



Date: September 3, 2020

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

IBVENTURES – EQ, IBVENTPP/E1
National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (E).
MUMBAI – 400 051

Sub: Notice convening Twenty Fifth Annual General Meeting (AGM) of Shareholders of the Company, along with Annual Report for the financial year 2019-20

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

Dear Sirs,

With reference to our earlier intimation dated August 28, 2020, we wish to inform that Twenty Fifth Annual General Meeting of the Company will be convened on **Friday, September 25, 2020 at 2:00 P.M.** (IST) through Video Conferencing /Other Audio Visual Means without the physical presence of Members at a common venue, in compliance with General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, issued by Ministry of Corporate Affairs, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, issued by SEBI (“Circulars”).

The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Friday, September 25, 2020 (both days inclusive), for annual closing (for the purpose of AGM).

In this connection and as required under Listing Regulations, we hereby enclose herewith Company’s Notice convening the Twenty Fifth AGM and Annual Report for the financial year 2019-20.

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

Further, please note that the Company has completed dispatch of the Company’s Notice of Twenty Fifth AGM and Annual Report for the financial year 2019-20, through email, on September 3, 2020, to all its shareholders, holding equity shares of the Company as on August 28, 2020 and whose email IDs are registered with the Company/Depositories, in compliance with aforementioned Circulars.

Indiabulls Ventures Limited

CIN: L74999DL1995PLC069631

Corporate Office: “Indiabulls House” 448-451, Udyog Vihar, Phase - V, Gurugram -122 001, Client Helpline: 0124 4572444, Fax: 0124 6681111

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001 Tel: (011) 30252900, Fax: (011) 30156901

Website: www.indiabullsventures.com, Email: helpdesk@indiabulls.com



We request you to take the above information on record.

Thanking you,

Yours truly,
For **Indiabulls Ventures Limited**

A handwritten signature in black ink, appearing to read "Lalit Sharma", written over a horizontal line.

Lalit Sharma
Company Secretary

CC:
Luxembourg Stock Exchange, Luxembourg

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Indiabulls VENTURES

INDIABULLS VENTURES LIMITED

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

CIN: L74999DL1995PLC069631

Email: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240,

Website: www.indiabullsventures.com

NOTICE

NOTICE is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the members of **INDIABULLS VENTURES LIMITED** will be held on Friday, September 25, 2020 at 2:00 P.M. (IST) (“**AGM**”) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), to seek the consent of the shareholders of the Company (“**Members**”), on the agenda herein below through electronic voting (“**E-voting**”), in view of the pandemic situation of novel strain of corona virus (“**COVID-19**”) and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made thereunder.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2020, and the Reports of the Boards’ and Auditors thereon.
2. To confirm the payment of two interim dividends aggregating to ₹ 3.25 per Fully Paid up Equity Share (and proportionate dividend on partly paid up equity shares) for the financial year 2019-20.
3. To appoint a Director in place of Mr. Divyesh Bharatkumar Shah (DIN: 00010933), a Whole Time Director & Key Managerial Personnel, designated as Chief Operating Officer, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4:

To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 10,500,000 fully paid-up equity shares of the Company to M/s Ribbit Cayman IN Holdings VI, Ltd., on Preferential Basis:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the “**SEBI**”), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and / or any other competent authorities (herein referred to as “**Regulatory Authorities**”), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of



Notice (Contd.)

the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the “**Preferential Issue**”), upto an aggregate of 10,500,000 (Ten Million Five Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“**Equity Shares**”), approx. 1.72% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“**Issue Price**”), for a cash consideration aggregating upto INR 1,837,500,000 equivalent to USD 25 Million (Indian Rupees One Billion Eight Hundred Thirty Seven Million Five Hundred Thousand equivalent to USD Twenty Five Million), to M/s Ribbit Cayman IN Holdings VI, Ltd., a Cayman Islands limited company, with its registered office at c/o Campbells Corporate Services Limited, Floor 4, Willow House, Cricket Square, P.O. Box 268, Grand Cayman, KY1-1104, Cayman Islands and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INCYFP067120 (“RCH”). (RCH is one of the group entities of Ribbit Capital. Ribbit invests in technology companies. Ribbit is headquartered in San Francisco, United States) (hereinafter referred to as the “**Investor**”), in such manner and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:



Notice (Contd.)

1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

Item No. 5:

To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 8,400,000 fully paid-up equity shares of the Company to M/s NWI Emerging Market Fixed Income Master Fund, Ltd., on Preferential Basis:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and



Notice (Contd.)

sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the “**Preferential Issue**”), upto an aggregate of 8,400,000 (Eight Million Four Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“**Equity Shares**”), approx. 1.38% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“**Issue Price**”), for a cash consideration aggregating upto INR 1,470,000,000 equivalent to USD 20 Million (Indian Rupees One Billion Four Hundred Seventy Million equivalent to USD Twenty Million), to M/s NWI Emerging Market Fixed Income Master Fund, Ltd. a company incorporated in Cayman Islands, with its registered office at CIBC First Caribbean Bank & Trust Company (Cayman) Limited 25 Main Street, George Town I P.O. Box 694, Grand Cayman KY1-1107, Cayman Islands (NWIEM). (NWIEM is one of the group entities of NWI Management, an investment fund, based out of New York) (hereinafter referred to as the “**Investor**”), in such manner and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:



Notice (Contd.)

1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

Item No. 6:

To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 4,200,000 fully paid-up equity shares of the Company to M/s Inteligo Bank Ltd, on Preferential Basis:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions,



Notice (Contd.)

consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the “**Preferential Issue**”), upto an aggregate of 4,200,000 (Four Million Two Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“**Equity Shares**”), approx. 0.69% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“**Issue Price**”), for a cash consideration aggregating upto INR 735,000,000 equivalent to USD 10 Million (Indian Rupees Seven Hundred Thirty Five Million equivalent to USD Ten Million), to M/s Inteligo Bank Ltd, a Bahamian corporation, subject to the regulation and supervision of the Central Bank of Bahamas, with registered office in Seventeen Shop Building, First Floor, Collins Avenue and Fourth Terrace, Centreville, Nassau, The Bahamas (Inteligo Bank). (Inteligo Bank is fully owned by Intercorp Financial Services and listed on NYSE. Inteligo Bank provides private banking and global financial advisory services) (hereinafter referred to as the “**Investor**”), in such manner and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:



Notice (Contd.)

1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

Item No. 7:

To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 4,200,000 fully paid-up equity shares of the Company to M/s First Royalty Ventures LLC, on Preferential Basis:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions,



Notice (Contd.)

alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the “**Preferential Issue**”), upto an aggregate of 4,200,000 (Four Million Two Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“**Equity Shares**”), approx. 0.69% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“**Issue Price**”), for a cash consideration aggregating upto INR 735,000,000 equivalent to USD 10 Million (Indian Rupees Seven Hundred Thirty Five Million equivalent to USD Ten Million), to M/s First Royalty Ventures LLC, a company incorporated in Delaware, having its registered office at 1209 Orange Street, Wilmington, New Castle County, Delaware, United States of America (FRV). (FRV is a company from Delaware, United States of America. FRV is the Family Office of Carlos Rodriguez-Pastor, Chairman and CEO of Intercorp and Chairman of Interbank) (hereinafter referred to as the “**Investor**”), in such manner and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:



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1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

Item No. 8:

To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 3,780,000 fully paid-up equity shares of the Company to M/s TIMF Holdings and 2,520,000 fully paid-up equity shares of the Company to M/s Think India Opportunities Master Fund LP, on Preferential Basis:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment



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/ modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the “**Preferential Issue**”), upto an aggregate of 6,300,000 (Six Million Three Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“**Equity Shares**”), approx. 1.02% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“**Issue Price**”), for a cash consideration aggregating upto INR 1,102,500,000 equivalent to USD 15 Million (Indian Rupees One Billion One Hundred Two Million Five Hundred Thousand equivalent to USD Fifteen Million), to certain foreign investor(s), as mentioned hereunder, in such manner and on such terms and conditions as the Board may deem fit:

- a. Upto 3,780,000 (Three Million Seven Hundred Eighty Thousand) Equity Shares at the Issue Price, for a cash consideration aggregating upto INR 661,500,000 equivalent to USD 9 Million (Indian Rupees Six Hundred Sixty One Million Five Hundred Thousand equivalent to USD Nine Million), to M/s TIMF Holdings, a company incorporated under the laws of Mauritius, with its registered office at c/o SANNE Mauritius, IFS Court, Bank Street, Twenty Eight Cybercity, Ebène 72201, Republic of Mauritius and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INMUF000914. (TIMF Holdings is one of the group entities of Think Investments, an investment firm based in San Francisco. Think invest in companies with a focus on technology, financial services, consumer services and healthcare).
- b. Upto 2,520,000 (Two Million Five Hundred Twenty Thousand) Equity Shares at the Issue Price, for a cash consideration aggregating upto INR 441,000,000 equivalent to USD 6 Million (Indian Rupees Four Hundred Forty One Million equivalent to USD Six Million), to M/s Think India Opportunities Master Fund LP, a company incorporated under the laws of Cayman Islands, with its registered office at c/o Maples Corporate Services Limited, PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INCYFP046120 (TIOMF). (TIOMF is one of the group entities of Think Investments, an investment firm based in San Francisco. Think invest in companies with a focus on technology, financial services, consumer services and healthcare).

(hereinafter individually or collectively referred to as the “Investor”).

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.



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RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:

1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from their respective bank accounts; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."



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Item No. 9:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for change in the name of the Company from 'Indiabulls Ventures Limited' to 'Dhani Services Limited' and consequential amendment to Memorandum of Association and Articles of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), rule(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/ appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded for change of name of the Company from "Indiabulls Ventures Limited" to "Dhani Services Limited".

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is 'Dhani Services Limited'.

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board) be and is hereby authorized to do all such acts, deeds, matters and things, including without limitation finalization and/or execution and/or filing of any document, form, statement etc. that may be required to give effect to the above authorization, as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the members of the Company."

Item No. 10:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for amendment in the Articles of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), consent of the members be and is hereby accorded to alter the Articles of Association of Company, by inserting a new Article no. 154A after the existing Article no. 154, in the manner more expressly described below **AND THAT** all other articles shall remain same:

Article no. 154A be inserted after the existing Article no. 154:

154A Subject to the provisions of Section 203 and the rules thereunder and any other law or statutory provision in force (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), an individual may be appointed as Chairperson as well as Managing Director and/ or Chief Executive Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board) be and is hereby authorized to do all such acts, deeds, matters and things, including without limitation finalization and/or execution and/or filing of any document, form, statement etc. that may be required to give effect to the above authorization, as the Board in its absolute discretion deem fit without being required to seek any fresh approval from the members of the Company."



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Item No. 11:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Praveen Kumar Tripathi, a retired IAS and Ex- Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), be and is hereby appointed as an Independent Director of the Company for a term of two years from September 16, 2019 up to September 15, 2021 **AND THAT** he shall not be liable to retire by rotation.”

Item No. 12:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for appointment of Dr. Narendra Damodar Jadhav (Former Member Planning Commission and Chief Economist of Reserve Bank of India) (DIN: 02435444) as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Dr. Narendra Damodar Jadhav (Former Member Planning Commission and Chief Economist of Reserve Bank of India) (DIN: 02435444), be and is hereby appointed as an Independent Director of the Company for a term of three years from August 23, 2020 up to August 22, 2023 **AND THAT** he shall not be liable to retire by rotation.”

Item No. 13:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mrs. Fantry Mein Jaswal, IRS (Rtd.) (DIN: 07011247), be and is hereby appointed as an Independent Director of the Company for a term of one year from August 23, 2020 up to August 22, 2021 **AND THAT** she shall not be liable to retire by rotation.”

Item No. 14:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for Appointment of Mr. Sameer Gehlaut (DIN: 00060783) as a Whole time Director & Key Managerial Personnel, designated as Chairman and Chief Executive Officer (CEO) of the Company for a period of five years with effect from September 25, 2020.

“RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, consent of the members, be and is hereby accorded to the appointment of Mr. Sameer Gehlaut (DIN: 00060783) as a Whole time Director & Key Managerial Personnel, designated as Chairman and Chief Executive Officer (CEO) of the Company, for a period of five years, with effect from September 25, 2020.



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RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, Mr. Sameer Gehlaut, upon his appointment coming into effect, as Chairman and Chief Executive Officer (CEO) of the Company, shall be paid such remuneration, as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013, annexed to this Notice, subject however that the remuneration to be paid shall be as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company (the Board) from time to time, during his said tenure, which shall be within the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time

RESOLVED FURTHER THAT as opted voluntarily by him, no remuneration shall be paid to him for the current financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including modification of terms and conditions of his appointment and/or remuneration, as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid authorization, without being required to seek any fresh approval from the members of the Company.”

Item No. 15:

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

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

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

By Order of the Board of Directors
For **Indiabulls Ventures Limited**

Sd/-

Lalit Sharma

Company Secretary

ACS: 24111

Place: Gurugram

Date: August 28, 2020



Notice (Contd.)

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 23, 2020 to Friday, September 25, 2020 (both days inclusive), for annual closing (for Annual General Meeting).
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 15th June, 2020 read with Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM. Therefore, the Meeting will be organized without the presence of Members and their proxies at meeting venue. Members can attend and participate in AGM through VC / OAVM.
3. In compliance with the provisions of the Companies Act, 2013 (the “Companies Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
5. The Company has consistently worked towards shareholders wealth maximization. With regard to this, the Company has declared two interim dividends aggregate amounting to ₹ 3.25 per fully paid up equity share of face value ₹ 2/- each (and proportionate dividend on partly paid up equity shares) for the financial year 2019- 20 and total dividend outflow was amounting to ₹ 17,177.31 Lakh (inclusive of Corporate Dividend Tax).
6. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on August 28, 2020.
7. The Board of Directors of the Company (the “Board”, which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time) has appointed Mrs. Swati Jain (Membership No. 526173) of M/s Swati Jain & Associates, Practicing Chartered Accountants, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
9. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ca.swatijain07@gmail.com with a copy marked to evoting@kfintech.com.
10. The Member’s log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.



Notice (Contd.)

11. Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.
12. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is M/s. Skyline Financial Services Private Limited ("**Skyline**") having their office at D-153 A 1st Floor Okhla Industrial Area Phase-1 New Delhi-110020.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, AGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Skyline/ Depositories. Members may note that the AGM Notice will also be available on the Company's website www.indiabullsvventures.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com/ and www.nseindia.com/ respectively and on the website of Skyline at www.skylinerta.com. For any communication, the Members may also send a request to the Company's investor email id at helpdesk@indiabulls.com.

Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by KFin Technologies Private Limited ("**KFintech**").

AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members can join the AGM 15 minutes before and after the scheduled time of commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis, in accordance with the MCA Circulars.

13. Instructions for Members for attending the AGM through VC/OAVM are as under:
 - i. Attending the AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members are requested to visit <https://evoting.kfintech.com/> and click on the "e-AGM- Video Conference & Streaming" to join the Meeting by using the remote e-voting credentials.
 - ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 14.
 - iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - iv. Members who need assistance before or during the AGM may contact Mr. P.S.R.C.H. Murthy, Manager – RIS, KFintech at Tel: +91 40 6716 2222 or Toll Free No.: 1800-345-4001; or send an email request at the email id: murthy.psrch@kfintech.com or evoting@kfintech.com.

14. Procedure for Remote E-voting

In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the Listing Regulations, the MCA Circulars and the circulars issued by the SEBI, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on the Resolution(s) set forth in this AGM Notice, through remote e-voting.



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- i. The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From:	Tuesday, September 22, 2020 at 10:00 A.M.
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	Thursday, September 24, 2020 at 5:00 P.M.

- ii. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period.

- iii. Details of Website: <https://evoting.kfintech.com>.

- iv. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

- v. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 28, 2020. Any person who acquires Equity Shares and becomes a Member after August 28, 2020 and holds shares as on the cut-off date for e-voting, i.e. September 18, 2020, may obtain the User ID and Password in the manner as mentioned below:

- a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space> e-voting Event Number + Folio No. or DP ID Client ID to +91- 9212993399

Example for NSDL: MYEPWD<SPACE> e-voting Event Number + IN12345612345678

Example for CDSL: MYEPWD<SPACE> e-voting Event Number + 1402345612345678

Example for Physical: MYEPWD<SPACE> e-voting Event Number + XXXX1234567890

- b. If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c. Member may call KFinTech's Toll free number 1800-345-4001.

Member may send an email request to evoting@kfintech.com. However, KFinTech shall endeavor to send User ID and Password to those new Members whose email IDs are available.

- vi. Details of person(s) to be contacted for issues relating to e-voting:

Mr. P.S.R.C.H. Murthy Manager – RIS,

KFin Technologies Private Limited

Unit: **Indiabulls Ventures Limited**

Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

Tel. No.: +91 40 6716 2222; Toll Free No.: 1800-345-4001;

Fax No.: +91 40 2300 1153/ 2342 0814.

E-mail: einward.ris@kfintech.com, or evoting@kfintech.com.

- vii. The instructions for remote e-voting are as under:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.



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- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on “LOGIN”.
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT for Indiabulls Ventures Limited.

On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. September 18, 2020 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut- off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

- g. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- h. Voting has to be done for each item of the AGM Notice separately.
- i. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- j. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- k. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID at ca.swatijain07@gmail.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”.

In case of any query pertaining to e-voting, please visit Help & FAQs section and e-voting User Manual available at the download section of Kfintech’s website <https://evoting.kfintech.com> or at evoting@kfintech.com or call Toll free No. 1800-345-4001, for any further clarifications.

15. Instructions for Members for Voting during the AGM:

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.



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- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
 - iv. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
16. Procedure for registering the email addresses and obtaining the AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with KFintech (in case of Members holding shares in physical form):
- i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
 - ii. To facilitate Members to receive this AGM Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or KFintech are required to provide their email address to KFintech, on or before 5:00 p.m. (IST) on September 21, 2020.
17. Process to be followed for Registration of E-mail address:
- A. The process for registration of email address with KFintech for receiving the AGM Notice and login ID and password for e-voting is as under:
 - i. Visit the link: https://ris.kfintech.com/email_registration
 - ii. Select the Company name viz. **Indiabulls Ventures Limited**.
 - iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
 - iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
 - v. Enter your email address and mobile number.
 - vi. The system will then confirm the email address for receiving this AGM Notice.
 - B. The process for registration of email address with the Company for receiving the AGM Notice and login ID and password for e-voting is as under:

Members are requested to visit the website of KFintech https://ris.kfintech.com/email_registration and click on "Click here for temporary registration of email-id of Members for AGM 2020" and follow the process as mentioned on the landing page to receive the AGM Notice and Voting Instructions.



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- i. After successful submission of the email address, KFinTech will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFinTech.
- ii. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFinTech to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

18. Submission of Questions / Queries prior to AGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company's investor email-id at helpdesk@indiabulls.com or lalit.s6@indiabulls.com at least 3 (three) days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they hold the shares as on the cut-off date i.e. September 18, 2020.
- b. Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be closed 72 hours before the time fixed for the AGM.

19. Speaker Registration before AGM:

- a. In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com> and click on "Speaker Registration" during this period. Members shall be provided with a "queue number" before the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/ queries etc., in advance as provided in Note No. 18 above.
- b. Members will be provided with the facility to attend the AGM through VC/OAVM through KFinTech's e-voting system and they may access the same at <https://emeetings.kfintech.com> by clicking "e-AGM-Video Conference & Streaming" and join the Meeting by using the remote e-voting credentials. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the AGM Notice.

20. General Instructions/Information for Members for voting on the Resolution at the AGM:

- a. Members who are present at the AGM through VC/ OAVM facility and have not cast their votes on the Resolution(s) through remote e-voting may cast their votes during the AGM through the e-voting system provided by KFinTech during the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting.
- b. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. September 18, 2020. Members are eligible to cast their vote either through remote e-voting or in the AGM, only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this AGM Notice for information purposes only.



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- c. The Scrutinizer after scrutinizing the votes through remote e-voting and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorized by the Chairman who shall counter sign the same and declare the results of the voting.

The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company on or before September 27, 2020 and the website of our RTA Skyline: www.skylinerta.com immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares are listed.

- d. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. September 25, 2020, subject to receipt of the requisite number of votes in favour of the Resolution.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to helpdesk@indiabulls.com or lalit.s6@indiabulls.com. The same will be replied by the Company suitably.
22. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent M/s Skyline Financial Services Private Limited for assistance in this regard.
23. As per Sections 124 and 125 of the Act, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund established by the Central Government. Accordingly, during the FY 2019-20, the unclaimed dividend of ₹ 52.63 lakh pertaining to the Financial Year 2012-13, got transferred to Investor Education and Protection Fund after giving due notice to the members. Also, the Company has transferred 56,842 fully paid-up equity shares pertaining to the Financial Year 2012-13 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
24. Information containing the names and the last known addresses of the persons entitled to receive the unclaimed dividend amount lying in the account as referred to in Section 125 (2) of the Act, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website www.indiabullsvventures.com and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the RTA of the Company, before the unclaimed dividends are transferred to the IEPF Account.
25. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.



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15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

26. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at Item Nos. 3 to 15 of the accompanying Notice dated August 28, 2020.

Item No. 3: Ordinary Resolution, for the re-appointment of Mr. Divyesh Bharatkumar Shah (DIN: 00010933), who retires by rotation and being eligible, offers himself for re-appointment

Mr. Divyesh Shah’s career spans over 25 years in the financial business and has been associated with the organization for over 20 years. By virtue of his close association with Indiabulls Group since inception, he has been involved in various roles and has handled key assignment for the Company, which facilitated the Company to emerge as a leading financial services player. He brings his sharp insights and industry knowledge to help the Company stay ahead of its peers and thereby meriting his reappointment as a director on the Board of the Company.

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

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

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

Period	5 (five) years with effect from April 1, 2019.
Nature	Director, liable to retire by rotation.
Designation	Chief Operating Officer (COO).
Remuneration	Last drawn remuneration, excluding stock options, immediately prior to his re-appointment, w.e.f. April 1, 2019, subject to an upward revision of upto 15% on an annual basis, as approved by the Board on the recommendation of Nomination and Remuneration Committee.
Performance linked incentive	Stock options / SARs, in terms of the ESOP / ESBS Schemes of the Company.
Sitting Fees	Nil.

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

The remuneration paid to Mr. Divyesh B. Shah, during the financial year ended March 31, 2020, is mentioned in Form MGT-9, forming part of the Annual Report 2019-20 of the Company.

Mr. Shah is also on the Board of Dhani Stocks Limited (formerly Indiabulls Securities Limited). He is the Chairman of CSR Committee, Management Committee, Securities Issuance Committee and Restructuring Committee of the



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Company. He is also member of Compensation Committee, Allotment Committee and Risk Management Committee of the Company.

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

The Company has grown significantly under the supervision, guidance and expertise of Mr. Shah. Keeping in view of his vast experience, knowledge and managerial skills, the Board has recommended to re-appoint Mr. Shah, as a director of the Company, who retires by rotation and being eligible offers himself for re-appointment, as a director, liable to retire by rotation, in compliance with the applicable provisions of the Companies Act, 2013.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Notice, for the approval by the shareholders, as an Ordinary resolution.

