Values

To provide each and every customer with the financial impetus needed at every critical stage of their business and personal growth.

Board of Directors

Your Company's Board comprises of mix of Executive and Non-Executive Directors with considerable experience and expertise across a range of fields such as finance, accounts, taxation, legal, vigilance, administration, general management and strategy.

Mr. Nimir Kishore Mehta - Non-Executive Chairperson

Mr. Nimir Kishore Mehta is the promoter of the Wilson Group and the controlling shareholder of the Company through Wilson Holdings Private Limited. Mr. Mehta has diverse business experience across a range of sectors including retail and wholesale lending, real estate investments, agro commodities and investing in sustainable infrastructure projects.

Mr. Ashish Sharad Dalal – Non-Executive Director

Mr. Ashish Sharad Dalal was the founder and Managing Partner of Dalal & Shah, Chartered Accountants which was widely regarded as one of the country's top accounting and auditing firms prior to it being merged into the PwC network. Mr. Dalal's areas of expertise includes corporate accounting, finance, audit, business evaluations, mergers, acquisitions, strategic alliances and other fields of corporate consultancy.

Mr. Nirmal Vinod Momaya – Non-Executive Independent Director

Mr. Nirmal Vinod Momaya is an entrepreneur with over 30 years of experience in various industries including specialty chemicals, FMCG, quick service restaurants, engineering and retail. Mr. Momaya sits on the Boards of multiple reputed companies including Camlin Fine Sciences Limited and Capital Foods Limited.

Mrs. Manjari Ashok Kacker – Non-Executive Independent Director

Mrs. Manjari Ashok Kacker, has over 40 years of experience in taxation, finance, administration and vigilance. Mrs. Kacker was a Member of Indian Revenue Services batch of 1974 and retired as a Member of Central Board of Direct Taxes, in the rank of Special Secretary to the Government of India. Mrs. Kacker held various assignments during her tenure in the tax department, has also served as the Functional Director (Vigilance and Security) in Air India and has also represented India in international conferences.

Mr. Krishipal Tarachand Raghuvanshi – Non-Executive Independent Director

Mr. Krishipal Tarachand Raghuvanshi, a 1980 Batch IPS Officer with varied experience of over 35 years in leadership roles across Administration, Collection of Intelligence Investigations, Security Management (Valued Assets, General & VIP), Prevention & Detection of Crime, Vigilance, Anti-Corruption, Maintenance of Law & Order, Counter Terrorism measures and Anti Naxal Operations. Mr. Raghuvanshi has previously served as Additional Director General of Police (Law & Order) for the State of Maharashtra, as Commissioner of Police (Thane) from 2011 to 2014 and currently acts as a Strategic Security Advisor to the Reserve Bank of India.

Mr. Surendra Kumar Behera – Non-Executive Independent Director

Mr. Surendra Kumar Behera is a Credit professional who served with Bank of India for over 30 years. Mr. Behera was last associated as Deputy Managing Director of STCI Finance Limited, an NBFC for about two (2) years till March 2018. During his career spanning 36 years in the Banking Industry, Mr. Behera held the top and significant decision-making positions in Banks, Financial Institutions & NBFCs in India viz., Bank of India, STCI Finance Limited, STCI Commodities Limited and Gramin Bank of Aryabrat.

Mr. Karan Neale Desai - Managing Director and CEO

Mr. Karan Neale Desai serves as the Managing Director and CEO of the Company and brings significant financing and operational experience to the company. He has previously worked with reputed financial institutions including Bank of America, PwC and lastly as head of Corporate Finance at Centrum Capital. Mr. Desai also served as the Chief Operating Officer of a PE fund backed healthcare services company prior to joining Dhanvarsha.

Management Team

Your Company has a strong management team with proven ability. Recruited for their expertise gained in financial sector, our team of executive leaders has diverse experiences, backgrounds and world views.

Mr. Narendra Kumar Tater, Chief Financial Officer

Finance professional with almost 20 years of experience at HSBC, IDBI Capital Markets and IDFC.

Mr. Vijay Mohan Reddy, Assistant Vice President – Legal & Company Secretary

Company Secretary with over 13 years of experience working with listed, financial services firms. Served for over a decade with Bharat Financial Inclusion.

Mr. Mahendra Kumar Servaiya, Principal Officer & Credit Head

Served in the Credit team of Union Bank of India for over 32 years, heading the South Mumbai division.

Mrs. Rashmi Warange, Group Head – Human Capital

A seasoned HR professional, with over a decade of diverse experience across premium brands including Oberoi Realty, Lodha Developers and ITC Hotels.

Mr. Rakesh Gopalani, General Manager - Information Technology

Experience of over 14 years in IT Project Management with IT services firms including eClerx and Intelenet Global.

Mr. Sunil Ranpara, Vice President – Collections

Over 15 years across collections, litigation and recovery with Capital First, Kotak Mahindra Bank and HDFC Bank.

Management Discussion and Analysis

Economic Outlook

Global Economic Overview

Global markets have witnessed significant softening over the last year with a sharp uptick in international trade protectionism via imposition of tariffs and other measures. Such protectionist moves by large economic powers tend to have a negative spillover effect on global markets. Money from developing markets has been pulled out systematically over the fiscal and reallocated to dollar denominated instruments given the superior performance of the US economy. Tangible global risks include the possibility of escalating trade tensions, sharper-than-expected slowdowns in major economies, and renewed financial stress in the banking system.

Indian Economic Overview

The Indian economy witnessed a slowdown in FY19 in the backdrop of a weakening global economy. Gross Domestic Product ("GDP") growth plunged to 6.8% this year from 7.2% in FY18; this is lower compared to the last 5-year average GDP of 7.5%. A weaker-than anticipated inflation, growth slowdown and softer international monetary conditions have led to 75 bps decline in repo rates after increasing by 50 bps during the first half of FY19. The Indian economy is likely to see recovery in FY20, with the GDP growth pegged at 7% for the year. Investment rate is expected to pick up on the back of higher credit growth and improved demand. Political stability, higher capacity utilization and uptick in business expectations is also expected to contribute to the investment climate. Accommodative monetary policy is expected to lower lending rates as well.

Sectoral Outlook

Industry Landscape

FY19 was a mixed year for the financial sector, a year of two distinct halves. The first half started on a positive note with tailwinds from smooth functioning of GST, thrust to the rural and infrastructure sectors in the Budget, recapitalization of public sector banks and resolution of distressed assets under the Insolvency and Bankruptcy Code. Bank credit growth was higher during this period relative to FY18. Incremental credit was Rs.9,446 billion compared with Rs.5,847 billion last year. However, the distribution was quite uneven, and this was quite significant given the liquidity strains that were witnessed during the second part of the year.

The NBFC Sector

Non-Banking Financial Companies ("NBFCs") have come under serious financial stress in the last several quarters, especially post September 2018 which saw defaults from some large NBFCs in the country. As a result, NBFCs, large or small have had to pay a heavy price including Small Finance Banks especially due to rising Non-Performing Assets ("NPAs") and poor growth of book size owing to asset liability management concerns. Banks and mutual funds, the biggest sources of funding for the sector, cut down on their exposures to NBFCs and Housing Finance Companies (HFCs), while interest rates on Commercial Papers spiked. This jointly resulted in a higher cost of borrowing for NBFCs causing a liquidity squeeze forcing many NBFCs to sell assets and cut back on new loans. Subsequently, the credit raised by NBFCs was mostly deployed for building resilience capital on the balance sheets or fulfilling debt obligations instead of expanding loan books.

The sector's gross NPAs as a proportion of total loans increased from 5.8% in FY18 to 6.6% in FY19. As of March 2019, the capital adequacy ratio of the NBFC sector moderated at 19.3% from 22.8% in March 2018. It is however noteworthy that the consolidated balance sheet size of the NBFC sector grew by 20.6% to

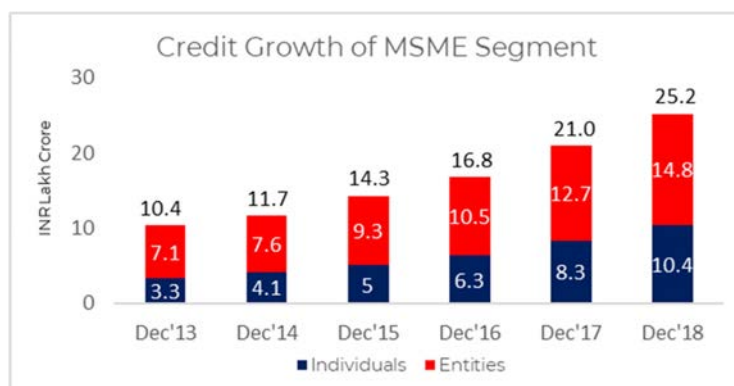
Rs.28.8 trillion in FY19 compared to 17.9% to Rs.24.5 trillion in FY18. The share of loans extended to the commercial sector by NBFCs shrank by almost a third the previous financial year amid unfavourable liquidity conditions and a revival in bank credit growth. NBFCs with a higher proportion of lower cost borrowings from banks and strong asset liability management are expected to sail through the rough weather in the near to medium term.

According to the latest Financial Stability Report (“FSR”) by the Reserve Bank of India (“RBI”), NBFC exposure in the industry credit pie reduced to 26.6% in FY19 from 39.1% in FY18. However, with over 25% of the credit flow still coming from NBFCs, RBI maintains that the sector is an important and integral part of the financial sector. Even the Finance Minister has acknowledged the importance of NBFCs in sustaining consumption demand as well as capital formation, especially in the small and medium industrial segment. Besides providing working capital support to MSMEs, NBFCs have helped create consumption demand in several sectors including auto, consumer durables, etc. by providing easy loans during the past few years.

Micro, Small and Medium Enterprises (“MSME”) Sector Outlook

The MSME sector, that has 63.3 million registered MSMEs in the country (Indian MSME Industry Annual Report 2018) continues to be a significant contributor to the GDP growth. The sector provides employment to over 111 million people, of which 24% are women thereby creating massive potential for social progress and change.

According to the 2019 MSME Pulse report by TransUnion CIBIL & SIDBI, the 5 year growth in aggregate MSME lending is at 15.7% Compound Annual Growth Rate (“CAGR”) of lending to entities and 26.1% of business lending to individuals. The comparatively higher rate of business lending to individuals has translated into a major shift in the composition of the MSME Lending industry in favour of individuals.



Source: Ministry of MSME

CAGR	Individuals	Entities	Total
	15.70%	26.10%	19.30%

MSME sector continues to grab the Government’s attention. Presenting the Budget 2019-20, The Finance Minister unveiled a slew of initiatives and new provisions to tackle issues related to the MSME sector in the country. From widening the net for reduction in corporate tax for companies to strengthening TReDS, the budget is expected to have wide-ranging impact on MSMEs. Highlights include-

- 1) Lower rate of 25 % Corporate Tax extended to companies with annual turnover up to Rs 400 crore from earlier cap of upto Rs 250 crore.
- 2) Rs 350 crore has been allocated under the Interest Subvention Scheme, for 2% interest subvention for all GST registered MSMEs, on fresh or incremental loans
- 3) The Government to create a payment platform for MSMEs to enable filing of bills and payment; thereby eliminating delays in payment and giving a boost to investment in MSMEs
- 4) To bring more participants, especially NBFCs, not registered as NBFCs-Factor, on the TReDS platform

- 5) Extend the pension benefit to about 3 crore retail traders and small shopkeepers whose annual turnover is less than Rs. 1.5 crore under Pradhan Mantri Karam Yogi Maandhan Scheme.

Business and Financial Performance

FY19 has been a year of consolidation for the industry and great learning for Dhanvarsha too. The business is insulated from the impending NPA pressure that is likely to emerge via real estate loans going bad since the company's focus remains on smaller ticket MSME loan underwriting and is fully funded by proprietary capital. However, the industry headwinds did slowdown the overall pace of growth and the business strategies had to be realigned.

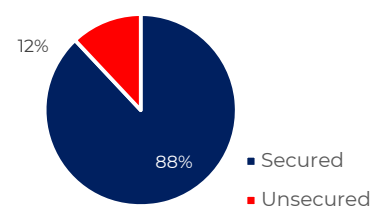
The key financial parameters for the Financial Year ended March 31, 2019 for Dhanvarsha are as follows:

- Assets under Management of Rs.48.73 crore compared to Rs.48.58 crore as on March 31, 2018
- Gross income stood at Rs.21.29 crore, up 79% from last year while Net Profit after tax is Rs.4.43 crore up 8% over previous year. This was on account of a balanced strategy between generating fund based and non-fund-based income.
- The Earning per share ended up at Rs.3.66, lower than the Earning per share of Rs.5.26 the previous year

(Rupees in crore)

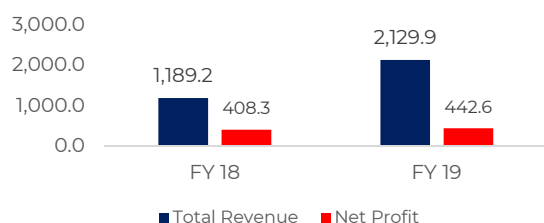
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Total revenue	21.30	11.90
Profit before interest and depreciation	11.07	6.67
Less: Interest and finance charges	5.18	2.00
Less: Depreciation and amortization	0.17	0.05
Profit Before Tax	5.73	4.62
Less: Provision for taxation	1.30	0.53
Profit After Tax	4.43	4.08

Portfolio Split (By Security)

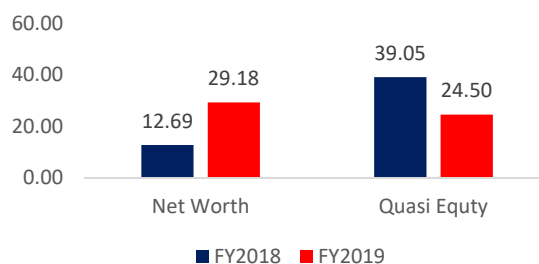


AUM - Rs.48.73 crore

Total Revenues & Profits
(Rs. in lakh)



Balance Sheet (Rs. in crore)



Dhanvarsha believes in the power of Technology as the key driver of doing business at scale and has recognized the need to be investing in building its technology capabilities. With that as a view, Dhanvarsha has -

- (1) Core lending system fully deployed – MiFiN
- (2) State of the art IT infrastructure including Blackberry (Work), Independent Servers, Firewalls, etc.
- (3) Continued investment in stronger technology led loan delivery systems

Outlook for lending to MSME & Low-Mid Income Segments

The share of Public Sector Banks lending to the MSME sector has reduced over time and the space has been taken up aggressively by private sector players and NBFCs which are nimbler in their turnaround times. NBFCs' share in MSME credit has increased from 13% to 21% from 2013 to 2018. The New To Credit ("NTC") numbers in the MSME space has also increased consistently; almost 500,000 new MSMEs entered

the credit market in the second half of 2018 and this is only expected to rise given the headroom in the current Debt to GDP position in the country.

Dhanvarsha believes in the long-term growth potential of the Indian economy, anchored firmly on the country's demographic profile, consumption demand, the digital economy and the attractiveness to investors, both domestic and global. These factors would drive the long-term growth of the Indian Banking and Financial Services sector. Dhanvarsha wants to be both a contributor and a benefactor of the growing formalization of the economy, the recently introduced insolvency resolution regime and the rapid adoption of technology in every business element will go a long way in defining the future.

Opportunities & Threats

A significant threat for any lending company is to maintain the asset quality while aiming for a expanding the assets under management. Dhanvarsha endeavors to balance the growth rate that it has targeted with a robust Risk Assessment and Credit Assessment framework with operational protocols that ensure high quality assets at scale. Also, the Loan Portfolio will be a healthy mix of Secured loans and Unsecured loans.

In the last several quarters, interest rates substantially hardened given the market conditions and Dhanvarsha foresees that to be the case in the next couple of quarters too. Ensuring that the overall interest cost remains under control is a challenge in the next financial year.

The 'e- business' units, which were once built by several large financial institutions to ride the wave of e-commerce eventually became the 'new normal'. The internet evolution and large technology investments drove massive advances in efficiency. The 'digital' wave that has taken over our lives, that which has left no industry undisturbed, has the same elements – specific teams, P&Ls, and resources set aside to advance the digital agenda. This agenda extends from customer experience to turn around time, from data driven decisions to achieving operational efficiencies never thought before. Banking and financial services have seen disruptions all through the value chain. The 'digital' approach applies to B2C led segments like payments, retail banking, insurance and wealth management as much as toward institutional areas such as commercial banking and capital markets.

New FinTech models led by emerging technologies are gradually eating away the lunch of the 'big boys' of financial services. This journey started off with 'unbundling' institutions and is now very well 'rebundling' the whole financial services value chain led by value driven collaborations between large incumbents and small but nimble Fintech companies. Dhanvarsha aims to be at the intersection of the traditional and the new.

Our Digital Journey

As a Company, we recognised that going digital is no more a choice, but the imperative. We are realigning our core business offerings so that they can be delivered by digital channels by implementing cutting edge technology systems and platforms to offer our customers a differentiated experience.

Digital transformation is not only driven by meaningful consumer engagement but also how quickly businesses can capture, transform and convert customer insights into impactful business growth. In FY2019-20, the core objective of the company will be to become a 'digital first' NBFC geared up for the opportunity to make a massive social impact in a space which is ripe for disruption. Dhanvarsha will strive to be an active contributor to help achieve the '5 trillion-dollar economy' target that the Government has set out for India by 2025.

Drivers of Digitization in the MSME Sector

The Government has been on a journey for achieving a 'digital economy' since the last term in 2015. The push for digital continues to be part of the Government's agenda in this term too. The MSME sector has been impacted significantly and positively in this digital agenda.

Government Initiatives

Unified Payments Interface (UPI) - 2016

Real time payment settlement system for mobile transactions

Demonetization - 2016

Removal of large denomination currency from the banking system accelerated digital payments

Goods & Services Tax (GST) - 2017

Forced MSMEs to formalize their business & increase reporting; ~9.2 mn MSME are GST registered

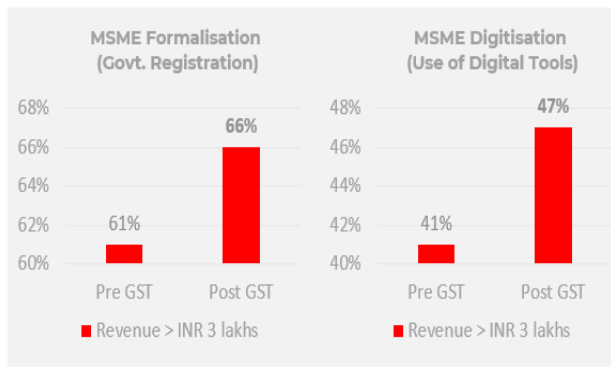
The JAM Trinity

Jan Dhan, Aadhaar and Mobile Trinity

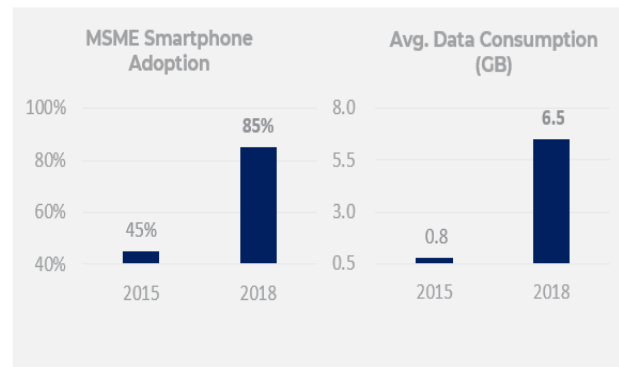
Forms the backbone of Fintech in India and has provided unprecedented adoption via access for millions – for data, financial services

Smartphones and Data Costs

Rapid "smart phonization" of handsets including the MSME fraternity. Data costs have plummeted significantly providing data access to the masses



Source: BCG & Omidyar Network Report Nov 2018 ("Credit Disrupted: Digital MSME Lending in India")



Business Strategy

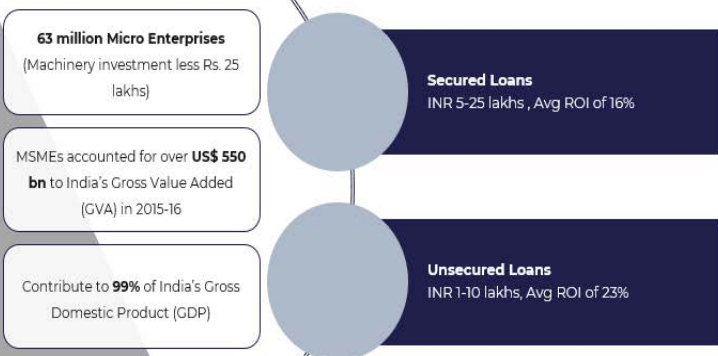
During FY19, Dhanvarsha focussed its strategy largely on the small business loans segment. The change in the focus saw Dhanvarsha launch new unsecured product lines specifically tailored to the small businesses over and above the primary secured product - Loan Against Property. In the tough market landscape, Dhanvarsha is among the few NBFCs to start lending again by turn of the calendar year with a shift in the focus from high ticket, low yield funding to low ticket, high yield unsecured products. Specific products were also introduced for the salaried class.

MSME Categorization (Millions)



Source: Govt. of India MSME Report (2017-18)

Our Products



*MSME: Micro, Small & Medium Enterprises

In FY20, the Business Strategy will focus on -

- Asset light business model targeting small, retail business from own Balance Sheet (Fund based Income);

- Developing additional revenue streams (non-fund based) via retail loans syndication and channel Partnerships with large banks;
- Using technology as a strong enabler to become the leading interface between creditworthy borrowers and financing options.

Thus, the Micro Enterprises segment will continue to be important for Dhanvarsha in the IMPACT STORY it wants to chart out. The segment offers a balanced opportunity in terms of risk - reward profile as well.

- Based on the experience over the last 2 years, Dhanvarsha seeks Customers with small ticket underwriting in this segment (sub Rs.25 lakhs) which limits the risk per client, fund strong cash flow led and high integrity businesses;
- Dhanvarsha's strength lies in the specialized underwriting expertise that it developed for this segment, backed by a multi-pronged collections approach;
- The yields are significantly better than those that banks make in similar products, thereby compensating for the higher risk adequately.

Going Digital-First

The Digital First journey that has been envisaged for Dhanvarsha and the Digital Platform that is being built has been kickstarted with the launch of mobile applications for both the Customers and Channel Partners. "Dhanvarsha" and "Dhanvarsha Channel Partner" Mobil apps are available on Android and IOS operating systems. Our digital initiatives are guided by the singular idea of providing value driven services to our Customers.

The DIY style mobile application has 7 quick and easy steps to follow and allows customers to apply for a loan anytime and from anywhere. The mobile app offers customized products with flexible terms and allows the customer to resume from where he stopped last time, he used the app. The customer's data gets auto populated once he/she uploads the necessary details and is guided into a seamless experience of applying for a loan. The Channel Partner app allows flexibility to the Channel Partner to push the loan applications straight into the Dhanvarsha lending platform through Dhanvarsha Channel Partner mobile app.

The mobile app is integrated with the web platform which helps automate the lending process, has a timely and efficient response system built in and has literally made minimal manual intervention necessary from our team. The Dhanvarsha processing team takes care of the rest for the Customer – from regular follow ups to highlighting any inconsistencies in the documentation submitted via the mobile app. The intelligent credit decisioning system embedded at the backend churns results consistently making the complete application to disbursal process quick, efficient and almost paperless. The platform is equipped to run credit checks (based on well identified parameters) and is intelligent enough of generating scorecards in backend after considering all factors including an individual's credit history, repayment track record, financial information and data from credit bureaus. There has been a conscious effort in being able to provide unique digital experiences to the customers with a human touch, so that we are there for our Customers whenever they need us.

Dhanvarsha will continue to consistently build its business on the foundation of collaboration with partners and leading industry players. The entire bouquet of services will be delivered on the Dhanvarsha Lending Platform leveraged by the joint capability of the partner ecosystem that Dhanvarsha will help build. The strength in the approach is that every borrower / customer that is fundable will essentially be served by us – either by Dhanvarsha or the Partner Network. This gives us an unparalleled advantage both in terms of getting to serve a large Customer base while improving profitability for the business. The digital delivery of our products will give us access to a massive data pool that will be pivotal in defining our future strategies and creating products that are in line with the changing Customer preferences and market dynamics.

Dhanvarsha has been consistently investing in enhancing its technology capabilities and building a state-of-the-art technology platform is the latest in that endeavour. The Platform will be capable enough to handle large volume of data required to evaluate customer applications and flexible enough to capitalize on changing customer preferences, market trends and regulatory requirements. This will help create immense value in a very unorganised and cluttered market, creating a “one stop shop” that will provide credit access to millions of small businesses and generate employment.

Risk Management Framework

To identify, monitor and manage inherent risks in our operations, Dhanvarsha has a robust and comprehensive credit assessment and risk management framework. Dhanvarsha's Comprehensive Risk Management Framework covers not only Credit, Market and Interest rate risks of the Company but also includes Collections risk, Operational risk, Fraud risk, Vigilance risk, Asset liability risk, Foreign exchange risk, People Risk etc.

Judging the overall market scenario, it seemed prudent to tighten the risk assessment & due diligence in the underwriting process. Our Risk Management Framework compromise of:

- Deep understanding of the MSME market and experience of underwriting segments within this market;
- Policy and process-based approach to assist people in risk-mitigation with customized policies to cater to multiple customer requirements;
- A Centralized Credit Processing Centre with Committee Approach for sanction ensuring tight underwriting controls. Multi-layered system strengthens the credit assessment process;
- Multiple verifications and checks have been introduced to get a 360-degree risk assessment done before the final disbursement call;
- Major Risk Assessment tools deployed are Credit Bureau Checks, Satisfactory Banking Habits, Genuineness of Financial Statements, Decent Business/Residential Set-up, Personal/Surprise visits, Field Investigation, Fraud Control Unit Checks, etc.;
- Specialized collections team manages overdue collections.

Human Capital

The objective for the year of the Human Capital Management (“HCM”) department at Dhanvarsha was to build robust systems and processes

We designed the HCM policy framework and ensure that we become a statutory compliant organization. Strategic hiring and providing employees with an environment that fosters continuous learning and recognition has also been high on our agenda for the year. Being the prime custodian of the culture driven at Dhanvarsha, this year the key initiatives undertaken were:

- (1) Developing a culture of collaboration by creating unofficial dialogue platforms through fun events and activities;
- (2) Creating a future influx of talent by extensively working on campus relations; and
- (3) Implementing the new Performance Management Process with emphasis on driving discussion between a manager and his/ her subordinate.

Hiring is an extremely critical function at Dhanvarsha. The hiring process not only aims for talent that is a fit for the current role on offer but also someone who fits in the organization culture and has the capability to grow into the next level roles. Besides hiring leaders to build each departmental vertical and processes, we also emphasized on building a strong support function by extensively hiring in the IT and Sales to support our technology platform. With an agenda to build a performance centric culture, Dhanvarsha redesigned the Performance Management System this year. Individual job descriptions and annual goal sheets were made to help bridge any communication gap between the manager and his/ her subordinate

in terms of expectations versus delivery. This further helped in driving individual performance in turn driving the Dhanvarsha's performance on a holistic level. Building a progressive culture through forward looking policies which will last beyond an individual's lifetime. Keeping this in perspective, Dhanvarsha introduced the HCM policy manual to evolve with the times and remain relevant in the changing time as well as motivate employees. Also, to encourage fun & camaraderie among the employees there are several team/ organizational success celebrations, health initiatives & festivals organized across the organization.

Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: Dhanvarsha has a zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules there under for prevention and redressal of complaints of sexual harassment at workplace. Also, employees were sensitized about the policy and their rights as per the act guidelines.

Compliance Framework

Compliance function assumes great importance in Dhanvarsha. The Board of Directors and the Audit Committee are responsible for overseeing the implementation of the compliance and risk management framework across Dhanvarsha. The Compliance function not only approves all the new products to be launched to ensure that they are in line with regulatory guidelines, but also undertakes a constant monitoring of the portfolio to identify and mitigate any ongoing risks. The Compliance team also assesses corporate risks on an ongoing basis and keeps the Management/Board informed about important matters through regular updates and annual compliance reviews.

Internal Control Systems

Dhanvarsha believes in a robust and comprehensive internal control system is crucial for business. The Company's internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations, and this is further improved by extensive internal audits, regular reviews by the management and standard policies and guidelines. Dhanvarsha's Internal Auditors performed regular reviews of business processes to assess the effectiveness of internal controls and compliance with laid down policies and procedures. The Internal Audit reports are periodically reviewed by the Audit Committee and any suggestions for improvement are implemented immediately. Dhanvarsha is continuously upgrading its organizational structure, documented policy guidelines, defined authority matrix and other processes and systems in line with the best available practices.

Cautionary Statement

Statements made in this Management Discussion and Analysis Report may contain certain forward-looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India and abroad, volatility in interest rates and in the securities market, new regulations and Government policies that may impact Dhanvarsha's businesses as well as the ability to implement its strategies. The information contained herein is as of the date referenced and Dhanvarsha does not undertake any obligation to update these statements. Dhanvarsha has obtained all market data and other information from sources believed to be reliable or its internal estimates, although its accuracy or completeness cannot be guaranteed.

Directors' Report

Dear Members,

Your Board of Directors (the "Board") take pleasure in presenting the Twenty-fifth Annual Report of Dhanvarsha Finvest Limited (the "Company") together with the audited financial statements for the year ended March 31, 2019.

Financial Highlights

The financial performance of the Company is summarized below:

(Rs. in Lakh)

Particulars	FY 2018-19	FY 2017-18
Total revenue	2129.93	1,189.17
Profit before interest and depreciation	1106.90	667.00
Less: Interest and finance charges	517.67	200.11
Less: Depreciation and amortization	16.60	5.39
Profit Before Tax	572.63	461.50
Less: Provision for taxation	130.02	53.22
Profit After Tax	442.61	408.28
Add: Balance brought forward from previous year	386.92	60.30
Balance available for appropriation	829.53	468.58
Statutory reserve	88.52	81.66
Balance carried to Balance Sheet	578.26	386.92
Basic Earnings Per Share (EPS) (Rs.)	3.66	5.26
Diluted EPS (Rs.)	3.53	5.26
Proposed Dividend on equity shares of Rs.10/- each	33.75	135.00
Tax on Proposed Dividend	6.94	27.75

Business Overview

For the financial year ended March 31, 2019, your Company earned Profit Before Tax of Rs.572.63 Lakhs as against Rs.461.50 Lakhs in the previous financial year and the Profit After Tax of Rs.442.61 Lakhs as against Rs.408.28 Lakhs in the previous financial year. The total Income for the year under consideration was Rs.2129.93 Lakhs and total expenditure was Rs.1557.30 Lakhs. As of March 31, 2019, the Company had 225 Borrowers, operating out of two (2) Branches in Mumbai and Pune, with a gross loan portfolio of Rs.4,873 Lakh. The Company repaid a sum of Rs.1455 Lakhs of short-term loans.

Your Company's strategy had the following building blocks:

- Offering sustainable financial products for the unbanked and underpenetrated;
- Providing turnkey solutions across secured and unsecured lending to suit borrower needs; and
- Focus on Micro, Small, Medium Enterprises and Low to Mid Income Group;

Your Company currently offer Secured Loans – Loan against Property, Equipment Financing and proposes to introduce new products in the year ahead with Affordable Housing Loans, Vehicles Loans and Unsecured Loans – Business Loans for Working Capital Requirement and Business Expansion, Personal Loans and Loans through Digital platform.

Preferential Issue

The Members of the Company at the Twenty-third Annual General Meeting ("AGM") held on August 28, 2017 had approved Preferential Issue of 57,42,200 equity shares of face value of Rs.10/- each at a price of

Rs.21/- each to Wilson Holdings Private Limited (formerly “Truvalue Agro Ventures Private Limited”), aggregating to Rs.1,205.86 Lakh, subject to receipt of regulatory approvals.

Your Company successfully completed Preferential Issue on June 29, 2018 consequent to prior approval accorded by Reserve Bank of India (“RBI”) for change in shareholding and management on June 18, 2018. The proceeds from the Preferential Allotment aggregating Rs.1,205.86 Lakh, brought in the much-needed growth capital for your Company.

Post allotment of equity shares as aforesaid, the issued, subscribed and paid-up share capital of the Company stands at Rs.13,50,00,000 (Rupees Thirteen Crore Fifty Lakh only) comprising of 1,35,00,000 (One Crore Thirty-five Lakh) equity shares of Rs.10/- each as on March 31, 2019, as against the issued, subscribed and paid-up share capital of Rs.7,75,78,000 (Rupees Seven Crore Seventy-five Lakh Seventy-eight Thousand only) comprising of 77,57,800 (Seventy-seven Lakh Fifty-seven Thousand Eight Hundred) equity shares of Rs.10/- each as on March 31, 2018.

Subsequently, the Members of the Company at the Twenty-fourth AGM held on September 28, 2018 had approved issuance of fully convertible Warrants on Preferential basis, for an amount up to Rs.7,500 Lakh to Wilson Holdings Private Limited, Promoters of the Company with a rights exercisable to subscribe for one equity share of the Company per Warrant, within 18 months from the date of issue of the Warrants, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, and other applicable laws, subject to the receipt of necessary approvals;

The Board at its meeting held on November 5, 2018 issued and allotted 7,75,200 (Seven Lakh Seventy-five Thousand Two Hundred) Warrants (convertible into equivalent number of Equity Shares) to Wilson Holdings Private Limited, on receipt of subscription price equivalent to 25% of the Issue Price (Issue Price being Rs.64.50 per warrant). As the Company has allotted Warrants, there is no change in the paid-up share capital of the Company. Fully paid-up equity shares of the face value of Re.10/- each of the Company will be allotted on receipt of balance 75% Issue Price on each Warrant within eighteen months from November 5, 2018. The Company has also obtained in principle approval from the BSE Limited to issue and allot above mentioned Warrants.

The State of Company's Affairs

The Company continues to be categorised as a Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company under the Reserve Bank of India (“RBI”) Regulations. The Company is in compliance with the conditions of RBI Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, as amended

Investment in Subsidiary

The Board, on August 13, 2019 approved incorporation of a wholly owned subsidiary of the Company for carrying on the business of Digital Lending Solutions, subject to receipt of necessary approvals.

Dividend

The Board is pleased to recommend a dividend of Rs.0.25/- (i.e. 2.5%) per equity share of Rs.10/- each for your approval at the Twenty-fifth AGM. The dividend shall be subject to tax on distribution of dividend to be paid by the Company. The dividend distribution will involve in a cash outflow of Rs.40.69 Lakhs together with tax on dividend.

In terms of the provisions of Section 124(5) of the Companies Act, 2013 (the "Act"), the Company is not required to transfer the unclaimed dividend amount to the Investors Education and Protection Fund as of yet, since the Company has declared the dividend only for FY18.

Deposits

During the year under review, your Company has not accepted any deposit from the public.

Transfer to Reserves

Your Company has transferred an amount of Rs.8.8 lakhs to the statutory reserve during FY19.

Capital Adequacy Ratio

Your Company's total Capital Adequacy Ratio (CAR), as of March 31, 2019, stood at 55.23% of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off-balance sheet items, which is above the regulatory minimum of 15%.

Reclassification of Promoter

Mrs. Aarti Jagdishkumar Thakkar and Mr. Malay Rohitkumar Bhow, the erstwhile promoters of the Company have requested the Company to reclassify them from 'promoter and promoter group category' to 'public category'. The Members at the Twenty-fourth AGM held on September 28, 2018 had approved the reclassification of Promoters of the Company as Public Shareholders.

BSE Limited vide its letter LIST/COMP/BP/1130/2018-19 dated February 26, 2019 accorded approval for the reclassification of Mrs. Aarti Jagdishkumar Thakkar and Mr. Malay Rohitkumar Bhow from 'Promoter Category' to 'Public Category' under Regulation 31A of the Listing Regulations and accordingly Wilson Holdings Private Limited (formerly "Truvalue Agro Ventures Private Limited") is the only remaining Member in Promoter Category.

Shifting of the Registered Office from Gujarat to Maharashtra

The Members vide Special Resolution dated April 8, 2019 passed through postal ballot, approved the shifting of the Registered Office from Gujarat to Maharashtra, by amendment to the Situation Clause of the Memorandum of Association of your Company.

Your Company is in the process of obtaining the necessary statutory approvals for shifting the Registered Office of your Company to Maharashtra.

Directors

Cessation of Directorships

Consequent to the approval accorded by RBI for change in shareholding and management on June 18, 2018, Mr. Malay Rohitkumar Bhow (DIN:02770605), Whole-time Director of the Company resigned from the directorship of the Company with effect from August 10, 2018. Subsequently, Mrs. Arunaben Shah (DIN: 00014528) and Mr. Darmil Shah (DIN:02496445), Non-Executive Independent Directors of the Company resigned from the directorship of the Company with effect from August 24, 2018.

Appointment of Directors

The Board appointed (i) Mr. Nimir Kishore Mehta ((DIN:00699993) and (ii) Mr. Ashish Sharad Dalal (DIN:00024632) as Additional Directors in the category of Non-Executive Director of the Company liable to retire by rotation with effect from August 10, 2018; (iii) Mr. Nirmal Vinod Momaya (DIN:01641934) as an

Additional Director in the category of Independent Director of the Company with effect from August 10, 2018 for a period of five consecutive years up to August 9, 2023; (iv) Mr. Krishipal Tarachand Raghuvanshi (DIN: 07529826) as an Additional Director in the category of Independent Director of the Company with effect from August 24, 2018 for a period of five consecutive years up to August 23, 2023; and (v) Mr. Karan Neale Desai (DIN:05285546) as Managing Director & Chief Executive Officer of the Company with effect from August 11, 2018 for a period of three years up to August 10, 2021. The Members of the Company at the Twenty-fourth AGM held on September 28, 2018 had approved the appointment of the above-mentioned Directors.

The Board of Directors appointed (i) Mrs. Manjari Ashok Kacker (DIN:06945359) as an Additional Director in the category of Independent Director of the Company with effect from September 28, 2018 for a period of five consecutive years up to September 27, 2023; and (ii) Mr. Surendra Kumar Behera (DIN: 07480667) as an Additional Director in the category of Independent Director of the Company with effect from May 22, 2019 for a period of five consecutive years up to May 21, 2024, subject to approval of Members at the ensuing Twenty-fifth AGM.

Retirement of Director by Rotation

Mr. Nimir Kishore Mehta ((DIN:00699993), Non-Executive Non- Independent Director of the Company will retire by rotation at the ensuing Twenty-fifth AGM and being eligible, offers himself for re-appointment.

All the above appointments / re-appointments by the Board are based on the recommendation of the Nomination and Remuneration Committee. The resolutions for appointment / reappointments together with requisite disclosures are set out in the Notice of the ensuing Twenty-fifth AGM. The Board recommends all the resolutions for your approval.

Declaration by Independent Directors

The Board has received the declaration from all the Independent Directors as per the Section 149(7) of the Act and Regulation 16(1)(b) of the Listing Regulations and the Board is satisfied that all the Independent Directors meet the criteria of independence as mentioned in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Policies on Selection and Appointment of Directors

In compliance with the provisions of the Act and Listing Regulations, the Board, on the recommendation of the Nomination and Remuneration Committee had adopted the Policy for Selection and Appointment of Directors.

The aforesaid Policy provides a framework to ensure that suitable and efficient succession plans are in place for appointment of Directors on the Board so as to maintain an appropriate balance of skills and experience within the Board. The Policy also provides for selection criteria for appointment of directors, viz. educational and professional background, general understanding of the Company's business dynamics, Board diversity and payment of remuneration to the directors of the Company. The Nomination and Remuneration Committee takes into account the fit and proper criteria for appointment of directors as stipulated by RBI.

Number of Meetings of the Board

Eleven Board Meetings were held during the financial year ended March 31, 2019. The details of the Board and various Committee meetings are given in the Corporate Governance Report which is provided separately in this Annual Report.

Performance Evaluation of Directors at Board and Independent Directors' Meetings

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees for FY19. The evaluation was conducted on the basis of a structured questionnaire which comprises performance criteria such as performance of duties and obligations, independence of judgement, level of engagement and participation, attendance of directors, their contribution in enhancing the Board's overall effectiveness, etc.

The Independent directors met without the presence of other directors or members of Management. All the Independent Directors were present at the meeting. In the meeting, the Independent Directors reviewed performance of Non-Independent Directors, the Board as a whole and Chairperson. They assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board.

Key Managerial Personnel

As on the date of the report, Mr. Karan Neale Desai, Managing Director and Chief Executive Officer, Mr. Narendra Kumar Tater, Chief Financial Officer and Mr. M Vijay Mohan Reddy, AVP – Legal and Company Secretary of the Company are the Key Managerial Personnel ("KMP") of the Company, The KMP were appointed during the year under review.

During the year under review, Mr. Malay Rohitkumar Bhow, Whole-time Director and Mr. Dhairya Kumar Thakkar, Company Secretary, have resigned from the services of the Company with effective August 10, 2018.

Directors' Responsibility Statement

Your Board, to the best of their knowledge and belief, confirm that:

1. in the preparation of the accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and there are no material departures from the same;
2. they have selected such accounting policies and applied them consistently, and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for that period;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. they have prepared annual accounts of the Company on a 'going concern' basis;
5. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. they have devised proper systems to ensure compliance with the provision of all applicable laws, and that such systems were adequate and operating effectively.

RBI Guidelines

The Company continues to comply with all the requirements prescribed by the RBI, from time to time.

Corporate Social Responsibility

The provisions of the Act and rules framed there under with regard to Corporate Social Responsibility do not apply to the Company and hence no disclosure have made in that regard.

Extract of Annual Return

Pursuant to Section 134 (3a) and Section 92 (3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as at March 31, 2019 in form MGT-9 has been annexed as Annexure - I to the Directors' Report.

Extract of Annual Return is also available on the website of the Company at <https://www.dfltd.in/general-meeting.php#investor-relations31>

Material Changes and Commitments, if any, affecting the Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company, which has occurred between the end of the financial year of the Company i.e. March 31, 2019 and the date of the Directors' Report.

Conservation of Energy, Technical Absorption and Foreign Exchange Earnings and Outgo

The provisions of Section 134(3) (m) of the Act relating to conservation of energy and technology absorption do not apply to the Company. The Company has, however, used information technology extensively in its operations.

During the year under review, the Company's earning and outgo in foreign exchange were Nil and Rs.1,63,832/- respectively.

Contracts or Arrangements with Related Parties

In line with the requirements of the Act and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on <https://www.dfltd.in/pdf/new-pdf/policy-related-party-transactions.pdf>. All Related Party Transactions are placed before the Audit Committee for review and approval of the Committee on a quarterly basis.