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

Item No. 4 to 8: Special Resolutions, to offer, issue and allot upto 33,600,000 fully paid-up equity shares of the Company, to certain foreign investor(s), on Preferential basis

To fund its subsidiaries for establishing global footprint in affordable healthcare businesses through its proprietary Dhani technology platform (through which the Company plans to cater to NRIs and other off shore customers) and to extend Dhani's customer base and its consumer brand; to augment long term resources and for general corporate purposes as per Company's and its subsidiaries growth plans, the Board of Directors of the Company ("**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute) in its meeting held on August 28, 2020, has, subject to approval by its members by way of a special resolution, authorised the issuance and allotment, of an aggregate of upto 33,600,000 (Thirty Three Million Six Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each ("**Equity Shares**"), approx. 5.5% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share ("**Issue Price**"), for a cash consideration aggregating upto INR 5,880,000,000 equivalent to USD 80 Million (Indian Rupees Five Billion Eight Hundred Eighty Million equivalent to USD Eighty Million), by way of a preferential issue, to certain foreign investor(s), as detailed in the resolutions as set out at Item No(s). 4 to 8 of the accompanying Notice, which the Investor(s) has agreed to subscribe (the "**Preferential Issue**"). Brief profile(s) of the Investor(s) are as under:-

1. Ribbit Cayman IN Holdings VI, Ltd (RCH). (RCH is one of the group entities of Ribbit Capital. Ribbit invests in technology companies. Ribbit is headquartered in San Francisco, United States) and has agreed to subscribe upto 10,500,000 (Ten Million Five Hundred Thousand) Equity Shares under the preferential issue as per resolution no. 4 of this notice.
2. NWI Emerging Market Fixed Income Master Fund, Ltd. (NWIEM). (NWIEM is one of the group entities of NWI Management, an investment fund, based out of New York) and has agreed to subscribe upto 8,400,000 (Eight Million Four Hundred Thousand) Equity Shares under the preferential issue as per resolution no. 5 of this notice.
3. Inteligo Bank Ltd (Inteligo Bank). (Inteligo Bank is fully owned by Intercorp Financial Services and listed on NYSE. Inteligo Bank provides private banking and global financial advisory services) and has agreed to subscribe upto 4,200,000 (Four Million Two Hundred Thousand) Equity Shares under the preferential issue as per resolution no. 6 of this notice.
4. First Royalty Ventures LLC (FRV). (FRV is a company from Delaware, United States of America. FRV is the Family Office of Carlos Rodriguez-Pastor, Chairman and CEO of Intercorp and Chairman of Interbank) and has agreed to subscribe upto 4,200,000 (Four Million Two Hundred Thousand) Equity Shares under the preferential issue as per resolution no. 7 of this notice.



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5. M/s TIMF Holdings. (TIMF Holdings is one of the group entities of Think Investments, an investment firm based in San Francisco. Think invest in companies with a focus on technology, financial services, consumer services and healthcare) and has agreed to subscribe upto 3,780,000 (Three Million Seven Hundred Eighty Thousand) Equity Shares under the preferential issue as per resolution no. 8 of this notice.
6. M/s Think India Opportunities Master Fund LP (TIOMF). (TIOMF is one of the group entities of Think Investments, an investment firm based in San Francisco. Think invest in companies with a focus on technology, financial services, consumer services and healthcare) and has agreed to subscribe upto 2,520,000 (Two Million Five Hundred Twenty Thousand) Equity Shares under the preferential issue as per resolution no. 8 of this notice.

The offer and issue of the Equity Shares, by way of a Preferential Issue to the Investor(s), is in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and other applicable provisions and/or any other Rules / Regulations / Guidelines, if any, prescribed by any other regulatory authorities.

The other disclosures in accordance with the Companies Act, 2013 (“Companies Act”), as amended, the SEBI ICDR Regulations and other applicable provisions of law, in relation to the Special Resolutions set out at Item No(s). 4 to 8 of the accompanying Notice are as follows:

1. **Object(s) of the Preferential Allotment:**

The proceeds of the Preferential Issue are proposed to be used by the Company to fund its subsidiaries for establishing global footprint in affordable healthcare businesses through its proprietary Dhani technology platform (through which the Company plans to cater to NRIs and other off shore customers) and to extend Dhani’s customer base and its consumer brand; to augment long term resources and for general corporate purposes as per Company’s and its subsidiaries growth plans.

2. **Maximum number of specified securities to be issued**

The resolutions, set out at item No(s). 4 to 8 in the accompanying notice, authorizes the Board to issue and allot to the Investor(s), upto 33,600,000 (Thirty Three Million Six Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“Equity Shares”), approx. 5.5% of the post preferential issue share capital of the Company and on the terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. **Issue Price and Relevant Date**

The Equity Shares in the Preferential Issue shall be allotted at a price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“Issue Price”), which is higher than the minimum floor price determined in compliance with the relevant provisions of Chapter V of the SEBI ICDR Regulations considering the Relevant Date as 26th August, 2020 i.e., being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve this Preferential Issue of Equity Shares.

4. **Basis on which price has been arrived at:**

In accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the minimum floor price, at which the proposed preferential issue can be made is INR 174.03 (Indian Rupees One Hundred Seventy Four and Three Paise) per Equity Share. The Equity Shares of the Company are listed on Stock Exchanges and are frequently traded in accordance with SEBI ICDR Regulations.

For the purpose of computation of the above minimum floor price per Equity Share, the share price at National Stock Exchange of India Limited, being the stock exchange which has higher trading volume for the period as prescribed under the SEBI ICDR Regulations, has been considered.



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The Board has approved the Issue Price for Preferential Issue at INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share ("Issue Price"), which is higher than the minimum floor price of INR 174.03 (Indian Rupees One Hundred Seventy Four and Three Paise).

5. Intention of Promoters / Directors / Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:

None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the Preferential Issue. The Preferential Issue is being made to Investor(s), as detailed in the resolutions set at out at item No(s). 4 to 8 of this Notice.

6. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

(a) The Company in terms of its shareholders' authorisation dated November 21, 2018, had on December 4, 2018, issued and allotted an aggregate of 26,909,089 (Twenty Six Million Nine Hundred Nine Thousand Eighty Nine) compulsorily convertible debentures (CCDs) on preferential basis, to certain foreign investors, at a price of INR 550 per CCD. These CCDs were convertible into equivalent number of equity shares of face value of INR 2 each. The Company upon conversion of an equivalent number of CCDs, has on June 3, 2020, issued and allotted an aggregate of 26,909,089 (Twenty Six Million Nine Hundred Nine Thousand Eighty Nine) fully paid up equity shares of face value of INR 2 each of the Company, at a price of INR 550 per Equity Share, (including a premium of INR 548 per Equity Share), as per details hereunder:

Sl. No.	Name of Investors	Equity Shares allotted (No.)
1	M/s Tamarind Capital Pte. Ltd.	13,454,545
2	M/s Steadview Capital Mauritius Limited	11,167,272
3	M/s ABG Capital	2,287,272
	TOTAL	26,909,089

(b) The Company in terms of its shareholders' authorization dated November 28, 2018, had on December 13, 2018, issued and allotted an aggregate of 1,076,363 (One Million Seventy Six Thousand Three Hundred Sixty Three) compulsorily convertible debentures (CCDs), on preferential basis, to M/s DF International Private Partners III LP, at a price of INR 550 per CCD. These CCDs were convertible into equivalent number of equity shares of face value of INR 2 each. The Company upon conversion of an equivalent number of CCDs, has on June 12, 2020, issued and allotted an aggregate of 1,076,363 (One Million Seventy Six Thousand Three Hundred Sixty Three) fully paid up equity shares of face value of INR 2 each of the Company, at a price of INR 550 per Equity Share, (including a premium of INR 548 per Equity Share) to M/s DF International Private Partners III LP, a foreign investor.



Notice (Contd.)

7. The equity shareholding pattern before and after the Preferential Issue:

Pre Preferential Issue equity shareholding pattern of the Company as on August 28, 2020 and post Preferential Issue equity shareholding pattern is as under:

Category	Pre-Preferential Issue Shareholding Pattern				Preferential Issue	Post-Preferential Issue Shareholding Pattern*				
	Fully paid up equity shares (Nos.)	Partly paid up equity shares (Nos.)	Total equity shares (Nos.)	%age of Shareholding		Fully paid up equity shares (Nos.)	Fully paid up equity shares (Nos.)	Partly paid up equity shares (Nos.)	Total equity shares (Nos.)	%age of Shareholding
Promoters' holding (A)										
Indian:										
Individual	2,21,43,566	94,08,927	3,15,52,493	5.47	0	2,21,43,566	94,08,927	3,15,52,493	5.17	
Bodies Corporate	11,70,51,863	2,63,79,507	14,34,31,370	24.89	0	11,70,51,863	2,63,79,507	14,34,31,370	23.52	
Sub-Total	13,91,95,429	3,57,88,434	17,49,83,863	30.36	0	13,91,95,429	3,57,88,434	17,49,83,863	28.69	
Foreign Promoters	0	0	0	0	0	0	0	0		
Sub-Total (A)	13,91,95,429	3,57,88,434	17,49,83,863	30.36	0	13,91,95,429	3,57,88,434	17,49,83,863	28.69	
Public holding (B)										
Institutional Investors	12,96,95,342	1,04,50,452	14,01,45,794	24.31	63,00,000	13,59,95,342	1,04,50,452	14,64,45,794	24.01	
Non-Institutions:										
Bodies Corporate	7,15,30,365	1,35,57,571	8,50,87,936	14.76	2,73,00,000	9,88,30,365	1,35,57,571	11,23,87,936	18.42	
Indian Public	6,44,80,846	1,18,91,856	7,63,72,702	13.25	0	6,44,80,846	1,18,91,856	7,63,72,702	12.52	
Others	7,81,58,477	1,12,20,805	8,93,79,282	15.51	0	7,81,58,477	1,12,20,805	8,93,79,282	14.65	
Sub-Total (B)	34,38,65,030	4,71,20,684	39,09,85,714	67.83	3,36,00,000	37,74,65,030	4,71,20,684	42,45,85,714	69.60	
Non Promoter-Non Public holding (C)										
Shares held by Employee Trust	1,04,00,000	0	1,04,00,000	1.80	0	1,04,00,000	0	1,04,00,000	1.70	
Shares underlying DRs	54,433	0	54,433	0.01	0	54,433	0	54,433	0.01	
Sub-Total (C)	1,04,54,433	0	1,04,54,433	1.81	0	1,04,54,433	0	1,04,54,433	1.71	
GRAND TOTAL (A) + (B)+(C)	49,35,14,892	8,29,09,118	57,64,24,010	100.00	3,36,00,000	52,71,14,892	8,29,09,118	61,00,24,010	100.00	
*Assuming no other change in Pre-Preferential Issue shareholding pattern, except extant Preferential Issue of 33,600,000 Equity Shares.										



Notice (Contd.)

8. The identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s) is as follows:

Name of the Investor(s)	Details of Ultimate Beneficial Owners
Ribbit Cayman IN Holdings VI, Ltd	Ribbit Cayman IN Holdings VI, Ltd., is a Cayman Islands limited company, with its registered office at c/o Campbells Corporate Services Limited, Floor 4, Willow House, Cricket Square, P.O. Box 268, Grand Cayman, KY1-1104, Cayman Islands and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INCYFP067120 (“Ribbit”). Ribbit is a wholly owned subsidiary of Ribbit Capital VI, LP (“Ribbit VI”), a Cayman Islands exempted limited partnership. There is no natural person, whether acting alone or together or through one or more juridical person, who owns more than 15% of shares or capital or profits of Ribbit VI, or who exercises control over Ribbit or Ribbit VI through other means, other than the senior managing official, Mr. Meyer Malka.
NWI Emerging Market Fixed Income Master Fund, Ltd	NWI Emerging Market Fixed Income Master Fund, Ltd, is a company incorporated in Cayman Islands, with its registered office at c CIBC First Caribbean Bank & Trust Company (Cayman) Limited 25 Main Street, George Town P.O. Box 694 Grand Cayman KY1-1107 Cayman Islands (“NWI EMFI Master Fund”). There is no natural person, whether acting alone or together or through one or more juridical person, who owns more than 15% of shares or capital or profits of NWI EMFI Master Fund, or who exercises control over NWI EMFI Master Fund through other means. The senior managing official of NWI EMFI Master Fund is Nellapalli Hariharan who is the director of the NWI EMFI Master Fund.
Inteligo Bank Ltd	Inteligo Bank Ltd is a Bahamian corporation, subject to the regulation and supervision of the Central Bank of Bahamas, and with registered offices in Seventeen Shop Building, First Floor, Collins Avenue and Fourth Terrace, Centreville, Nassau, The Bahamas. Inteligo Bank is fully owned by Inteligo Group, a Panamanian Corporation, which is fully owned by Intercorp Financial Services, a Panamanian corporation listed in the New York Stock Exchange under the ticker “IFS”, indirectly owned and controlled by the Rodriguez-Pastor family.
First Royalty Ventures LLC	First Royalty Ventures LLC (FRV) is a company incorporated in Delaware, having its registered office at 1209 Orange Street, Wilmington, New Castle County, Delaware, United States of America. The ultimate beneficial owners of FRV who hold more than 25% are the beneficiaries of the GPR Royalty Ventures Trust. The Trustees of the GPR Royalty Ventures Trust are Carlos Rodriguez-Pastor and Stephen Koval.
M/s TIMF Holdings	M/s TIMF Holdings (“TIMF Holdings”), is a company incorporated under the laws of Mauritius, with its registered office at c/o SANNE Mauritius, IFS Court, Bank Street, Twenty Eight Cybercity, Ebène 72201, Republic of Mauritius and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INMUFP000914. TIMF LP, a Cayman Islands exempted limited partnership, is the parent company of TIMF Holdings. TIMF LP is owned by Think Investments LLC, a Delaware limited partnership, Think Investments Fund LP, a Delaware limited partnership and Think Investments Offshore Ltd, a Cayman Islands exempted company. There are no natural persons that are ultimate beneficial owners that exercises control through ownership or ultimately has a controlling ownership interest of more than 25% of the shares or capital or profits of TIMF Holdings. The senior managing official of TIMF Holdings is Shashin Shah.



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Name of the Investor(s)	Details of Ultimate Beneficial Owners
M/s Think India Opportunities Master Fund LP	M/s Think India Opportunities Master Fund LP (“Think India”), is a company incorporated under the laws of Cayman Islands, with its registered office at c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INCYFP046120. Think India is owned by Think Investments LLC, a Delaware limited partnership, Think India Opportunities Fund LP, a Delaware limited partnership and Think India Opportunities Offshore Ltd, a Cayman Islands exempted company. There are no natural persons that are ultimate beneficial owners that exercises control through ownership or ultimately has a controlling ownership interest of more than 25% of the shares or capital or profits of Think India. The senior managing official of Think India is Shashin Shah.

9. Particulars of Investor(s) and percentage of pre and post Preferential Issue capital that may be held by them:

Name of Proposed Allottee	Pre Preferential Issue shareholding		Maximum number of Equity Shares to be allotted under Preferential Issue	Post Preferential Issue shareholding		
	Number of Equity Shares held	% of total equity share capital (as of August 28, 2020)		Number of Equity Shares	% of total equity share capital*	% of total equity share capital**
Ribbit Cayman IN Holdings VI, Ltd	Nil	Nil	10,500,000	10,500,000	1.72	1.69
NWI Emerging Market Fixed Income Master Fund, Ltd	Nil	Nil	8,400,000	8,400,000	1.38	1.35
Inteligo Bank Ltd	Nil	Nil	4,200,000	4,200,000	0.69	0.68
First Royalty Ventures LLC	Nil	Nil	4,200,000	4,200,000	0.69	0.68
M/s TIMF Holdings	Nil	Nil	3,780,000	3,780,000	0.62	0.61
M/s Think India Opportunities Master Fund LP	Nil	Nil	2,520,000	2,520,000	0.41	0.41
Total	Nil	Nil	33,600,000	33,600,000		

**On the capital of the Company comprise of (a) 527,114,892 fully paid-up equity shares (post preferential issue) of INR 2 each, (b) 82,803,864 partly paid-up equity shares of INR 1.10 paid-up, and (c) 105,254 partly paid-up equity shares of INR 0.80 paid-up and on the presumption that the aggregate allotment of Equity Shares under the preferential issue to all investors as mentioned in the resolution no. 4,5,6,7 & 8 shall be upto a maximum of 33,600,000 fully paid-up equity shares.*

***On the fully diluted capital of the Company comprise of (a) 527,114,892 fully paid-up equity shares (post preferential issue) of INR 2 each, (b) 82,803,864 partly paid-up equity shares of INR 1.10 paid-up, (c) 105,254 partly paid-up equity shares of INR 0.80 paid-up, and (d) exercise of 10,748,800 outstanding employee stock options by option holders and consequent issue of equivalent number of fully paid up equity shares of INR 2 each.*



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10. **Proposed time limit within which the Preferential Issue shall be completed:**

In terms of the SEBI ICDR Regulations, the proposed Preferential Issue to proposed allottee(s) pursuant to the Special Resolutions will be completed within a period of 15 (fifteen) days from the date of passing of resolutions as set out at Item No(s). 4 to 8.

Provided further that where the allotment to any of the proposed allottee(s) is pending on account of pendency of any application for approval or permission by any statutory or regulatory authority, the allotment for all proposed allottee(s) would be completed within 15 (fifteen) days from the date of last of such approvals or within such further period as may be prescribed or allowed by the SEBI, the Stock Exchange(s) or other concerned authorities.

11. **Lock-in:**

The Equity Shares to be allotted pursuant to Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the Investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (i.e., for a period of one year from the date of receipt of trading approval from the Stock Exchanges) and any other applicable law for the time being in force.

Further, the entire pre-preferential allotment shareholding, if any, of the Investor(s) shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 167(6) of the SEBI ICDR Regulations. However, this lock-in will not be applicable to Investor(s) who are exempted from this requirement under the applicable provisions of the SEBI ICDR Regulations.

12. **Re-computation of Issue Price:**

Since the Company's Equity Shares are frequently traded and have been listed on a recognized Stock Exchange for more than 26 weeks prior to the Relevant Date, there is no need for the Company to recompute the price of the Equity Shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

13. **Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case as the proposed allotment in the Preferential Issue is made only for consideration in cash.

14. **Auditors' Certificate:**

The certificate from M/s Walker Chandiook & Co LLP, Chartered Accountant (ICAI Registration No. 001076N/N500013), being the Statutory Auditors of the Company, certifying that the Preferential Issue is being made in accordance with the requirements contained in Chapter V of SEBI ICDR Regulations will be made available for inspection to the members of the Company until the date of the EGM. Members are requested to write to lalit.s6@indiabulls.com for inspection, upon which the statutory auditors' certificate shall be made available electronically for inspection to the members.

15. **Change in control, if any, in the Company that would occur consequent to the proposed issue:**

There will be no change in the management and control of the Company pursuant to the issuance of the Equity Shares to the Investor(s). However, voting rights will change in tandem with the shareholding pattern.

16. **The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made the Investor(s), being Non-Promoter Category.



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17. Disclosure pertaining to willful defaulters:

Neither our Company, nor our Directors or Promoters have been identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

18. General:

- (1) The advance share application money, if any, remitted by the Investor(s) shall be adjusted against the allotment of Equity Shares issued pursuant to the Preferential Issue.
- (2) Of the Issue Price, the Board shall appropriate INR 2 towards face value of each Equity Share and the balance INR 173 towards the securities premium on each Equity Share.
- (3) The Equity Shares to be issued and allotted by the Company shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari- passu in all respects including dividend and voting rights, with the then existing fully paid up equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

19. Other Disclosures:

The Company is in compliance with the conditions for continuous listing of its Equity Shares as specified in the listing agreement with the stock exchange where the Equity Shares of the Company are listed and with the SEBI Listing Regulations, and any circular or notification issued by SEBI thereunder.

The Board in its meeting held on August 28, 2020 has approved the offer, issue and allotment of Equity Shares on a Preferential basis to the Investor(s), in the manner as stated in Item No(s). 4 to 8 of this notice, hereinabove.

Pursuant to the provisions of Section(s) 23, 42 & 62 of the Companies Act, 2013, as amended, SEBI Listing Regulations, and SEBI ICDR Regulations, the proposed Preferential Issue of Equity Shares requires approval of shareholders of the Company, by way of Special Resolution(s). The Board, therefore, recommends the Resolution(s) at Item No(s). 4 to 8 of the accompanying Notice, for approval by way of Special Resolution(s).

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No(s). 4 to 8 of this Notice.

Item No. 9: Special Resolution, for change in the name of the Company from 'Indiabulls Ventures Limited' to 'Dhani Services Limited' and consequential amendment to Memorandum of Association and Articles of Association of the Company:

The Company is having proprietary rights of Dhani App and has built a technology platform through its digital application Dhani. Millions of users have downloaded Company's Dhani application for their use and have benefitted by taking small ticket personal loans and business loans from Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) for their immediate requirements. The Company, through its proprietary Dhani technology platform, plans to cater to NRIs and other off shore customers, by providing end to end mobile application based technology solutions for e-commerce business through Dhani App. More than 90% of consolidated business of the Company is through the app Dhani. To align the name of the Company with its brand 'Dhani' and the products and services provided / to be provided by it, the Board has authorized changing the name of the Company to "Dhani Services Limited". It will also enable the Company to establish digital services platform of Dhani to resonate with its name.

For the proposed change in the name of the Company, the office of the Registrar of Companies, Ministry of Corporate Affairs, vide its letter dated June 28, 2020, has made the name "Dhani Services Limited" available to the Company. Further, in terms of SEBI Listing Regulations, the Company has received the in-principle approvals from NSE and BSE, to the proposed change in the name of the Company.



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During the last financial year, the Company has transferred its stock broking business on a going concern to Dhani Stocks Limited (formerly Indiabulls Securities Limited), a Wholly Owned Subsidiary of the Company.

In compliance with the applicable legal requirements, approval from the shareholders of the Company, by way of a Special Resolution, is required, for effecting change in the Company name and consequential alteration in its Memorandum and the Articles of Association.

Accordingly, the Board recommends the resolution as set out at Item No. 9 of this Notice, for the approval by the shareholders, as a Special Resolution.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 10: Special Resolution, for alteration in the Articles of Association of the Company for inserting new article

In accordance with the applicable legal requirements, the Company can appoint any individual as its Chairperson as well as Managing Director or Chief Executive Officer, if the Articles of Association of the Company (AOA) provide for the same. Therefore, as an enabling authorization, it is proposed to modify the existing AOA by inserting a new Article no 154A after the existing Article no. 154, to enable the Company to appoint an individual as its Chairperson as well as Managing Director or Chief Executive Officer, at the same time.

For the proposed amendment in the AOA, approval from the shareholders of the Company, by way of a Special Resolution, is required.

Copy of modified AOA with proposed changes is available on the website of the Company at www.indibullsvventures.com for member's review.

Accordingly, the Board recommends the resolution as set out at Item No. 10 of this Notice, for the approval by the shareholders, as a Special Resolution.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 11: Ordinary Resolution, for re-appointment of Mr. Praveen Kumar Tripathi, a retired IAS and Ex- Chief Secretary, Govt. of NCT Delhi (DIN: 02167497) as an Independent Director:

Mr. P. K. Tripathi is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and centre level such as Principal Secretary to Chief Minister, Govt of NCT Delhi; Chief Secretary – Govt of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc.

Earlier he was on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.

Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organisation, with which he was associated, emerge a winner at all times.



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Mr. Tripathi is a post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.

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

Period	2 (Two) years with effect from September 16, 2019
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Remuneration	Apart from Sitting Fees – Nil
Performance linked incentive	Apart from Sitting Fees – Nil
Sitting Fees	₹ 1 lakh per Board Meeting

The Board of Directors of the Company has proposed the appointment of Mr. P. K. Tripathi, as an Independent Director of the Company for a term of two years from September 16, 2019 up to September 15, 2021.