All the related party transactions entered into during the financial year were in ordinary course of business and were on an arm's length basis. During the year, your Company has entered into a transaction with Wilson Holdings Private Limited (formerly known as "Truvalue Agro Ventures Private Limited"), Promoter and holding company, details of the said transaction are provided in Form AOC-2, as annexed to this report as Annexure - II.

Risk Management

The Board has adopted the Risk Management Policy based on the recommendation of the Audit Committee in order to assess, monitor and manage risk throughout the Company.

Risk is an integral part of the Company's business, and sound risk management is critical to the success of the organization. Detailed information on risk management is provided in the Management Discussion and Analysis Report.

Whistle Blower Policy/ Vigil Mechanism

The Company has adopted the Whistleblower Policy, and details of the same are explained in the Corporate Governance Report.

Financial summary/highlights

The details are spread over in the Annual Report.

Subsidiaries, joint ventures or associate companies

There were no entity(ies) which became or ceased to be subsidiaries, joint ventures or associate companies of the Company during the financial year ended March 31, 2019.

Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company operations in future

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

Information Required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has a policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination. The Company seeks to ensure that all such complaints are resolved within defined timelines. During FY19, the Company has not received any complaints. The Company has conducted awareness sessions on prevention of sexual harassment for its employees.

Internal Financial Controls

The Company has adequate internal controls and processes in place with respect to its operations, which provide reasonable assurance regarding the reliability of the preparation of financial statements and financial reporting as also functioning of other operations. These controls and processes are driven through various policies and procedures.

Particulars of Employees

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Act, read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosure required as under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as Annexure-III.

Auditors

(a) Statutory Auditors

Haribhakti & Co. LLP, Chartered Accountants (Firm Regd. No: 103523W/W100048) were appointed as Statutory Auditors of the Company at the Twenty-third Annual General Meeting held on August 28, 2017 till the conclusion of the Twenty-fifth Annual General Meeting subject to ratification by Members every year. Hence the term for Statutory Auditors of the Company will end at the ensuing Annual General Meeting. Accordingly, on the basis of recommendations of the Audit Committee, the Board of Directors of the Company have approved the appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of five years from the five continuous years i.e. from the conclusion of Twenty-fifth Annual General Meeting till the conclusion of Thirtieth Annual General Meeting of the Company.

Further, pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 Haribhakti & Co. LLP, Chartered Accountants being eligible, offer themselves for re-appointment for a term of five years. The Company has also received written consent from Haribhakti & Co. LLP, Chartered Accountants and a confirmation to the effect that their re-appointment, if made, would be within the limits prescribed under the Section 141 of the Companies Act, 2013 and the rules made there under.

The Board recommends re-appointment of Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company from the conclusion of Twenty-fifth Annual General Meeting up to the conclusion of Thirtieth Annual General Meeting of the Company.

Members' attention is drawn to a Resolution proposing the re-appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company which is included in the Notice convening the Twenty-fifth AGM.

The Report given by the Auditors on the financial statements of the Company for the financial year ended on March 31, 2019 forms part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. Also, no offence of fraud was reported by the Auditors of the Company.

(b) Secretarial Auditors and Secretarial Audit Report

Secretarial Audit Report pursuant to the provisions of Section 204 of the Act for the FY19 issued by MMJC & Associates LLP, Company Secretaries is annexed to this report as Annexure – IV. The report contains the following qualification, reservation or adverse remark:

1. The Company was required to submit to the Stock Exchange, the proceedings of Extra Ordinary General Meeting held on May 29, 2018 within 24 hours under Regulation 30 read with Schedule III of LODR, however there was a delay.
2. Haribhakti & Co. LLP, Statutory Auditors of the Company have been appointed at the Annual General Meeting held on August 28, 2017 for a term of two years.
3. The Company, under Section 179 read with Section 117 of the Act, has not filed e-form MGT – 14.

Management's Reply

1. The Secretarial Department has been strengthened by appointment of experienced Company Secretary and new staff. Due care will be taken to avoid such instances in future.
2. The Board re-appointed Haribhakti & Co. LLP, Statutory Auditors of the Company for a further term of five years at its meeting held on May 22, 2019 as per the provision of Companies Act, 2013 and the Rules made thereunder.
3. The Company has filed applications for condonation of delay and for filing e-form MGT-14.

Details of Frauds Reported by the Statutory Auditors

During the year under review, the Statutory Auditors, the Internal Auditors and the Secretarial Auditors of the Company have not reported any fraud as required under Section 143(12) of the Act.

Particulars of Loans or Guarantees or Investments

Pursuant to the clarification dated February 13, 2015 issued by the Ministry of Corporate Affairs and Section 186(11) of the Act, the provision of Section 134 (3)(g) of the Act requiring disclosure of particulars of the loans given, investments made or guarantees given or securities provided is not applicable to the Company.

Management Discussion and Analysis

The Management Discussion and Analysis report for the year under review is given separately in the Annual Report.

Corporate Governance

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations. A report on Corporate Governance (forming part of Directors' Report) is provided separately in this Annual Report, together with a certificate from MMJC & Associates LLP, Company Secretaries, on compliance with corporate governance norms under the Listing Regulations for FY19 is annexed to the Corporate Governance Report which is provided separately in the Annual Report.

Employee Stock Option Plan (ESOP)

Your Company has instituted "Dhanvarsha ESOP Plan - 2018" ("ESOP 2018") to motivate, incentivize and reward employees. The Nomination Remuneration Committee administers the ESOP 2018. The ESOP 2018 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("Employee Benefits Regulations") and there have been no material changes to ESOP 2018 during FY19. Disclosures on ESOP 2018, details of options granted, etc. as required under the Employee Benefits Regulations has been annexed as Annexure - V to the Directors' Report.

Disclosure on compliance with Secretarial Standards

Your Company has complied with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and has systems which are adequate and are operating effectively.

Statutory Disclaimer

Your Company is having a valid Certificate of Registration dated March 11, 1998 issued by RBI under Section 45-IA of the Reserve Bank of India Act, 1934. However, RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of your Company or for the correctness of any of the statements or representations made or opinions expressed by your Company and for discharge of any liability by your Company.

Neither there is any provision in law to keep, nor does your Company keep any part of the deposits with RBI and by issuing a Certificate of Registration to your Company, RBI neither accepts any responsibility nor guarantees the payment of deposits to any depositor or any person who has lent any sum to your Company.

Acknowledgement

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Reserve Bank of India, Members and other Business constituents during the year under review. Your directors also wish to place on record their deep sense of appreciation for the commitment displayed from all employees resulting in the successful performance of the Company during the year.

For and on behalf of the Board of Directors

Mumbai
August 13, 2019

Sd/-
Nimir Kishore Mehta
Non-Executive Chairperson
(DIN:00699993)

Sd/-
Karan Neale Desai
Managing Director and CEO
(DIN:05285546)

Annexure – I to the Directors' Report**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****AS IN THE FINANCIAL YEAR ENDED ON MARCH 31, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:		
i.	CIN	L24231GJ1994PLC023528
ii.	Registration Date	NOVEMBER 9, 1994
iii.	Name of the Company	DHANVARSHA FINVEST LIMITED
iv.	Category/ Sub-Category of the Company	NON GOVERNMENT PUBLIC COMPANY LIMITED BY SHARES
v.	Address of the Registered Office and contact details	REGISTERED OFFICE: DHANVARSHA FINVEST LIMITED B WING, 813/2, MONDEAL SQUARE, OPP. KARNAVATI CLUB, S.G. HIGHWAY, AHMEDABAD - 380015 (GJ), INDIA EMAIL: CONTACT@DFLTD.IN; WEBSITE: WWW.DFLTD.IN; PHONE +91-79-40320311
vi.	Whether listed company	YES
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS SHARE TRANSFER AGENT LIMITED UNIT: DHANVARSHA FINVEST LIMITED 209-A, C WING, 2ND FLOOR, GOKUL INDUSTRIAL ESTATE, SAGBAUG, MAROL CO-OP INDUSTRIAL AREA, B/H TIMES SQUARE, ANDHERI (EAST), MUMBAI – 400059 (MH). EMAIL: SUBODH@MCSREGISTRARS.COM PHONE: 022-28516020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:**

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Financial service activities – Secured Loans, Unsecured Loans, Investment, Advisory & others	66190	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Wilson Holdings Private Limited (formerly known as "Truvalue Agro Ventures Private Limited) 1st Floor Wilson House, Old Nagardas Road, Andheri (East), Mumbai – 400069 (MH).	U65100MH2014PTC260223	Holding Company	52.09	2 (87)

- NOT APPLICABLE -

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters #									
(I) Indian									
a) Individual / HUF	350000	0	350000	4.51	0	0	0	0	0
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Government(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	7032200	0	7032200	52.09	0
e) Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0

Sub-total (A) (1):-	350000	0	350000	4.51	7032200	0	7032200	52.09	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
FII Sub Account	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0

B. Public Shareholding**1. Institutions**

a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
c) Central Government	0	0	0	0	0	0	0	0	0
d) State Government(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance companies	0	0	0	0	0	0	0	0	0
g) Financial Institutional Investors	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

2. Non-Institutions

a) Bodies Corporate	316871	0	316871	4.08	953895	0	953895	7.66	201.03
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	838826	2238550	1027376	13.24	396630	149800	546430	4.05	-46.81
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3613483	2050000	5663483	73	4644254	250000	4894254	36.25	-13.58
c) Others (specify)									
1. Trusts	0	0	0	0	0	0	0	0	0
2. HUF	400070	50	400070	5.16	0	0	0	0	-0.19
3. Non-resident Indians	0	0	0	0	73221	0	73221	0.54	0
4. Clearing Members	0	0	0	0	0	0	0	0	-100.00
Sub-total (B)(2):-	5169200	2238600	7407800	95.49	6068000	399800	6467800	47.91	-12.69
Total Public Shareholding (B) = (B)(1)+ (B)(2)	5169200	2238600	7407800	95.49	6068000	399800	6467800	47.91	-12.69
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5519200	2238600	7757800	100.00	13100200	399800	13500000	100.00	74.02

Wilson Holdings Private Limited (formerly known as "Truvalue Agro Ventures Private Limited") was categorised as Promoter of the Company on conclusion of Open Offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Subsequently, Mrs. Aarti Jagdishkumar Thakkar and Mr. Malay Rohitkumar Bhow have been re-classified from "Promoter Category" to "Public Category" pursuant to approval of BSE Limited under Regulation 31A of Listing Regulations vide its letter dated February 26, 2019.

(ii) Shareholding of Promoters

S No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2018)			Shareholding at the end of the Year (March 31, 2019)			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mrs. Aarti Jagdishkumar Thakkar [#]	1,00,000	1.29	NIL	1,00,000	0.74	NIL	NIL
2	Mr. Malay Rohitkumar Bhow [#]	2,50,000	3.22	NIL	10,6172	0.79	NIL	-57.53

3	Wilson Holdings Private Limited*	0	0	NIL	70,32,200	52.09	NIL	NIL
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*Reclassified from "Promoter Category" to "Public Category" pursuant to approval of BSE Limited under Regulation 31A of Listing Regulations.

* Categorized as Promoter of the Company on conclusion of Open Offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S No.	Shareholder's name	Shareholding at the beginning of the year (As on April 1, 2018)		Date®	Increase / Decrease In shareholding	Reason	Cumulative shareholding during the year FY 2018-19	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Mrs. Aarti Jagdishkumar Thakkar#	1,00,000	1.29	-	NIL	NIL	1,00,000	0.74
2	Mr. Malay Rohitkumar Bhow#	2,50,000	3.22	07.09.2018 12.09.2018 05.10.2018 30.03.2019	-600 -2,49,600 +2,49,600 -1,43,228	Sale Pledge Revoke Purchase	1,06,172	0.79
3	Wilson Holdings Private Limited*	0	0	29.06.2018 31.07.2018	+57,42,200 +6,90,000 +2,00,000 +2,00,000 +2,00,000	Pref. issue Open Offer Purchase Purchase Purchase	70,32,200	52.09

*Reclassified from "Promoter Category" to "Public Category" pursuant to approval of BSE Limited under Regulation 31A of Listing Regulations.

* Categorized as Promoter of the Company on conclusion of Open Offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

® Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S No.	Shareholder's name	Shareholding at the beginning of the year (As on April 1, 2017)		Date#	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year FY 2017-18	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Mr. Bhavik Prafulchandra Vora	0	0	18.01.2019	+6,00,000	Purchase	6,00,000	4.44
2.	Mr. Dahiben Dwarkadas Patel	4,94,000	6.37	31.08.2018 07.09.2018 14.09.2018 21.09.2018 25.01.2019 30.03.2019	-6,000 -1,000 -15,000 -25,000 -20,000 -25,000	Sale Sale Sale Sale Sale Sale	4,02,000	2.98
3.	Mr. Ramesh Chandra Biyani	0	0	25.01.2019	+3,75,000	Purchase	3,75,000	2.78
4.	Mr. Manmohan Mimani	0	0	25.01.2019	+3,28,000	Purchase	3,28,000	2.43
5.	Mr. Jagdishkumar Amrutlal Akhani	0	0	18.01.2019	+2,49,999	Purchase	2,49,999	1.85
6.	Mrs. Arti Ashish Shah	0	0	18.01.2019 25.01.2019 01.02.2019 08.02.2019 22.02.2019	+89,200 +1,04,800 +5,900 -650 +239	Purchase Purchase Purchase Sale Purchase	1,99,489	1.48
7.	Mr. Kiritkumar Amrutlal Akhani	2,48,962	3.02	31.08.2018	-70,000	Sale	1,78,962	1.33
8.	Mrs. Nalini Mukulbhai Teli	2,84,000	3.66	31.08.2018 07.09.2018 14.09.2018 21.09.2018 25.01.2019 30.03.2019	-6,750 -1,000 -2,500 -25,000 -40,000 -50,000	Sale Sale Sale Sale Sale Sale	1,58,750	1.28
9.	Mr. Mukul Ratilal Teli	2,65,700	3.42	24.08.2018 18.01.2019 25.01.2019 30.03.2019	-15,000 -10,000 -40,000 -59,124	Sale Sale Sale Sale	1,41,576	1.05
10.	Raj Ratan Commodities Private Limited	0	0	30.03.2019	+1,36,874	Purchase	1,36,874	1.30

Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Director's / KMP name	Category of Directors/ KMP	Shareholding at the beginning of the year (As on April 1, 2018)		Date [#]	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year FY 2018-19	
			No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Mr. Rohit Malaykumar Bhow	Whole Time Director	2,50,000	3.22%	07.09.2018 12.09.2018 05.10.2018 30.03.2019	-600 -2,49,600 +2,49,600 -1,43,228	Sale Pledge Revoke Sale	1,06,172	0.79%
2.	Mrs. Arunaben Shah	Independent Director	NIL	NIL	-	NIL	NIL	NIL	NIL
3.	Mr. Dharmil Shah	Independent Director	NIL	NIL	-	NIL	NIL	NIL	NIL
4.	Mr. Nimir Kishore Mehta	Non-executive Director	NIL	NIL	-	NIL	NIL	NIL	NIL
5.	Mr. Ashish Sharad Dalal	Non-executive Director	NIL	NIL	-	NIL	NIL	NIL	NIL
6.	Mr. Nirmal Vinod Momaya	Independent Director	NIL	NIL	-	NIL	NIL	NIL	NIL
7.	Mr. Krishipal Tarachand Raghuvanshi	Independent Director	NIL	NIL	-	NIL	NIL	NIL	NIL
8.	Mrs. Manjari Ashok Kacker	Independent Director	NIL	NIL	-	NIL	NIL	NIL	NIL
9.	Mr. Karan Neale Desai	Managing Director	NIL	NIL	-	NIL	NIL	NIL	NIL
10.	Mr. Narendra Kumar Tater	Chief Financial Officer	NIL	NIL	-	NIL	NIL	NIL	NIL
11.	Mr. M Vijay Mohan Reddy	Company Secretary	NIL	NIL	12.02.2019	100	Purchase	100	0.0007%

[#]Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

S No.	Particulars	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
1	Indebtedness at the beginning of the financial year				
	i) Principal Amount	-	39,05,00,000	-	39,05,00,000
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	1,10,03,508	-	1,10,03,508
	Total (i+ii+iii)	-	40,15,03,508	-	40,15,03,508
2	Change in Indebtedness during the financial year				
	o Addition (Only principal)	-	19,10,00,000	-	19,10,00,000
	o Reduction (Only principal)	-	33,65,00,000	-	33,65,00,000
	Net Change	-	(14,55,00,000)	-	(14,55,00,000)
3	Indebtedness at the end of the financial year				
	i) Principal Amount	-	24,50,00,000	-	24,50,00,000
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	1,01,46,151	-	1,01,46,151
	Total (i+ii+iii)	-	25,51,46,151	-	25,51,46,151

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:**

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
		Rohit Malaykumar Bhow	Karan Neale Desai	
1	Gross salary	-	Rs.47,98,987	Rs.47,98,987
2	Stock Options*	-	3,63,489	3,63,489

3	Sweat Equity	-	-	-
4	Commission - as % of profit / others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	Rs.47,98,987	Rs.47,98,987
	Ceiling as per the Act	5% of the profits as computed under Section 197 of the Companies Act, 2013		

*Stock Options granted during FY19.

B. Remuneration to other Directors

A	Name of the Independent Director	Mrs. Arunaben Shah	Mr. Dharmil Shah	Mr. Nirmal Vinod Momaya	Mr. Krishipal Tarachand Raghuvanshi	Mrs. Manjari Ashok Kacker
1	Fee for attending Board/ committee meetings	Rs.1,50,000	Rs.1,50,000	Rs.8,00,000	Rs.7,50,000	Rs.5,50,000
2	Commission	-	-	Rs.62,960	Rs.62,960	Rs.62,960
3	Others, please specify	-	-	-	-	-
B	Name of Non-executive Director	Mr. Nimir Kishore Mehta		Mr. Ashish Sharad Dalal		
1	Fee for attending Board/ committee meetings	Rs.1,50,000		Rs.7,00,000		
2	Commission	Rs.62,960		Rs.62,960		
3	Others, please specify	-		-		
	Total Managerial Remuneration - Amount (Rs.) (A+B)	Rs. 35,64,800				
	Overall Ceiling as per the Act	6% of the profits as computed under Section 197 of the Companies Act, 2013				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		Dhairya Kumar Thakkar Company Secretary®	Narendra Kumar Tater Chief Financial Officer#	M Vijay Mohan Reddy Company Secretary\$	Total
1.	Gross salary	Rs.1,04,000	Rs.39,23,739	Rs.25,29,029	Rs.65,56,768
2.	Stock Options*	-	1,93,861	77,555	2,71,416
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit / - others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	Rs.1,04,000	Rs.39,23,739	Rs.25,29,029	Rs.65,56,768

*Stock Options granted during FY19. ®Up to August 10, 2018. #w.e.f. August 10, 2018. \$w.e.f. August 13, 2018.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Sd/-
Nimir Kishore Mehta
 Non-Executive Chairperson
 (DIN:00699993)

Sd/-
Karan Neale Desai
 Managing Director and CEO
 (DIN:05285546)

Mumbai
 August 13, 2019

Annexure – II to the Directors' Report

FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

No such contracts /arrangements / transactions, as referred to in sub-section (1) of section 188 of the Companies Act, 2013, has been entered into by the Company with related parties during FY19.

2. Details of contracts or arrangements or transactions at arm's length basis

(a) Name(s) of the related party: Wilson Holdings Private Limited

(formerly known as "Truvalue Agro Ventures Private Limited").

(b) Nature of relationship: Entity in which one or more Directors have a significant influence / control.

(b) Nature of the arrangements/transactions: Unsecured Loan.

(c) Duration of the arrangements/transactions: Continuous Arrangement.

(d) Salient terms of the arrangements/transactions including the value, if any:

(e) Date(s) of approval by the Board, if any: July 27, 2017

(f) Amount paid as advances, if any: Nil

For and on behalf of the Board of Directors

Sd/-

Nimir Kishore Mehta

Non-Executive Chairperson
(DIN:00699993)

Sd/-

Karan Neale Desai

Managing Director and CEO
(DIN:05285546)

Mumbai
August 13, 2019

Annexure – III to the Directors' Report

The ratio of the remuneration of each Director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S No.	Requirements	Disclosure
i.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Malay Rohitkumar Bhow* 0.0 : 1 Arunaben Girishkumar Shah# 0.5 : 1 Dharmil Shah# 0.5 : 1 Karan Neale Desai 14.7 : 1 Nimir Kishore Mehta 0.7 : 1 Ashish Sharad Dalal 2.3 : 1 Nirmal Vinod Momaya 2.6 : 1 Manjari Kacker 2.5 : 1 K.P. Raghuvanshi 2.5 : 1
ii.	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary, if any, in the financial year	Malay Rohitkumar Bhow, WTD & Chairman* Nil Dhairyakumar Thakkar, Company Secretary* Nil Karan Neale Desai, MD & CEO @ Narendra Tater, Chief Financial Officer @ M Vijay Mohan Reddy, Company Secretary @
iii.	The percentage increase in the median remuneration of employees in the financial year	12%
iv.	The number of permanent employees on the rolls of the Company	54 as of March 31, 2019
viii.	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.	Average increase in the salaries of employees other than the managerial personnel – 6% Average increase in the managerial remuneration – 5%
xii.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes

* Ceased to be an employee and KMP of the Company w.e.f. closing hours of August 10, 2018.

Ceased to be Directors of the Company w.e.f. closing hours of August 24, 2018.

@ The Chief Executive Officer, Chief Financial Officer and Company Secretary were appointed during the Financial Year. Hence, comparison is not feasible.