The proposed appointment of Independent Director, in the manner as set out in Item No. 11 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 (“Act”) and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (SEBI Listing Regulations).

The Company has received from the proposed appointee director a declaration to the effect that he fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1) (b) of SEBI Listing Regulations. In the opinion of the Board, the proposed appointee fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.

Keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended to the Board his appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Mr. P. K. Tripathi is appointed as an Independent Director of the Company, for a term of three years from September 16, 2019 up to September 15, 2021, not liable to retire by rotation.

Mr. Tripathi does not hold any shares in Indiabulls Ventures Limited and is not related to any other director/KMP of the Company. Mr. Tripathi is also a director on the Board of Indiabulls Real Estate Limited, Indiabulls Integrated Services Limited and JBM Auto Limited.

Pursuant to and in terms of the applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with relevant Schedules to the Companies Act, 2013 and SEBI Listing Regulations and Articles of Association of the Company, shareholders’ approval, by way of Ordinary Resolution, is required for the appointment of Director of the Company, in the manner as set out at Item No. 11 of this Notice.

The Board accordingly recommends, passing of the Ordinary Resolution, as set out at Item No. 11 of this Notice, for the approval of the Members of the Company. Except the proposed appointee, in resolution set out at Item No. 11 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 12: Ordinary Resolution, for re-appointment of Dr. Narendra Damodar Jadhav (Former Member Planning Commission and Chief Economist of Reserve Bank of India) (DIN: 02435444) as an Independent Director:

Dr. Narendra Jadhav (DIN: 02435444) age 67 years, Ph.D. in Economics from Indiana University, USA is a renowned economist, educationist, social scientist, author and a public speaker. During his distinguished career spanning over



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four decades of public service, Dr. Jadhav has served in various key positions including as Member of the Planning Commission of India and the National Advisory Council. He has also held the position of Principal Adviser and Chief Economist, Reserve Bank of India (RBI). During his 31 year association with the RBI, he also served in Advisory capacities at International Monetary Fund (IMF) and various Governments.

He is known for his expertise and contribution in the areas of economics and social work. He is the recipient of numerous national and international awards including four Honorary D-Litt. Degrees and the title of the Commander of the Order of Academic Palmes by the Government of France.

The main terms and conditions of appointment of Dr. Narendra Damodar Jadhav, as Independent Director of the Company, are as under:-

Period	3 (Three) years with effect from August 23, 2020
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Remuneration	Apart from Sitting Fees – Nil
Performance linked incentive	Apart from Sitting Fees – Nil
Sitting Fees	₹ 1 lakh per Board Meeting

The Board of Directors of the Company has proposed the appointment of Dr. Narendra Damodar Jadhav, as an Independent Director of the Company for a term of three years from August 23, 2020 up to August 22, 2023.

The proposed appointment of Independent Director, in the manner as set out in Item No. 12 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (SEBI Listing Regulations).

The Company has received from the proposed appointee director a declaration to the effect that he fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1) (b) of SEBI Listing Regulations. In the opinion of the Board, the proposed appointee fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.

Dr. Narendra Damodar Jadhav was appointed as an Additional Director of the Company w.e.f. August 23, 2020, by the Board of Directors of the Company, on August 23, 2020, who shall hold office upto the date of ensuing Annual General Meeting of the Company and shall be considered as an Independent Director in terms of Section 149 of the Companies Act, 2013 read with rules made thereunder and SEBI Listing Regulations. In terms of the applicable provisions of the Companies Act, 2013, member(s) of the Company have proposed his candidature for the office of Independent Director of the Company, in the manner as set out at Item No. 12 of this Notice.

Keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended to the Board his appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Dr. Narendra Damodar Jadhav is appointed as an Independent Director of the Company, for a term of three years from August 23, 2020 up to August 22, 2023, not liable to retire by rotation.

Dr. Narendra Damodar Jadhav does not hold any shares in Indiabulls Ventures Limited and is not related to any other director of the Company. Dr. Jadhav is on the Board of Tata Teleservices Limited, Tata Teleservices (Maharashtra) Limited and Sustainable Agro-Commercial Finance Limited.

Pursuant to and in terms of the applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with relevant Schedules to the Companies Act, 2013 and SEBI Listing



Notice (Contd.)

Regulations and Articles of Association of the Company, shareholders' approval, by way of Ordinary Resolution, is required for the appointment of Director of the Company, in the manner as set out at Item No. 12 of this Notice.

The Board accordingly recommends, passing of the Ordinary Resolution, as set out at Item No. 12 of this Notice, for the approval of the Members of the Company. Except the proposed appointee, in resolution set out at Item No. 12 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 13: Ordinary Resolution, for re-appointment of Mrs. Fantry Mein Jaswal, IRS (Rtd.) (DIN: 07011247) as an Independent Director:

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

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

Period	1 (One) year with effect from August 23, 2020
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Remuneration	Apart from Sitting Fees – Nil
Performance linked incentive	Apart from Sitting Fees – Nil
Sitting Fees	₹ 1 lakh per Board Meeting

The Board of Directors of the Company has proposed the appointment of Mrs. Fantry Mein Jaswal, as an Independent Director of the Company for a term of one year from August 23, 2020 up to August 22, 2021.

The proposed appointment of Independent Director, in the manner as set out in Item No. 13 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (SEBI Listing Regulations).

The Company has received from the proposed appointee director a declaration to the effect that she fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1) (b) of SEBI Listing Regulations. In the opinion of the Board, the proposed appointee fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for her appointment as an Independent Director of the Company and she is independent of the Management of the Company.

Mrs. Fantry Mein Jaswal was appointed as an Additional Director of the Company w.e.f. August 23, 2020, by the Board of Directors of the Company, on August 23, 2020, who shall hold office upto the date of ensuing Annual General Meeting of the Company and shall be considered as an Independent Director in terms of Section 149 of the Companies Act, 2013 read with rules made thereunder and SEBI Listing Regulations. In terms of the applicable provisions of the Companies Act, 2013, member(s) of the Company have proposed her candidature for the office of Independent Director of the Company, in the manner as set out at Item No. 13 of this Notice.



Notice (Contd.)

Keeping in view of her vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended to the Board her appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Mrs. Fantry Mein Jaswal is appointed as an Independent Director of the Company, for a term of one year from August 23, 2020 up to August 22, 2021, not liable to retire by rotation.

Mrs. Fantry Mein Jaswal does not hold any shares in Indiabulls Ventures Limited and is not related to any other director of the Company. Mrs. Jaswal is on the Board of Basix Academy For Building Lifelongemployability Limited.

Pursuant to and in terms of the applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with relevant Schedules to the Companies Act, 2013 and SEBI Listing Regulations and Articles of Association of the Company, shareholders' approval, by way of Ordinary Resolution, is required for the appointment of Director of the Company, in the manner as set out at Item No. 13 of this Notice.

The Board accordingly recommends, passing of the Ordinary Resolution, as set out at Item No. 13 of this Notice, for the approval of the Members of the Company. Except the proposed appointee, in resolution set out at Item No. 13 of this Notice, proposing her appointment, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 14: Special Resolution, for Appointment of Mr. Sameer Gehlaut (DIN: 00060783) as Chairman and Chief Executive Officer (CEO) of the Company.

Mr. Sameer Gehlaut (DIN: 00060783), aged 46 years, is the Founder and Chairman of Indiabulls Group and presently a director, not liable to retire by rotation, and a Non-Executive Chairman of the Company. Mr. Gehlaut, a first generation entrepreneur, has been spearheading the Group since its inception.

Under Mr. Gehlaut's leadership, within a span of over 19 years, Indiabulls Group has emerged as a leading business conglomerate with business interests across sectors. Indiabulls Group is one of the top 10 dividend paying Groups in the promoter owned private sector in India. As on date, the Group is valued at over ₹ 20,000 Crore with combined revenues of ₹ 19,930 Cr. and profits of ₹ 2,070 Cr. at the end of fiscal year 2019-2020. Various Group companies are listed on Luxemburg Stock Exchange, BSE Limited and the National Stock Exchange. Mr. Gehlaut has presided over a period that has seen continuing growth in shareholders' value and returns of the Group. Revenues and profits of the Group have grown at a nine year CAGR of 20% and dividend payout has grown at a nine year CAGR of 23%.

Presently, the Company is at a critical stage of its journey and is also venturing into new sunrise sector of healthcare and telemedicine, through its proprietary Dhani Technology platform, which will cater to domestic, NRIs and other offshore customers, by providing end to end mobile application based technology solutions for its e-commerce business through "Dhani" app. Keeping in view of the vast and versatile experience, knowledge and managerial skills of Mr. Sameer Gehlaut, at the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, in their meeting dated August 28, 2020, unanimously appointed Mr. Sameer Gehlaut as Whole-time Director and Key Managerial Personnel designated as Chairman and Chief Executive Officer (CEO) of the Company, so as to achieve seamless and profitable transition of Company's business to technology based e-commerce business which shall be in the best business interests of the Company and all its stakeholders.

The main terms and conditions for appointment of Mr. Sameer Gehlaut, as Whole-time Director and Key Managerial Personnel of the Company, designated as Chairman and Chief Executive Officer of the Company, are as under. These terms and conditions are in sync with his erstwhile position as Executive Chairman of Indiabulls Housing Finance Limited (IHFL), which position he has relinquished w.e.f. August 12, 2020, for him to focus full time on Company's business to technology based e-commerce business: -



Notice (Contd.)

Period	5 (five) years with effect from September 25, 2020
Nature	Not liable to retire by rotation
Designation	Chairman and Chief Executive Officer
Remuneration	As recommended by N&R Committee and approved by the Board.
Sitting Fees	Nil

Mr. Gehlaut holds a graduate degree in Mechanical Engineering from the Indian Institute of Technology, Delhi. He is not related to any other director on the Board of the Company. Mr. Gehlaut, directly and through his 100% owned companies, owns an aggregate of 17,49,83,863 (13,91,95,429 Fully Paid-up and 3,57,88,434 Partly Paid-up) Equity Shares, representing 29.47% voting rights of the total paid up equity share capital of the Company.

Mr. Gehlaut is also a chairman on the Board of Indiabulls Real Estate Limited and a director on the Board of Indiabulls Housing Finance Limited, Meru Minerals Private Limited, Karanbhumi Estates Private Limited, SG Infralands Private Limited, SG Devbuild Private Limited, Jyestha Infrastructure Private Limited, Inuus Infrastructure Private Limited, Inuus Properties Private Limited, Inuus Developers Private Limited and Galax Minerals Private Limited.

Presently being a non-executive chairman, no remuneration and/or sitting fee has ever been paid to Mr. Sameer Gehlaut, by the Company.

Accordingly the Board recommends the appointment of Mr. Sameer Gehlaut [DIN: 00060783], as Chief Executive Officer (CEO) of the Company, on the terms as stated in the explanatory statement set out herein above and approval by the shareholders, to the resolution as set out at Item No. 14 of this Notice, as a Special resolution.

Except the proposed appointee, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of this Notice.

Item No. 15: Special Resolution, for issue of Non-Convertible Debentures, of the Company, on private placement basis.

To fund its existing and new business ventures including healthcare and telemedicine through its proprietary Dhani Technology Platform and for its e-Commerce business through 'Dhani App', the Company may be required to borrow funds from different sources including by way of issuance of Non-Convertible Debentures ("NCDs") and Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares).

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

During the last few years, the banking sector regulator RBI and capital market regulator SEBI have taken concerted efforts to increase the breadth and depth of Indian debentures and securities market and reduce the marked overreliance on banks to fund debt. Higher risk weights and provisioning requirements are now attached to bank loans, beyond a set threshold, to large corporates, effectively increasing their cost. Larger corporates are thus increasingly meeting their funding requirements from the bond market.

Pursuant to and in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Board of Directors of the Company, subject to



Notice (Contd.)

shareholders' approval, by way of a Special Resolution, which is required to be passed every year, can raise funds through issue of NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), on a private placement basis, upto one year from the date of shareholders' approval to the resolution, as set out at Item No. 15 of this Notice.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 15 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 15 of this Notice.

By Order of the Board of Directors
For **Indiabulls Ventures Limited**

Place: Gurugram
Date: August 28, 2020

Sd/-
Lalit Sharma
Company Secretary
ACS: 24111



Notice (Contd.)

To,

KFintech Technologies Private Limited

Unit : Indiabulls Ventures Limited

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032

Phone No.: +91 40 6716 2222

E-mail: einward.ris@kfintech.com

Dear Sir / Madam,

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

Folio No. / DP ID & Client ID	
Name of the First Registered Holder	
Registered Address	
Email ID (to be Registered)	
Signature of the First Registered Holder	
Date:	

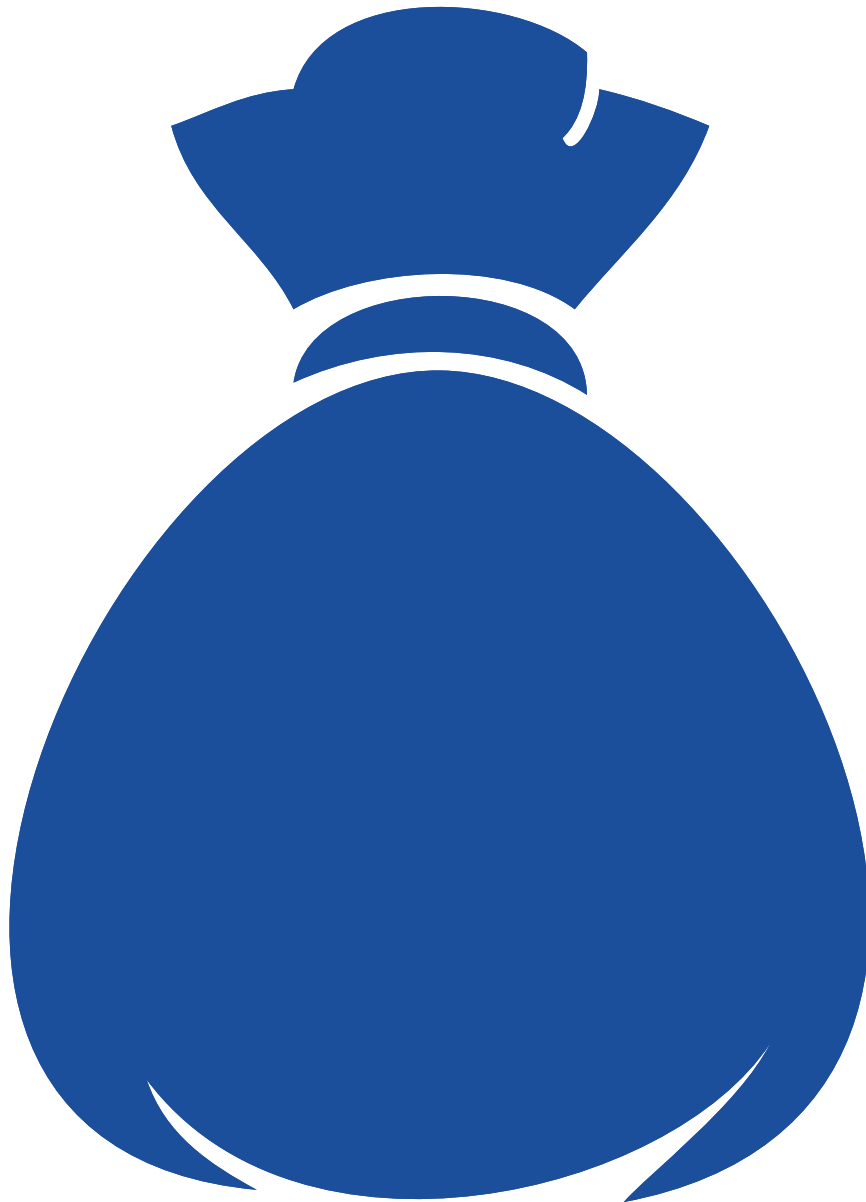
Notes:

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

ANNUAL REPORT

2019-20

Indiabulls
VENTURES



dhani



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sameer Gehlaut
Mr. Divyesh B. Shah
Mr. Gagan Banga
Mr. Pinank Jayant Shah
Mr. Praveen Kumar Tripathi
Dr. Narendra Damodar Jadhav
Mrs. Fantry Mein Jaswal

CHIEF FINANCIAL OFFICER

Mr. Rajeev Lochan Agrawal

COMPANY SECRETARY

Mr. Lalit Sharma

STATUTORY AUDITORS

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

INTERNAL AUDITORS

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

SECRETARIAL AUDITORS

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

REGISTERED OFFICE

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

CORPORATE OFFICES

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

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

REGISTRARS & TRANSFER AGENTS:

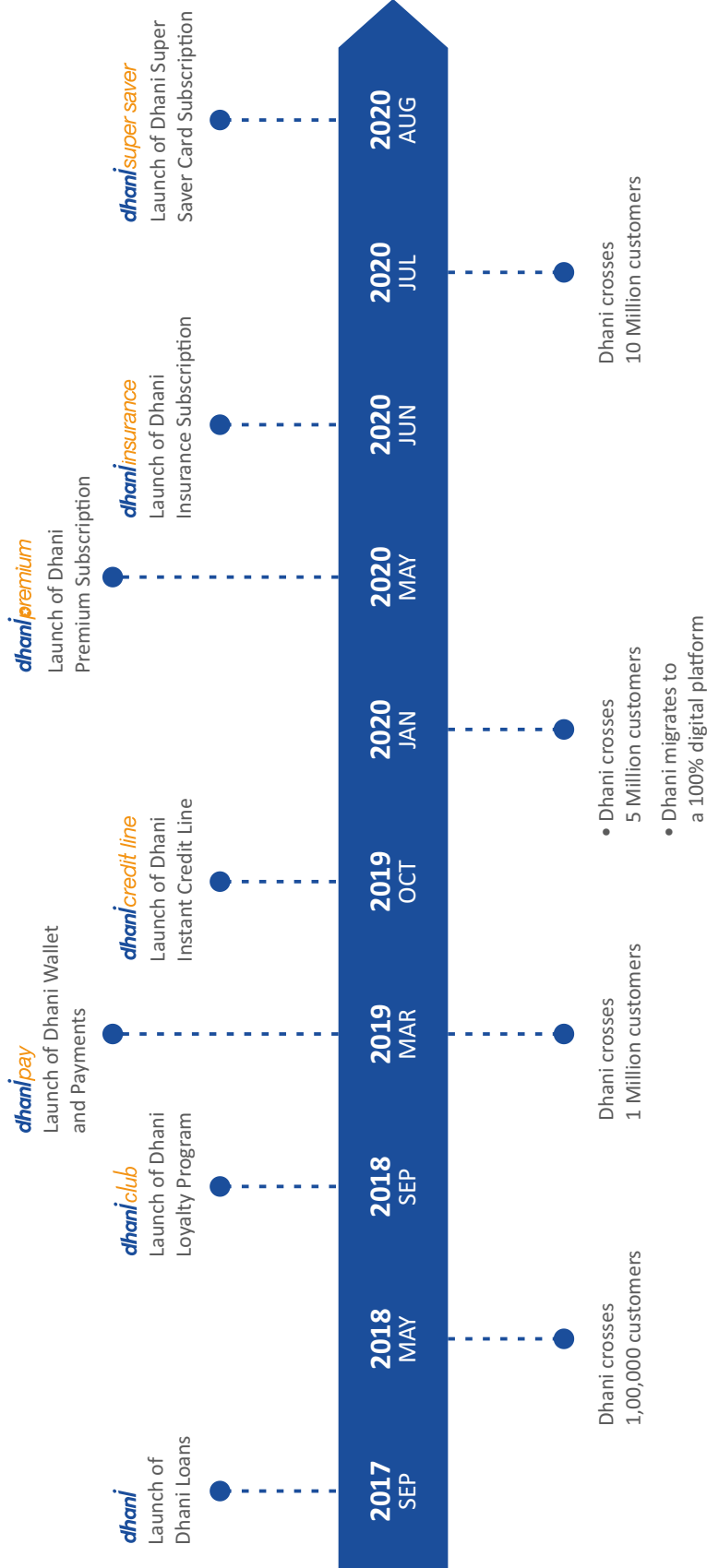
SKYLINE FINANCIAL SERVICES PVT. LTD.
Unit: Indiabulls Ventures Limited,
D-153 A 1st Floor Okhla Industrial Area,
Phase-1 New Delhi-110020

BANKERS

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



JOURNEY OF DHANI



One common platform for digital payments, digital finance & digital health services



MESSAGE FROM FOUNDER

To our shareholders:

Indiabulls Ventures passed many milestones in FY20:

1. By year end we had served more than 5 million customers
2. We moved our entire consumer business on the digital platform and shut down all physical sales locations
3. Our mobile application, Dhani, emerged as a consumer brand that our customers connect with, and has started to attract a lot of new customers
4. We started to move away from building a balance sheet business
5. We started thinking about other consumer products on Dhani, apart from loans

Above everything, we consider the start of our journey on focusing on the customer, as our biggest milestone. Customer experience and satisfaction that earlier sat amongst low priority items is now at the forefront and a bigger and far more important goal than the financial numbers. We realize that the digital platform is truly a democratic platform which can be hugely rewarding from the point of view of its reach to customers, in a digital consumer business, and very cruel at the same time if the customer experience is not right. It takes few minutes to download an app but only few seconds to delete it.

We want to grow our customers from 5 million to 20 million in FY21. Other than the loan products, we will introduce other financial products as well. However the defining and king product for our consumer business will be affordable healthcare for our customers through dhanidoctor that will be available 24 hours, 365 days a year, through online video consultations. Consumers will also have optional delivery of generic medicines at their doorstep, at a discount, as compared to the branded medicines otherwise available in the market. We believe that today digital healthcare is at the same inflexion point where online shopping was in 1995. We have set out to offer our customers digital healthcare products that they simply could not get before and at very affordable prices.

We want to introduce affordable monthly

subscriptions of various product offerings to our customers. To begin with, our goal is to get a small percentage of our customer base to take monthly subscriptions from us. We are careful not to oversell our products through call centers and other means at the cost of annoying our customers but instead want to let them freely choose digitally, only on the basis of merits and advantages of our products. We want to offer our products free for the first 30 days and then want our customers to opt for these products on the basis of the experience of using these products in their daily lives. We believe that if we can learn how to successfully offer subscription products to our customers and also keep healthy subscription renewal rates in the process then we will be able to scale up the customer base and the subscriptions very quickly in the subsequent years, in a very cost effective manner. This business has a huge potential of size and scale and has the ability to serve a significant percentage of the growing Indian population.

For us, FY21 is a year of building the right foundations for the long term and extend our brand and customer base. Once we can start serving our customers with products at affordable rates and with an experience that brings a smile to their faces, we believe that our business will grow and grow exponentially for the times to come. We have decided to invest heavily on customer acquisition and experience, our technology teams and delivery systems. The results of these actions will not show in the financial numbers anytime soon but for the consumer business we want to build, we believe that these are the right decisions for the long term growth of our business.

FY20 was a year of great learning's and taking baby steps towards building Dhani as a common platform for digital payments, digital finance and digital healthcare services. We, at Indiabulls Ventures are grateful to our customers and thankful to our shareholders for continuing to believe in us and our journey of building a strong digital consumer business.

Sameer Gehlaut
Founder & Chairman
Indiabulls Ventures Limited



Boards' Report

Dear Shareholders,

Your Directors are pleased to present the Twenty Fifth Annual Report of the Company alongwith the audited statement of accounts for the financial year ended March 31, 2020.

The financial year 2019-20 saw the COVID-19 pandemic further add to the economic headwinds that the Indian economy has been facing. The pandemic is expected to substantially impact domestic and global growth, and worsen geopolitical uncertainties.

Through financial year 2019-20, the Company continued to rationalize its balance sheet following the difficult liquidity scenarios that the financial sector has been facing since September 2018, following the default by the infrastructure-lending focused NBFC IL&FS. The Company focused on managing liquidity and conserving capital.

FINANCIAL HIGHLIGHTS (STANDALONE)

The financial highlights of the Company, for the financial year ended March 31, 2020, are as under:

	Amount in ₹ Lakhs	
	Year ended March 31, 2020	Year ended March 31, 2019
Profit before Depreciation & Amortisation expenses and Tax	25,718.59	9,411.34
Less: Depreciation & Amortisation expenses	16.50	14.93
Profit before Tax	25,702.09	9,396.41
Less: Tax Expense	1,014.46	1,656.22
Profit from continuing operations after tax	24,687.63	7,740.19
Profit / (Loss) from discontinued operations after tax	(82.83)	2,804.85
Profit for the year	24,604.80	10,545.04
Other comprehensive income (net of taxes)	(151.93)	(81.62)
Total comprehensive income for the year	24,452.87	10,463.42
Balance in retained earnings at the beginning of the year	11,916.95	5,991.19
Profit for the year	24,604.80	10,545.04
Other comprehensive income – Remeasurement of defined employee benefit plans (net of taxes)	15.42	12.68
Other comprehensive income - Sale for equity instruments	65.60	-
Transfer from share based payments - Options lapsed	227.07	-
Amount transferred to capital redemption reserve upon buy-back	(1,333.33)	-
Interim Dividend on Equity Shares	(17,174.35)	(4,631.28)
Corporate Dividend Tax on Interim Dividend on Equity Shares	(2.96)	(0.68)
Interim dividend received on Treasury Shares	234.00	-
Balance in retained earnings at the end of the year	18,553.20	11,916.95

The total revenue of the Company during the financial year ended March 31, 2020 stood at ₹ 31,002.19 lakh with a net profit of ₹ 24,604.80 lakh. The Company proposes to retain the entire amount of ₹ 18,553.20 lakh in the statement of profit & loss. The consolidated revenue of the Company stood at ₹ 291,885.23 lakh and the consolidated net profit stood at ₹ 4,180.90 lakh.



Boards' Report (Contd.)

DIVIDEND

The Company has consistently worked towards shareholders wealth maximization. With regard to this, and keeping with the Company's policy of rewarding its shareholders, the Company has, for the financial year 2019-20, declared interim dividends as under:

- (i) First interim dividend was declared by the Board in its meeting held on April 25, 2019 (Re. 1/- per Fully Paid up equity share (face value of ₹ 2/- per equity share), Re. 0.55 per Partly Paid up equity share (face value of ₹ 2/- per share with paid up value of Re. 1.10 per share) and Re. 0.40 per Partly Paid up equity share (face value of ₹ 2/- per share with paid up value of Re. 0.80 per share).
- (ii) Second interim dividend was declared by the Board in its meeting held on March 12, 2020 (₹ 2.25 per Fully Paid up equity share (face value of ₹ 2/- per equity share), ₹ 1.2375 per Partly Paid up equity share (face value of ₹ 2/- per share with paid up value of Re. 1.10 per share) and Re. 0.90 per Partly Paid up equity share (face value of ₹ 2/- per share with paid up value of Re. 0.80 per share).

Total outflow of dividend was ₹ 17,177.31 lakh (inclusive of Corporate Dividend Tax).

During the year, the unclaimed dividend of ₹ 52.63 lakh pertaining to the Financial Year 2012-13, got transferred to Investor Education and Protection Fund after giving due notice to the members.

Further, the Company has transferred 56,842 fully paid-up equity shares pertaining to the Financial Year 2012-13 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority, in respect of which, individual notice had also been sent to concerned Shareholders.

Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or Skyline Financial Services Private Limited. Further, in compliance with the requirements, in terms of the notification issued by the Ministry of Corporate Affairs (MCA) regarding the "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" ("the Rules") which have come into force from September 7, 2016 and The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017 which have been notified by MCA on February 28, 2017 and October 13, 2017 respectively ("the Amended Rules"), the Company has till date transferred 1,30,149 fully paid-up equity shares in respect of which dividend has not been received or claimed for seven consecutive years from the Financial Year 2008-09 onwards to Demat Account of IEPF Authority, in respect of which, individual notice had also been sent to concerned Shareholders.

Further, pursuant to the requirements of SEBI Circular no. SEBI/ LAD-NRO/GN/2016-17/008 dated July 8, 2016, the Dividend Distribution Policy of the Company is available on the website of the Company https://www.indiabullsventures.com/public/media/ivl-dividend-distribution-policy_1564992261.pdf.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company (the Board) has appointed, Mr. Sameer Gehlaut as Whole time Director & Key Managerial Personnel, designated as Chairman and Chief Executive Officer (CEO) of the Company. This shall come into effect from the date of 25th Annual General Meeting of the Company. Also Mr. Divyesh B. Shah has been re-designated as Chief Operating Officer of the Company with effect from August 28, 2020.

During the financial year 2019-20 and upto the date of this report, the following changes have taken place in the Board:

- (a) Dr. Narendra Damodar Jadhav (former Member Planning Commission) (DIN: 02435444), Mr. Praveen Kumar Tripathi, IAS (Retd.) and Ex- Chief Secretary, Govt. of NCT Delhi (DIN: 02167497) and Mrs. Fantry Mein Jaswal, IRS (Retd.) (DIN: 07011247) have been appointed as Non-Executive Independent Directors of the Company.



Boards' Report (Contd.)

(b) Mrs. Rekha Gopal Warriar (DIN: 08152356), Mr. Abhaya Prasad Hota (DIN: 02593219) have resigned as Independent Directors from the Board due to their personal reasons and Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960), Mr. Shyam Lal Bansal (DIN: 02910086) and Mr. Alok Kumar Misra (DIN: 00163959) ceased to be the Independent Directors on completion of their respective tenure(s). The Board has placed on record appreciation for their contributions during their respective tenures as independent directors on the Board.

The Board recommends the re-appointment of Mr. Divyesh B. Shah (DIN: 00010933), Whole-time Director and Key Managerial Personnel, designated as Chief Operating Officer of the Company, who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

All the Independent Directors have given declaration that they meet the criteria of independence laid down under Section 149 (6) of the Companies Act, 2013 ('the Act') and in Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'). The brief resume of the Directors proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, terms of appointment and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, are provided in the Notice convening the Twenty Fifth Annual General Meeting of the Company.

SHARE CAPITAL/ESOP SCHEMES

During the financial year 2019-20, the Company had:

- (a) Issued and allotted 1,01,65,216 fully paid up equity shares of face value ₹ 2/- each, to eligible employees upon exercise of options vested in their favour under –'Indiabulls Ventures Limited Employees Stock Option Scheme – 2008' and 'Indiabulls Ventures Limited Employees Stock Option Scheme – 2009'.
- (b) Bought back its 6,66,66,666 fully paid up equity shares of face value of ₹ 2/- each, in Buy-back offer which was closed on February 4, 2020, and the same were extinguished on February 6, 2020.
- (c) Received the second call money of ₹36/- (₹ 0.50 face value and ₹ 35.50 premium) on 38,718 partly paid shares which got listed for trading in relevant ISIN.

During the current financial year, till the date of this report, the Company has issued and allotted an aggregate of 2,79,85,452 fully paid up equity shares of face value of ₹ 2/- each of the Company ("Equity Shares"), at a price of ₹ 550/- per Equity Share, (including a premium of ₹ 548 per Equity Share) to certain foreign investors, upon conversion of equivalent number of Compulsorily Convertible Debentures (CCDs) of face value of ₹ 550/- each, earlier issued and allotted to them on a preferential basis, in terms of shareholders' approval dated November 21, 2018 and November 28, 2018. Consequently, the paid up share capital of the Company increased to ₹ 107,81,98,237.60 divided into 49,35,14,892 Fully Paid-up Equity shares of face value ₹ 2/- each and 8,28,03,864 Partly Paid up Equity Shares (PPS) of face value of ₹2/- each (Paid-up value ₹1.10 per PPS) and 1,05,254 PPS of face value of ₹2/- each (Paid-up value Re.0.80 per PPS). Voting rights in respect of PPS are proportionate to the amount paid up thereon.

Presently, stock options granted to the employees operate under the schemes namely; "Indiabulls Ventures Limited Employees Stock Option Scheme – 2008 and "Indiabulls Ventures Limited Employees Stock Option Scheme - 2009. During the year under review no stock option was granted to any employee under these schemes. There has been no material variation in the terms of the options granted under any of these schemes and both the schemes are in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"). The disclosures required to be made under Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 and the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, in respect of all existing ESOP Schemes of the Company have been placed on the website of the Company at www.indiabullventures.com

Further pursuant to and in terms of shareholders authorization dated December 4, 2019 and March 20, 2020, the Company in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,



Boards' Report (Contd.)

2014, as amended from time to time (hereinafter referred to as “SBEB Regulations”) has implemented Employees Stock Option Scheme- 2019 (hereinafter individually and/or collectively referred to as the “Scheme”) and Employees Stock Option Scheme- 2020 (hereinafter individually and/or collectively referred to as the “Scheme”) inter-alia including ‘to transfer and/or offer and/or grant employee stock options (“ESOPs”) and/ or its fully paid-up equity shares of face value of ₹ 2 each (“Shares”) and/or stock appreciation rights (“SARs” as defined in SBEB Regulations). In line with the SBEB Regulations, the Company has created an employee’s welfare trust titled “Indiabulls Ventures Limited – Employees Welfare Trust” (the “Trust”) to efficiently manage these Schemes and to acquire, purchase, hold and deal in fully paid-up equity shares of the Company from the secondary market, for the purpose of administration and implementation of these Schemes, as may be permissible under the SBEB Regulations. ESOPs/ Shares/ SARs granted under these Schemes would be upto an aggregate of 1,05,00,000 Shares and 93,00,000 Shares, respectively. Since shares granted under these Schemes, will be out of those purchased by the Trust from the secondary market, there will be no dilution in shareholding.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public, falling within the ambit of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

LISTING WITH STOCK EXCHANGES

The Fully paid up Equity Shares (ISIN: INE274G01010) and partly paid up Rights Equity Shares (ISIN: IN9274G01034) of the Company continue to remain listed at BSE Limited and National Stock Exchange of India Limited. The listing fees payable to both the exchanges for the financial year 2020-21 have been paid. The GDRs issued by the Company continue to remain listed on Luxembourg Stock Exchange.

CHANGE OF NAME OF THE COMPANY

The Board of Directors in its meeting of June 25, 2020 has authorized the Company to change its name to ‘**Dhani Services Limited**’ so that the name suitably reflects the gamut of products and services being offered / to be offered by it through its various subsidiaries. The office of the Registrar of Companies, Ministry of Corporate Affairs, have, vide its letter dated June 28, 2020, made the proposed name “Dhani Services Limited” available to the Company. Further in terms of SEBI Listing Regulations, in-principle approvals of NSE and BSE have been obtained to the said proposed change of name of the Company.

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

Pursuant to Regulation 32 of the SEBI LODR Regulations, statement of deviation, for the quarter and year ended March 31, 2020, on the utilization of proceeds of Rights Issue of the Company was placed before the Audit Committee, in its meeting held on June 25, 2020, wherein the Audit Committee noted that there was no deviation as regards the utilization of funds from the Objects stated in the Letter of Offer for Company’s Rights Issue and post its approval the same was submitted with the Stock Exchanges on June 25, 2020.

TRANSFER OF STOCK BROKING UNDERTAKING OF THE COMPANY

Upon receipt of all requisite approvals from the shareholders/ statutory / regulatory authorities, the Company has transferred its Stock Broking Business to its wholly owned subsidiary Dhani Stocks Limited (formerly Indiabulls Securities Limited) with effect from February 21, 2020.

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

The information required to be disclosed pursuant to Section 134 and Section 197 of the Companies Act, 2013 read with the relevant rules (to the extent applicable) and SEBI LODR Regulations, not elsewhere mentioned in this Report, are given in “**Annexure A**” forming part of this Report.



Boards' Report (Contd.)

AUDITORS

(a) Statutory Auditors

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

The Notes to the Accounts referred to in the Auditors' Report are self – explanatory and therefore do not call for any further explanation. No frauds have been reported by the Auditors of the Company in terms of Section 143(12) of the Companies Act, 2013.

(b) Secretarial Auditors & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules made thereunder, the Company has appointed M/s A. K. Kuchhal & Co., a firm of Company Secretaries in practice as its Secretarial Auditors, to conduct the secretarial audit of the Company, for the Financial Year 2019-20. The Company has provided all assistance, facilities, documents, records and clarifications etc. to the Secretarial Auditors for conducting their audit. The Report of Secretarial Auditors for the Financial Year 2019-20, is annexed as “**Annexure 1**” and forming part of this Report. The Report is self – explanatory and therefore do not call for any further explanation.

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

(c) Cost Records

The Company is not required to prepare and maintain cost records pursuant to Section 148(1) of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under “Corporate Social Responsibility (CSR)”, the Company has undertaken projects in the area of Nutrition, as per its CSR Policy (available on your Company's website at https://www.indiabullsvventures.com/public/media/csr-policy-isl_1564987829.pdf and the details are contained in the Annual Report on CSR Activities given in “**Annexure 3**”, forming part of this Report. The project is in accordance with Schedule VII of the Companies Act, 2013 read with the relevant rules.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE REPORT

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

BUSINESS RESPONSIBILITY REPORT

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



Boards' Report (Contd.)

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134 of the Companies Act, 2013:

- a) that in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in the Notes to the Financial Statements had been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2020 and the profit and loss of the Company for the year ended on that date;
- c) that proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts had been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that such financial controls were adequate and were operating effectively; and
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

GREEN INITIATIVES

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

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

Pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made thereunder and SEBI LODR and the MCA/SEBI Circulars, the AGM of the Company is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Electronic copies of the Annual Report for Financial year 2019- 20 and Notice of the Twenty Fifth AGM are sent to all the members whose email addresses are registered with the Company / Depository Participant(s). The Members who have not received the said Annual Report and Notice may download the same from the Company's website at www.indiabullsvventures.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice of the Twenty Fifth AGM. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI LODR Regulations. The instructions for remote e-voting are provided in the Notice convening the Twenty Fifth AGM. The members may also cast their votes during the AGM.



Boards' Report (Contd.)

ACKNOWLEDGEMENT

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

For Indiabulls Ventures Limited

Date: August 28, 2020
Place: Mumbai

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

Sd/-
Pinank Jayant Shah
Executive Director
DIN: 07859798



Boards' Report (Contd.)

ANNEXURE-A

ANNEXURE FORMING PART OF THE BOARDS' REPORT

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return, for the financial year ended March 31, 2020, pursuant to Section 92(3) and 134(3) of the Companies Act, 2013 ("Act") and rules framed thereunder, in form MGT-9, are given in "Annexure 4" forming part of this Report. The annual return for the financial year 2019- 20 is uploaded on the website of the Company at www.indiabullsvventures.com.

BOARD MEETINGS

During the FY 2019-20, 6 (Six) Board Meetings were convened and held. The details of such meetings are given in Corporate Governance Report forming part of this Annual Report. The intervening gap between these meetings was within the period prescribed under the Companies Act, 2013. The notice and agenda including all material information and minimum information required to be made available to the Board under Regulation 17 read with Schedule II Part-A of the SEBI LODR Regulations, were circulated to all directors, well within the prescribed time, before the meeting or placed at the meeting. During the year, separate meeting of the Independent Directors was held on February 17, 2020, without the attendance of Non-Independent Directors and the members of the Company Management.

BOARD EVALUATION

The Nomination and Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board Committee(s), as well as performance of each director(s)/Chairman and confirms that the existing evaluation parameters are in compliance with the requirements as per SEBI guidance note dated January 5, 2017 on Board evaluation. The parameter includes Leadership, Management Skills, Vision, Knowledge, Participation in Company's management, its operations and meetings. Basis these parameters, the NRC had reviewed at length the performance of each director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as well as the performance of each director individually, including the Chairman was carried out by the entire Board of Directors. The performance evaluation of the Chairman, Executive Directors and Non-Executive Director was carried out by the Independent Directors in their meeting held on February 17, 2020. The Directors expressed their satisfaction with the evaluation process.

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

POLICY ON APPOINTMENT OF DIRECTORS & THEIR REMUNERATION

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

LOANS, GUARANTEES OR INVESTMENTS

During the FY 2019-20, in terms of the provisions of Section 186 (1) of the Companies Act, 2013, the Company did not make any investments through more than two layers of investment companies. The Company's investment/loans/guarantees, during FY 2019-20, were in compliance with the provisions of section 186 of the Companies Act, 2013,



Boards' Report (Contd.)

particulars of which are captured in financial statements of the Company for the financial year ended March 31, 2020, wherever applicable and required, forming part of this Annual Report.

RELATED PARTY TRANSACTIONS

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

Further, the Policy for Dealing with Related Party Transactions is enclosed as “Annexure 5” and is also available on the website of the Company at https://www.indiabullsventures.com/public/media/IVL_Policy_For_Dealing_with_Realted_Party_Transactions_1598078265.pdf

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

MATERIAL CHANGES AND COMMITMENTS

Apart from the information provided/disclosures made elsewhere in the Boards' Report including Annexures thereof, there are no material changes and commitments affecting the financial position of the Company, occurred between the date of end of the financial year of the Company i.e. March 31, 2020 till date of this Report.

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

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

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



Boards' Report (Contd.)

A. Conservation of Energy

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

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

B. Technology Absorption

The Company is investing in cutting edge technologies to upgrade its infrastructure set up and innovative technical solutions, thereby increasing customer delight & employee efficiency. Next Generation Business Intelligence & analytics tool have been implemented to ensure that while data continues to grow, decision makers gets answers faster than ever for timely & critical level decision making. The Company has implemented best of the breed applications to manage and automate its business processes to achieve higher efficiency, data integrity and data security. It has helped it in implementing best business practices and shorter time to market new schemes, products and customer services. The Company has taken major initiatives for improved employee experience, by implementing innovative solutions and empowering them by providing mobile platform to manage their work while on the go. The Company's investment in technology has improved customer services, reduced operational cost and development of new business opportunities.

C. Foreign Exchange Earnings and Outgo

During the year under review, your Company had no foreign exchange earnings. Foreign exchange outgo was ₹ 118.85 crores.

BUSINESS RISK MANAGEMENT

Pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 21 of the SEBI LODR, the Company has in place a Board constituted Risk Management Committee. Details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of this report.

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

PARTICULARS OF EMPLOYEES

Pursuant to the applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures on Managerial Remuneration are provided in "Annexure 6" forming part of this Report. In terms of the provisions of Section 136(1) of the Companies Act, 2013 read with the said rules, the Boards' Report is being sent to all the shareholders of the Company excluding the annexure on the names and other particulars of employees, required in accordance with Rule 5(2) of said rules, which is available for inspection by the members, subject to their specific written request, in advance, to the Company Secretary of the Company. The inspection is to be carried out at the Company's Registered Office at New Delhi or at its Corporate Office, at Gurgaon, during business hours on working days (except Saturday and Sunday) of the Company up to date of ensuing Annual General Meeting.



Boards' Report (Contd.)

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through presentations about the Company's strategy, business model, product and service offerings, customers' & shareholders' profile, financial details, human resources, technology, facilities, internal controls and risk management, their roles, rights and responsibilities in the Company. The Board is also periodically briefed on the various changes, if any, in the regulations governing the conduct of Independent Directors. The Board is also periodically briefed on the various changes, if any, in the regulations governing the conduct of Independent Directors. The details of the familiarization programmes have been hosted on the website of the Company and link has been provided in the Report on Corporate Governance forming part of this Report.

SUBSIDIARY & ASSOCIATE COMPANIES

As on March 31, 2020, the Company has 20 subsidiaries and 10 business trusts and there is no joint venture company, within the meaning of Section 2(6) of the Act. Pursuant to Section 129 of the Act and Indian Accounting Standard (IND AS) – 110 on Consolidated Financial Statements the Company has prepared its Consolidated Financial Statements along with all its subsidiaries and trusts, in the same form and manner, as that of the Company, which shall be laid before members in its ensuing twenty fifth Annual General Meeting along with its Standalone Financial Statement. The Consolidated Financial Statements of the Company for the year ended March 31, 2020, form part of this Annual Report.

For the performance and financial position of each of the subsidiaries of the Company, included in its Consolidated Financial Statements, the Members are requested to refer to Note No. 61 of the Summary of significant accounting policies and other explanatory information, of Consolidated Financial Statements of the Company.

Further pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are also available on the website of the Company www.indiabullsventures.com. Shareholders may write to the Company for the annual financial statements and detailed information on subsidiary companies. Further, the documents shall also be available for inspection by the shareholders at the registered office of the Company.

During the year, Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) (DLSL) was material unlisted subsidiary of the Company, as per SEBI LODR.

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

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

During the year under review, the Company has incorporated 5 new subsidiary companies namely, Evinos Developers Limited, Evinos Buildwell Limited, Savren Buildwell Limited, Krathis Buildcon Limited and Krathis Developers Limited. Transerv Limited ceased to be an associate of the Company and has become its subsidiary w.e.f. April 1, 2019.

COMMITTEES OF THE BOARD

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

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee
- d) Compensation Committee



Boards' Report (Contd.)

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

The details with respect to the composition, powers, roles, terms of reference, etc. of relevant committees constituted under the Companies Act, 2013 and SEBI LODR Regulations are given in details in the Corporate Governance Report forming part of this Annual Report.

SECRETARIAL STANDARDS

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

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

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the financial year 2019-20, 2 (two) such cases were reported to the Company and 1 case was resolved during the year under review and 1 case was closed in current financial year.

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

VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has formulated several policies to assist its employees in achieving and maintaining these standards. The purpose of the Whistle Blower Policy ("the Policy") is to provide an avenue for employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees working for the Company and its subsidiaries. A whistle-blowing or reporting mechanism as such set out in the Policy, invites all employees to act responsibly to uphold the reputation of the Company and its subsidiaries.

The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. The details of the Whistle Blower Policy are available on the website of the Company at https://www.indiabullsvventures.com/public/media/Whistleblower_Policy_IVL_1590582862.pdf.

For Indiabulls Ventures Limited

Date: August 28, 2020
Place: Mumbai

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

Sd/-
Pinank Jayant Shah
Executive Director
DIN: 07859798



Secretarial Audit Report

ANNEXURE-1 Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Indiabulls Ventures Limited
CIN L74999DL1995PLC069631
M-62 & 63, First Floor
Connaught Place, New Delhi-01

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2020 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, 2020 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment]
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The SEBI (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not Applicable as there was no reportable event during the period under review]; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as applicable;



Secretarial Audit Report (Contd.)

(vi) The Management has identified and confirmed the following other laws, as applicable:

- (a) The Securities and Exchange Board of India Act, 1992;
- (b) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (c) The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;
- (d) The Bye laws and Business Rules of NSDL/CDSL ;
- (e) Directives/ Circular/ Clarifications/ Guidelines issued by SEBI, the Government of India, Regulatory Bodies and NSDL/ CDSL, from time to time;
- (f) Prevention of Money Laundering Act, 2002 and the Rules and Guidelines notified there under by SEBI / Regulatory Authorities;
- (g) Securities and Exchange Board of India (Research Analysts) Regulations, 2014
- (h) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
- (i) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

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

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

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

We further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. All the decisions of the Board and Committees thereof were carried out with requisite majority.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has responded appropriately to notices received from various statutory /regulatory authorities including initiating actions for corrective measures, wherever found necessary.