For and on behalf of the Board of Directors

Sd/-

Nimir Kishore Mehta

Non-Executive Chairperson

(DIN:00699993)

Mumbai

August 13, 2019

Sd/-

Karan Neale Desai

Managing Director and CEO

(DIN:05285546)

Annexure – IV to the Directors' Report

FORM NO. MR.3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2019

[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,

Dhanvarsha Finvest Limited

B-Wing, 813/2, Mondeval Square

Opp. Karnavati Club, S G Highway

Ahmedabad – 380015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dhanvarsha Finvest 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 on 31st March, 2019 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 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; **(Not Applicable to the Company during the Audit 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 **(Not Applicable to the Company during the Audit Period)**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018 **(Not Applicable to the Company during the Audit Period)**;
- (vi) The rules, regulations and guidelines issued by the Reserve Bank of India as are applicable to Non-Systematic, Non-Deposit taking Non-Banking Financial Company with Classification as 'Investment & Credit Company' which are specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to "LODR")

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc except as mentioned below:

1. *The Company has submitted the proceedings of Extra Ordinary General Meeting held on 29th of May, 2018 to Stock Exchange in delay.*
2. *Haribhakti & Co. LLP, Statutory Auditors of the Company have been appointed at the Annual General Meeting held on 28th August, 2017 for a term of two years.*
3. *The Company, under Section 179 read with Section 117 of the Act, has not filed e-form MGT – 14.*

We further report that, having regard to the compliance system prevailing in the company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with NBFC to the extent applicable.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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:

- (a) Increased the limits under Section 180(1)(a) and Section 180(1)(c) to Rs. 200,00,00,000 (Rupees Two Hundred Crores) and further to Rs. 2000,00,00,000 (Rupees Two Thousand Crores) in EGM held on 28th May, 2018 and AGM Held on 28th September, 2018 respectively.
- (b) Increased its Authorized Share capital from Rs. 13,50,00,000 (divided into 1,35,00,000 equity shares of Rs.10/- each) to Rs. 50,00,00,000 (divided into 5,00,00,000 Equity shares of Rs.10/- each), by creation of 3,65,00,000 Equity shares of Rs.10/- each.
- (c) Adopted a new Articles of Association.
- (d) Issued 7,75,200 convertible warrants on preferential basis as per the terms of issue and further allotted 57,42,200 Equity shares on preferential basis to Wilson Holdings Private Limited (formerly known as "Truvalue Agro Ventures Private Limited).
- (e) Pursuant to Reserve Bank of India approval for the change in management and shareholding, Wilson Holdings Private Limited completed Open Offer under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and got categorised as Promoter of the Company.
- (f) Pursuant to approval accorded by BSE Limited on February 26, 2019, Mrs. Aarti Jagdishkumar Thakkar and Mr. Malay Rohitkumar Bhow were reclassified from 'Promoter Category' to 'Public Category' under Regulation 31A of LODR.

We further report that the company is in process of Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra.

For MMJC & Associates LLP
Practising Company Secretaries

Sd/-

Bhavisha Jewani
Designated Partner
FCS No. 8503
CP No. 9346

Place: Mumbai

Date: 21st May, 2019

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.

To
The Members,
Dhanvarsha Finvest Limited
B-Wing, 813/2, Mondeal Square
Opp. Karnavati Club, S G Highway
Ahmedabad – 380015

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.

For MMJC & Associates LLP
Practising Company Secretaries

Sd/-
Bhavisha Jewani
Designated Partner
FCS No. 8503
CP No. 9346

Place: Mumbai
Date: 21st May, 2019

Annexure – V to the Directors' Report**Disclosures pursuant to SEBI (Share Based Employee Benefits) Regulation, 2014.**

- A. Relevant disclosures in terms of the "Guidance Note on accounting for employee share-based payments" issued by ICAI has been appropriately disclosed in the note 34 of the financial statements for the year ended March 31, 2019 mentioned in the Annual Report 2018-19.
- B. Diluted earnings per share pursuant to the issue of share on exercise of options calculated in accordance with AS-20, has been appropriately disclosed in the note 26 of the financial statements for the year ended March 31, 2019 mentioned in the Annual Report 2018-19.

C. Details relating to Employee Stock Option Scheme

Particulars	Dhanvarsha ESOP Plan 2018
Date of shareholders' approval	September 28, 2018
Total number of options approved under the Scheme	1,890,000
Vesting requirements	Minimum vesting period of one year from the date of grant.
Exercise price or pricing formula	Rs.30/- plus applicable taxes, as may be levied on the Company.
Maximum term of options granted	Eight (8) years from the date of grant.
Source of shares (primary, secondary or combination)	Primary
Variation in terms of option	None
Method used to account for the Scheme	Fair Value Method
Where the Company opts for expensing of the options using the intrinsic value of the options, 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 options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	Not Applicable
Option movement during FY19	
Number of options outstanding at the beginning of FY19	Nil
Number of options granted during FY19	11,17,710
Number of options forfeited / lapsed during FY19	56,411
Number of options vested during FY19	Nil
Number of options exercised during FY19	Nil
Number of shares arising as a result of exercise of options	Nil
Money realized by exercise of options (Rs.), if scheme is implemented directly by the Company	Nil
Loan repaid by Trust from exercise price received	Nil
Number of options outstanding at the end of FY19	10,61,299
Number of options exercisable at the end of FY19	Nil
Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to	
i. senior managerial personnel	Details provided in Note A.
ii. any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during FY19	Details provided in Note B.
iii. identified employees who were granted option, during any one year, equal to or exceeding 1% of the	Details provided in Note C.

issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	
A description of the method and significant assumptions used during FY19 to estimate the fair value of options including the following information:	
a) The weighted average values of share price, exercise price, expected volatility, expected option life, expected dividends; the risk-free interest rate and any other inputs to the model	Please refer Note 34 to financial statements mentioned in the Annual Report 2017-18.
b) The method used and the assumptions made to incorporate the effects of expected early exercise	
c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	
d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	

Note A: Details of Stock Options Granted to Senior Management Personnel during FY19

Name of Employee	Karan Neale Desai	Narendra Kumar Tater	M Vijay Mohan Reddy
Designation	Managing Director & CEO	Chief Financial Officer	Company Secretary
No. of Options	363,489	193,861	77,555
Exercise Price (Rs.)	30/-	30/-	30/-

Note B: Details of Employees who have been received grant amounting to 5% or more of Options Granted during FY19

Name of Employee	Karan Neale Desai	Narendra Kumar Tater	Sachin Warade
Designation	Managing Director & CEO	Chief Financial Officer	Business Head
No. of Options	363,489	193,861	137,318
Percentage (%)	19.23	10.26	7.27

Note B: Details of Employees who have been Granted Options equal to or exceeding 1% of the issued capital of the company at the time of grant

Name of Employee	Karan Neale Desai	Narendra Kumar Tater	Sachin Warade
Designation	Managing Director & CEO	Chief Financial Officer	Business Head
No. of Options	363,489	193,861	137,318
Percentage (%)	2.69	1.44	1.02

For and on behalf of the Board of Directors

Sd/-

Nimir Kishore MehtaNon-Executive Chairperson
(DIN:00699993)

Sd/-

Karan Neale DesaiManaging Director and CEO
(DIN:05285546)Mumbai
August 13, 2019

Corporate Governance Report

Company's Philosophy on Code of Governance

Your Company is committed to conducting its business in accordance with applicable laws, rules and regulations. Your Company believes in and adheres to good corporate governance practices, implements policies and guidelines, communicates and trains all its stakeholders to develop a culture of compliance at every level of the organization. The Company's philosophy is aimed at assisting the management of the Company in the efficient conduct of the business and in meeting its obligations to all its stakeholders.

Your Company is in compliance with the provision of Corporate Governance specified in the Regulation 34 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Board of Directors

Composition and category of the Board

As on March 31, 2019, the Company's Board of Directors ("Board") comprised six (6) Directors, including three (3) Independent Directors. The current composition of the Board comprises of seven (7) Directors, including two (2) Non-Executive Directors, four (4) Independent Directors and one (1) Managing Director. The Chairperson of the Board is a Non-Executive Director related to Promoter.

The composition of the Board is in conformity with Regulations 17 of Listing Regulations, which stipulates that the Board should have an optimum combination of executive and non-executive directors with at least one (1) woman director and not less than fifty per cent (50%) of the Board should consist of non-executive directors. It further stipulates that where the regular non-executive chairperson is a promoter of the listed entity, at least half of the board of directors of the listed entity shall consist of independent directors.

The Board appointed (i) Mrs. Manjari Ashok Kacker (DIN:06945359) as an Additional Director in the category of independent director of the Company with effect from September 28, 2018 for a period of five consecutive years up to September 27, 2023; and (ii) Mr. Surendra Kumar Behera (DIN: 07480667) as an Additional Director in the category of independent director of the Company with effect from May 22, 2019 for a period of five consecutive years up to May 21, 2024, subject to approval of members at the ensuing Twenty-fifth Annual General Meeting ("AGM").

The proposal on appointment of new Directors along with terms and conditions of their appointment is being included in the notice of the Twenty-fifth AGM, seeking approval of Members for their appointment.

The Board met eleven (11) times during the year - on May 7, 2018, May 30, 2018, June 27, 2018, June 29, 2018, August 10, 2018, August 24, 2018, August 31, 2018, September 28, 2018, November 05, 2018, January 30, 2019 and February 27, 2019. The time gap between any two meetings was less than four months.

The names of the members of the Board, their status, their attendance at the Board Meetings and the last AGM, number of other Directorships and Committee membership(s)/ Chairpersonship(s) of each Director are as under:

Name of Director	Category of Directors	No. of meetings held in FY19	Whether attended last AGM	No. of Directorships held in other	No. of other Board Committee	No. of Chairpersonships of	Category of directorship and Names of
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				public companies	Member- ships	other Board Committees	listed entities where person is a director.
Mr. Malay Rohitkumar Bhow*	Whole Time Director & Chairperson	5	-	-	2	-	-
Mrs. Arunaben Shah#	Independent Director	6	-	1	-	2	-
Mr. Dharmil Shah#	Independent Director	6	-	2	-	-	-
Mr. Nimir Kishore Mehta\$	Non-Executive Chairperson	1	-	-	-	-	-
Mr. Ashish Sharad Dalal\$	Non-Executive Director	5	Yes	-	-	1	-
Mr. Nirmal Vinod Momaya\$	Independent Director	5	Yes	4	0	1	Non-Executive Director: 1. Camlin Fine Sciences Limited.
Mr. Krishipal Tarachand Raghuvanshi#	Independent Director	5	Yes	-	2	-	Independent Director: 1. Reliance Communications Limited 2. Reliance Infrastructure Limited
Mrs. Manjari Ashok Kacker@	Independent Director	4	Yes	3	3	1	
Mr. Karan Neale Desai*	Managing Director & CEO	10	Yes	-	1	-	

* Mr. Malay Rohitkumar Bhow has resigned as Whole Time Director w.e.f. August 10, 2018 and Karan Neale Desai has been appointed as Managing Director & CEO w.e.f. August 11, 2018.

\$ Mr. Nimir Kishore Mehta and Mr. Ashish Sharad Dalal have been appointed as Non-Executive Director and Mr. Nirmal Vinod Momaya has been appointed as Independent Director w.e.f. August 10, 2018.

Mrs. Arnaben Shah and Mr. Dharmil Shah, have resigned w.e.f. August 24, 2018 and Mr. Krishipal Tarachand Raghuvanshi has been appointed as Non-Executive Director w.e.f. August 24, 2018.

@Mrs. Manjari Ashok Kacker has been appointed as Independent Director w.e.f. September 28, 2018.

Notes:

1. None of the Directors of the Company were members in more than ten (10) committees nor acted as Chairperson of more than five (5) committees across all public limited companies in which they were Directors. For the purpose of reckoning the limit, Chairpersonship/ membership of the Audit Committee and the Stakeholders' Relationship Committee alone have been considered.
2. None of the Directors held directorship in more than ten (10) public limited companies;
3. None of the Director is related to any Director or is a member of an extended family;
4. None of the employee of the Company is related to any of the Director;
5. None of the Director has any business relationship with the Company;
6. None of the Director has received any loans and advances from the Company during the year.

Pursuant to Regulation 34(3) read with Schedule V Part (C) (2)(h) of Listing Regulations the Board of Directors has identified the following requisite skills/expertise and competencies for the effective functioning of the Company which are currently available with the Board.

S No.	Name of the Director & Designation	Core skills / Expertise / Competencies
1	Mr. Nimir Kishore Mehta Non-Executive Chairperson	Mr. Nimir Kishore Mehta has diverse business experience across a range of sectors including retail and wholesale lending, real estate investments, agro commodities and investing in sustainable infrastructure projects.
2	Mr. Ashish Sharad Dalal Non-Executive Director	Mr. Ashish Sharad Dalal, is highly experience in corporate accounting, finance, audit, business evaluations, mergers, acquisitions, strategic alliances and other fields of corporate consultancy. He holds a Bachelor's Degree in Commerce and is a Fellow Member of the Institute of Chartered Accountants of India since 1982.
3	Mr. Nirmal Vinod Momaya Independent Director	Mr. Nirmal Vinod Momaya, possess over 27 years of professional experience in finance, taxation, audit and management consultancy. He holds a Bachelor's Degree in Commerce and is a Chartered Accountant.
4	Mrs. Manjari Ashok Kacker Independent Director	Mrs. Manjari Ashok Kacker, was a member of Indian Revenue Services and retired as a Member of Central Board of Direct Taxes (CBDT), in the rank of Special Secretary to the Government of India. She possesses long and varied experience in several fields like administration, assessment of corporate and large Industrial houses, tax arbitration and settlement etc. She holds a Master's Degree in Chemistry from University of Kanpur and Diploma in Business Administration (JBIMS).
5	Mr. Krishipal Tarachand Raghuvanshi Independent Director	Mr. Krishipal Tarachand Raghuvanshi, is an IPS officer of the 1980 Batch, has held several senior positions of responsibility with the Government of Maharashtra, during his career spanning 35 years, has handled leadership roles across Administration, Collection of Intelligence Investigation, Vigilance & Anti-Corruption - CBI, etc. He is a Master's degree holder in Philosophy and Bachelor's Degree in Science from Meerut University.
6	Mr. Surendra Kumar Behera Independent Director	Mr. Surendra Kumar Behera started his professional career as Banker in 1983 with Bank of India and retired as Dy. General Manager. During his career spanning 36 years in the Banking Industry, Mr. Behera held top and significant decision-making positions in Banks, Financial Institutions & NBFCs. He holds a bachelor's degree in Agriculture and Diploma in Banking and Finance. In addition to this, he is a Certificated Associate of the Indian Institute of Bankers (CAIIB).
7	Mr. Karan Neale Desai Managing Director & CEO	Mr. Karan Neale Desai has nearly a decades experience in financial services sector. He was previously associated with Bank of America, PricewaterhouseCoopers and as head of Corporate Finance at Centrum Capital. He is a Master's degree holder in International Business & Management from Westminster Business School, London and a commerce graduate from Narsee Monjee College, Mumbai.

The brief profiles of Directors are also available on website of the Company <https://www.dfltd.in/about-us.php>

Pursuant to Clause C(2)(i) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board all the independent directors fulfill the conditions as specified in the Listing Regulations and are independent of the management.

Mrs. Arnaben Shah and Mr. Dharmil Shah, Independent Directors have resigned w.e.f. August 24, 2018.

Meeting of Independent Directors

The Company's Independent Directors met without the presence of Executive Directors or members of management. The meeting was attended by all the Independent Directors. In the meeting, the Independent Directors reviewed performance of Non-Independent Directors, Board as a whole, Chairperson and every Independent Directors. The Directors were evaluated on parameters such as functioning of the Board, frequency of meetings of the board and committees of directors, level of participation of directors at the board and committee meetings, independence of judgments, performance of duties and obligations by directors, implementation of good corporate governance, safeguarding the interest of all other stakeholders. They assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

No. of Shares and convertible instruments held by the Non-Executive Directors

None of the non-executive Directors hold any shares and convertible instruments of the Company.

Information Supplied to the Board

The Board has complete access to all relevant information of the Company. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirement stipulated in Regulation 17 (7) of the Listing Regulations. All information, except critical unpublished price sensitive information (which is circulated at a shorter notice than the period prescribed under Secretarial Standard on Meetings of the Board of Directors), is given to the Directors well in advance of the Board and the Committee meetings.

Familiarization programme

The Board has been apprised/ familiarized about the business performance, product and processes, business model, nature of the industry in which the Company operates, roles and responsibilities of the Board Members under the applicable laws, etc., on a periodic basis.

Weblink of familiarization programme is <https://www.dfltd.in/pdf/new-pdf/familiarization-programmes-FY2018-19.pdf>

Policy for prohibition of Insider Trading

Vide notification No. EBI/LAD-NRO/GN/2018/59 Securities and Exchange Board of India ("SEBI") has notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 with effect from April 01, 2019. The Company has accordingly amended its Prohibition of Insider Trading Code and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information vide approval from the directors through Circular resolution dated April 3, 2019 and has taken necessary initiative to implement the same. The Code also provides for pre-clearance of transactions by designated persons.

Code of Conduct

The Board has laid down a Code of Conduct for all the Board Members and Senior Management of the Company. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer (CEO) to this effect is enclosed at the end of this report.

Committees of the Board

The Board has constituted committees to delegate particular matters that require greater and more focussed attention in the affairs of the Company. These committees prepare the groundwork for decision-making and reports to the Board.

All decisions pertaining to the constitution of committees, appointment of members and fixing of terms of service for committee members is taken by the Board. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

The Board has constituted the following Committees:

- A. Audit Committee
- B. Asset Liability Management Committee*
- C. Finance Committee
- D. Nomination and Remuneration Committee
- E. Risk Management Committee*
- F. Stakeholders' Relationship Committee

* Dissolved by the Board, to be reconstituted once the portfolio of the Company reaches Rs.500 crore.

A. Audit Committee

The Audit Committee ("the Committee") currently comprises four (4) members including four (4) Independent Directors. The composition of the Committee is given in the Table A.

During the year, Mr. Malay Rohitkumar Bhow ceased to be a Member of the Committee w.e.f. August 10, 2018. The Board of Directors on August 24, 2018 appointed Mr. Nirmal Vinod Momaya (Chairperson), Mr. Ashish Sharad Dalal and Mr. Krishipal Tarachand Raghuvanshi as Members of the Committee, consequent to resignation of Mrs. Arunaben Shan and Mr. Darmil Shah. The Board on September 28, 2018 appointed Mrs. Manjari Ashok kacker as a Member of the Committee in place of Mr. Ashish Sharad Dalal. The Board on May 22, 2019 appointed Mr. Surender Kumar Behera as member of the Committee.

The Committee oversees the financial reporting process and reviews, with the Management, the financial statements to ensure that the same are correct and credible. The Committee has the ultimate authority and responsibility to select and evaluate the Independent Auditors in accordance with the law. The Committee also reviews performance of Statutory Auditors, internal auditors, adequacy of the internal control system and whistle-blower mechanism.

The powers of the Audit Committee include the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advise; and
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

Chairperson	The Chairperson of the Audit Committee shall be an Independent Director and who is elected by the members of the Audit Committee.
Composition	The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority
Secretary	The Company Secretary of the Company shall act as the Secretary to the Committee.
Meetings and Quorum	The Audit Committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two Independent members present.
Terms of reference	1. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company; - review and monitor the

	<p>auditor's independence and performance, and effectiveness of audit process;</p> <p>2. Examination of the financial statement and the auditors' report thereon;</p> <p>3. Approval or any subsequent modification of transactions of the Company, if any, with related parties;</p> <p>4. Scrutiny of inter-corporate loans and investments, if any;</p> <p>5. Valuation of undertakings or assets of the company, wherever it is necessary;</p> <p>6. Evaluation of internal financial controls and risk management systems;</p> <p>7. Monitoring the end use of funds, if raised through public offers and related matters.</p> <p>8. Ensure that an information system audit of the internal systems and processes is conducted at least once in two years to assess operational risks, if any, faced by the Company.</p> <p>9. Approval or any subsequent modification of transactions of the listed entity with related parties;</p> <p>10. Scrutiny of inter-corporate loans and investments;</p> <p>11. To discussion with internal auditors of any significant findings and follow up there on;</p> <p>12. Review findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board</p> <p>13. Review functioning of Whistle Blower Mechanism;</p> <p>14. Perform such other act, including the acts and functions stipulated by the Board of Directors, Companies Act, the Reserve Bank of India and any other regulatory authority, as prescribed from time to time.</p>
The Audit Committee shall meet in person. However, in case of extraordinary circumstances, the Committee may meet through video conferencing or other audio-visual means.	
The minutes of the meetings of the Audit Committee shall be duly recorded and maintained properly.	
The Audit Committee may invite non-members and such other persons as it may deem appropriate to be present at its meetings.	

During the year under review, the Committee met six (6) times. These meetings were held on May 30, 2018, August 10, 2018, August 24, 2018, August 31, 2018, November 05, 2018 and January 30, 2019. The time gap between any two meetings was less than four months. The details of the attendance of the Directors at the Committee meetings are given below:

Table A - Attendance record of the Audit Committee

Name of the Member	Position	Status	No. of Meetings held	No. of Meetings Attended
Mrs. Arunaben Shah [#]	Independent Director	Chairperson	3	3
Mr. Dharmil Shah [#]	Independent Director	Member	3	3
Mr. Malay Rohitkumar Bhow [%]	Whole Time Director	Member	3	2
Mr. Nirmal Vinod Momaya [*]	Independent Director	Chairperson	3	
Mr. Krishipal Tarachand Raghuvanshi [*]	Independent Director	Member	3	2
Mr. Ashish Sharad Dalal ^{*@}	Non-Executive Director	Member	1	1
Mrs. Manjari Ashok Kacker ^{\$}	Independent Director	Member	2	2

[%] up to August 10, 2018 [#]up to August 24, 2018 ^{*} w.e.f. August 24, 2018 [@] up to September 28, 2018 ^{\$}w.e.f. September 28, 2018

The Board at its meeting held on August 24, 2018 had reconstituted the Audit and Risk Management Committee as two separate Committee(s) viz., Audit Committee and Risk Management Committee.

B. Nomination and Remuneration Committee.

The Nomination and Remuneration Committee ("NRC Committee") comprised four (4) members including two (2) Independent Directors. The composition of the Committee is given in the Table B.

During the year, Mrs. Arunaben Shah, Mr. Darmil Shah and Mr. Karan Neale Desai ceased to be a Member of the Committee w.e.f. August 24, 2018. The Board of Directors on August 24, 2018 appointed Mr. Krishipal Tarachand Raghuvanshi (Chairperson), Mr. Nirmal Vinod Momaya, Mr. Ashish Sharad Dalal and Mr. Nimir Kishore Mehta as Members of the Committee. The Board on September 28, 2018 appointed Mrs. Manjari Ashok kacker as a Member and Chairperson of the Committee in place of Mr. Krishipal Tarachand Raghuvanshi.

The NRC Committee's charter is as follows:

The Board has set up the Nomination and Remuneration Committee with all Non-Executive Directors to ensure that the general character of the management or the proposed management of the non-banking financial company shall not be prejudicial to the interest of its present and future stakeholders and to ensure 'fit and proper' credentials/ status of proposed/ existing Directors of the Company.

The Committee also discharges the Board's responsibilities relating to the compensation of the Company's Executive Directors and senior management. The Committee has the overall responsibility of evaluating and approving the compensation plans, policies and programs for Executive Directors and senior management of the Company. The Committee shall have the same powers, functions and duties as laid down in Section 178 of the Act.

Chairperson	The Board shall appoint a Chairperson of NRC Committee. The Chairperson of the Company shall not be appointed as the Chairperson of NRC Committee.
Composition	The NRC Committee shall consist of three or more Non-Executive Directors out of which not less than one-half shall be Independent Directors.
Company Secretary	The Company Secretary shall act as the Secretary to the NRC Committee.
Meetings and Quorum	The NRC Committee shall meet as and when required. The quorum shall be at least two Directors.
Terms of reference	<ol style="list-style-type: none"> 1. To 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 employee; 2. To identify the 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; 3. To ensure 'fit and proper' status and credentials of proposed/existing directors; 4. To formulate criteria for evaluation of performance of independent directors and the board of directors; 5. 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;

	6. Perform such other act, including the acts and functions stipulated by the Board of Directors, Companies Act, the Reserve Bank of India and any other regulatory authority, as prescribed from time to time.
The NRC Committee shall meet in person. However, in case of extraordinary circumstances, the Committee may meet through video conferencing or other audio-visual means.	
The minutes of the meetings of the NRC Committee shall be duly recorded and maintained properly	
The NRC Committee may invite non-members and such other persons as it may deem appropriate to be present at its meetings.	

During the year under review, the NRC Committee met five (5) times. These meetings were held on August 10, 2018, August 24, 2018, August 31, 2018, September 28, 2018 and November 5, 2018. The details of the attendance of the Directors at the NRC Committee meetings are given below:

Table B - Attendance record of the NRC Committee

Name of the Member	Position	Status	No. of Meetings held	No. of Meetings Attended
Mrs. Arunaben Shah [#]	Independent Director	Chairperson	2	2
Mr. Dharmil Shah [#]	Independent Director	Member	2	2
Mr. Karan Neale Desai [#]	Non-Executive Director	Member	2	2
Mr. Krishipal Tarachand Raghuvanshi ^{*@}	Independent Director	Chairperson	2	2
Mr. Nirmal Vinod Momaya [*]	Independent Director	Member	3	3
Mr. Ashish Sharad Dalal [*]	Non-Executive Director	Member	3	3
Mr. Nimir Kishore Mehta [*]	Non-Executive Director	Member	3	1
Mrs. Manjari Ashok Kacker ^{\$}	Independent Director	Chairperson	1	1

[#]up to August 24, 2018 ^{*} w.e.f. August 24, 2018 [@] up to September 28, 2018 ^{\$} w.e.f. September 28, 2018

Criteria for performance evaluation of Independent Directors

The criteria for performance evaluation of Independent Directors provide certain parameters like commitment to the commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications & liabilities as an independent director, up-to-date knowledge / information pertaining to business of the Company in which the Company is engaged in, implementation of good corporate governance practices, enhancing long term shareholders' value, professional approach, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., which is in compliance with applicable laws, regulations and guidelines.

Remuneration to Directors:

I. Managing Director

Following is the Remuneration details of the Managing Director for the financial year ended March 31, 2019:

Name	Salary	Perquisites [#]	Variable Pay / Incentive	Contribution to PF & others	Total
Mr. Karan Neale Desai	Rs.44,97,113	-	-	Rs.3,01,874	Rs.47,98,987

#Perquisites inter alia, include reimbursement of expenses/allowances for utilities such as rent, medical / health related benefits, leave travel concession, club fees, provision of car with driver, telephone, benefit of personal accident insurance scheme etc.,

The Managing Director is also entitled to Company's contribution to provident fund, superannuation, gratuity and encashment of leave at the end of tenure as per the rules of the Company & variable pay / incentive upto 50% of Salary p.a. based on the performance of the Company.

Agreement for appointment for a period of three (3) years w.e.f. August 11, 2018 has been entered into with the Managing Director.

II. Non-Executive Directors / Independent Directors

The Company pays sitting fees to Non-Executive Directors / Independent Directors for attending the meetings of the Board / Committees of the Board and reimbursement of conveyance for attending such meetings.

Additionally, we pay commission to Non-Executive Directors / Independent Directors subject to profitability. Details of remuneration (including sitting fees and commission) of the Non-Executive Directors / Independent Directors during FY19 are given below:

Name	Category	Commission	Sitting Fee	Total
Mrs. Arunaben Shah	Independent Director	-	Rs.1,50,000	Rs.1,50,000
Mr. Dharmil Shah	Independent Director	-	Rs.1,50,000	Rs.1,50,000
Mr. Ashish Sharad Dalal	Non-Executive Director	Rs.62,960	Rs.7,00,000	Rs.7,62,960
Mr. Nimir Kishore Mehta	Non-Executive Director	Rs.62,960	Rs.1,50,000	Rs.2,12,960
Mrs. Manjari Ashok Kacker	Independent Director	Rs.62,960	Rs.5,50,000	Rs.6,12,960
Mr. Nirmal Vinod Momaya	Independent Director	Rs.62,960	Rs.8,00,000	Rs.8,62,960
Mr. Krishipal Tarachand Raghuvanshi	Independent Director	Rs.62,960	Rs.7,50,000	Rs.8,12,960

C. Finance Committee

The Finance Committee comprises six (6) members including four (4) Independent Directors, Managing Director & CEO and Chief Financial Officer.

The Finance Committee has been constituted by the Board on May 22, 2019 to monitor resource mobilisation and to ensure efficient and timely decisions on the matters relating to Banking and Finance activities of our Company. Following are the members of the Finance Committee:

1. Mr. Karan Neale Desai, Managing Director and CEO;
2. Mr. Nirmal Vinod Momaya, Independent Director;
3. Mr. K. P. Raghuvanshi, Independent Director;
4. Mrs. Manjari Kacker, Independent Director;
5. Mr. Surendra K. Behera, Independent Director; and
6. Mr. Narendra Tater, Chief Financial Officer.

The Finance Committee charter is as follows:

Chairperson	The Members of the Committee may elect one of them to chair and conduct the meeting.
Composition	The Committee shall consist of members as may be determined by the Board.
Secretary	The Company Secretary shall act as the Secretary to the Committee.
Meetings and Quorum	The meeting(s) of the Committee shall be convened to review and approve the facilities / transactions, as and when the need arises. Minimum of -3- members including at least one (1) Independent Director, shall form quorum.

Terms of reference	<ol style="list-style-type: none"> 1. The committee would consider facilities less than Rs.50 crores, with a maximum of Rs.250 crores in total between two (2) Board Meetings; 2. Review and approve the loan facilities (on-balance sheet and/ or off-balance sheet) and borrowings within the limits specified; 3. Review the facilities beyond their limits and thereafter propose to the Board; 4. Nominate and designate representative(s) to carry out the required documentation for the facilities approved by the Committee; 5. Review and approve placement of the Company's funds as per Investment Policy approved by the Board, from time to time; 6. Review the annual budget and revisions made to the Business Plan, and make specific recommendations to the Board on its adoption, including where desirable, comments on expense levels, revenue structures, fees and charges, adequacy of the proposed funding levels as also adequacy of provision for reserves; 7. Review the funding mix from time to time to ensure mitigation of risk concentration in terms of specific lender or lender class; 8. Review of cash flows in comparison to the liquidity metric; 9. Review authorities to open, operate and close bank accounts; 10. Review authorities to open, operate and close escrow accounts with banks; 11. Review authorities to open, operate and close special accounts with banks; 12. Review authorities to open, operate and close safe custody accounts with banks; 13. Review authorities to open, operate and close time deposit accounts with banks; 14. Review authorities to open, operate and close depository accounts with registered intermediary / depository participants of National Securities Depository Limited or Central Depository Services (India) Limited; 15. Review and approve execution / signing of indemnities and such other documents as may be necessary in favour of banks; 16. Acquire / lease vehicles required for use of staff in the operations of the Company; 17. To do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws.
The Finance Committee shall meet in person.	
The minutes of the meetings of the Finance Committee shall be duly recorded and maintained properly.	
The Finance Committee may invite non-members and such other persons as it may deem appropriate to be present at its meetings.	

D. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ('SRC Committee') currently comprises three (3) members including one (1) Independent Directors. The composition of the Committee is given in the Table C.

During the year, Mr. Malay Rohitkumar Bhow ceased to be a Member of the Committee w.e.f. August 10, 2018. The Board of Directors on August 24, 2018 appointed Mr. Ashish Sharad Dalal (Chairperson), Mr. Nirmal Vinod Momaya, and Mr. Karan Neale Desai as Members of the Committee, consequent to resignation of Mrs. Arunaben Shan and Mr. Darmil Shah. The Board on September 28, 2018 appointed Mr. Krishipal Tarachand Raghuvanshi as a Member of the Committee in place of Mr. Nirmal Vinod Momaya.

The functions and powers of the SRC Committee include review and resolution of grievances of shareholders, debenture holders and other security holders; dealing with all aspects relating to the issue and allotment of shares, debentures and other securities; approve sub-division, consolidation, transfer and issue of duplicate share and debentures.

The SRC Committee charter is as follows:

Chairperson	The Board shall appoint a Chairperson of the Committee.
Composition	The Committee shall consist of members as may be determined by the Board.
Secretary	The Company Secretary shall act as the Secretary to the Committee.
Meetings and Quorum	The Committee shall meet as and when required in consonance with the frequency of investor grievances received. The quorum shall be at least two Members.
Terms of reference	<ol style="list-style-type: none"> 1. To consider, review and redress grievances of shareholders, debenture-holders and other security holders of the Company; 2. To consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends; 3. To deal with all aspects relating to the issue and allotment of shares and debentures and/ or other securities of the Company; 4. To consider and approve sub-division, consolidation, transfer and issue of duplicate share and debenture certificates; 5. Authority to take a decision in any other matter in relation to the above functions/ powers; 6. To delegate any of the powers mentioned above to the Executives of the Company; and 7. To do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws.

The SRC Committee shall meet in person. However, in case of extraordinary circumstances, the SRC Committee may meet through video conferencing or other audio-visual means.

The minutes of the meetings of the SRC Committee shall be duly recorded and maintained properly.

The SRC Committee may invite non-members and such other persons as it may deem appropriate to be present at its meetings.

During the year under review, the SRC Committee met two (2) on May 30, 2018 and February 15, 2018 and the details of the attendance are given below:

Table C - Attendance record of the SRC Committee

Name of the Member	Position	Status	No. of Meetings held	No. of Meetings Attended
Mrs. Arunaben Shah [#]	Independent Director	Chairperson	1	1
Mr. Dharmil Shah [#]	Independent Director	Member	1	1
Mr. Malay Rohitkumar Bhow [%]	Whole Time Director	Member	1	1
Mr. Nirmal Vinod Momaya ^{*@}	Independent Director	Member	-	-
Mr. Ashish Sharad Dalal [*]	Independent Director	Chairperson	1	-
Mr. Krishipal Tarachand Raghuvanshi ^{\$}	Independent Director	Member	1	1
Mr. Karan Neale Desai [*]	Managing Director & CEO	Member	1	1

[%] up to August 10, 2018 [#]up to August 24, 2018 ^{*} w.e.f. August 24, 2018 [@] up to September 28, 2018 ^{\$}w.e.f. September 28, 2018

During the year under review, Asset Liability Management Committee and Risk Management Committee did not meet.

Management

Management Discussion and Analysis

The Annual Report has a detailed chapter on Management Discussion and Analysis.

Shareholders

Reappointment/ Appointment of Directors

Mr. Nimir Kishore Mehta is retiring by rotation and, being eligible, offers himself for re-appointment in the ensuing Annual General Meeting.

The following Directors were appointed as Additional Director, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, to hold the office of Director till the date of ensuing AGM, are eligible for appointment:

1. Appointment of Mrs. Manjari Ashok Kacker (DIN:06945359) as an Independent Director for a term of five (5) years;
2. Appointment of Mr. Surendra Kumar Behera (DIN: 07480667) as an Independent Director for a term of five (5) years;

The aforesaid proposals are being included in the notice of the Twenty-fifth AGM to seek approval of the Members for the appointment of the above Directors. The detailed profiles of the above Directors are provided in the Notice convening the AGM.

None of the Directors are disqualified from being appointed as Directors, as specified in Section 164 of the Companies Act, 2013. Certificate of Non-disqualification of Directors received from Makarand M. Joshi & Co., Company Secretaries 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 the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority, is enclosed as Annexure to this report.

Other Special Business

In addition to the above, the following Special Business included in the notice of the Twenty-fifth AGM seeking approval of the Members at the AGM:

1. Approval for service of documents to the Members;
2. Approval for Related Party Transaction;
3. Approval for making Investments / extending Loans.

General Body Meetings

Details of the last three Annual General Meetings (AGM).

FY	Category	Location of the meeting	Date	Time	No. of Resolutions
2017-18	AGM	The Fern An Ecotel Hotel, Thaltej, Ahmedabad	28.09.2018	11.00 a.m.	9 Ordinary and 10 Special Business
2016-17	AGM	Registered Office, Ahmedabad	28.08.2017	10.00 a.m.	2 Ordinary and 5 Special Business
2015-16	AGM	Registered Office, Ahmedabad	30.09.2016	10.00 a.m.	2 Ordinary Business

The Board of Directors of the Company at its Meeting held on February 27, 2019 accorded approval to the proposal to conduct Postal Ballot pursuant to applicable laws and regulations, to is seek consent /

approval of the shareholders for the following proposals to be transacted through Postal Ballot, which include voting by electronic means:

- a. Shifting of the Registered Office of the Company from the State of Gujarat to the State of Maharashtra and consequent amendment to the Memorandum of Association of the Company;
- b. Keeping registers, returns, etc. at a place other than Registered Office of the Company.

Accordingly, the Company had on March 8, 2019 completed the dispatch of the Postal Ballot Notice and Explanatory Statement thereto dated February 27, 2019 (the "Notice"), along with Postal Ballot Form.

Ms. Manish Maheshwari, Practicing Company Secretary was appointed as Scrutinizer, who carried out scrutiny of all the Postal Ballot forms and votes cast under remote e-Voting facility received up to 5.00 p.m. (IST) on Monday, April 8, 2019 and prepared a consolidated Scrutinizer's Report containing the combined results of e-Voting and the Postal Ballot forms on the basis of data received by her.

No. of shareholders voted either through e-voting or through postal ballot	31
Promoters and Promoter Group	1
Public	30

The resolutions, as set out in the Notice, were duly approved and passed through Postal Ballot by the shareholders of the Company with the requisite majority on April 8, 2019, being the last date of voting.

Disclosures

Materially significant related party transactions

No materially significant related party transactions that may have potential conflict with the interests of the Company at large were reported during FY19. The register of contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Transactions with the related parties are disclosed in the notes to the financial statements in the Annual Report.

Weblink of policy on related party transactions is <https://www.dfltd.in/pdf/new-pdf/policy-related-party-transactions.pdf>

Compliance with Regulations

The Company has complied with the requirements of Listing Regulations with the Stock Exchange as well as the regulations and guidelines of SEBI. No penalties/ strictures were imposed on the Company by stock exchanges or the SEBI or any statutory authority on any matter related to capital market during the last three years.

Fees paid Statutory Auditor

Following is the total fees for all services paid by the Company to the Statutory Auditor:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Audit Fees	Rs.5,00,000	Rs.6,04,500
Certification	Rs.1,00,000	Rs.50,000
Reimbursement of Expenses	Rs.14,538	-
Total	Rs.6,14,538	Rs.6,54,500

Sexual Harassment of Women at Workplace

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. number of complaints filed during the financial year - Nil
- b. number of complaints disposed of during the financial year – Not applicable
- c. number of complaints pending as on end of the financial year - Not applicable

Whistle Blower Mechanism

The Company has adopted the Whistle-Blower Policy pursuant to which employees of the Company can raise their concerns relating to malpractices, inappropriate use of funds or any other activity or event which is against the interest of the Company. Further, the mechanism adopted by the Company encourages the employees to report genuine concerns or grievances and provides for adequate safeguards against victimization of employees who avail of such a mechanism.

CEO / CFO Certification

Managing Director and the Executive Director & Chief Financial Officer of the Company have furnished the requisite Compliance Certificates to the Board of Directors under Regulation 17 of the Listing Regulations.

Compliance with Corporate Governance requirements

The Company has complied with the mandatory corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations. As required under the Listing Regulations, Certificate on compliance with Corporate Governance is enclosed as Annexure to this report.

Mandatory and non-mandatory requirements

The Company has complied with the mandatory requirements of the Listing Regulations and also have adopted some of the non-mandatory requirements of the Listing Regulations viz. Non-executive Chairperson to the Board, reporting of internal auditor to the Audit Committee and separate posts for Chairperson and Managing Director.

Disclosure of accounting treatment in preparation of financial statements

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

Code of Conduct for prevention of insider trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 on prevention of insider trading, the Company has adopted a revised Code of Conduct for prevention of Insider Trading to regulate, monitor and report trading; and preserve confidentiality of unpublished price sensitive information to prevent misuse of such information by its employees and other connected persons. The Code of Conduct lays down guidelines which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violations.

Means of Communication with Shareholders

All important information relating to the Company, including financial results and shareholding pattern are posted on the website: www.dfltd.co.in. The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers like The Financial Express (English) and Gujrat Today (Gujrathi).

General Shareholder Information

i. Annual General Meeting

Date & Time: September 18, 2019 at 10.00 a.m.

Venue: Ahmedabad – Hotel Comfort Inn Sunset, Airport Circle, Hansol, Ahmedabad 382 475, GJ.

ii. Financial Calendar

Financial year: April 1 to March 31

For the year ended March 31, 2019, results were announced on:

- August 10, 2018: First quarter
- November 5, 2018: Half yearly
- January 30, 2019: Third quarter
- May 22, 2019: Fourth quarter and annual.

For the year ending March 31, 2020, results were announced on/ will be announced by

- On or before August 14, 2019: First quarter
- On or before November 14, 2019: Half yearly
- On or before February 14, 2020: Third quarter
- On or before May 30, 2020: Fourth quarter and annual

iii. Dates of Book Closure

The dates of book closure are from September 14, 2019 to September 18, 2019 (both days inclusive).

iv. Dates of Dividend Payment

Dividend payment will be made on or after September 23, 2019 subject to Members approval.

v. Listing on Stock Exchanges and Stock Codes

At present, the equity shares of the Company are listed on BSE Limited. The annual listing fees for FY19 to BSE Limited has been paid.

Name of the Stock Exchange	Stock Code
BSE Limited, Mumbai	540268

vi. Market Price Data and Performance in comparison to broad-based indices

High, lows and volumes of the Company's shares for FY19 at BSE Limited

	High	Low	Volume
Apr 2018	42.3	34.9	174357
May 2018	37.3	34	4448
Jun 2018	57.35	35.7	143629
July 2018	49.4	29.8	41840
Aug 2018	73.2	43.75	522548
Sep 2018	94.35	74.65	1111817
Oct 2018	81.65	39	155948
Nov 2018	61.45	42.9	248636
Dec 2018	64.2	57	50961
Jan 2019	58.15	46.3	804344
Feb 2019	53.95	41.25	107957
Mar 2019	55.65	43.45	809308

Note: High - low are in rupees per traded share and volumes is the total monthly volume of trade in number of shares

vii. Distribution of Shareholding as on March 31, 2019

No. of Equity Share Held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Up to 500	396	63.56	51249	0.38
501 – 1000	36	5.78	25558	0.19
1001 – 2000	67	10.75	107546	0.80
2001 – 3000	10	1.61	27784	0.21
3001 – 4000	6	0.96	22498	0.17
4001 – 5000	11	1.77	52832	0.39
5001 – 10000	14	2.25	117768	0.87
10000 and above	83	13.32	13094765	97.00
Total	623	100.00	13500000	100.00

viii. Disclosure in relation to demat suspense account or unclaimed suspense account, as applicable:

- aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil
- number of shareholders who approached listed entity for transfer of shares from suspense account during the year: N.A.
- number of shareholders to whom shares were transferred from suspense account during the year: N.A.
- aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: N.A.
- that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Nil.

ix. Outstanding GDRs/ ADRs/ Warrants/ Options

As of date, the Company has not issued GDRs/ADRs.