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

- (a) Issued and allotted 1,01,65,216 fully paid up equity shares of face value ₹ 2/- each, to eligible employees upon exercise of options vested in their favour under –‘Indiabulls Ventures Limited Employees Stock Option Scheme – 2008’ and ‘Indiabulls Ventures Limited Employees Stock Option Scheme – 2009’.
- (b) Bought back its 6,66,66,666 fully paid up equity shares of face value of ₹ 2/- each, in Buy-back offer which closed on February 4, 2020, and the same were extinguished on February 6, 2020.
- (c) The Company, for rewarding its employees for their



Secretarial Audit Report (Contd.)

continuous hard work, dedication and support, has in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") and in terms of shareholders authorisations, created share based employees benefits schemes, namely 'Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019' and 'Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020', to create and/or transfer and/or offer and/or grant employee stock options ("ESOPs") and/or fully paid-up equity shares of the Company of face value of ₹ 2 each ("Shares") and/or stock appreciation rights ("SARs" as defined in SBEB Regulations) under the Schemes, from time to time, upto an aggregate of 1,05,00,000 Shares and 93,00,000 Shares, respectively and authorised acquisition of shares from secondary market by "Indiabulls Ventures Limited- Employees Welfare Trust" established for undertaking the activities for the benefit of the employees that will be eligible under various share based employee benefit schemes of the Company.

- (d) Declared First interim dividend for FY 2019-20, in Board meeting held on April 25, 2019 (Re. 1/- per Fully Paid up equity share (face value of ₹ 2/- per equity share), Re. 0.55 per Partly Paid up equity share (face value of ₹ 2/- per share with paid up value of Re. 1.10 per share) and Re. 0.40 per Partly Paid up equity share (face value of ₹ 2/- per share

with paid up value of Re. 0.80 per share).

- (e) Declared Second interim dividend for FY 2019-20, in Board meeting held on March 12, 2020 (₹ 2.25 per Fully Paid up equity share (face value of ₹ 2/- per equity share), ₹ 1.2375 per Partly Paid up equity share (face value of ₹ 2/- per share with paid up value of Re. 1.10 per share) and Re. 0.90 per Partly Paid up equity share (face value of ₹ 2/- per share with paid up value of Re. 0.80 per share).
- (f) The Company had taken Board's and Shareholders approval on July 31, 2019 and September 28, 2019 respectively, to shift its Registered Office from Delhi to the State of Haryana.

For A. K. Kuchhal & Co.
Company Secretaries

Sd/-
(Robin Sen Giri)
Partner
C. P. 19074

Date: July 10th , 2020

Place: Noida

UDIN: A048884B000438174

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



Secretarial Audit Report (Contd.)

ANNEXURE TO SECRETARIAL AUDITORS' REPORT

To,
The Members,
Indiabulls Ventures Limited
CIN L74999DL1995PLC069631
M-62 & 63, First Floor
Connaught Place, New Delhi-01

Our Secretarial Audit Report of even date, for the financial year 2019-20 is to be read along with this letter.

Management's Responsibility

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

Auditor's Responsibility

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

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

For A. K. Kuchhal & Co.
Company Secretaries

Sd/-
(Robin Sen Giri)
Partner

Date: July 10th, 2020
Place: Noida

C. P. 19074
UDIN: A048884B000438174



Secretarial Compliance Report

ANNEXURE-2

SECRETARIAL COMPLIANCE REPORT OF “INDIABULLS VENTURES LIMITED” FOR THE YEAR ENDED 31ST MARCH, 2020

We, M/s A.K. Kuchhal & Co., Practising Company Secretaries having office at C-154, Sector-51, Noida-201301 have conducted the Secretarial Compliance Audit of INDIABULLS VENTURES LIMITED (“the Listed Entity”) in terms of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31st March 2020. The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

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

For the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the review period;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (i) The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 were not applicable during the review period;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



Secretarial Audit Report (Contd.)

- (k) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;
 (l) SEBI (Research Analysts) Regulations, 2014;
 (m) SEBI {KYC (Know Your Client) Registration Agency} Regulations, 2011;
 (n) SEBI (Merchant Bankers) Regulations, 1992;
 (o) Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992; and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

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

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

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

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

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

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

For A. K. Kuchhal & Co.
 Company Secretaries

Sd/-
 (Robin Sen Giri)
 Partner
 C. P. 19074

Date: June 24, 2020
 Place: Noida

UDIN: A048884B000376211



ANNEXURE 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy, including overview of projects or programs, proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

The Company focuses its CSR efforts on areas where maximum benefit accrues to society, such as education, health, sanitation, rural development, and environmental conservation etc. The Company also engages with stakeholders including experts, NGOs, professional bodies / forums, and the government, and takes up such CSR activities that are important for the society at large. The Company may also undertake such CSR projects of sudden criticality such as providing relief in areas stuck by natural disasters etc.

The Company's CSR Policy is available at https://www.indiabullsventures.com/public/media/csr-policy-isl_1564987829.pdf

2. Composition of the CSR Committee

Mr. Divyesh B. Shah, Chairman (Whole-time Director)
Mr. Alok Kumar Misra, Member (Independent Director)
Mr. Pinank Jayant Shah, Member (Executive Director)

3. Average Net Profit of the Company for last three financial years: ₹ 536,250,090/-

4. Prescribed CSR Expenditure (two percent of the amount as in item 4 above): ₹ 10,726,000/-

5. Details of CSR spend for the financial year:

a. Total amount spent for the financial year: ₹ 10,726,000/-

b. Amount unspent, if any: Nil

c. Manner in which the amount spent during the financial year is detailed below:

(Figs. in Rupees)

1	2	3	4	5	6	7	8	
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs		Amount Outlay (Budget) Project or Programs-wise	Amount Spent on Project or Programs Sub Heads:	Cumulative Expenditure up to 31st March 2019	Amount Spent Direct or through implementing agency *
			District	State				
1	Poshtik Ahar	Nutrition	Mumbai	Maharashtra	10,726,000	10,726,000	10,726,000	Implementing Agency (Indiabulls Foundation)
			Thane					
			Raigad					
			Nashik					
			Palghar					
	Total				10,726,000	10,726,000	10,726,000	

* Indiabulls Foundation is a registered Trust established by the Company along with its other companies.



6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in Board's report.**

During the financial year 2019-20, the Company has contributed its CSR expenditure aggregating to ₹ 10,726,000/- to the corpus of Indiabulls Foundation, for undertaking CSR projects, on its behalf. Contribution made covers the mandatory CSR expenditure which was required to be made by the Company.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and Policy of the Company.**

The Company understands that for it to continue to prosper over the long term, the community, environment and society at large must also prosper. During the financial year 2019-20, the implementation and monitoring of CSR Policy of the Company were environment friendly and in compliance with the applicable laws, CSR objectives and Policy of the Company.

For Indiabulls Ventures Limited

Date: June 25, 2020
Place: Mumbai

Sd/-
Divyesh B. Shah
Chairman – CSR Committee
DIN: 00010933

Sd/-
Pinank Jayant Shah
Executive Director
DIN: 07859798



ANNEXURE-4

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

I REGISTRATION & OTHER DETAILS

i	CIN	L74999DL1995PLC069631
ii	Registration Date	9-Jun-95
iii	Name of the Company	Indiabulls Ventures Limited
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	M - 62 & 63 First Floor, Connaught Place, New Delhi 110001 Ph: (011) 30252900 Fax: (011) 30252901
vi	Whether listed company	Yes
vii	Name, Address & contact details of Registrar & Transfer Agent, if any.	KFIN Technologies Private Limited Unit: Indiabulls Ventures Limited Karvy Selenium, Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 Tel : 040-6716 2222 - Fax: 040-23001153 E-mail: einward.ris@kfintech.com

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:-

SL No	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Other financial services activities, except insurance and pension funding activities	64990	99.06%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Indiabulls Investment Advisors Limited (Formerly Indiabulls Brokerage Limited) M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74992DL2008PLC182331	Subsidiary	100%	Section 2(87) of Companies Act, 2013



Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
2	Dhani Stocks Limited (formerly Indiabulls Securities Limited) M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74999DL2003PLC122874	Subsidiary	100%	Section 2(87) of Companies Act, 2013
3	Auxesia Soft Solutions Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U72900DL2011PLC225699	Subsidiary	100%	Section 2(87) of Companies Act, 2013
4	Indiabulls Distribution Services Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74999DL2009PLC191143	Subsidiary	100%	Section 2(87) of Companies Act, 2013
5	Devata Tradelink Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U51109DL2008PLC172459	Subsidiary	100%	Section 2(87) of Companies Act, 2013
6	Dhani Loans and Services Limited (Formerly Indiabulls Consumer Finance Limited and IVL Finance Limited) M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74899DL1994PLC062407	Subsidiary	100%	Section 2(87) of Companies Act, 2013
7	Pushpanjli Finsolutions Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U67190DL2009PLC196822	Subsidiary	100%	Section 2(87) of Companies Act, 2013
8	Arbutus Constructions Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U70101DL2010PLC208342	Subsidiary	100%	Section 2(87) of Companies Act, 2013
9	Gyansagar Buildtech Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U70200DL2010PLC209963	Subsidiary	100%	Section 2(87) of Companies Act, 2013
10	Dhani Healthcare Limited (Formerly Pushpanjli Fincon Limited) M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74110DL2009PLC197255	Subsidiary	100%	Section 2(87) of Companies Act, 2013
11	Indiabulls Alternate Investments Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74999DL2016PLC290926	Subsidiary	100%	Section 2(87) of Companies Act, 2013
12	Indiabulls Consumer Products Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74999DL2016PLC302574	Subsidiary	100%	Section 2(87) of Companies Act, 2013



Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
13	Indiabulls Asset Reconstruction Company Limited Indiabulls Finance Centre, Tower - 1, 9th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013	U67110MH2006PLC305312	Subsidiary	100%	Section 2(87) of Companies Act, 2013
14	Indiabulls Infra Resources Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U74999DL2017PLC311192	Subsidiary	100%	Section 2(87) of Companies Act, 2013
15	Transerv Limited 1002-B 10th Floor Tower1 Indiabulls Finance Center S B Marg, Elphinstone Road (W), Mumbai 400013	U93090MH2010PLC211328	Subsidiary	42%	Section 2(87) of Companies Act, 2013
16	Evinos Developers Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U70100DL2019PLC351426	Subsidiary	100%	Section 2(87) of Companies Act, 2013
17	Evinos Buildwell Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U70109DL2019PLC351424	Subsidiary	100%	Section 2(87) of Companies Act, 2013
18	Savren Buildwell Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U70109DL2019PLC357692	Subsidiary	100%	Section 2(87) of Companies Act, 2013
19	Krathis Buildcon Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U70109DL2019PLC357811	Subsidiary	100%	Section 2(87) of Companies Act, 2013
20	Krathis Developers Limited M - 62 & 63 First Floor, Connaught Place, New Delhi 110001	U70109DL2019PLC357999	Subsidiary	100%	Section 2(87) of Companies Act, 2013

Note1: During the year under review, the Company has incorporated 5 new subsidiary companies namely, Evinos Developers Limited, Evinos Buildwell Limited, Savren Buildwell Limited, Krathis Buildcon Limited and Krathis Developers Limited.

Note 2: During the year under review, the Company's subsidiary company Indiabulls Asset Reconstruction Company Limited, for its business purposes has set up five trusts namely Indiabulls ARC-VIII Trust, Indiabulls ARC-X Trust, Indiabulls ARC-XI Trust, Indiabulls ARC-XII Trust and Indiabulls ARC-XIII Trust.



IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to Total Equity)

(i) CATEGORY –WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the end of the year (Fully paid up Equity shares of face value of ₹ 2 each)(FPS) AND (Partly paid up Equity shares of face value of ₹ 2 each with paid up value of ₹ 1.10 & Re. 0.80 each)(PPS)							No. of Shares held at the end of the year (Fully paid up Equity shares of face value of ₹ 2 each)(FPS) AND (Partly paid up Equity shares of face value of ₹ 2 each with paid up value of ₹ 1.10 & Re. 0.80 each)(PPS)							% change during the year
	Demat		Physical		Total	% of Total Shares	Demat		Physical		Total	% of Total Shares			
	FPS	PPS	FPS	PPS	FPS+PPS		FPS	PPS	FPS	PPS	FPS+PPS	548438558			
A. Promoters															
(1) Indian															
a) Individual/HUF	41,489,078	9,408,927	0	0	50,898,005	8.41	22,143,566	9,408,927	0	0	31,552,493	5.75	-2.66		
b) Central Govt.	0	0	0	0	0	0	0	0	0	0	0	0	0		
c) State Govt.	0	0	0	0	0	0	0	0	0	0	0	0	0		
d) Bodies Corporates	146,390,510	26,379,507	0	0	172,770,017	28.56	117,051,863	26,379,507	0	0	143,431,370	26.15	-2.41		
e) Bank/FI	0	0	0	0	0	0	0	0	0	0	0	0	0		
f) Any other	0	0	0	0	0	0	0	0	0	0	0	0	0		
SUB TOTAL:(A) (1)	187,879,588	35,788,434	0	0	223,668,022	36.97	139,195,429	35,788,434	0	0	174,983,863	31.91	-5.06		
(2) Foreign															
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0	0	0	0		
b) Other Individuals	0	0	0	0	0	0	0	0	0	0	0	0	0		
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0	0	0	0		
d) Banks/FI	0	0	0	0	0	0	0	0	0	0	0	0	0		
e) Any other	0	0	0	0	0	0	0	0	0	0	0	0	0		
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0	0	0	0		
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	187,879,588	35,788,434	0	0	223,668,022	36.97	139,195,429	35,788,434	0	0	174,983,863	31.91	-5.06		
B. PUBLIC SHAREHOLDING															
(1) Institutions															
a) Mutual Funds	29,880	0	0	0	29,880	0.00	112,734	0	0	0	112,734	0.02	0.02		
b) Banks/FI	156,083	0	0	0	156,083	0.03	155,796	0	0	0	155,796	0.03	0.00		
c) Central Govt.	0	0	0	0	0	0	0	0	0	0	0	0			
d) State Govt.	0	0	0	0	0	0	0	0	0	0	0	0			
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0			
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0			
g) FIs	144,687,623	11,552,315	0	0	156,239,938	25.83	132,687,728	10,450,452	0	0	143,138,180	26.10	0.27		
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0			
i) Others	0	0	0	0	0	0	0	0	0	0	0	0			
SUB TOTAL (B)(1):	144,873,586	11,552,315	0	0	156,425,901	25.86	132,956,258	10,450,452	0	0	143,406,710	26.15	0.29		



Category of Shareholders	No. of Shares held at the end of the year (Fully paid up Equity shares of face value of ₹ 2 each)(FPS) AND (Partly paid up Equity shares of face value of ₹ 2 each with paid up value of ₹ 1.10 & Re. 0.80 each)(PPS)						No. of Shares held at the end of the year (Fully paid up Equity shares of face value of ₹ 2 each)(FPS) AND (Partly paid up Equity shares of face value of ₹ 2 each with paid up value of ₹ 1.10 & Re. 0.80 each)(PPS)						% change during the year
	Demat		Physical		Total	% of Total Shares	Demat		Physical		Total	% of Total Shares	
	FPS	PPS	FPS	PPS	FPS+PPS		FPS	PPS	FPS	PPS	FPS+PPS	548438558	
(2) Non Institutions													
a) Bodies corporates													
i) Indian	55,422,850	13,312,727	0	0	68,735,577	11.36	59,694,797	13,783,320	0	0	73,478,117	13.40	2.04
ii) Overseas	0	0	0	0	0	0	0	0	0	0	0	0	0
b) Individuals													
i) Individuals holding nominal share capital upto ₹ 1 lakh	30,013,233	5,510,974	13,919	2,424	35,540,550	5.87	26,599,288	8,254,006	13,743	1,989	34,869,026	12.91	7.04
ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	31,381,673	5,646,894	0	0	37,028,567	6.12	32,475,939	3,460,323	0	0	35,936,262	5.94	-0.18
c) NBFCs Registered with RBI	0	0	0	0	0	0.00	49,298	2,343	0	0	51,641	0.01	0.01
c) Others (specify)													
i) Clearing Members	6,220,692	5,359	0	0	6,226,051	1.03	721,917	55,305	0	0	777,222	0.14	-0.89
ii) IEPF	73,282	0	0	0	73,282	0.01	129,759	0	0	0	129,759	0.02	0.01
iii) Foreign Corporate Bodies	2,250,000	0	0	0	2,250,000	0.37	0	0	0	0	0	0.00	-0.37
iv) Foreign Companies	62,213,000	11,103,288	0	0	73,316,288	12.12	62,213,000	11,103,288	0	0	73,316,288	13.37	1.25
v) Non-Resident Indians	1,630,090	11,227	0	0	1,641,317	0.27	1,025,579	9,658	0	0	1,035,237	0.19	-0.08
SUB TOTAL (B)(2):	189,204,820	35,590,469	13,919	2,424	224,811,632	37.16	182,909,577	36,668,243	13,743	1,989	219,593,552	40.04	2.88
Total Public Shareholding (B)= (B)(1)+(B)(2)	334,078,406	47,142,784	13,919	2,424	381,237,533	63.02	315,865,835	47,118,695	13,743	1,989	363,000,262	66.19	3.17
C.Non-Promoter Non-Public Shareholding													
Custodian/DR holder	58977	0	0	0	58977	0.01	54433	0	0	0	54433	0.01	0
Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)	0	0	0	0	0	0	10,400,000	0	0	0	10,400,000	1.90	1.90
Grand Total (A+B+C)	522,016,971	82,931,218	13,919	2,424	604,964,532	100.00	465,515,697	82,907,129	13,743	1,989	548,438,558	100.00	0.00

Note 1: As on March 31, 2019, effect of forfeiture of 24,524 partly paid up equity shares was pending in depositories system.

Note 2: Voting Rights i.e.o partly paid-up shares are proportionate to the amount paid up on such shares.



(ii) SHAREHOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year					Shareholding at the end of the year					% change in share holding 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	
		FPS	PPS	Total			FPS	PPS	Total			
1	Mr. Sameer Gehlaut	41,489,078	9,408,927	50,898,005	8.41	0	22,143,566	9,408,927	31,552,493	5.76	0	-2.65
2	Orthia Properties Private Limited	39,981,305	9,367,460	49,348,765	8.16	0	32,256,317	9,367,460	41,623,777	7.59	0	-0.57
3	Zelkova Builders Private Limited	32,907,534	7,710,104	40,617,638	6.71	0	23,223,154	7,710,104	30,933,258	5.64	0	-1.07
4	Orthia Constructions Private Limited	39,701,671	9,301,943	49,003,614	8.10	0	27,772,392	9,301,943	37,074,335	6.76	0	-1.34
5	Inuus Properties Private Limited	17,000,000	0	17,000,000	2.81	0	17,000,000	0	17,000,000	3.10	0	0.29
6	Inuus Developers Private Limited	16,800,000	0	16,800,000	2.78	0	16,800,000	0	16,800,000	3.06	0	0.28
Total		187,879,588	35,788,434	223,668,022	36.97	0	139,195,429	35,788,434	174,983,863	31.91	0	-5.06

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	223,668,022	36.97		
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) #	# (Please see note 1)		# (Please see note 1)	
	At the end of the year	174,983,863	31.91		

Note 1: Date wise increase/decrease in Promoters Shareholding:



FPS: Fully paid up shares

PPS: Partly paid up shares

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.19 to 31.03.20)	
		No. of Shares at the beginning (01.04.19) (FPS +PPS)	% of total shares of the Company				No. of Shares (FPS + PPS)	% of total shares of the Company
1	Mr. Sameer Gehlaut	50,898,005 (FPS- 41,489,078 & PPS-9,408,927)	8.41	01-Apr-19	-	-	-	-
				04- Feb-20	19,345,512 (FPS) (Decrease)	Accepted in Buyback	31,552,493 (FPS- 22,143,566 & PPS-9,408,927)	5.76
At the end of the year (31.03.2020)							31,552,493 (FPS- 22,143,566 & PPS-9,408,927)	5.76
2	Orthia Properties Private Limited	49,348,765 (FPS- 39,981,305 & PPS- 9,367,460)	8.16	01-Apr-19	-	-	-	-
				04- Feb-20	7,724,988 (FPS) (Decrease)	Accepted in Buyback	41,623,777 (FPS- 32,256,317 & PPS- 9,367,460)	7.59
At the end of the year (31.03.2020)							41,623,777 (FPS- 32,256,317 & PPS- 9,367,460)	7.59
3	Zelkova Builders Private Limited	40,617,638 (FPS- 32,907,534 & PPS- 7,710,104)	6.71	01-Apr-19	-	-	-	-
				04- Feb-20	9,684,380 (FPS) (Decrease)	Accepted in Buyback	30,933,258 (FPS- 23,223,154 & PPS- 7,710,104)	5.64
At the end of the year (31.03.2020)							30,933,258 (FPS- 23,223,154 & PPS- 7,710,104)	5.64
4	Orthia Constructions Private Limited	49,003,614 (FPS- 39,701,671 & PPS- 9,301,943)	8.10	01-Apr-19	-	-	-	-
				04- Feb-20	11,929,279 (FPS) (Decrease)	Accepted in Buyback	37,074,335 (FPS- 27,772,392 & PPS- 9,301,943)	6.76
At the end of the year (31.03.2020)							37,074,335 (FPS- 27,772,392 & PPS- 9,301,943)	6.76
5	Inuus Properties Private Ltd	17,000,000 (FPS)	2.81	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							17,000,000 (FPS)	3.10
6	Inuus Developers Private Ltd	16,800,000 (FPS)	2.78	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							16,800,000 (FPS)	3.06



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) \$

Sl No.	Shareholders Name	Shareholding at the beginning of the year				Shareholding at the end of the year			
		No. of shares			% of total shares of the Company	No. of shares			% of total shares of the Company
		FPS	PPS	Total		FPS	PPS	Total	
1	Tamarind Capital Pte Ltd ** (1)	62,213,000	11,103,288	73,316,288	12.12	62,213,000	11,103,288	73,316,288	13.37
2	Jasmine Capital Investments Pte Ltd ** (1)	52,545,147	7,287,296	59,832,443	9.89	51,445,147	7,287,296	58,732,443	10.71
3	Steadview Capital Mauritius Limited ** (2)	34,907,801	1,095,774	36,003,575	5.95	20,791,525	1,095,774	21,887,299	3.99
4	Indiabulls Ventures Limited-Employees Welfare Trust #	0	0	0	0.00	10,400,000	0	10,400,000	1.90
5	Tupelo Consultancy LLP **	18,440,813	4,709,132	23,149,945	3.83	9,668,130	581,250	10,249,380	1.87
6	Brijkishor Trading Private Limited **	8,300,000	1,556,250	9,856,250	1.63	8,300,000	1,556,250	9,856,250	1.80
7	Morgan Stanley Asia (Singapore) Pte. - ODI #	0	0	0	0.00	8,636,747	160,000	8,796,747	1.60
8	Shubhi Consultancy Services LLP **	9,487,486	1,025,132	10,512,618	1.74	5,991,486	1,025,132	7,016,618	1.28
9	Kora Master Fund LP #	3,352,265	0	3,352,265	0.55	6,753,112	0	6,753,112	1.23
10	BNP Paribas Arbitrage - ODI #	378,262	0	378,262	0.06	6,046,598	0	6,046,598	1.10
11	Inuus Constructions Private Limited *	4,911,456	920,898	5,832,354	0.96	4,911,456	920,898	5,832,354	1.06
12	Nomura Singapore Limited *	4,973,435	0	4,973,435	0.82	5,313,437	0	5,313,437	0.97
13	ABG Capital * (2)	5,565,280	257,726	5,823,006	0.96	1,607,584	257,726	1,865,310	0.34
14	TIMF Holdings *	4,950,000	0	4,950,000	0.82	0	0	0	0.00

** Top 10 shareholders as on 01.04.2019 and 31.03.2020

Top 10 shareholders as on 31.03.2020 only

*Top 10 shareholders as on 01.04.2019 only

(1) Acting as PACs

(2) Acting as PACs

\$ 99.99% of paid-up Equity share capital of the Company was held in dematerialised form. These are traded on a daily basis at BSE & NSE and hence, the date wise increase/decrease in shareholding is not indicated.

Voting Rights i.r.o Partly Paid-up Shares (PPS) are proportionate to the amount paid up on such shares.



(v) Shareholding of Directors & Key Managerial Personnel

A) Shareholding of Directors

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.19 to 31.03.20)	
		No. of Shares at the beginning (01.04.19) (FPS)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Mr. Sameer Gehlaut, Non-Executive Chairman (Refer Note 1)	50,898,005 (FPS- 41,489,078 & PPS-9,408,927)	8.41	01-Apr-19	-	-	-	-
				04- Feb-20	19,345,512 (FPS) (Decrease)	Accepted in Buyback	31,552,493 (FPS- 22,143,566 & PPS-9,408,927)	5.76
At the end of the year (31.03.2020)							31,552,493 (FPS- 22,143,566 & PPS-9,408,927)	5.76
2	Mr. Divyesh B. Shah, Whole-time Director & CEO (Refer Note 2)	12,550,687 (FPS- 10,569,000 & PPS-1,981,687)	2.07	01-Apr-19	-	-	-	-
				27 May-19 to 28 May 19	325,000 (FPS) (Decrease)	Market Sale	12,225,687 (FPS- 10,244,000 & PPS- 1,981,687)	1.99
				29 May-19	815,000 (FPS) (Increase)	Pursuant to exercise of ESOPs	13,040,687 (FPS- 11,059,000 & PPS- 1,981,687)	2.13
				04- Feb-20	2,448,784 (FPS) (Decrease)	Accepted in Buyback	10,591,903 (FPS- 8,610,216 & PPS- 1,981,687)	1.94
				13-Feb-20	245,000 (FPS) (Increase)	Pursuant to exercise of ESOPs	10,836,903 (FPS- 8,855,216 & PPS- 1,981,687)	1.98
At the end of the year (31.03.2020)							10,836,903 (FPS- 8,855,216 & PPS- 1,981,687)	1.98
3	Mr. Gagan Banga, Non-Executive Director	691,422 (FPS- 547,040 & PPS- 144,382)	0.11	01-Apr-19	-	-	-	-
				29 May-19	1,666,800 (FPS) (Increase)	Pursuant to exercise of ESOPs	2,358,222 (FPS- 2,213,840 & PPS- 144,382)	0.39
				30 Mar-19 to 03- Jun-19	461,115 (FPS) (decrease)	Market Sale	1,897,107 (FPS- 1,752,725 & PPS- 144,382)	0.31
				04- Feb-20	1,063,939 (FPS) (Decrease)	Accepted in Buyback	833,168 (FPS- 688,786 & PPS-144,382)	0.15
At the end of the year (31.03.2020)							833,168 (FPS- 688,786 & PPS-144,382)	0.15



Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.19 to 31.03.20)	
		No. of Shares at the beginning (01.04.19) (FPS)	% of total shares of the Company				No. of Shares	% of total shares of the Company
4	Mr. Pinank Jayant Shah, Executive Director	0	0.00	01-Apr-19	-	-	-	-
				29-May-19	192,000 (FPS) (Increase)	Pursuant to exercise of ESOPs	192,000 (FPS)	0.03
				04- Feb-20	185,211 (FPS) (Decrease)	Accepted in Buyback	6,789 (FPS)	0.00
				13-Feb-20	96,000 (FPS) (Increase)	Pursuant to exercise of ESOPs	102,789 (FPS)	0.02
At the end of the year (31.03.2020)							102,789 (FPS)	0.02
5	Mrs. Vijayalakshmi Rajaram Iyer*, Non-Executive Independent Director	0	0.00	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							N.A	N.A
6	Mr. Shyam Lal Bansal, Non-Executive Independent Director (Refer Note 3)	0	0.00	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							0	0.00
7	Mr. Alok Kumar Misra, Non-Executive Independent Director (Refer Note 3)	1,235 (FPS-1,000 & PPS-235)	0.00	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							1,235 (FPS-1,000 & PPS-235)	0.00
8	Mrs. Rekha Gopal Warriar**, Non-Executive Independent Director	N.A	N.A	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							0	0.00
9	Mr. Abhaya Prasad Hota#, Non-Executive Independent Director	0	0.00	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							N.A	N.A
10	Mr. Praveen Kumar Tripathi##, Non-Executive Independent Director	N.A	N.A	01-Apr-19	-	-	-	-
At the end of the year (31.03.2020)							0	0.00

Note 1: On August 28, 2020, the Board has appointed Mr. Sameer Gehlaut, as Whole time Director & Key Managerial Personnel, designated as Chairman and Chief Executive Officer (CEO) of the Company. This appointment will come into effect from the conclusion of ensuing 25th Annual General Meeting of the Company.



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

Note 3: Ceased to be as Independent Directors of the Company w.e.f August 27, 2020 on completion of their tenure of one year.

* Mrs. Iyer ceased to be as Independent Director of the Company w.e.f August 27, 2019 on completion of her tenure as Independent Director on the Board of the Company.

** Mrs. Warriar has resigned as Independent Director of the Company w.e.f. May 23, 2020, due to her personal commitments.

Mr. Hota has resigned as Independent Director of the Company w.e.f. September 16, 2019, due to his health issues.

Mr. Praveen Kumar Tripathi was appointed as Independent Director of the Company w.e.f. September 16, 2019.

B) Shareholding of KMP

1	Mr. Rajeev Lochan Agrawal, CFO	29,500 (FPS-24,500 & PPS-5,000)	0.00	01-Apr-19	-	-	-	-
				29-May-19	22,250 (FPS) (Increase)	Pursuant to exercise of ESOPs	51,750 (FPS-46,750 & PPS-5,000)	0.00
				13-Feb-20	20,000 (FPS) (Increase)	Pursuant to exercise of ESOPs	71,750 (FPS-66,750 & PPS-5,000)	0.01
				5 Dec -19 to 6 Mar-20	13,000 (FPS) (Decrease)	Market Sale	58,750 (FPS-53,750 & PPS-5,000)	0.01
At the end of the year (31.03.2020)							58,750 (FPS-53,500 & PPS-5,000)	0.01
2	Mr. Lalit Sharma, Company Secretary	600 (PPS)	0.00	01-Apr-19	-	-	-	-
				29-May-19	8,000 (FPS) (Increase)	Pursuant to exercise of ESOPs	8,600 (FPS 8,000 & PPS-600)	0.00
				13-Feb-20	8,000 (FPS) (Increase)	Pursuant to exercise of ESOPs	16,600 (FPS-16,000 & PPS-600)	0.00
				9- Sep-19 to 31 Mar-20	12,000 (FPS) (Decrease)	Market Sale	4,600 (FPS-4,000 & PPS-600)	0.00
At the end of the year (31.03.2020)							4,600 (FPS-4,000 & PPS-600)	0.00



V INDEBTEDNESS

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

Amount (₹ in Lacs)

	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i)	Principal Amount	23,617.25	30,019.30	-	53,636.55
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	9.96	-	-	9.96
	Total (i+ii+iii)	23,627.21	30,019.30	-	53,646.51
	Change in Indebtedness during the financial year				
	Additions	231,186.60	21,500.00	-	252,686.60
	Reduction	246,523.42	22,460.53	-	268,983.95
	Net Change	(15,336.82)	(960.53)	-	(16,297.35)
	Indebtedness at the end of the financial year				
i)	Principal Amount	8,290.39	29,058.77	-	37,349.16
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	8,290.39	29,058.77	-	37,349.16

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration	Amount (₹)		
		Mr. Divyesh B Shah (CEO & Whole-time Director)#	Mr. Pinank Jayant Shah (Executive Director) ##	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	40,058,696	-	40,058,696
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961*	28,800	-	28,800
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission (as % of profit/others)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	40,087,496		40,087,496
	Ceiling as per the Act	₹ 26.73 crores (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act 2013)		

*Excludes value of perquisites on exercise of stock options



w.e.f. April 1, 2020, Mr. Divyesh B. Shah, Whole-time Director & COO had opted to take 90% cut on his salary.

w.e.f. April 1, 2020, Mr. Pinank Jayant Shah, Executive Director (CEO of Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Ltd), wholly owned subsidiary of the Company) had opted to take 50% cut on his salary.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Amount in (₹)						Total Amount
		Mrs. Vijayalakshmi Rajaram Iyer	Mrs. Rekha Gopal Warriar	Mr. Shyam Lal Bansal	Mr. Alok Kumar Misra	Mr. Abhaya Prasad Hota	Mr. Praveen Kumar Tripathi	
1	Independent Directors							
	(a) Fee for attending board/ committee meetings	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-
	Total (1)	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
2	Other Non -Executive Directors	Mr. Sameer Gehlaut	Mr. Gagan Banga					
	(a) Fee for attending board/ committee meetings	-	-					-
	(b) Commission	-	-					-
	(c) Others, please specify.	-	- *					-
	Total (2)	-	-					-
	Total (B)=(1+2)	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
	Total Managerial Remuneration	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
	Overall Ceiling as per the Act.	₹ 2.67 crores (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act 2013)						

*Excludes value of perquisites on exercise of stock options.



C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel@ other than MD/MANAGER/WTD		Amount (₹)
		Mr. Rajeev Lochan Agrawal, Chief Financial Officer	Mr. Lalit Sharma, Company Secretary	Total
	Gross Salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2,801,332	1,167,476	3,968,808
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961*	28,800	9,653	38,453
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others	-	-	-
	Total	2,830,132	1,177,129	4,007,261

@ w.e.f. April 1, 2020, Mr. Rajeev Lochan Agrawal and Mr. Lalit Sharma had opted to take 15% and 25% cut on their respective salary.

*Excludes value of perquisites on exercise of stock options

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

During the year under review, the Company, its directors or any of its officers were not liable for any penalty, punishment or any compounding of offences under the Companies Act, 2013

For Indiabulls Ventures Limited

Date: August 28, 2020
Place: Mumbai

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

Sd/-
Pinank Jayant Shah
Executive Director
DIN: 07859798



Annexure-5

Policy for Dealing with Related Party Transactions

I. INTRODUCTION

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

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

II. DEFINITIONS

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

- a) “Act” means the Companies Act, 2013, for the time being in force and as amended from time to time.
- b) “Listing Regulations” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the time being in force and as amended from time to time.
- c) “Audit Committee” means Committee of Board of Directors of the Company constituted under provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) “Board/Board of Directors” means the board of directors of IVL.
- e) “Related Party” shall mean a person or entity that is related to the Company as defined under Section 2(76) of the Companies Act, 2013 or under Regulation 2(zb) of the Listing Regulations, as may be amended from time to time.
- f) “Related Party Transaction” shall mean all transactions as per Section 188 of the Act or under regulation 2(zc) of the Listing Regulations or as per applicable accounting standards, as may be amended from time to time.
- g) “Material transaction” means transaction(s) defined as Material Related Party Transaction(s) under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.
- h) “Arm’s length transaction” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- i) “Ordinary Course of Business” - The transactions shall be in the ordinary course of business if - (a) If the transaction is covered in the main objects or objects in furtherance of the main objects or (b) If the transaction is usual as per industry practice or (c) If the transaction is happening frequently over a period of time and is for the business purpose of the Company.
- j) “Annual Consolidated Turnover” is defined as Total Income (including other income) of the last audited Consolidated Financial Statements of the Company.

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



III. POLICY

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

IV. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

Approval of Related Party Transactions:

A. Audit Committee:

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

B. Board of Directors:

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

C. Shareholders:

- i. If a Related Party Transaction is (i) a material transaction as per Regulation 23 of the Listing Regulations, or (ii) not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Companies Act, 2013, it shall require shareholders' approval by a special resolution.
- ii. Any member, who is a Related Party, shall not participate in discussion and voting on resolution for approving such Related Party Transaction.

V. OMNIBUS APPROVAL BY AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS

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

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

VI. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

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



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

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

VII. THRESHOLD LIMITS FOR MATERIALITY OF RELATED PARTY TRANSACTIONS

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

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

VIII. DISCLOSURE OF THE POLICY

This Policy will be uploaded in the website of the Company at <http://www.indiabullsvventures.com/>.

IX. POLICY REVIEW

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

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



Annexure 6

Disclosures on Managerial Remuneration

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

Ratio of the remuneration of each director to the median employees' remuneration, for FY 2019-20

Designation	Ratio of remuneration to the median employees' remuneration
Chief Executive Officer & Whole time Director	28:1

It is to be noted that the above table is drawn up on the amounts of remuneration paid to the executive directors during FY2019-20.

In the first quarter of FY2020-21, the directors took voluntary pay cuts such that:

- Whole-time Director & COO, Mr. Divyesh B. Shah, has voluntarily opted for total pay cut of 90%
- Executive Director, Mr. Pinank Jayant Shah, CEO of Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Ltd), wholly owned subsidiary of the Company, has voluntarily opted for total pay cut of 50%

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

No remuneration was paid to other Director(s) during the Financial Year 2019-20 and hence, not forming part of this clause.

Percentage increase in remuneration of each Director, Chief Financial Officer , Chief Executive Officer, Company Secretary or Manager, in FY 2019-20

Designation	Increase in Remuneration (%)
Chief Executive Officer & Whole time Director	-12.00%
Chief Financial Officer	0
Company Secretary	0

Details of voluntary pay cuts taken in the Q1 FY2020-21 have been mentioned below the first table above.

No remuneration was paid to other Director(s) during the Financial Year 2018-19 and FY 2019-20 hence not forming part of this clause.

The percentage increase in the median remuneration of employees in the FY 2019-20

There has been an increase of 3.22% in the median remuneration of all the employees (including KMPs), for FY 2018-19 and FY 2019-20.

Number of permanent employees on the rolls of Company.

During the financial year 2019-20, upon receipt of all requisite approvals from the statutory / regulatory authorities, Stock Broking Business of the Company has been transferred to its 100% subsidiary company namely Dhani Stocks Limited (formerly Indiabulls Securities Limited) ("DSL") and all the employees of the Company related to such business were transferred on ongoing basis to DSL. In view of the same the Company had 12 employees on its permanent rolls, as on March 31, 2020.



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

The average percentile increase made in the salaries of total employees other than the key managerial personnel, for FY 2019-20 is around 2.63%, while the average increase in the remuneration of key managerial personnel is around -5.62%.

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

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

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



Management Discussion and Analysis

ABOUT THE COMPANY

Indiabulls Ventures Limited (IVL) is a consumer business focussed around technology enabled solutions in the Finance & Healthcare space through its app Dhani. Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) (DLSL), a 100% subsidiary of IVL, is a Non-banking Financial Services Company (NBFC) classified by the RBI as Non Deposit Taking, Systemically Important (NBFC-ND-SI). DLSL extends consumer and business loans through digitally enabled loan fulfilment solutions. As digitization continues to transform the banking and financial services sector, the Company is making most of the opportunity by catering to its customer's financing requirements, delivered digitally. Dhani App offers multiple products to fulfil customers funding, transactional and healthcare requirements including offerings of easy and affordable monthly subscriptions

BUSINESS STRATEGY

Dhani is a consumer business delivering cutting edge technology enabled products for various financial and healthcare requirements of the vast growing Indian population. Dhani is a 100% digital platform. Dhani app has evolved over the last 3 years and has given loans to over 5 million customers. Dhani is now focussed around a fee based model through its various product offerings like Dhani Instant Credit Line, Dhani Doctor, Dhani Pay, Dhani Insurance, Dhani Rupay Card, Dhani Stocks, etc. We bring together a large number of people under the Dhani umbrella and offer them subscriptions across various Dhani products. As more and more customers experience Dhani products there is a significant increase the number of users on Dhani app on a daily basis. The Company has launched various engagement tools for its customers like Dhani Zone.

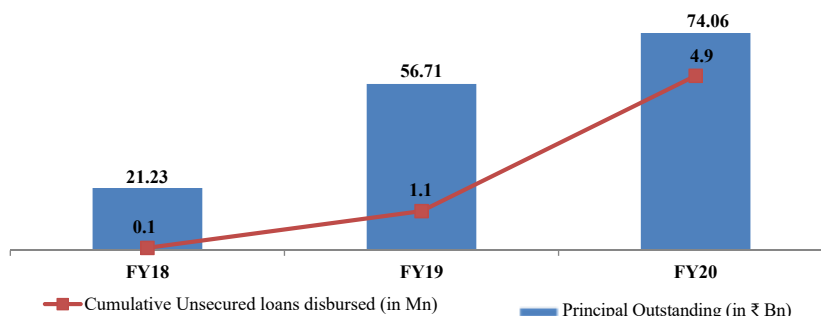
The Company had decided to build a balance sheet light business. To strengthen its liquidity position and diversify its funding profile, the Company endeavours to mobilize funds by sell down of its loan portfolio apart from raising funds through traditional sources of funding like Banks and Commercial Paper's/Debentures. The Company sells its loans under both the structures, Pass through Certificate (PTC) and Direct Assignment (DA). This mode of raising funds is in sync with the Company's objective of building a strong fee based income with no need of any additional equity capital for funding future growth. Sell down transactions are an efficient means of raising liquidity, ensure high capitalization as the loan portfolio is moved off balance sheet while retaining the spread. During the FY 2020, the Company has raised funds of Rs 7,014 Crores by sell down of its loan portfolio, which has helped Company to manage its liquidity and lending activities in an efficient manner.

Lending Products

The Company provides multiple lending products, basis the customer's requirement and risk profile, leveraging its technology platform and using data analytics.

In a short span, Dhani has positioned itself amongst the top fintech apps, with a total of over 61 million downloads across the Google play store and Apple app store, demonstrating its increasing popularity. The Company has disbursed 4.9 million unsecured loans as of March 31, 2020 supported by a robust digital lending platform.

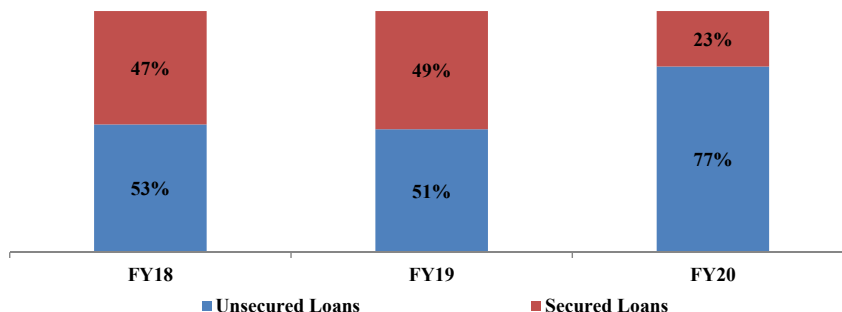
Year on year snapshot of the unsecured loans disbursed and principal outstanding is shown below:





Management Discussion and Analysis (Contd.)

The product mix of Assets Under Management between Unsecured and Secured Loans is given below:



Payment Platform - Dhani Wallet and RuPay Card

Dhani Wallet is a secured prepaid account / mobile wallet, which can be used for various transactions like online purchases, use at over 3 million merchants across the country, paying bills online, mobile recharge, travel bookings, and getting exciting rewards & exclusive discounts on every payment made using the Dhani Wallet. The payments made on this platform are secure and makes the entire process quick and easy.

The Company has become first non-bank to launch a Rupay Card in India which allows Dhani Pay customers to spend and earn rewards at over 3 million merchants across India and on all E-tailing platforms. This card is a chip & pin card which is completely secure and a customer can manage, block, unblock, set transaction limits etc. using the Dhani App. The product is a complete package which comes with rewarding points, cash backs and attractive offers. This helps us deepen our engagement with our customers and learn more about their needs while extending credit lines to them.



Dhani Pay wallet



Dhani Pay RuPay cards for individuals and in the family pack



Phone recharge, Bill payments, Gift cards, Hotel & Flight bookings

Dhani Stock:

The all new Dhani Stocks is a discount broking platform offering fixed subscription based plan for unlimited trading at Rs 500 per month. Dhani Stocks is powered by robust technology and offers seamless and lightning fast trading experience.

Dhani Stocks offers a completely 'Online DEMAT Account Opening Process'. Dhani Stocks offers Subscription plans in Equity, F&O & Currency segment, which provide trading access to NSE, BSE, NSE F&O, and Currency derivatives segments. Customers can choose to trade through Dhani App which is available on Android and IOS or trade using desktop.

The Dhani stock app provides many effective features under one umbrella which includes most cost effective plan, no hidden charges, more exposure in equity and F&O segment, opening online account instantly, no fund transfer charges, online IPO application etc.



Management Discussion and Analysis (Contd.)

dhanistocks

UNLIMITED TRADING @ ₹500 PER MONTH ONLY

Zero charges for F&O, Delivery & Intraday

Open Demat & Trading A/c

T&C Apply

Dhani Insurance:

Dhani App bring comprehensive Health care plan for all customers necessary medical expenses powered by GoDigit Health Insurance. This insurance comes with cashless facility across the country in more than 4700+ hospitals.

This insurance covers comes with number of features which includes COVID-19 & easy claim process. Its provides many benefits like Sum insured of Rs.50,000, coverage of Covid-19, one month pre and two months post hospitalisation expenses coverage, room rent, ICU charges and ambulance charges up to certain % of Sum Insured, four years Pre-Existing Disease waiting period, Second Opinion of any illness, All Day Care procedures and Annual Health check-up coverage, etc.

dhaniinsurance

₹50,000 Medical Insurance @ ₹160 p.m. only

More than 10 lac people have taken insurance with Dhani

✓ Cashless facility at 4700+ hospitals

GET INSURED NOW

New Products Launch: Dhani Super Saver, Dhani Doctor & Dhani Medicines

Healthcare being of the most important needs in today's times of COVID-19, the Company is in the process of launching new products in healthcare and lifestyle space in H1 FY 2021. One of the products is Dhani doctor, offering 24/7, 365 days a year, online video consultation blended with Dhani Medicines, where a customer can order generic medicines at steep discounts to be delivered at their doorstep. The company intends to offer affordable monthly subscriptions for benefit of its customers. Dhani Supersaver is another new product the company has launched where customers can enjoy cash backs on spends done on Dhani Card & wallet at a nominal monthly fee.



Management Discussion and Analysis (Contd.)