The Members of the Company at the Twenty-fourth AGM held on September 28, 2018 had approved the Dhanvarsha ESOP Plan 2018 with a pool of 18,90,000 (Eighteen Lakh Ninety Thousand) Stock Options, each convertible into one equity share of the Company of face value of Rs. 10/-. During FY19, the Company has granted 11,17,710 Stock Options to eligible employees under the Dhanvarsha ESOP Plan 2018 and no Stock Options have been exercised as of March 31, 2019.

The Members of the Company at the Twenty-fourth AGM held on September 28, 2018 had passed a Special Resolution for issue of up to 1,16,00,000 Warrants (Convertible into equivalent number of Equity Shares) not exceeding an amount of up to Rs.75 crore (Rupees Seventy-five crore only) to Wilson Holdings Private Limited (formerly known as “Truvalue Agro Ventures Private Limited”), Promoters of the Company on preferential basis, at an Issue Price of Rs.64.50 per Warrant (including Rs.54.50 towards share premium), which has been arrived at in accordance with the Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

On receipt of subscription price equivalent to 25% of the Issue Price (Issue Price being Rs.64.50 per warrant), the Board of Directors of the Company at its meeting held on November 5, 2018 had allotted 7,75,200 (Seven Lakh Seventy-five Thousand Two Hundred) Warrants (convertible into equivalent number of Equity Shares) to Wilson Holdings Private Limited. Fully paid-up equity shares of the face value of Re.10/- each of the Company will be allotted on receipt of balance 75% Issue Price on each Warrant within eighteen months from November 5, 2018. There shall be an issue of 7,75,200 Equity Shares arising from the exercise of the Warrants and the said Equity Shares

shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

x. Registrar and Share Transfer Agents

Accurate Securities and Registry Private Limited was the Registrar and Transfer Agent ("RTA") for physical shares upto January 11, 2019. Thereafter MCS Share Transfer Agent Limited was appointed as the RTA w.e.f. January 12, 2019. MCS Share Transfer Agent Limited is also the depository interface of the Company with both National Securities Depository Limited and Central Depository Services (India) Limited.

Contact details of RTA for share transfers and other communications relating to share certificates, dividends and change of address, etc.:

MCS Share Transfer Agent Limited

209-A, C Wing, 2nd Floor, Gokul Industrial Estate, Sagbaug, Marol Co-op Industrial Area,
B/H Times Square, Andheri (East), Mumbai – 400059 (MH).

Email: subodh@mcsregistrars.com Phone: 022-28516020

xi. Share Transfer System

The Company's Equity Shares are held in dematerialised form by National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) under ISIN No. INE615R01011. As at March 31, 2019, over 97.04% shares of the Company were held in dematerialized form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be sent at the office of MCS Share Transfer Agent Limited, RTA of the Company.

Share transfers in physical form are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects.

Details of Share Transfer during the Financial Year 2018-19			
Transfer period (in Days)	No. of Transfers	No. of Shares	Cumulative Total %
5	15	983000	7.28

As on March 31, 2019, no transfer of share was pending.

During the year, there were no major legal proceedings relating to transfer of shares.

xii. Shifting of Registered Office

The Members, vide special resolution dated April 8, 2019, passed through a Postal Ballot, approved the shifting of the Registered Office from the state of Gujarat to Maharashtra, by amendment to the Situation Clause of the Memorandum of Association of your Company.

Your Company is in the process of obtaining the necessary statutory approvals for shifting the Registered Office of your Company to Maharashtra.

xiii. Branch Offices

As on March 31, 2019, the Company has 2 branches in the state of Maharashtra and 1 branch in the state of Gujarat.

xiv.Subsidiary Company

During the year, under review, the Company does not have any materially unlisted Indian Subsidiary Company and hence was not required to have an Independent Director of the Company on the Board of such Subsidiary.

xv. Address for correspondence

Shareholders/ Investors may write to the Company Secretary at the following address:

Company Secretary
Dhanvarsha Finvest Limited
Registered Office Address:
B Wing, 813/2, Mondeal Square,
Opp. Karnavati Club, S.G. Highway,
Ahmedabad -380015 (GJ).

Company Secretary
Dhanvarsha Finvest Limited
Corporate Office Address:
2nd Floor, Bldg. No.4, Wilson House,
Old Nagardas Road, Andheri (East)
Mumbai – 400069. (MH)

For and on behalf of the Board of Directors

	Sd/-	Sd/-
	Nimir Kishore Mehta	Karan Neale Desai
Mumbai	Non-Executive Chairperson	Managing Director and CEO
August 13, 2019	(DIN:00699993)	(DIN:05285546)

CEO/CFO CERTIFICATION

**To,
The Board of Directors of Dhanvarsha Finvest Limited**

We, to the best of our knowledge and belief, certify that-

- A. We have reviewed financial statements and the cash flow statements for the year ended March 31, 2019 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's 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 disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee that;
 1. significant changes, if any, in internal controls over financial reporting during the year;
 2. significant changes, if any, in accounting policies during the year, and that the same have been disclosed in the notes to the financial statements;
 3. instances of significant fraud of which we are 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.

Mumbai
August 13, 2019

Sd/-
Narendra Tater
Chief Financial Officer

Sd/-
Karan Neale Desai
Managing Director and CEO

CEO Certification on Code of Conduct

I, Karan Neale Desai, Chief Executive Officer of Dhanvarsha Finvest Limited, hereby certify that all the Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct of the Company laid down by the Board of Directors, for the year ended March 31, 2019.

Mumbai
August 13, 2019

Sd/-
Karan Neale Desai
Managing Director and CEO

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
 The Members,
Dhanvarsha Finvest Limited
 B Wing, 813/2, Mondeval Square
 Opp. Karnavati Club, S G Highway
 Ahmedabad-380015.

We have examined the compliance of conditions of corporate governance by Dhanvarsha Finvest Limited ("the Company"), for the year ended on March 31, 2019, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the 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 the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the period commencing from April 1, 2018 and ended on March 31, 2019.

We further state that such compliance 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 MMJC & Associates LLP
Practicing Company Secretaries,

Sd/-
Bhavisha Jewani
Designated Partner
FCS No. 8503
CP No. 9346

Place: Mumbai
 Date: 21st May, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***To,
The Members****Dhanvarsha Finvest Limited,****Address:** B Wing, 813/2, Mondeal Square Opp. Karnavati Club, S G Highway, Ahmedabad, Gujarat - 380015.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Dhanvarsha Finvest Limited** having CIN **L24231GJ1994PLC023528** and having registered office at B Wing, 813/2, Mondeal Square Opp. Karnavati Club, S G Highway, Ahmedabad, Gujarat - 380015 (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 ending on 31st March, 2019 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 or any such other Statutory Authority.

Table A

Sr. No.	Name of the Directors	Director Identification Number	Date of appointment in Company
1.	Mr. Nimir Kishore Mehta	00699993	10/08/2018
2.	Mr. Karan Neale Desai	05285546	03/06/2017
3.	Mr. Ashish Sharad Dalal	00024632	10/08/2018
4.	Mrs. Manjari Ashok Kacker	06945359	28/09/2018
5.	Mr. Nirmal Vinod Momaya	01641934	10/08/2018
6.	Mr. Krishipal Tarachand Raghuvanshi	07529826	24/08/2018
7.	Mr. Surendra Kumar Behera	07480667	22/05/2019

Ensuring the eligibility of 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 Makarand M. Joshi & Co.
Practicing Company Secretaries

Sd/-

Kumudini Bhalerao**Partner****FCS No. 6667****CP No. 6690**

Place: Mumbai

Date: 21st May, 2019

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Dhanvarsha Finvest Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Dhanvarsha Finvest Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended and notes to the 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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 the matters described below to be the key audit matters to be communicated in our report.

Obtaining appropriate audit evidence with regard to Loan Assets

Obtaining appropriate audit evidence with regard to Loan Assets is a Key Audit Matter as the Loan Assets constitute a significant portion of the Company's assets and in the past we were not able to obtain the appropriate audit evidence for few of these Loan Assets. Compliance with IRAC norms is utmost important when the company has manual process of identification of non-performance assets.

Principal Audit Procedures:

We developed an understanding of the controls relevant to our audit related to existence, accuracy and valuation of Loan Assets including controls over the identification of loans assets as non-performing assets and assessed whether they were appropriately designed and were operating effectively.

Our audit procedures includes the following:

- a. For new Loan Assets disbursed during the year, we tested on sample basis, documentation and approvals as per Company's policy.
- b. We assessed whether the methodology used by the Company for provisioning and asset classification is in line with RBI's Master Direction.
- c. We assessed the methodology used by the Company for accelerated provision in case of specified standard unsecured loan assets.
- d. We tested on sample basis Loan Assets to assess whether impairments had been identified in a timely manner.
- e. For loans and advances which are assessed as Non- performing assets, we performed particularly the following procedures:
 - We tested the reliability of key data inputs and related management controls;
 - We checked the stage classification as at the balance sheet date as per definition of days past due of the company;
 - We validated the cases to be identified as Non-performing assets through Statement of accounts of the default cases;
 - On sample basis, we have also calculated the provision manually
- f. For Loan Assets which are written off during the year under audit, we understood the steps taken by the Company for recovery before write off and verified the necessary approvals for write off.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion & Analysis, Director's Report and Corporate Governance Report but does not include the financial statements and our auditor's report thereon.

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our

auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", 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, 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, 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 financial statements comply with the Accounting Standards specified under section 133 of the Act read with relevant rules issued thereunder;
 - e. On the basis of the written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, we give our separate report in "Annexure 2".
 - 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/ provided by the Company 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, 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 on its financial position in its financial statements - Refer Note 27 on Contingent Liabilities to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

Sd/-

Purushottam Nyati

Partner

Membership No. 118970

Mumbai

May 22, 2019

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Dhanvarsha Finvest Limited on the financial statements for the year ended 31st March, 2019]

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) During the year, the Property, Plant and Equipment of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
(c) The Company does not have any immovable properties recorded as Property, Plant and Equipment in the books of account of the Company and hence not commented upon.
- ii. The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company and hence not commented upon.
- iii. As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- iv. Based on information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of section 185 and 186(1) of the Act. Further, the provisions of section 186 [except for 186(1)] of the Act are not applicable to the Company as it is engaged in the business of financing of loans and advances.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of section 73 to 76 of the Act and the rules framed there under.
- vi. The Central Government has not prescribed the maintenance of cost records for any of the services of the Company under sub-section (1) of section 148 of the Act and the rules framed there under.
- vii. (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, income tax, goods and service tax and any other material statutory dues applicable to it, however, delays in deposit have not been serious. At present, the provisions of employees' state insurance, sales tax, value added tax, customs duty and excise duty are not applicable to the Company.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, goods and service tax and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.
(c) According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the Statute	Nature of Due	Amount ₹	Period to which the amount relates	Forum where dispute is pending
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Income Tax Act, 1961	Income tax	Rs.52,78,966	F.Y. 2015-16	Commissioner of Income Tax (Appeals)
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- viii. According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institution(s), bank(s), government(s) or debenture holder(s) and hence not commented upon.
- ix. Company has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, paragraph 3(ix) of the Order is not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- xi. According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- xiv. The Company has made preferential allotment of equity shares during the year under review and in our opinion and according to the information and explanations given to us, the requirement of section 42 of the Act have been complied with and the amount raised have been used for the purposes for which the funds were raised. Further the company has not issued any fully or partly convertible debentures during the year, hence not commented upon.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- xvi. According to the information and explanation given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained by the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

Sd/-
Purushottam Nyati
Partner
Membership No. 118970
Mumbai

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Dhanvarsha Finvest Limited on the financial statements for the year ended March 31, 2019]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Dhanvarsha Finvest Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 with reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

Sd/-

Purushottam Nyati

Partner

Membership No. 118970

Mumbai

May 22, 2019

DHANVARSHA FINVEST LIMITED

BALANCE SHEET AS AT MARCH 31, 2019

		(Amount in Rupees)	
Particulars	Notes	As at March 31, 2019	As at March 31, 2018
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	3	135,000,000	77,578,000
(b) Employee Stock Option Plan	3(e)	3,786,167	-
(c) Reserves and Surplus	4	140,553,906	49,404,153
(d) Money received against Share Warrants	3(f)	12,500,100	-
		291,840,173	126,982,153
Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Long-Term Provisions	5	3,349,535	5,365,994
Current Liabilities			
(a) Short-Term Borrowings	6	245,000,000	390,500,000
(b) Trade Payables	7		
- Total outstanding dues of micro and small enterprises		609,520	-
- Total outstanding dues of creditors other than micro and small enterprises		1,726,574	2,470,831
(c) Other Current Liabilities	8	22,712,613	16,051,380
(d) Short-Term Provisions	9	1,142,999	7,471,647
		271,191,706	416,493,858
TOTAL		566,381,414	548,842,005
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Property, Plant and Equipment	10 (a)	2,965,099	809,167
(ii) Intangible Assets	10 (b)	4,696,744	349,236
(iii) Intangible Assets Under Development	10 (c)	6,507,300	3,435,500
(b) Non-Current Investments	11	-	5,625,308
(c) Deferred Tax Assets (Net)	12	2,240,352	1,730,258
(d) Long-Term Loans and Advances	13	392,673,264	403,340,842
		409,082,759	415,290,310
Current Assets			
(a) Current Investments	14	5,533,200	7,467,850
(b) Trade Receivables	15	64,639	3,839,030
(c) Cash and Cash Equivalents	16	37,958,983	25,057,307
(d) Short-Term Loans and Advances	17	107,153,147	90,945,158
(e) Other Current Assets	18	6,588,686	6,242,350
		157,298,655	133,551,695
TOTAL		566,381,414	548,842,005

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W/W100048

Sd/-

Purshottam Nyati

Partner

Membership No. 118970

Mumbai

May 22, 2019

For and on behalf of the Board of Directors of

Dhanvarsha Finvest Limited

CIN: L24231GJ1994PLC023528

Sd/-

Nimir Mehta

Chairman

DIN: 699993

Sd/-

Narendra Tater

Chief Financial Officer

Mumbai

May 22, 2019

Sd/-

Karan Desai

Managing Director & CEO

DIN: 5285546

Sd/-

M Vijaymohan Reddy

Company Secretary

M. No. 49289

DHANVARSHA FINVEST LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019**

Particulars	Notes	(Amount in Rupees)	
		Year ended March 31, 2019	Year ended March 31, 2018
REVENUE			
Revenue from Operations	19	210,384,732	115,736,942
Other Income	20	2,608,323	3,180,331
Total Revenue		212,993,054	118,917,273
EXPENSES			
Employee Benefits Expense	21	51,296,400	22,686,168
Finance Costs	22	51,767,479	20,011,420
Depreciation and Amortisation	23	1,659,644	538,474
Loan Losses and Provisions	24	13,122,955	4,849,783
Other Expenditure	25	37,883,781	24,681,797
Total Expenses		155,730,259	72,767,642
Profit before tax		57,262,795	46,149,631
Tax Expense:			
- Current Tax		13,512,372	10,587,221
- MAT Credit Entitlement		-	(7,571,137)
- Deferred Tax		(510,094)	(93,098)
- Short Provision for Earlier Years		-	2,399,207
Total Tax Expense		13,002,278	5,322,193
Profit for the period		44,260,517	40,827,438
Earnings per Equity Share	26		
Basic (Rs.)		3.66	5.26
Diluted (Rs.)		3.53	5.26
Face Value of Equity Share (Rs./share)		10.00	10.00

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W/W100048

For and on behalf of the Board of Directors of

Dhanvarsha Finvest Limited

CIN: L24231GJ1994PLC023528

Sd/-

Purshottam Nyati

Partner

Membership No. 118970

Mumbai

May 22, 2019

Sd/-

Nimir Mehta

Chairman

DIN: 699993

Sd/-

Karan Desai

Managing Director & CEO

DIN: 5285546

Sd/-

Narendra Tater

Chief Financial Officer

Mumbai

May 22, 2019

Sd/-

M Vijaymohan Reddy

Company Secretary

M. No. 49289

DHANVARSHA FINVEST LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

Particulars	(Amount in Rupees)	
	Year ended March 31, 2019	Year ended March 31, 2018
A. Cash Flow from Operating Activities		
Profit Before Tax	57,262,795	46,149,631
Adjustments for:		
Depreciation / Amortisation and Impairment Expense	1,659,644	538,474
Bad Debts and Advances written off (net)	14,858,636	-
Profit on Sale of Current Investments (net)	(27,992,358)	(42,520,058)
Dividend Income	-	(75,000)
Loan Losses and Provisions	(1,735,681)	4,849,783
Liabilities No Longer Required Written Back	-	(2,734,581)
Diminution in value of Investments	-	1,002,108
Foreign Exchange Loss	1,648	467
Employee Stock Option Plan	3,786,167	-
Loss / (Profit) on Sale of Fixed Assets	(466)	-
Operating Profit before Working Capital Changes	47,840,385	7,210,824
Changes in Working Capital		
Adjustments for:		
(Increase) / Decrease in Receivables	3,774,391	(3,759,030)
(Increase) / Decrease in Loan Assets	(20,399,047)	(423,456,803)
(Increase) / Decrease in Other Current Assets	(346,336)	(6,242,350)
(Decrease) / Increase in Trade Payables, Other Liabilities, Provision for Gratuity and Leave Encashment	(82,930)	15,918,126
Cash Generated from Operations	30,786,463	(410,329,233)
Direct Taxes Paid	(13,512,373)	(3,370,825)
Net Cash (Used in) / Generated from Operating Activities (A)	17,274,090	(413,700,058)
B. Cash Flow from Investing Activities		
Sale of Current Investments (Net)	35,460,208	50,569,923
Purchase of Property, Plant and Equipment	(3,549,069)	(1,110,769)
Proceeds from Sale of Fixed Assets	137,409	-
Purchase of Intangible Asset	(4,658,849)	(383,613)
Payment for Intangible Asset under development	(3,071,800)	(1,035,500)
Dividend Received	-	75,000
Net Cash (Used in) / Generated from Investing Activities (B)	24,317,898	48,115,041
C. Cash Flow from Financing Activities		
Issue of Equity shares (net of issue expenses)	133,086,300	-
Dividend Paid	(13,500,000)	-
Tax on Dividend Paid	(2,774,965)	-
Repayment of Long-term borrowings	-	(1,693,762)
Proceeds from / (Repayment of) Short-term borrowings (Net)	(145,500,000)	390,500,000
Net Cash (Used) / Generated in Financing Activities	(28,688,665)	388,806,238
Net Increase / (Decrease) in Cash and Cash Equivalents	12,903,324	23,221,221
Cash and Cash Equivalents at the beginning of the year	25,057,307	1,836,553
Cash and Cash Equivalents at the end of the year	37,958,983	25,057,307
Effect of Foreign exchange rate changes	1,648	467
	12,903,324	23,221,221

DHANVARSHA FINVEST LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

Particulars	(Amount in Rupees)	
	Year ended March 31, 2019	Year ended March 31, 2018
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash and cash equivalents at the end of the year		
- Cash on hand	4,333	211,859
- Foreign Currency on hand	74,714	44,969
- Balances with banks in current accounts	37,879,936	14,351,647
- Cheques on hand	-	10,448,832
Total Cash and cash equivalents	37,958,983	25,057,307

Summary of significant accounting policies (Note 2.1)

The accompanying notes are an integral part of the financial statements.

Notes:

- 1) The above cash flow statement have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.
- 2) All figures in brackets indicate outflow.
- 3) Previous years figures have been restated where necessary.

As per our report of even date

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W/W100048

For and on behalf of the Board of Directors of

Dhanvarsha Finvest Limited

CIN: L24231GJ1994PLC023528

Sd/-

Purshottam Nyati

Partner

Membership No. 118970

Mumbai

May 22, 2019

Sd/-

Nimir Mehta

Chairman

DIN: 699993

Sd/-

Narendra Tater

Chief Financial Officer

Mumbai

May 22, 2019

Sd/-

Karan Desai

Managing Director & CEO

DIN: 5285546

Sd/-

M Vijaymohan Reddy

Company Secretary

M. No. 49289

DHANAVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****1. Corporate information**

Dhanvarsha Finvest Limited (the Company) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of providing Micro Enterprise Loans, SME Loans, Other Structured Business, Personal Loans and in providing ancillary services related to the said business activities. The Company is Non-Systematically Important Non-deposit taking Non-Banking Financial Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") dated 11th March, 1998. And Its shares are listed on the BSE Limited.

2. Basis of Preparation of Accounts

The financial statements have been prepared under the historical cost convention on an accrual basis in conformity with generally accepted accounting principles in India ("Indian GAAP") to comply in all material respects with the notified Accounting Standards ('AS') under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.

The Company follows directions prescribed by the Reserve Bank of India ("RBI") for Non-Banking Finance Company ("NBFC"). All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Act. The Company has ascertained its operating cycle to be of 12 months for such classification.