Supersaver
5% cashback on everything
First month FREE
SUBSCRIBE NOW

dhanidoctor
24x7 Doctor Consultations
on video
FREE for first 30 days
CONSULT NOW

dhanimedical
Your Prescription
and order

TECHNOLOGY FOCUSED BUSINESS

The Company continues to invest in technology to provide solutions to millions of customers. The Company will focus on the following themes in FY21:

- Will deepen the investment in in-house analytics, data science & technology for greater agility and innovation in our products and maintaining our competitive edge in digital solutions
- Continuous innovation & improvement to provide seamless journey at the same time ensure robust system performance
- Machine learning based Analytics to determine customer product requirement basis life cycle of the consumer

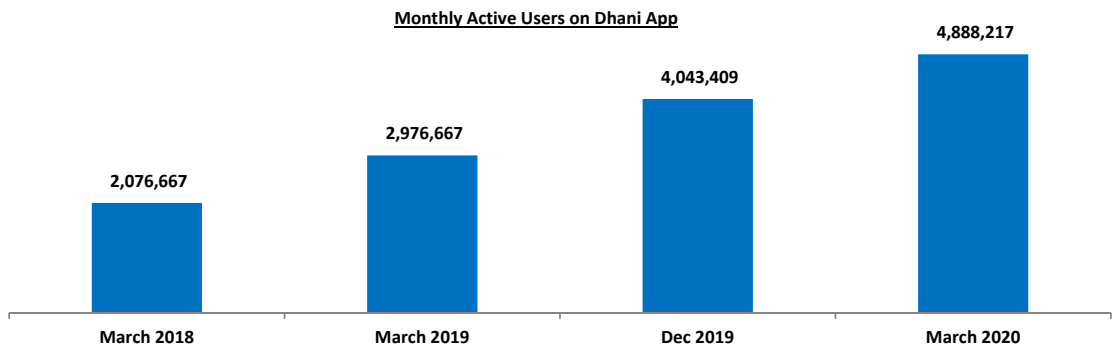
The technology platform allows the company to deepen the engagement with its customers through various products & services. Some of the customer engagement initiatives which the Company has undertaken are as follows:

- Bill Payment, Mobile recharge and other services
- Flights, Bus, Hotel and other travel services
- Money Transfer facility
- Dhani Cash Loyalty Program
- Credit Lines, Top-Up Loans
- Refer & Earn &
- Dhani News

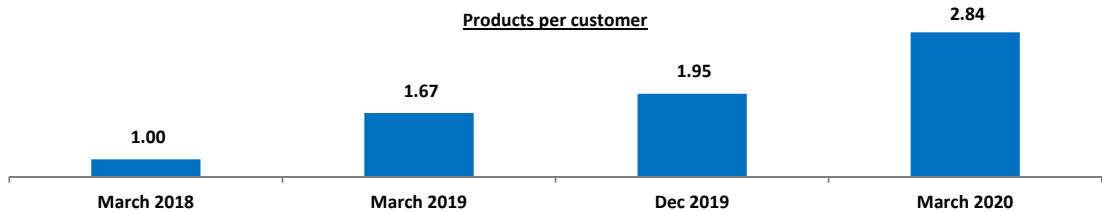


Management Discussion and Analysis (Contd.)

Increasing number of customers are visiting the Dhani App and fulfilling their daily requirements of digital transactions through Dhani loans.



Increased customer engagement has helped us improve our product per customer penetration.



PERFORMANCE HIGHLIGHTS: FY 2020

- Consolidated Revenue of 29.19 Bn
- Consolidated Normalized Profit After Tax of 4.16 Bn (adjusted for COVID-19 provision & write offs)
- AUM of 96.26 Bn
- CRAR as of 31st March, 2020 was at 58.92%
- Net Gearing as of 31st March, 2020 was at 0.66 in the lending business



Management Discussion and Analysis (Contd.)

- Total customer franchise of approx. 4.9 million as of 31st March, 2020
- Total provisions as a percentage of GNPA as of 31st March, 2020 was at 583%

Asset Liability Management:

Given the short term maturity of its loan portfolio and adequate liquidity buffers enjoyed by the company, its Asset Liability Position is comfortable

During FY2020, the RBI sought to address NBFCs asset liability mismatches and introduced the liquidity coverage ratio (LCR) requirement for all deposit taking NBFCs, and non-deposit taking NBFCs with an asset size of ₹ 5,000 crores and above. The new regulation mandated these NBFCs to maintain a minimum level of high-quality liquid assets to cover expected net cash outflows in a stressed scenario. The regulation also stipulated that these NBFCs should attain LCR of 100 per cent over a period of four years in a phased manner commencing from December 2020. DLSL's liquidity buffer management framework is equipped to adhere to such requirements.

ANALYTICS

As world is increasingly moving towards data-driven approach, data analytics play a crucial role in informed decision making to drive organizations towards better and improved efficiency and help achieving desired organization objectives. Particularly in the Financial Services sector, companies through data analytics can manage large customer data and help create customized offers/product for the customer for their respective needs, at the same time it also aids in risk management by monitoring the trends at customer segment level performance and help resultant proactive risk management strategies by segmenting delinquent borrowers. The Artificial Intelligence (AI) based data analysis helps predicting customer's preference and recommend proactive retention strategies to improve customer loyalty.

DLSL's premise for lending business has been on data analytics which Company has further invested in, primarily driven by data driven digital lending platform. This enables delivery of customized offering to loan applicants. The Company has made sizable investments in technology which enables quick app based disbursements reducing the operating costs for the Company and managing risk efficiently. Artificial intelligence based models and decision trees are deployed on state-of-the-art technologies like decision engines with real time processing capabilities.

RISK MANAGEMENT IN LENDING

DLSL is exposed to a variety of risks such as credit, interest rate, liquidity, operational, business, regulatory risks among others. The Company continues to invest in people, processes and technology to have an integrated approach towards Risk Management. The Company has a robust overall risk management framework which involves risk identification, assessment, monitoring, reporting and mitigation planning. The Company's analytics driven lending platform which is refined basis trends, both internal and external macro environment and prudent underwriting approach has enabled the Company to effectively manage credit risk. In order to mitigate liquidity risk, Company ensures the short-term and long-term fund resources are favourably matched with deployment. The Company also maintains adequate liquid assets and reserves and has access to funding to hedge against unexpected requirements. Regular internal audits provide a check on any contingent deviation from operational efficiency.

BORROWINGS

The Company has raised funds through term loans as well as capital market instruments. During the year FY 2019-20, the Company had issued Non-convertible debentures of ₹ 4.18 Bn.

Total borrowings of DLSP as of March 2020 were ₹ 47.74 Bn. The net gearing ratio of the Company stood at 0.66 times as of March 31, 2020 (1.52 times as of March 31, 2019).

CAPITAL ADEQUACY RATIO

DLSP is required to maintain capital adequacy of 15% on its risk weighted assets as per RBI regulations. The capital adequacy ratio as of March 31, 2020 was 58.92%, as compared to 37.7% as of March, 31, 2019. Given such a high level of capitalization, the Company is protected from any unexpected credit losses which can arise due to current economic scenario



Management Discussion and Analysis (Contd.)

ASSET QUALITY

GNPAs of the NBFC sector as a percentage of total advances increased from 6.1% in FY 2019 to 6.4%* in FY 2020. However, the net NPA ratio declined marginally from 3.3% in FY 2019 to 3.2%* in FY 2020.

Risk assessment of customers is made at the time of initial approvals eventually leading to risk based pricing before granting loans. The Company also makes a portfolio risk analysis at frequent intervals with its stringent review mechanism. A data based credit underwriting model, focussed around offering products to customer's basis their credit profile and an in house collection team brings the desired portfolio quality.

Gross non-performing loans (GNPA) of the DLSL as at March 31, 2020 amounted to 0.91 Bn, which is equivalent to 0.94% of the AUM. Net non-performing loans (NNPA) as at March 31, 2020 amounted to 0.35 Bn, which is equivalent to 0.36% of the AUM. The Company has created a total provision of 5.30 Bn, which covers 583% of the total GNPA.

*Provisional as per RBI Financial Stability report Jul'20

REGULATORY GUIDELINES / AMENDMENTS

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

TRAINING AND HUMAN RESOURCES MANAGEMENT

Our vision is to create a cohesive work environment that encourages employees to pursue their professional and self-development goals in addition to building operational excellence and a sense of belongingness. In an endeavor to augment the right talent in a timely manner, the recruitment process was strengthened. During the year, we re-engineered our recruitment process by development of Applicant tracking system in Recruitment process to bring more efficiency for hiring managers, reduce paper work and improve accuracy. We strongly believe that our employees play a pivotal role in the success of our Company and its initiatives. They are representatives of the Company for the customers and it is of utmost importance that our employees are skilled and well trained to attend to customer's needs in the best way possible. Our focus and belief lies in enabling and empowering our talent pool for the challenges of tomorrow by providing new learning avenues that are technology driven. The Company also undertook various health-care and general initiatives promoting well-being to enhance employee engagement. In all the areas of work, the Human Resources firmly believes in confidentiality, accountability and trust. Human Resource department provides internal processes and services like talent management, administration benefits and many other services that are essential for organization.

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

IT SECURITY AND CUSTOMER PRIVACY

Information has become the critical asset for our organization encompassing sensitive customer information. Shielding such information along with its supporting IT Infrastructure from rapidly evolving cyber threats is one of our top business priorities which is being catered through careful monitoring and effective implementation of risk mitigation measures.

Aiming to cater the Cyber Security challenges, we have outlined and espoused the comprehensive IT Policies based on the industry best practices encompassing ISO 27001:2013 standard. Our Information Technology Policy,



Management Discussion and Analysis (Contd.)

Information Security Management System Framework and Cyber Security Policy include detailed directions to ensure the protection of business information at all levels. Effective and adequate security controls have been in-placed to ensure the business resilience in case of any adversity. Backup and restoration policy supported through industry best solution has been implemented to safeguard critical information. Periodic assessment of implemented controls has been carried out to ensure its effectiveness and improve them as needed.

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

INTERNAL CONTROL SYSTEMS

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

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

In compliance with the requirements of Schedule V of the SEBI LODR Amendment Regulations, 2018, significant changes (change of 25% or more from FY 2018-19 to FY 2019-20) in the key financial ratios applicable to the Company, are as under:

Debt Equity Ratio:

The debt equity ratio of the Company on a consolidated basis has reduced from 1.04 for FY 2018-19 to 0.60 for FY 2019-20 primarily due to decrease in borrowings in FY 2019-20.

Return on Average Equity (Net worth):

The return on equity of the Company on a consolidated basis as on March 31, 2020 stood at 0.69% compared to 10.86% as on March 31, 2019. The said reduction in the Company's return on equity ratio is on account of the conservative COVID-19 related provisions & write offs of Rs.5 Bn.

Interest Coverage Ratio

The interest coverage ratio of the Company on a consolidated basis has reduced from 2.07 for FY 2018-19 to 1.03 for FY 2019-20. As stated above the Company has taken conservative COVID-19 related provisions & write-offs of Rs. 5 Bn which has led to reduction in its profit before tax. This coupled with an increase in the Company's interest expense on debt securities in FY 2019-20 which has led to a reduction of its interest coverage ratio.

Net Profit Margin (%)

The net profit margin % of the Company on a consolidated basis has reduced from 23.05 for FY 2018-19 to 1.43 for FY 2019-20. The said reduction in the Company's net profit margin is on account of the conservative COVID-19 related provisions & write offs of Rs.5 Bn.

Current Ratio

The current ratio of the Company on a consolidated basis has improved from 1.65 for FY 2018-19 to 2.80 for FY 2019-20, primarily due to decrease in the short term borrowings in FY 2019-20.

There has been no significant change in the other key financial ratios, as applicable to the Company.

CAUTIONARY STATEMENT

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



Business Responsibility Report

(Pursuant to regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Indiabulls Ventures Limited (IVL or the Company), as an incorporated legal entity, came into existence on June 9, 1995, under the Companies Act, 1956.

The Company has various subsidiary one of its wholly owned subsidiary Dhani Loans and Services Limited (DLSL) which is a non-deposit taking NBFC registered with the Reserve Bank of India and is in the business of giving personal loans and business Loans. Over the last few years it has built a technology platform through its digital application Dhani, which have been amongst the top 5 financial services applications in the India in 2019. Approximately 60 million users have downloaded Dhani application for their use. These millions of users have benefitted by taking small ticket personal loans and business loans for their immediate requirements

In addition, IVL through its various other subsidiaries, is engaged in multifarious business activities including Asset Reconstruction, Stock Broking. Moving forward, IVL under the brand “Dhani” through its proprietary Dhani Technology platform,, is venturing into new sunrise sector of healthcare and telemedicine, which will cater to domestic, NRIs and other offshore customers, by providing end to end mobile application based technology solutions for its e-commerce business through “Dhani” app. In addition it may venture into the business of providing bouquet of services, directly or through its various subsidiary companies, depending upon the available business opportunities in domestic and / or international markets.

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

Over the last two decades we have diversified our business to include lending, online brokerage services, commodities trading, asset reconstruction services, and real estate brokerage services. We believe that the “Indiabulls” name has developed significant brand equity, particularly in the financial services sector in India, and has contributed to the growth of our business. Our Company has been rated “BQ1” by CRISIL for our broking activities (valid upto May 30, 2020), which reflects the Company’s strong risk management systems, robust system framework, adequate compliance track record, and healthy credit risk profile.

IVL’s key subsidiaries include Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited), Indiabulls Asset Reconstruction Company Limited, Dhani Stocks Ltd (earlier name was Indiabulls Securities Limited), Indiabulls Investment Advisors Limited, Auxesia Soft Solutions Limited, Indiabulls Distribution Services Limited, Pushpanjli Finsolutions Limited, Devata Tradelink Limited, Arbutus Constructions Limited, Gyansagar Buildtech Limited, Dhani Healthcare Limited (formerly Pushpanjli Fincon Limited), Indiabulls Alternate Investments Limited, Indiabulls Consumer Products Limited, Transerv Limited and Indiabulls Infra Resources Limited.

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

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company	L74999DL1995PLC069631
2.	Name of the Company	Indiabulls Ventures Limited (hereinafter referred to as “IVL” or “the Company”)
3.	Registered office address	M-62 & 63, First Floor, Connaught Place, New Delhi - 110001



Business Responsibility Report (Contd.)

4.	Corporate office address	'Indiabulls House', Plot No. 448-451, Udyog Vihar, Phase - V, Gurugram – 122 016, Haryana "Indiabulls House", Indiabulls Finance Centre, Senapati Bapat Marg, Mumbai - 400 013
5.	Website	http://www.indiabullsvventures.com
6.	E-mail id	helpdesk@indiabulls.com
7.	Financial Year Reported	April 1, 2019 to March 31, 2020
8.	Sector(s) that the Company is engaged in	Financial Sector
9.	List three key products/services that the Company provides	Other financial services activities, except insurance and pension funding activities
10.	Total number of locations where business activity is undertaken by the Company	As per the applicable regulations all lending activities are done only in India. (21 locations across India)
11.	Markets served by the Company – Local/State/ National/International	21 locations across India

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (INR)	₹ 102.22 Crore
2.	Total Networth (INR)	₹ 4,679.88 Crore
3.	Total Revenue (INR)	₹ 310.02 Crore
4.	Total profit after taxes (INR)	₹ 246.05 Crore
5.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2% (₹ 10,726,000/-)
6.	List of activities in which expenditure in 5 above has been incurred:-	Please refer <i>Annexure-3: Annual Report on CSR Activities</i> , to Board's Report for details on CSR initiatives undertaken by the Company.

SECTION C: OTHER DETAILS

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

The Company had 20 subsidiaries, 10 business trusts as on financial year ended March 31, 2020. The details of the subsidiaries are well detailed in Annexure 4 to Board's Report i.e. Form MGT-9: Extract of Annual Return.

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

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

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

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



Business Responsibility Report (Contd.)

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

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

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

b) Details of the BR head

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

**On August 28, 2020, the Board has re-designated Mr. Divyesh B. Shah as Chief Operating Officer of the Company.*

2. Principle-wise as per NVGs BR Policies

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

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



Business Responsibility Report (Contd.)

Details of compliance (Reply in Y/N) :

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

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



Business Responsibility Report (Contd.)

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

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

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

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

3. Governance related to BR

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

The BR performance of the Company is periodically assessed by the BR Head during the year.

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

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

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

SECTION E: PRINCIPLE-WISE PERFORMANCE

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

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

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

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

Code of Conduct

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

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



Business Responsibility Report (Contd.)

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

Stakeholder Complaints

The Company is committed to providing effective and prompt service to all its stakeholders. The central operations team along with the call center records and redresses grievances and feedback from customers. Complaints and grievances are addressed in a time-bound manner. Regular analysis of customer issues is conducted and where required corrective measures are taken in the Company's processes.

Designated senior personnel at individual branches are responsible for ensuring efficient and effective resolution of complaints within the prescribed turnaround time. All complaints are centrally monitored at the Head Office by the Operations team.

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

During the financial year 2019-20, the Company had received 172 complaints from its shareholders which were resolved expeditiously except 1 complaint which has been resolved in current financial year.

Further, the Company had received 176 complaints from Depositories and Stock Exchanges and no complaint, received from Depositories and/or exchanges, was pending at the end of the year. Also the Company has created dedicated email id i.e. grievances_ibsl@indiabulls.com to receive complaints from its clients. This email id was mentioned on various documents like contract notes, ledgers statement, member's website and various other communications that are delivered by the company to its clients. During the relevant period, the Company had received total 1193 communication from client which includes complaints as well as queries and no communications were pending for response to client at the end of the year.

The Company submits a periodic status of complaints received, redressed and outstanding from its stakeholders along with the nature of complaints and their mode of redressal to the Board constituted Customer Grievance Committee and Stakeholders Relationship Committee.

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

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

Focus on Technology: Shubh

The Company had launched 'Shubh' – next generation trading platform to help customers take charge of their financial future. It provide customers seamless internet trading experience through various features such as streaming stock quotes, online payment gateways, portfolio tracker, research reports, IPO, live market news and real time market statistics.



Business Responsibility Report (Contd.)

Environmental Standards

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

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

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

Resource Savings

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

In an endeavor for quick and paperless services, the Company promotes the use of electronic means of communication with its shareholders by sending electronic communication for confirmation of payments and such other purposes. The Company also encourages the use of electronic mode of payment to and from all its stakeholders. Soft copies of the annual report 2018-19 along with the notice convening the 24th Annual General Meeting and the dividend e-payment advice, dividend unpaid reminder letters were sent to over 194,630 shareholders so as to minimize the usage of paper.

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

Equitable Employment

During the financial year 2019-20, upon receipt of all requisite approvals from the statutory / regulatory authorities, Stock Broking Business of the Company has been transferred to its 100% subsidiary company namely Indiabulls Securities Limited (formerly Indiabulls Commodities Limited) ("ISL") and all the employees of the Company related to such business were transferred on ongoing basis to ISL. In view of the same the Company had 12 employees on its permanent rolls, as on March 31, 2020, out of which 2 were women. As at March 31, 2020, the male female ratio was 5:1. The Company has always advocated a business environment that favours the concept of equal employment opportunities for all without any discrimination with respect to caste, creed, gender, race, religion, disability or sexual orientation. The Company provides a workplace environment that is safe, hygienic, and humane which upholds the dignity of its employees. The Company does not use child labour directly or indirectly in any of its offices.

Enabling a Gender Friendly & safe Workplace

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

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

Also, to ensure confidentiality, a dedicated e-mail address has been created for employees to report complaints pertaining to sexual harassment at the workplace. The complaints reported on the designated e-mail are accessible



Business Responsibility Report (Contd.)

by the ICC only. Mechanisms have been established to ensure that complaints received by the ICC are dealt with promptly, sensitively, confidentially and in the most judicious and unbiased manner.

Policies for Employee Grievances

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

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

Gender Inclusion

The Company ensures that a gender inclusive environment is provided. To create an inclusive work culture for women, the awareness for the same is spread through special workshops and seminars. Wherever required, women employees have been provided with laptops with the view that they can work from home. Various activities and initiatives are undertaken round the year: health check-up.

Work-Life Balance

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

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

Employee Engagement

The Company firmly believes that highly engaged employees are more productive. Besides work, the Company encourages its employees to regularly participate in sports, get-togethers, milestone celebrations, festivities, and team building programs.

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

Corporate Social Responsibility

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

Employee Welfare & Participation

To encourage employees to maintain and lead a healthy life, employees' family get togethers, sports events and medical check-ups were organised across various branches.



Business Responsibility Report (Contd.)

Principle 5: Businesses should respect and promote Human Rights

The Company complies and adheres to all the human rights laws, guidelines of the Constitution of India, national laws and policies. The Company treats all its stakeholders and customers with dignity, respect and due understanding. The Company takes care to be just, patient and understanding while dealing with customers that are late on their loan repayments. The Company has put in place a code of conduct where customers are treated with fairness. The company does not employ child labour.

Customers who have difficulty in making regular payments are counselled and given opportunities to recover from difficulties. In instances where the Company resorts to legal action, care is taken to treat customers and their family with dignity and respect. Employee training programs lay emphasis on this aspect. Any complaints and grievances pertaining to behavioral issues are attended to personally by senior officers.

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

Green Initiatives

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

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

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

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

Principle 8: Businesses should support inclusive growth and equitable development

As a responsible corporate citizen, the Company has undertaken various social welfare initiatives for promoting Sanitation, Health, Education, Nutrition, Renewable Energy and Rural Development. Details of CSR activities undertaken by the Company are provided in the Annual Report.

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

Customer Relationship Enhancement and Managing System

The Company is committed to providing effective and prompt service to all its stakeholders. It has in place a central operation team to record and redresses the grievances/feedback from its customers which helps in ensuring standard operating procedure and maintaining service standards.

The Company has identified senior personnel at all its branches and made them responsible for ensuring efficient and effective resolution of complaints within the prescribed turnaround time. All complaints are monitored at the Head Office by its Operations team.

The Company has an in-built Grievance Redressal Policy with escalation mechanism wherein complaints are escalated to the level of Branch heads, Head Customer Care and National Head Operation/Principal Officer, Compliance. Complaints forwarded by regulatory and supervisory authorities are tracked separately.



Business Responsibility Report (Contd.)

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

Transparent Communication

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

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

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

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

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



Report On Corporate Governance

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Indiabulls Ventures Limited ("the Company") is committed towards achieving the highest standards of Corporate Governance by staying true to its core values of Customer First, Transparency, Integrity and Professionalism. The Company continually works towards implementing robust, resilient and best-in-class corporate practices in every facet of its operations, and in all spheres of its activities, thereby generating higher returns and maximizing shareholder value.

The Company also engages in a credible and transparent manner with all its stakeholders and clearly communicates its long-term business strategy. All its actions are governed by its values and principles, which are reinforced at all levels of the Company. Its transparent and robust business practices have helped the Company build strong relationship with its investors, customers, employees, shareholders and lenders.

The Company believes that success requires the highest standards of corporate behavior and engagement with all of its stakeholders. This is the path to consistent, competitive, profitable and responsible growth, and for creating long-term value for its shareholders, its employees and business partners. The Board of Directors ('the Board') is responsible for and is committed to sound principles of Corporate Governance of the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in its governance practices, under which it strives to maintain an effective, informed and independent Board. The Company keeps its governance practices under continuous review and benchmark itself to best practices.

The COVID-19 pandemic has caused an unprecedented health and economic crisis across the globe. The severity of its impact on business activity is still evolving, and companies are working to protect their positions while maintaining strategy and setting priorities for the weeks and months ahead. The Board of Directors ("the Board") has played a critical role helping the Company navigate many complicated COVID-19-related issues. They are proactive and agile, and bring a value-add perspective to the management teams and implemented austerity measures at every level and across every function of the Company. The senior management of the Company has decided to lead the efforts on expense control by volunteering to take pay cuts up to an average of 50% for the current financial year.