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year except as stated below:

Change in accounting policies/estimates**Provision on unsecured standard loan and advances**

With effect from March 31, 2019, in the case of provision on standard advances the Company adopted a more stringent policy of maintaining provision on specified unsecured standard loans and advances, at rates that are higher than those prescribed by RBI (2.25% as against 0.25% prescribed by RBI). As a result, short term provision as at March 31, 2019 are higher by **Rs. 598,600/-** with a consequent reduction to the profit before tax.

2.1 Significant Accounting Policies**A. Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.

B. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized:

Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from Operations" in the statement of profit and loss. Further, in accordance with the guidelines issued by the Reserve Bank of India for Non-Banking Finance Companies, income on loan assets classified as Non-performing Assets, is recognised on receipt basis.

Processing Fee and Application Fee: Income from application and processing fees, including recovery of documentation charges are recognised upfront.

Delayed Payment charges, Penal Interest, Other Penal Charges, Foreclosure Charges etc., are recognised on receipt basis on account of uncertainty of the ultimate collection of the same.

Consultancy Income: Income from Consultancy/Advisory Services are accounted for as per the terms of the contract as and when the relevant services are rendered.

Dividends: Dividend income is recognized when the Company's right to receive dividend is established on the reporting date.

Others: The Company recognises other income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, income recognition is postponed to the extent of uncertainty.

DHANAVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****C. Investments**

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as 'Current Investments'. All other investments are classified as 'Long term Investments'.

'Long term Investments' are carried at acquisition/amortised cost. A provision is made for diminution other than temporary on an individual basis.

'Current Investments' are carried at the lower of cost or fair value on an individual basis. Profit or loss on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of the investment.

Investment in buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life as prescribed as per the Schedule II of the Companies Act, 2013.

D. Leases**Where the Company is the lessor**

Assets given on operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss over the lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss over the lease term.

E. Foreign currency translation**Initial recognition**

Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

F. Earnings per share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 – Earning per Share.

Basic earnings per share are 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.

Diluted earnings per share are calculated after adjusting effects of potential equity shares. Potential equity shares are those shares which will convert into equity shares at a later stage. Profit/loss is adjusted by the expenses incurred on such potential equity shares. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity shares.

DHANAVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****G. Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Management is deciding how to allocate resources and in assessing performance.

H. Loan Losses and Provisions: NPA and Standard Assets Provisioning

The Company assesses all loans and receivables for their recoverability and makes provision for Non-performing assets (NPA) as considered necessary based on past experience, emerging trends and estimates, subject to the minimum provision required as per the Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 ("NBFC Master Directions") as and when amended.

Contingent provision against standard asset, as required by the NBFC Master Directions, is also made by the Company on the standard assets outstanding as per the rates given in the NBFC Master Directions.

I. Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

J. Fixed Assets:**Property Plant and Equipment**

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance. The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain/ loss arising from derecognition of an item of PPE is included in the Statement of Profit and Loss. The gain or loss arising from the derecognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item.

The residual value, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if required.

Intangible Assets

Intangible Assets are stated at cost less accumulated amortisation and impairment losses, if any. The cost of intangible assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Intangible Assets under Development

Amount incurred towards the acquisition of Intangible Assets not ready for intended use at each Balance Sheet date are disclosed under Intangible Assets under Development.

DHANAVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****K. Depreciation and Amortisation on Fixed Assets:****Property Plant and Equipment**

Depreciation on cost of PPE is provided on straight line method at estimated useful life, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013. Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits. Leasehold Improvements are amortised on a straight line basis over the period of lease

Intangible Assets

Intangible assets are amortized over the useful life on pro-rata basis under the straight-line method as estimated by the management. Intangible assets comprising of software are amortised on a straight line basis over a period of 5 years, unless it has a shorter useful life.

Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from/upto the date of acquisition/sale. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

L. Retirement and other employee benefits**(I) Post-employment employee benefit****Defined Contribution schemes**

All the employees of the Company are entitled to receive benefits under the Provident Fund Scheme, a defined contribution plan in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid.

Defined Benefit schemes

The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under 'The Payment of Gratuity Act, 1972'. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

Actuarial gains and losses comprise experience adjustment and the effects of changes in actuarial assumptions are recognised immediately in the Statement of Profit and Loss.

(II) Other long term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

M. Good and Service Tax input credit

Goods and Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits. The company has opted to claim 50% of eligible input tax credit on inputs, capital goods and input services and the balance 50% is charged to the Statement of Profit and loss as per applicable provisions.

DHANAVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****N. Borrowing costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs to the extent related/attributionable to the acquisition/construction of assets that takes substantial period of time to get ready for their intended use are capitalized along with the respective fixed asset up to the date such asset is ready for use. Other borrowing costs are charged to the Statement of Profit and Loss in the period they occur.

O. Cash and cash equivalents

Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less, as per Accounting Standard 3 "Cash Flows".

P. Employee stock Compensation Cost

Measurement and disclosure of the employee sharebased payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Sharebased Payments, issued by the Institute of Chartered Accountants of India (ICAI). The Company measures compensation cost relating to employee stock options using the fair value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.

Q. Taxation

Income-tax expense comprises current tax, deferred tax charge or credit and minimum alternate tax (MAT).

Current tax

Current income-tax is measured at the amount expected to be paid to the tax authorities after considering tax allowances, deductions and exemptions determined in accordance with Income Tax Act, 1961 and the prevailing tax laws. The tax rate and laws used to compute the amount are those which are enacted at the reporting date.

Minimum alternate tax

Minimum alternate tax (MAT) obligation in accordance with the tax laws, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax during the specified period. Accordingly, it is recognised as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably, and reviewed at each reporting date.

Deferred tax

Deferred tax liability or asset is recognised for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognised only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

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

R. Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. The reversal of impairment is recognised in Statement of Profit and Loss, unless the same is carried at revalued amount and treated as revaluation reserve.

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
3 SHARE CAPITAL		
Authorised		
50,000,000 (March 31, 2018 : 10,000,000)	500,000,000	100,000,000
Equity Shares of Rs. 10/- each (P.Y. Rs. 10/- each)		
Issued, subscribed and fully paid up share capital		
13,500,000 (March 31, 2018 : 7,757,800)	135,000,000	77,578,000
Equity Shares of Rs. 10/- each (P.Y. Rs. 10/- each)		

	As at March 31, 2019		As at March 31, 2018	
	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.
a. Reconciliation of the equity shares outstanding at the beginning and at end of reporting period				
Shares outstanding at the beginning of the year	7,757,800	77,578,000	7,757,800	77,578,000
Shares issued during the year	5,742,200	57,422,000	-	-
Shares outstanding at the end of the year	13,500,000	135,000,000	7,757,800	77,578,000

b. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be proportional to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% equity shares in the Company

Details of shareholding Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of Shares	%	Number of Shares	%
Equity shares of Rs. 10/- each				
Dahiben Dwarkadas Patel	402,000	2.98%	494,000	6.37%
Wilson Holding Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	7,032,200	52.09%	-	-

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal ownerships of shares.

d. Shares held by holding Company

Subsequent to approval from Board of Directors and Shareholders of Dhanvarsha Finvest Limited on July 27, 2017, BSE Limited accorded in-principle approval on October 13, 2017 and Reserve Bank of India has accorded approval for the change in shareholding and management on June 18, 2018, a preferential issue of 57,42,200 Equity Shares has been made to Wilson Holding Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited') on June 29, 2018.

Further on July 31, 2018, Wilson Holding Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited') has acquired 6,90,000 Equity Shares through Open Offer under the SEBI (SAST) Regulation from the public shareholders of Dhanvarsha Finvest Limited.

During the year, Wilson Holding Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited') has also acquired additional 6,00,000 Equity Shares from secondary market.

	As at March 31, 2019		As at March 31, 2018	
Reconciliation of the equity shares outstanding at the beginning and at end of reporting period	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.
Shares outstanding at the beginning of the year	-	-	-	-
Movement during the year	7,032,200	70,322,000	-	-
Shares outstanding at the end of the year	7,032,200	70,322,000	-	-

e. Employee Stock Option Plan

Refer Note No. 34 for the details of Employee Stock Option Plan

Refer Note No. 2.1.P for accounting policy of Employee Stock Option Plan

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****3 SHARE CAPITAL (contd.)****f. Terms of conversion of Warrants**

The Company issued 7,75,200 warrants at Rs. 64.50 (Including Rs. 54.50 towards share premium) per warrant on November 5, 2018, on payment of 25% at the time of subscription and the balance to be paid on conversion, with a right to convert them into equivalent number of equity shares of face value of Rs. 10 each any time before 18 months from the date of allotment of warrants.

g. Proposed dividends on equity shares:

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
The board proposed dividend on equity shares after the Balance Sheet date		
Proposed dividend on equity shares for the year ended on March 31, 2019: Rs. 0.25 per share (March 31, 2018: Rs.1.00 per share)	3,375,000	7,757,800
Tax on proposed dividend	693,741	1,523,449
Total	4,068,741	9,281,249

4 RESERVES AND SURPLUS**Share Premium**

Opening balance

Add: Addition / (deduction) during the year

Closing balance

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
Opening balance	-	-
Add: Addition / (deduction) during the year	63,164,200	-
Closing balance	63,164,200	-

Statutory reserve pursuant to Section 45 IC(1) of Reserve Bank of India Act, 1934

Opening balance

Add: Transfer from surplus in the Statement of Profit and Loss

Closing balance

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
Opening balance	10,711,805	2,546,317
Add: Transfer from surplus in the Statement of Profit and Loss	8,852,103	8,165,488
Closing balance	19,563,908	10,711,805

Surplus in Statement of Profit and Loss

Opening balance

Add: Profit for the current year

Less: Appropriations for the current year

Transfer to statutory reserve as per Section 45-IC (1) of The RBI Act, 1934

Final dividend on equity shares for the year ended on March 31, 2018

Tax on final dividend

Net surplus in Statement of Profit and Loss

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
Opening balance	38,692,349	6,030,398
Add: Profit for the current year	44,260,517	40,827,438
Less: Appropriations for the current year		
Transfer to statutory reserve as per Section 45-IC (1) of The RBI Act, 1934	8,852,103	8,165,488
Final dividend on equity shares for the year ended on March 31, 2018	13,500,000	-
Tax on final dividend	2,774,965	-
Net surplus in Statement of Profit and Loss	57,825,797	38,692,349

Total

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
Total	140,553,906	49,404,153

5 LONG – TERM PROVISIONS**For employee benefits**

Gratuity (refer note 33)

Short term compensated absence

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
Gratuity (refer note 33)	558,234	410,456
Short term compensated absence	530,742	249,572

For others

Loss assets

Sub-standard assets

Standard assets

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
Loss assets	-	3,726,036
Sub-standard assets	1,337,949	-
Standard assets	922,610	979,930

Total

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
Total	3,349,535	5,365,994

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
6 SHORT-TERM BORROWINGS		
Unsecured		
Loans repayable on demand from holding company	245,000,000	390,500,000
Total	245,000,000	390,500,000
	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
7 TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises (refer note 28)	609,520	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,726,574	2,470,831
Total	2,336,094	2,470,831
	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
8 OTHER CURRENT LIABILITIES		
Interest accrued but not due on borrowings	9,131,536	11,003,508
Income received in advance	330,287	41,632
Advance from customers and others	1,831,983	329,748
Advance for sale of investment property	3,000,000	-
Statutory dues payable	3,598,832	1,378,474
Payable to employees	1,335,223	675,699
Creditors for capital expenditure	1,414,800	2,400,000
Unclaimed dividend	1,755,150	-
Other liabilities	314,802	222,319
Total	22,712,613	16,051,380
	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
9 SHORT – TERM PROVISIONS		
For employee benefits		
Gratuity (refer note 33)	1,380	715
Short term compensated absence	206,426	39,742
For others		
Sub-standard assets	76,502	-
Standard assets	260,391	225,467
Contingent provision for standard unsecured assets	598,300	-
Provision for tax	-	7,205,723
[Net of advance tax / TDS receivable: NIL (March 31, 2018 : Rs. 33,81,498)]		
Total	1,142,999	7,471,647

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****10 Fixed Assets****10 (a) Property, Plant and Equipment****(Amount in Rupees)**

Classes of assets	Gross Block (at cost)				Depreciation				Net Block	
	As at April 1, 2018	Additions	Deductions / Adjustments *	As at March 31, 2019	As at April 1, 2018	Charge for the year	Deductions / Adjustments *	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Property, Plant and Equipment										
Computers	626,706	2,508,073	162,537	2,972,241	77,689	439,162	41,707	475,143	2,497,098	549,017
Buildings	-	-	-	-	-	-	-	-	-	-
Motor car	345,100	-	-	345,100	327,850	-	-	327,850	17,250	17,250
Office equipment	120,568	300,957	18,999	402,526	8,559	48,091	2,887	53,763	348,764	112,009
Furniture and fixtures	37,620	71,940	-	109,560	1,527	6,045	-	7,573	101,987	36,093
Leasehold improvements	370,375	668,100	-	1,038,475	275,578	762,897	-	1,038,475	-	94,797
Total	1,500,369	3,549,070	181,536	4,867,902	691,203	1,256,195	44,594	1,902,804	2,965,099	809,166

Classes of assets	Gross Block (at cost)				Depreciation				Net Block	
	As at April 1, 2017	Additions	Deductions / Adjustments *	As at March 31, 2018	As at April 1, 2017	Charge for the year	Deductions / Adjustments *	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017
Property, Plant and Equipment										
Computers	44,500	582,206	-	626,706	2,935	74,754	-	77,689	549,017	41,565
Buildings	5,817,460	-	5,817,460	-	91,916	-	91,916	-	-	5,725,544
Motor car	345,100	-	-	345,100	284,406	43,444	-	327,850	17,250	60,694
Office equipment	-	120,568	-	120,568	-	8,559	-	8,559	112,009	-
Furniture and fixtures	-	37,620	-	37,620	-	1,527	-	1,527	36,093	-
Leasehold improvements	-	370,375	-	370,375	-	275,578	-	275,578	94,797	-
Total	6,207,060	1,110,769	5,817,460	1,500,369	379,257	403,862	91,916	691,203	809,166	5,827,803

* Deduction / Adjustments represents reclassification of Buildings (Residential Flats) to Investment Properties.

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****10 Fixed Assets****10 (b) Intangible Assets****(Amount in Rupees)**

Classes of assets	Gross Block (at cost)				Depreciation				Net Block	
	As at April 1, 2018	Additions	Deductions / Adjustments *	As at March 31, 2019	As at April 1, 2018	Charge for the year	Deductions / Adjustments *	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Intangible Assets										
Computer software	383,613	4,658,849	-	5,042,462	34,377	311,341	-	345,718	4,696,744	349,236
Total	383,613	4,658,849	-	5,042,462	34,377	311,341	-	345,718	4,696,744	349,236

Classes of assets	Gross Block (at cost)				Amortisation				Net Block	
	As at April 1, 2017	Additions	Deductions	As at March 31, 2018	As at April 1, 2017	Charge for the year	Deletions	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017
Intangible Assets										
Computer software	-	383,613	-	383,613	-	34,377		34,377	349,236	-
Total	-	383,613	-	383,613	-	34,377	-	34,377	349,236	-

10 (c) Intangible Assets Under Development**(Amount in Rupees)**

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	3,435,500	-
Additions during the year	6,946,750	3,435,500
Less: Capitalised during the year	3,874,950	-
Closing Balance	6,507,300	3,435,500

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
11 NON – CURRENT INVESTMENTS		
Investment in property (at cost)	-	5,817,460
Less: Accumulated depreciation	-	192,152
Total	-	5,625,308
	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
12 DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets (A)		
Provision for employee benefit	1,414,076	194,875
Provision for non-performing, sub-standard and standard assets	889,058	1,204,829
Provision for diminution in value of investment	-	278,786
Excess of net block of fixed assets as per income-tax law over net block as per accounts	-	51,768
Deferred Tax Liability (B)		
Excess of net block of fixed assets as per accounts over net block as per income-tax laws	62,782	-
Total (A-B)	2,240,352	1,730,258
	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
13 LONG – TERM LOANS AND ADVANCES		
Secured, considered good		
Loans to others	360,614,876	391,972,004
	360,614,876	391,972,004
Unsecured, considered good		
Loans to others	21,808,229	-
Advance tax paid	3,771,203	-
[Net of provision for tax Rs. 96,24,975 (March 31, 2018: NIL)]	153,200	3,000
Security deposits – Others	6,325,756	7,639,802
MAT credit entitlement	32,058,388	7,642,802
Unsecured, considered doubtful		
Loans to others	-	3,726,036
	-	3,726,036
Total	392,673,264	403,340,842

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
14 CURRENT INVESTMENTS (AT LOWER OF COST AND MARKET VALUE)		
Investment in property	5,817,460	-
Less: Accumulated depreciation	284,260	-
Investments in equity instruments - Quoted	-	7,467,850
Others	-	-
Total	5,533,200	7,467,850

	Face Value	As At March 31, 2019 Quantity	Amount (Rs.)	As At March 31, 2018 Quantity	Amount (Rs.)
Electrotherm India Limited	10	-	-	196,392	6,844,186
Anar Industries Limited	10	-	-	26,045	464,904
Roselabs Finance Limited	10	-	-	7,200	158,760
Total					7,467,850

Aggregate value of quoted investments	Amount (Rs.)	Amount (Rs.)
Cost of acquisition	-	8,469,958
Market value	-	25,791,298
Aggregate provision for diminution in value of investments	-	1,002,108
Market value of investment in property	11,893,556	-

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
15 TRADE RECEIVABLES		
Unsecured, considered good		
Dues outstanding for more than six months	-	-
Other receivables	64,639	3,839,030
Total	64,639	3,839,030

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
16 CASH AND BANK BALANCES		
Cash and cash equivalents		
(i) Balances with scheduled banks in:		
- Current accounts	36,124,786	14,351,647
- Unclaimed dividend account	1,755,150	-
(ii) Cheques on hand	-	10,448,832
(iii) Cash on hand	4,333	211,859
(iv) Foreign currency on hand	74,714	44,969
Total	37,958,983	25,057,307

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
17 SHORT – TERM LOANS AND ADVANCES		
Secured, considered good		
Loans to others	18,108,739	46,186,784
Unsecured, considered good		
Loans to others	86,812,806	44,000,000
Balance with revenue authorities	996,674	-
Prepaid expenses	1,209,669	650,525
Advances to vendors	25,259	107,849
Total	107,153,147	90,945,158
	As at March 31, 2019 Amount (Rs.)	As at March 31, 2018 Amount (Rs.)
18 OTHER CURRENT ASSETS		
Secured, considered good		
Interest accrued	1,374,755	5,546,738
Unsecured, considered good		
Interest accrued	5,213,268	690,205
Other receivables	663	5,407
Total	6,588,686	6,242,350

DHANVARSHA FINVEST LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
19 REVENUE FROM OPERATIONS		
Interest Income on:		
Loan Portfolio	92,385,905	27,780,206
Fixed Deposits with Bank	585	408,558
Other Financial Services		
Income from Processing Fees and Application Fees	11,615,547	9,266,780
Fee Based Income	76,709,830	35,647,250
Profit on Sale of Current Investments (net)	26,990,250	42,520,058
Reversal of Diminution in Value of Investments	1,002,108	-
Miscellaneous Income	1,680,507	114,090
Total	210,384,732	115,736,942
	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
20 OTHER INCOME		
Liabilities No Longer Required Written Back	-	2,734,581
Dividend Income	-	75,000
Rent Income	730,000	-
Miscellaneous Income	1,877,857	370,750
Profit on Sale of Fixed Assets	466	-
Total	2,608,323	3,180,331
	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
21 EMPLOYEE BENEFITS EXPENSE		
Salaries, Other Allowances and Bonus	45,384,483	21,849,457
Gratuity Expenses (Refer Note 33)	148,443	411,171
Contribution to Provident and Other Funds (Refer Note 33)	1,385,781	267,997
Expenses on Employee Stock Option Plan (Refer Note No. 34 and 2.1.P)	3,786,167	-
Staff Welfare Expenses	591,526	157,543
Total	51,296,400	22,686,168
	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
22 FINANCE COSTS		
INTEREST EXPENSE AND FINANCE CHARGES		
On Loans	50,792,690	19,932,147
On Taxes	974,789	79,273
Total	51,767,479	20,011,420

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
23 DEPRECIATION AND AMORTISATION EXPENSES		
Property, Plant and Equipment	1,256,195	403,862
Intangible Assets	311,341	34,377
Investment in Property	92,108	100,235
Total	1,659,644	538,474
	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
24 LOAN LOSSES AND PROVISIONS		
Bad Debts	14,858,636	-
Provision for Standard Assets	(22,396)	1,123,747
Provision for Sub-standard Assets	1,414,451	-
Provision for Non-performing Assets	(3,726,036)	3,726,036
Contingent Provision for Standard Unsecured Assets	598,300	-
Total	13,122,955	4,849,783
	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
25 OTHER EXPENSES		
Legal and Professional Fee	11,834,044	8,795,252
Power and Fuel	490,643	220,110
Rent	6,762,943	4,398,590
Director's Sitting Fee	3,564,802	-
Rates and Taxes	3,519,097	58,853
Brokerage and Service Charge	43,496	666,259
Commission	1,855,042	5,509,587
Repairs	85,836	43,810
Travelling and Conveyance	1,989,966	685,651
Insurance	726,999	565
Loss on Foreign Currency Transactions	1,648	467
Printing and Stationery	337,939	226,606
Diminution in Value of Investments	-	1,002,108
GST Expenses	2,428,478	1,184,658
Payments to the Auditor		
As Auditor:		
- Audit fee #	300,000	304,500
- Tax audit fee	50,000	50,000
- Limited review	200,000	300,000
- Others Services	50,000	-
- Reimbursement of expense	14,538	-
Annual Maintenance Charges	1,644,151	243,350
Miscellaneous Expenses	1,984,159	991,431
Total	37,883,781	24,681,797

Audit fee includes payments to predecessor Auditor for the year ended March 31, 2018: Rs. 4,500

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****26 EARNINGS PER SHARE**

Particulars	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Net Profit after tax as per Statement of Profit and Loss	44,260,517	40,827,438
Weighted average number of Equity Shares for calculating Basic Earning per Share (B)	12,084,115	7,757,800
Add: Equity shares for inadequate consideration arising on grant of stock options under ESOP	460,966	-
Weighted average number of Equity Shares for calculating Diluted Earning per Share (C)*	12,545,081	7,757,800
Basic Earnings per Share of face value of Rs. 10/- each (in Rs.) (A) / (B)	3.66	5.26
Diluted Earnings per Share of face value of Rs. 10/- each (in Rs.) (A) / (C)	3.53	5.26

*During the year, the Company has allotted 7,75,200 Warrants of face value of Rs.10/- each at a price of Rs.64.50 per Warrant (including Rs.54.50 towards share premium), to M/s. Wilson Holdings Private Limited, against receipt of 25% of the Warrant subscription amount. The remaining 75% of the Warrant subscription amount can be paid within a period of eighteen (18) months from the date of allotment of Warrants. These warrants are not counted in Weighted average number of Equity Shares used for calculation of diluted Earning per Share, as they are anti-dilutive.

27 Contingent Liabilities and Commitments (to the extent not provided for)

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Contingent Liabilities		
Income Tax matters under dispute	6,598,708	-
Commitments		
a) Capital commitments	6,595,000	2,730,000
(Estimated amount of contracts remaining to be executed on capital account and not provided for)		
b) Commitments related to loans sanctioned but undrawn	488,512	6,551,249
Total	7,083,512	9,281,249

28 Information required to be disclosed in accordance with Micro, Small and Medium Enterprises Development Act, 2006 has been determined based on the parties identified on the basis of information available with the Company, which has been relied upon by the auditors. The outstanding balance on account of principal and interest as on March 31, 2019 remaining unpaid to any supplier registered as small and medium enterprises under "The Micro, Small and Medium Enterprises Development (MSMED) Act 2006" is Rs. 609,250/- (Previous Year: Nil). The Company has not delayed in making payments to any of the parties registered as small and medium enterprises under MSMED, and there has been no interest accrued or paid in this regard.

29 A. Expenditure in foreign currency (accrual basis)

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Travelling and Conveyance	47,749	4,829
Business Promotion Expenses	24,226	-
Accommodation Expenses	84,054	-
Staff Welfare	7,803	-

B. Earnings in foreign currency for the year ended March 31, 2019: Nil (March 31, 2018: Nil)

30 DERIVATIVES

The Company has no transactions / exposure in derivatives in the current and previous year. The Company has no unhedged foreign currency exposure as on March 31, 2019 (March 31, 2018: Nil).

31 LEASE**Disclosures for operating leases under Accounting Standard 19 – "Accounting for Leases"**

The Company has taken two office premises (at Mumbai and Pune) under operating lease. Also the Company has taken IT equipment's on Hire. The lease payments recognised in the Statement of Profit and Loss are Rs. 67,62,943/- (March 31, 2018: Rs. 4,398,590/-). Both the agreements provide for cancellation by either party after the expiry of lock in period of 3 months and 12 months respectively. The agreement of rent with Pune branch contains clause for escalation of 7% after the completion of every 12 months. There are no restrictions imposed by lease arrangements. Both the agreements are renewable on mutual consent.

The future minimum lease payments in respect of non-cancellable portion in the operating lease as at the Balance Sheet date are summarized below:

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Minimum lease payments:		
Not later than one year	240,000	449,400
Later than one year but not later than five years	-	-
Later than five years	-	-

The Company had sub-leased the office premises under operating lease for which lease income is recognized in the Statement of Profit and Loss for the year amounting to Rs. 730,000 (March 31, 2018: Nil). There is no lock-in period for such sub-lease and agreement can be cancelled by both the parties by giving ninety days notice.

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****32 SEGMENT REPORTING**

The Company operates in a two reportable business segment i.e. Fund Based Activities and Advisory Services, which has similar risks and returns for the purpose of Accounting Standard 17 on 'Segment Reporting' specified under section 133 of the Companies Act 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The Company operates in a single geographical segment i.e. domestic.

During the year the Company has re-evaluated/re-assessed the allocation of expenditure to the segments and accordingly, Payroll and other expenses/Assets and Liabilities which were allocated hitherto into "Fund Based Activities" segment in March 31, 2018, have been allocated to both the segments during the current year based on various allocation parameters for fair and appropriate presentation and results. Considering the above, previous year's figures have been regrouped/rearranged to conform to current year presentation.

SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Segment Revenue		
Fund Based Activities	133,526,878	80,009,692
Advisory Services	76,857,854	35,727,250
Total	210,384,732	115,736,942
Less : Inter Segment Revenue	-	-
Revenue from Operations	210,384,732	115,736,942
Segment Results		
Profit before Tax from each segment :		
Fund Based Activities	9,543,525	14,631,882
Advisory Services	53,877,930	29,066,919
Total	63,421,455	43,698,801
Add: Other Un-allocable Income net of Expenditure	(6,158,660)	2,450,830
Profit before Tax	57,262,795	46,149,631
Less: Income taxes	13,002,278	5,322,193
Profit after Tax	44,260,517	40,827,438
Capital Employed		
Segment Assets		
Fund Based Activities	507,531,655	497,225,540
Advisory Services	1,998,332	4,092,942
Unallocated	56,976,992	47,522,523
	566,506,979	548,841,005
Segment Liabilities		
Fund Based Activities	266,809,744	412,302,562
Advisory Services	2,661,545	2,021,819
Unallocated	5,069,952	7,535,471
	274,541,241	421,859,852
Capital Expenditure		
Fund Based Activities	9,966,563	4,476,930
Advisory Services	1,313,156	452,952
Depreciation and Amortisation		
Fund Based Activities	1,102,744	342,946
Advisory Services	464,792	-
Other non-cash expenditure		
Fund Based Activities	13,122,955	4,849,783
Advisory Services	-	-

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****33 Employee Benefits**

Disclosures as required as per Accounting Standard -15 – “Employee Benefits” are as under:

1) Defined Benefit plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The plan is wholly unfunded. The present value of the obligation is determined based on an actuary valuation, using the Projected Unit Credit Method. Actuarial gain and losses arising on such valuation are recognised immediately in the Statement of Profit and Loss.

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
A. Net liability /(assets) recognised in the Balance Sheet:		
Present value of defined benefit obligation	559,614	411,171
Fair value of plan assets	-	-
Net liability/(assets)	559,614	411,171
B. Expense recognised in the Statement of Profit and Loss for the year:		
Current service cost	464,218	411,171
Interest on obligation	32,071	-
Expected return on plan assets	-	-
Net actuarial losses /(gains)	(347,846)	-
Recognised Past Service Cost-Vested	-	-
Total expense included in employee benefit expense (Refer Note No. 24)	148,443	411,171
Actual return on Plan assets	-	-
C. Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:		
Opening defined benefit obligation	411,171	-
Current Service Cost	464,218	411,171
Interest Cost	32,071	-
Actuarial losses /(gains)	(347,846)	-
Past service cost	-	-
Benefits paid	-	-
Closing defined benefit obligation	559,614	411,171
D. Major categories of plan assets as a percentage of total plan assets:		
Qualifying insurance policy with LIC	NA	NA
E. Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):		
Discount rate @@	6.96%	7.80%
Expected return on plan assets	NA	NA
Annual increase in salary costs ###	10.00%	10.00%
Rate of Employee Turnover	18.00%	10.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	Lives Mortality (2006-08)
Mortality Rate After Employment	NA	NA
@@ The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.		
### The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in employment market.		
F. Disclosure as required under Para 120(n)		
Experience Adjustments:		
Present Value of the Defined Benefit Obligation	(559,614)	(411,171)
Fair Value of the Plan Assets at the end of the period	-	-
Surplus/ (Deficit) in the Plan	(148,443)	(411,171)
Experience adjustments on Plan Liabilities (Gain) / Loss	-	-
Experience adjustments on Plan Assets (Gain) / Loss	-	-

Since the provisions of The Payment of Gratuity Act, 1972, is applicable to the Company from the financial year 2017-18, the disclosures as required under para 120(n) of "Accounting Standard 15 - Employee Benefits" have not been presented for the financial year prior to 2017-18.

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****33 Employee Benefits (contd.)****II) Defined Contribution Plans :**

The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income tax authorities.

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Amount recognised as an expense and included in Note No. 21 of Statement of Profit and Loss		
Contribution to Provident Fund	483,947	101,113
Contribution to Employees' Pension Scheme 1995	901,834	166,884
	1,385,781	267,997

34 Employee Stock Option Plan

During the year, the Company has granted 11,17,710 Employee Stock Options (ESOP) under the Dhanvarsha Employee Stock Option Scheme 2018 (ESOP 2018) to eligible employees spread over a period of 1 to 4 years. The said ESOPs will start its vesting period from November 5, 2019. The details of which are as follows.

Financial Year in which options will vest	ESOPs equivalent to number of equity shares of face value of ` 10/- each
2019-20	111,771
2020-21	223,542
2021-22	335,313
2022-23	447,084
Total	1,117,710

As at March 31, 2019, 1,061,299 (As at March 31, 2018 - Nil) (net of forfeitures of 56,411 options) options were outstanding, which were granted at exercise price of Rs. 30. The following are the outstanding options as at March 31, 2019:

ESOP Scheme	Particulars	Date of Grant	Date of Board Approval	Exercise Price Per Option (Rs.) post bonus options	Total Options granted	Vesting Period	Method of settlement
ESOP Scheme 2018	Grant 1	05-11-18	05-11-18	30.00	1,117,710	05/11/2019 to 05/11/2023	Equity

Exercise Period: Eligible to exercise the options during the next four years from the date of vesting.

Manner of vesting: In a graded manner over a 4 year period with 10%, 20%, 30% and 40% of the grants vesting in each year commencing from the start date of the first tranche.

The fair value of options have been calculated on the date of the grant, using Black-Scholes model by an external firm of valuer.

The key assumptions used in Black-Scholes model for calculating fair value as on the date of the grant are:

Grant Date	Risk Free Interest Rate	Expected Life	Expected Volatility	Dividend Yield	Price of the underlying Share at the time of the Option Grant (Rs.)	Fair Value of the Option (Rs.)			
						1st Stage	2nd Stage	3rd Stage	4th Stage
05-11-18	7.35% - 7.46%	4.5 to 6 yrs	46.1% to 47.9%	2.29%	43.80	22.39	22.82	23.56	23.98

In respect of stock options granted pursuant to the Company's stock option scheme, the fair value of the options is treated as discount and accounted as "Expenses on Employee Stock Option Plan" over the vesting period.

Expenses on Employee Stock Option Plan debited to Statement of Profit and Loss during the year 2018-19 is Rs. 37,88,167/- (P.Y.: Nil)

The balance in Employee Stock Option Plan as at March 31, 2019 is Rs. 37,88,167/- (P.Y.: Nil)

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

- 35 Schedule to the Balance Sheet of a non-deposit taking non-banking financial company (as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015) as at March 31, 2019.**

Liabilities Side	<u>March 31, 2019</u>		<u>March 31, 2018</u>	
	Outstanding Amount (Rs.)	Amount Overdue	Outstanding Amount (Rs.)	Amount Overdue
35.1 Loans and advances availed by the non banking financial company inclusive of interest accrued thereon but not paid:				
a) Debentures: Secured	-	-	-	-
: Unsecured	-	-	-	-
(other than falling within the meaning of public deposits*)				
b) Deferred Credits	-	-	-	-
c) Term Loans	-	-	-	-
d) Inter-corporate loans and borrowings	254,131,536	-	401,503,508	-
e) Commercial Paper	-	-	-	-
f) Public Deposits	-	-	-	-
g) Other Loans	-	-	-	-
	-	-	-	-
Total	254,131,536	-	401,503,508	-
			March 31, 2019 Outstanding Amount (Rs.)	March 31, 2018 Outstanding Amount (Rs.)
35.2 Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):				
(a) In the form of Unsecured debentures			-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security			-	-
(c) Other public deposits			-	-
			March 31, 2019 Outstanding Amount (Rs.)	March 31, 2018 Outstanding Amount (Rs.)
Assets Side				
35.3 Breakup of Loans and Advances including bills receivables (other than those included in (4) below) :				
a) Secured			378,723,615	438,158,788
b) Unsecured			108,621,035	47,726,036
Please see note below				
			March 31, 2019 Outstanding Amount (Rs.)	March 31, 2018 Outstanding Amount (Rs.)
35.4 Breakup of Leased Assets and stock on hire and other assets counting towards AFC activities				
i) Lease assets including lease rentals under sundry debtors:				
a) Financial Lease			-	-
b) Operating Lease			-	-
ii) Stock on hire including hire charges under sundry debtors:				
a) Assets on hire			-	-
b) Repossessed Assets			-	-
iii) Other loans counting towards AFC activities				
a) Loans where assets have been repossessed			-	-
b) Loans other than (a) above -			-	-

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)**

35.5 Breakup of Investments:	March 31, 2019 Outstanding Amount (Rs.)	March 31, 2018 Outstanding Amount (Rs.)
Current Investments:		
1. Quoted:		
i) Shares: (a) Equity	-	7,467,850
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others	-	-
2. Unquoted:		
i) Shares: (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others	5,533,200	-
Long Term investments:		
1. Quoted:		
i) Shares: (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others	-	-
2. Unquoted:		
i) Shares: (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others	-	-

35.6 Borrower groupwise classification of assets financed as in (3) and (4) above:

Category	Amount net of Provision (Rs.)					
	Year ended March 31, 2019			Year ended March 31, 2018		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties **						
a) Subsidiaries	-	-	-	-	-	-
b) Companies in the same group	-	-	-	-	-	-
c) Other related parties	-	-	-	-	-	-
2. Other than related parties	3787,23,615	1086,21,035	4873,44,650	4370,63,391	438,90,000	4809,53,391
Total	3787,23,615	1086,21,035	4873,44,650	4370,63,391	438,90,000	4809,53,391

35.7 Investor groupwise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	As at March 31, 2019 (Rs.)		As at March 31, 2018 (Rs.)	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **				
a) Subsidiaries	-	-	-	-
b) Companies in the same group	-	-	-	-
c) Other related parties	-	-	-	-
2. Other than related parties	-	-	-	-
Total	-	-	-	-

** As per Accounting Standard of ICAI

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****35.8 Other information**

	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
i) Gross Non Performing Assets		
a) Related Parties	-	-
b) Other than related parties	14,144,511	3,726,036
ii) Net Non Performing Assets		
a) Related Parties	-	-
b) Other than related parties	12,730,060	3,726,036
iii) Assets acquired in satisfaction of debt	-	-

Note: Breakup of Loans and Advances does not include Interest Accrued on such loans.

36 RELATED PARTY DISCLOSURES

Related party disclosures as required by Accounting Standard (AS)18, "Related Party Disclosures".

Holding Company:

M/s. Wilson Holdings Private Limited (w.e.f. July 31, 2018)
(Formerly known as M/s. Truvalue Agro Ventures Private Limited)

Fellow Subsidiary:

M/s. Wilson Financial Services Private Limited (w.e.f. July 31, 2018)
(Wholly owned Subsidiary of M/s. Wilson Holdings Private Limited)

M/s. Wilson Investment Adviser Private Limited (w.e.f. July 31, 2018)
(Wholly owned Subsidiary of M/s. Wilson Financial Services Private Limited)

M/s. Wilson Ventures Pte. Ltd. (w.e.f. July 31, 2018)
(Wholly owned Subsidiary of M/s. Wilson Holdings Private Limited)

Enterprises Under Common Control

Anjaneya Realty Management LLP (w.e.f. July 31, 2018)
(Controlled by Wilson Holdings Private Limited)

Deeta Properties LLP (w.e.f. July 31, 2018)
(Controlled by Wilson Holdings Private Limited)

Key management personnel:

Mr. Malay Rohitkumar Bhow, Whole-time Director (upto August 10, 2018)
Mr. Dhairya Kumar Thakkar, Company Secretary (upto August 10, 2018)
Mr. Narendra Kumar Tater, Chief Financial Officer (w.e.f. August 10, 2018)
Mr. Karan Neale Desai, Managing Director and CEO (w.e.f. August 11, 2018)
Mr. M Vijay Mohan Reddy, Company Secretary (w.e.f. August 13, 2018)
Mrs. Arunaben Girishkumar Shah, Independent Director (upto August 24, 2018)
Mr. Dharmil Shah, Independent Director (upto August 24, 2018)
Mr. Malay Rohitkumar Bhow, Whole-time Director (upto August 10, 2018)
Mr. Karan Neale Desai, Non-Executive Director (upto August 10, 2018)
Mr. Nimir Kishore Mehta, Non-Executive Chairman (w.e.f. August 10, 2018)
Mr. Ashish Sharad Dalal, Non-Executive Director (w.e.f. August 10, 2018)
Mr. Nirmal Vinod Momaya, Independent Director (w.e.f. August 10, 2018)
Mr. K. P. Raghuvanshi, Independent Director (w.e.f. August 24, 2018)
Mrs. Manjari Kacker, Independent Director (w.e.f. September 28, 2018)

Relatives of key management personnel:

Nil

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****36 RELATED PARTY DISCLOSURES (contd.)**

Details of the related party transactions during the year and balances outstanding end of the year :

Nature of Transaction	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Expenses		
Remuneration to key management personnel*		
Mr. Karan Neale Desai	4,798,987	-
Mr. Narendra Kumar Tater	3,923,739	-
Mr. Vijay Mohan Reddy	2,529,029	-
Mr. Dhairya Kumar Thakkar	104,000	-
Rent		
Mr. Nimir Kishore Mehta	6,000,000	-
Reimbursement of expenses		
Mr. Nimir Kishore Mehta	72,475	-
Interest		
M/s. Wilson Holdings Private Limited	50,792,690	-
Sitting Fees and Commission		
Mr. Ashish Sharad Dalal	762,960	-
Mr. Nirmal Vinod Momaya	862,960	-
Mr. K. P. Raghuvanshi	812,960	-
Mrs. Manjari Kacker	612,960	-
Mr. Nimir Kishore Mehta	212,960	-
Mr. Dharmil Shah	150,000	-
Ms. Arunaben Girishkumar Shah	150,000	-
Receipts/Income		
Rent		
M/s. Wilson Financial Services Private Limited	730,000	-
Sale of fixed Assets		
M/s. Wilson Financial Services Private Limited	121,265	-
Reimbursement of expenses		
M/s. Wilson Financial Services Private Limited	25,848	-
Issuance of share warrants		
M/s. Wilson Holdings Private Limited	12,500,100	-
Loans and advances		
M/s. Wilson Holdings Private Limited		
Granted /taken during the year	191,000,000	-
Repaid during the year	336,500,000	-

DHANVARSHA FINVEST LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (contd.)****36 RELATED PARTY DISCLOSURES (contd.)**

Details of the related party transactions during the year and balances outstanding end of the year :

Nature of Transaction	Year ended March 31, 2019 Amount (Rs.)	Year ended March 31, 2018 Amount (Rs.)
Balances outstanding end of the year		
M/s. Wilson Holdings Private Limited**	245,000,000	-
Mr. Nimir Kishore Mehta	68,960	-
Mr. Ashish Sharad Dalal	62,960	-
Mr. Nirmal Vinod Momaya	62,960	-
Mr. K. P. Raghuvanshi	62,960	-
Mrs. Manjari Kacker	62,960	-

* The remuneration to KMP does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

** Excluding interest accrued but not due.

The options granted and outstanding for the key managerial personnel as of March 31, 2019 and March 31, 2018 (Nil) is as provided below:

Name of the KMP	Grant Date	Expiry date	Exercise Price	Shares Outstanding
Mr. Karan Neale Desai	5-Nov-18	4-Nov-25	30	363,489
Mr. Narendra Kumar Tater	5-Nov-18	4-Nov-25	30	193,861
Mr. Vijay Mohan Reddy	5-Nov-18	4-Nov-25	30	77,555
				634,905

37 PREVIOUS YEAR COMPARATIVES

Previous year's figures have been regrouped/reclassified wherever necessary, to conform to current year's classification.

As per our report of even date
For Haribhakti & Co. LLP
 Chartered Accountants
 ICAI Firm Registration No. 103523W/W100048

For and on behalf of the Board of Directors of
Dhanvarsha Finvest Limited
 CIN: L24231GJ1994PLC023528

Sd/-
Purshottam Nyati
 Partner
 Membership No. 118970

Sd/-
Nimir Mehta
 Chairman
 DIN: 699993

Sd/-
Karan Desai
 Managing Director & CEO
 DIN: 5285546

Mumbai
 May 22, 2019

Sd/-
Narendra Tater
 Chief Financial Officer

Sd/-
M Vijaymohan Reddy
 Company Secretary
 M. No. 49289

Mumbai
 May 22, 2019



Dhanvarsha Finvest Limited

CIN: L24231GJ1994PLC023528

Registered Office: B Wing, 813/2, Mondeal Square,
Opp. Karnavati Club, S.G. Highway, Ahmedabad -380015 (GJ)

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Website: www.df ltd.in