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

2. BOARD OF DIRECTORS (BOARD)

(A) Composition and size of the Board

The Company has a broad based Board of Directors, constituted in compliance with the Companies Act, 2013, ('the Act') Listing Agreement executed by the Company with the Stock Exchanges and SEBI LODR and in accordance with highest standards of Corporate Governance in its management, which ensures an appropriate mix of Executive/Non Executive, Woman Director and Independent Directors with demonstrated skill sets and relevant experience in diverse fields viz. finance, banking, regulatory and public policy etc., thereby bringing an enabling environment for value creation through sustainable business growth.

Presently, as on the date of this report, the Board consists of seven directors, of which three are Executive Directors including the Chairman and one is a Non-Executive Non Independent Director. The remaining three Directors namely Mr. Praveen Kumar Tripathi, IAS (Retd.) and Ex-Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), Dr. Narendra Damodar Jadhav (former Member Planning Commission) (DIN: 02435444) and Mrs. Fantry Mein Jaswal, IRS (Retd.) (DIN: 07011247), are Non-Executive Independent Directors. No Director is related to any other Director on the Board. The Board comprises of individuals as Directors that bring a wide range of skills, expertise and experience which enhance overall board effectiveness.



Report On Corporate Governance (Contd.)

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

Details of Directors, directorship in listed companies, number of directorships held by them in other companies and also the number of their memberships and chairmanships on various Board constituted Committees, including skill sets/ expertise/ competencies/practical knowledge, as on March 31, 2020, are as under:

S. No.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships in other Listed Companies	No. of Directorships in other Companies*	No. of Memberships/ Chairmanship in Board Committees of various companies (including the Company)**	
								Member	Chairman
1.	Mr. Sameer Gehlaut (DIN: 00060783) (refer Note 1)	Founder and Non-Executive Chairman	Policy Making, Banking & Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation	Indiabulls Real Estate Limited Indiabulls Housing Finance Limited	Non - Executive Chairman Executive Chairman	2	9	Nil	Nil
2.	Mr. Divyesh B. Shah (DIN: 00010933) (refer Note 2)	Whole-time Director & CEO	Policy Making, Business Strategy, Risk Management Corporate Governance, Value Creation	SORIL Infra Resources Limited	Non - Executive Director	1	6	1	Nil
3.	Mr. Gagan Banga (DIN: 00010894)	Non-Executive Director	Banking and Finance, Business Strategy, Risk Management, Treasury, Foreign Exchange, Recovery, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization	Indiabulls Housing Finance Limited Dhani Loans and Services Limited (Formerly known as Indiabulls Consumer Finance Limited) ***	Executive Director Non-Executive Director	2	2	Nil	Nil



Report On Corporate Governance (Contd.)

S. No.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships in other Listed Companies	No. of Directorships in other Companies*	No. of Memberships/ Chairmanship in Board Committees of various companies (including the Company)**	
								Member	Chairman
4.	Mr. Pinank Jayant Shah (DIN: 07859798)	Executive Director	Banking and Finance, Business Strategy, Risk Management, Treasury, Marketing, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization	Dhani Loans and Services Limited (Formerly known as Indiabulls Consumer Finance Limited) ***	Executive Director	1	1	1	Nil
5.	Mr. Shyam Lal Bansal (DIN: 02910086) (refer Note 3)	Non-Executive Independent Director	Banking and Finance, Risk Management, Corporate Governance, Operations and Process Optimization	N.A.	N.A	Nil	1	1	Nil
6.	Mr. Alok Kumar Misra (DIN: 00163959) (refer Note 3)	Non-Executive Independent Director	Banking and Finance, Risk Management, Corporate Governance, Operations and Process Optimization	Monte Carlo Fashions Limited The Investment Trust of India Ltd. Dhani Loans and Services Limited (Formerly known as Indiabulls Consumer Finance Limited) ***	Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	3	6	7	Nil



Report On Corporate Governance (Contd.)

S. No.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships in other Listed Companies	No. of Directorships in other Companies*	No. of Memberships/ Chairmanship in Board Committees of various companies (including the Company)**	
								Member	Chairman
7.	Mr. Praveen Kumar Tripathi (DIN: 02167497)	Non-Executive Independent Director	Public Administration, Risk Management, Corporate Governance, Operations and Process Optimization	Indiabulls Real Estate Limited Indiabulls Integrated Services Limited JBM Auto Limited	Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	3	3	3	2
8.	Mrs. Rekha Gopal Warriar # (DIN: 08152356)	Non-Executive Independent Director	Banking and Finance, Management and Administrative matters Risk Management, Corporate Governance, Operations and Process Optimization	IIFL Securities Limited IIFL Facilities Services Limited ***	Non-Executive-Independent Director Non-Executive-Independent Director	2	1	3	1

Note 1: On August 28, 2020, the Board has appointed Mr. Sameer Gehlaut, as Whole time Director & Key Managerial Personnel, designated as Chairman and Chief Executive Officer (CEO) of the Company. This appointment will come into effect from the conclusion of ensuing 25th Annual General Meeting of the Company.

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

Note 3: Ceased to be as Independent Directors of the Company w.e.f August 27, 2020 on completion of their tenure of one year.

Resigned w.e.f. May 23, 2020 due to her other personal commitments.

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

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

***Only debt security of this company is listed on NSE & BSE.



Report On Corporate Governance (Contd.)

Dr. Narendra Damodar Jadhav (former Member Planning Commission) (DIN: 02435444) and Mrs. Fantry Mein Jaswal, IRS (Retd.) (DIN: 07011247) have been appointed as Non-Executive Independent Directors on the Board of the Company with effect from August 23, 2020.

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

The Board had accepted all recommendation of the Committees of the Board which are mandatorily required, during the financial year 2019-20.

As on March 31, 2020, the shareholding of Non-Executive Directors of the Company was as under:

Mr. Sameer Gehlaut was holding 2,21,43,566 Fully paid up Equity Shares & 9,408,927 Partly paid-up Equity Shares, Mr. Gagan Banga was holding 6,88,786 Fully paid up Equity Shares & 144,382 Partly Paid up Equity Shares and Mr. Alok Kumar Misra was holding 1,000 Fully paid up Equity Shares & 235 Partly Paid up Equity Shares of the Company.

The Company has familiarization programme for Independent Directors with regard to their roles, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The familiarization programme along with details of the same imparted to the Independent Directors during the year are available on the website of the Company: https://www.indiabullsventures.com/public/media/ivl_board-familiarisation-programmes-0216866001567510224_1569586619.pdf

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

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

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

During the financial year 2019-20, the Board met 6 (Six) times. Meetings were held on April 25, 2019, July 31, 2019, October 11, 2019, October 22, 2019, January 23, 2020 and March 12, 2020. During the year, separate meeting of the Independent Directors was held on February 17, 2020, without the attendance of non-independent directors and the members of the management. All Independent Directors attended the said meeting. At the meeting, the independent directors assessed the quality, quantity and timeliness of the flow of information between the Company's management and the board.

The last Annual General Meeting of the Company was held on September 28, 2019.

Attendance of Directors at the Board Meetings held during the FY 2019-20 and at the last Annual General Meeting are as under:



Report On Corporate Governance (Contd.)

Sr. No.	Name of the Director	No. of board meetings attended during tenure	Attendance at the last AGM
1	Mr. Sameer Gehlaut (DIN: 00060783)	5*	No
2	Mr. Divyesh B. Shah (DIN: 00010933)	6	Yes
3	Mr. Gagan Banga (DIN: 00010894)	6	No
4	Mr. Pinank Jayant Shah (DIN: 07859798)	6	No
5	Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960)	1**	No
6	Mr. Shyam Lal Bansal (DIN: 02910086)	6	No
7	Mr. Alok Kumar Misra (DIN: 00163959)	6	No
8	Mr. Abhaya Prasad Hota (DIN: 02593219)	2***	No
9	Mrs. Rekha Gopal Warriar (DIN: 08152356)	2#	No
10	Mr. Praveen Kumar Tripathi (DIN: 02167497)	4@	Yes

*Could not attend the meeting, held on July 31, 2019, due to some pre-occupancy.

** Mrs. Iyer ceased to be as Independent Director of the Company w.e.f August 27, 2019 on completion of her tenure as Independent Director on the Board of the Company.

***Mr. Hota has resigned as Independent Director of the Company w.e.f. September 16, 2019, due to his health issues.

Mrs. Warriar has resigned as Independent Director of the Company w.e.f. May 23, 2020, due to her personal commitments.

@ Mr. Praveen Kumar Tripathi was appointed as Independent Director of the Company w.e.f. September 16, 2019.

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

3. COMMITTEES OF THE BOARD

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

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



Report On Corporate Governance (Contd.)

(A) Audit Committee

Composition

Effective from August 28, 2020, the Audit Committee comprises of three members, namely, Mr. Praveen Kumar Tripathi as the Chairman and member, Dr. Narendra Damodar Jadhav and Mrs. Fantry Mein Jaswal as members. All the three members comprising the Committee are Independent Directors. Mr. Lalit Sharma, is the Secretary to the Audit Committee.

Terms of reference

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

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



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- Reviewing the utilization of loans and/or advances and/or investment by the Company to its subsidiary companies, exceeding rupees ₹ 100 Crore or 10% of the assets size of the respective subsidiary companies, whichever is lower, including existing loans / advances / investment existing as on April 1, 2019.

Meetings and Attendance during the year

During the financial year ended March 31, 2020, the Committee met 4 (four) times i.e. on April 25, 2019, July 31, 2019, October 22, 2019 and January 23, 2020.

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

Name of the Member	No. of meetings attended
Mr. Praveen Kumar Tripathi*	2
Mr. Alok Kumar Misra**	4
Mr. Divyesh B Shah***	4
Mrs. Vijayalakshmi Rajaram Iyer****	1

*Appointed as member and chairman of the Committee w.e.f. September 16, 2019.

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

***The Board in its meeting of August 28, 2020, reconstituted the Audit Committee with the redesignation of Mr. Divyesh B Shah from the member of the Committee to its invitee.

**** Mrs. Iyer ceased to be the member of the Committee on her cessation as Independent Director of the Company w.e.f August 27, 2019.

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

(B) Nomination & Remuneration Committee

Composition

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

Terms of reference

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

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



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Meetings and Attendance during the year

During the financial year ended March 31, 2020, the Committee met three times i.e. July 30, 2019, August 27, 2019 and September 16, 2019.

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

Name of the Member	No. of meeting attended
Mr. Alok Kumar Misra*	3
Mr. Shyam Lal Bansal*	3
Mrs. Vijayalakshmi Rajaram Iyer**	1
Mr. Praveen Kumar Tripathi***	0

* Mr. Misra and Mr. Bansal ceased to be the members of the Committee on their cessation as Independent Directors of the Company w.e.f August 27, 2020.

**Mrs. Iyer ceased to be the member of the Committee on her cessation as Independent Director of the Company w.e.f August 27, 2019.

***Appointed as member and chairman of the Committee w.e.f. September 16, 2019. No meeting held after his appointment.

Policy for selection and appointment of Directors

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

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

Remuneration Policy

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



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Evaluation of the Board and Directors

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

The Nomination and Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board Committee(s), as well as performance of each director(s)/Chairman and confirms that the existing evaluation parameters are in compliance with the requirements as per SEBI guidance note dated January 5, 2017 on Board evaluation. The parameter includes Leadership, Management Skills, Vision, Knowledge, Participation in Company's management, its operations and meetings. Basis these parameters, the NRC had reviewed at length the performance of each director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as well as the performance of each director individually, including the Chairman was carried out by the entire Board of Directors. The performance evaluation of the Chairman, Executive Directors and Non-Executive Director was carried out by the Independent Directors in their meeting held on February 17, 2020. The Directors expressed their satisfaction with the evaluation process.

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

Policy on Board Diversity

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

Director's Remuneration:

(i) Remuneration of Executive Directors

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



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Details of remuneration paid to Executive Directors, during the Financial Year 2019-20 are provided below:

Sl. No.	Particulars of Remuneration	Name of the Executive Directors		Amount (₹)
		Mr. Divyesh B Shah (CEO & Whole-time Director)#	Mr. Pinank Jayant Shah (Executive Director) ##	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	40,058,696	-	40,058,696
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961*	28,800	-	28,800
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission (as % of profit/others)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	40,087,496		40,087,496
	Ceiling as per the Act	₹ 26.73 crores (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act 2013)		

*Excludes value of perquisites on exercise of stock options.

w.e.f. April 1, 2020, Mr. Divyesh B. Shah, Whole-time Director & COO had opted to take 90% cut on his salary.

w.e.f. April 1, 2020, Mr. Pinank Jayant Shah, Executive Director (CEO of Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Ltd), wholly owned subsidiary of the Company) had opted to take 50% cut on his salary.

(ii) Remuneration of Non-Executive Directors

With changes in the corporate governance norms brought in by the Companies Act, 2013 as well as SEBI LODR, the role of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. The Company is being hugely benefited from the expertise, advice and inputs provided by the NEDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company. The Company is making payment of fee/remuneration payable to its NEDs in accordance with the provisions of the Companies Act, 2013 and SEBI LODR. The Company has placed on its website, at https://www.indiabullsvventures.com/public/media/ivl-criteria-for-making-payment-to-non-executive-directors_1564992340.pdf, criteria for making payment to Non- Executive



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Directors. During the Financial Year ended March 31, 2020, the Non- Executive Directors/Independent Directors have been paid, sitting fees for attending the Board meetings of the Company. The details of which are provided below:

Details of remuneration paid to Non-Executive Directors, during the FY 2019-20 are provided below:

Sl. No.	Particulars of Remuneration	Name of the Non-Executive Directors						Total Amount (₹)
		Mrs. Vijayalakshmi Rajaram Iyer	Mrs. Rekha Gopal Warriar	Mr. Shyam Lal Bansal	Mr. Alok Kumar Misra	Mr. Abhaya Prasad Hota	Mr. Praveen Kumar Tripathi	
1	Independent Directors							
	(a) Fee for attending board/ committee meetings	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-
	Total (1)	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
2	Other Non-Executive Directors							
	(a) Fee for attending board/ committee meetings	-	-					-
	(b) Commission	-	-					-
	(c) Others, please specify.	-	- *					-
	Total (2)	-	-					-
	Total (B)=(1+2)	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
	Total Managerial Remuneration	100,000	300,000	700,000	700,000	200,000	500,000	2,500,000.00
	Overall Ceiling as per the Act.	₹ 2.67 crores (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act 2013)						

*Excludes value of perquisites on exercise of stock options.



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(C) Stakeholders Relationship Committee

Composition

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

Terms of reference

- to approve requests for share transfers and transmissions.
- to approve the requests pertaining to remat of shares/sub-division/consolidation/issue of renewed and duplicate share certificates etc.
- to oversee all matters encompassing the shareholders' / investors' related issues.
- Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Meetings and Attendance during the year

During the financial year ended March 31, 2020, the Committee met 4 (Four) times i.e. on April 25, 2019, July 31, 2019, October 22, 2019 and January 23, 2020.

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

Name of the Member	No. of meetings attended
Mr. Pinank Jayant Shah	4
Mr. Alok Kumar Misra*	4
Mr. Abhaya Prasad Hota**	2
Mr. Praveen Kumar Tripathi ***	2

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

** Mr Hota ceased to be the member of the Committee on his resignation as Independent Director of the Company w.e.f September 16, 2019.

***Appointed as member and chairman of the Committee w.e.f. September 16, 2019.

Name and designation of Compliance Officer

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



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Details of queries / complaints received and resolved pertaining to Equity Shares of the Company during the year 2019-20:

Sl. No.	Particulars	Opening	Received	Disposed	Pending
1	Legal Cases / Cases before Consumer Forums	0	0	0	0
2	Letters from SEBI / Stock Exchange.	0	49	48	1
3	Non-receipt of dividend	0	118	118	0
4	Non-receipt of annual report	0	2	2	0
5	Non-credit/receipt of shares in demat account	0	2	2	0
6	Non receipt of securities after transfer	0	0	0	0
7	Non-receipt of Refund order	0	0	0	0
8	Non receipt of Rights Issue CAF	0	0	0	0
9	Non receipt of allotment/call notice and request for issue of the same	0	1	1	0
	Total	0	172	171	1

(D) Risk Management Committee

Composition

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

Terms of Reference

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

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

Meetings and Attendance during the year

During the financial year ended March 31, 2020, the Committee met on May 20, 2019.

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

Name of the Member	No. of meetings attended
Mr. Alok Kumar Misra*	1
Mr. Shyam Lal Bansal*	-
Mr. Divyesh B Shah	1
Mr. Rajeev Lochan Agrawal	1
Mr. Pankaj Sharma	1

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



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(E) Corporate Social Responsibility (CSR) Committee

Composition

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

Terms of Reference

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

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

Meetings and Attendance during the year

During the financial year ended March 31, 2020, the Committee met 2 (Two) times i.e. on January 14, 2020 and March 20, 2019.

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

Name of the Member	No. of meetings attended
Mr. Alok Kumar Misra*	2
Mr. Divyesh B. Shah	2
Mr. Pinank Jayant Shah	2
Mr. Abhaya Prasad Hota**	N.A.

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

** Mr Hota ceased to be the member of the Committee on his resignation as Independent Director of the Company w.e.f September 16, 2019.



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4. GENERAL BODY MEETINGS

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

Year	Meeting	Location	Date	Time	Number of special resolutions passed
2016-17	22nd	Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038	September 29, 2017	2.00 PM	3
2017-18	23rd	Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038	September 21, 2018	10:00 AM	2
2018-19	24th	Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038	September 28, 2019	11:00 AM	3

B. Postal Ballot during the Financial Year 2019-20

During the financial year 2019-20, the Company has, in pursuance of Section 110 of the Companies Act, 2013, conducted three Postal Ballots for seeking approval of the shareholders by way of Special Resolutions, details of which are as under:

(i) Result approved on June 4, 2019 through Postal Ballot is as under:

Item No.	Particulars	% of votes polled on outstanding shares	% of votes in favour on votes polled	% of votes against on votes polled
1	Approval to sell/transfer/disposal of the stock broking business undertaking of the Company in favour of its wholly owned subsidiary company, namely, Indiabulls Securities Limited (earlier Indiabulls Commodities Limited).	77.95	97.31	2.69

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



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(ii) Result approved on December 4, 2019 through Postal Ballot is as under:

Item No.	Particulars	% of votes polled on outstanding shares	% of votes in favour on votes polled	% of votes against on votes polled
1	Approval of Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019 and grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees of the Company.	77.95	97.31	2.69
2	Approval to grant Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees of the subsidiary company (ies), if any, of the Company, under Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019.	77.95	97.31	2.69
3	Grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the Employees of Company and that of the Subsidiary company (ies) by way of Secondary Acquisition under Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019.	77.95	97.31	2.69
4	Approval of Trust Route for the implementation of Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019.	77.95	97.31	2.69
5	Provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019.	77.95	97.31	2.69
6	Approval for grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights.	77.95	97.31	2.69
7	Approval for Buy-back of Equity Shares of the Company through Tender Route.	41.81	100.00	0.00

Mr. Raj Kumar (Membership No. 501863) of M/s. AMRK & Associates, Practicing Chartered Accountants, Gurugram, was appointed as the Scrutinizer for the purpose of conducting and scrutinizing the postal ballot voting process in a fair and transparent manner.



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(iii) Result approved on March 20, 2020 through Postal Ballot is as under:

Item No.	Particulars	% of votes polled on outstanding shares	% of votes in favour on votes polled	% of votes against on votes polled
1	Approval of Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 and grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees of the Company.	70.69	99.82	0.18
2	Approval to extend the benefits of Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 to the employees and directors of the subsidiary company(ies), of the Company.	70.69	99.72	0.28
3	Grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the Employees of Company and that of the Subsidiary company(ies) by way of Secondary Acquisition under Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020.	70.69	99.72	0.28
4	Approval of Trust Route for the implementation of Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020.	70.69	99.72	0.28
5	Approval for grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights.	70.69	99.67	0.33
6	To extend the date for making Third and Final Call on partly paid up equity shares allotted under the Rights Issue in terms of Letter of Offer dated February 1, 2018.	70.69	100.00	0.00

Mr. Nishant Mittal (Membership No 553860) of M/s. N Mittal & Associates, Practicing Chartered Accountants, Gurugram, was appointed as the Scrutinizer for the purpose of conducting and scrutinizing the postal ballot voting process in a fair and transparent manner.

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

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



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5. MEANS OF COMMUNICATION

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

- (i) Publication of Financial Results: The quarterly/ annual results of the Company are normally published in the leading newspapers viz. The Economic Times (English), Business Standard (English and Hindi), and Nav Bharat Times (Hindi).
- (ii) News, Release, etc.: The Company has its own website <http://www.indiabullsvventures.com/> and all vital information relating to the Company and its performance including financial results, press releases pertaining to important developments, performance updates and corporate presentations etc. are regularly posted on the website.
- (iii) Presentation to institutional investors or analysts: The presentations whenever made to the institutional investors or analysts, are uploaded on the website of the Company, and also sent to the Stock Exchange for dissemination.
- (iv) Management's Discussion and Analysis Report has been included in the Annual Report, which forms a part of the Annual Report.

6. GENERAL SHAREHOLDERS' INFORMATION

(A) Company Registration Details

The Company is registered in the National Capital Territory (NCT) of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74999DL1995PLC069631.

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

The 25th AGM of the Company would be held on the day, date, time and venue as mentioned in the Notice convening the said AGM.

(C) Financial year:

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

(D) Dividend Payment Date

The First Interim Dividend of Re. 1/- per fully paid-up equity share (on the face value of ₹ 2/- per share) for the financial year 2019-20 (dividend on outstanding partly paid up equity shares was in proportion to the capital paid-up on these shares) was paid on/from May 9, 2019 and the Second Interim Dividend of ₹ 2.25 per fully paid-up equity share (on the face value of ₹ 2/- per share) for the financial year 2019-20 (dividend on outstanding partly paid up equity shares was in proportion to the capital paid-up on these shares) was paid on/from March 23, 2020. The aggregate Dividend payout for the financial year 2019-20 was ₹ 3.25/- per fully paid-up equity share.

(E) Date of Book Closure

The dates of book closure are as mentioned in the notice convening the 25th AGM of the Company.



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(F) Listing on Stock Exchanges

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

Equity Shares (FPS & PPS): BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Global Depository Receipts (GDRs): Luxembourg Stock Exchange Societe de la Bourse de Luxembourg, 11 av de la Porte – Neuve, L-2227, Luxembourg.
National Stock Exchange of India Limited (NSE) “Exchange Plaza”, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	

The listing fees for the financial year 2020-21, have been paid to BSE and NSE.

(G) Stock Code

BSE Limited	-	FPS: 532960, PPS: 890145
National Stock Exchange of India Ltd.	-	FPS: IBVENTURES –EQ, PPS: IBVENTPP –E1
ISIN for Dematerialization	-	FPS: INE274G01010 PPS: IN9274G01034

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

(a) The monthly high and low market prices of **fully paid up equity shares** of face value of ₹ 2/- each, at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for the year ended March 31, 2020 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-19	362.70	286.05	362.00	286.55
May-19	358.90	238.65	359.00	238.55
Jun-19	318.70	208.55	319.00	208.75
Jul-19	343.25	217.05	343.20	217.45
Aug-19	248.00	164.10	250.00	163.90
Sep-19	199.90	123.85	199.95	123.75
Oct-19	121.25	78.15	121.00	78.10
Nov-19	186.90	101.80	186.80	101.90
Dec-19	214.35	147.00	213.90	146.95
Jan-20	223.20	172.05	222.85	171.00
Feb-20	229.60	147.25	229.80	147.30
Mar-20	223.25	99.25	223.00	99.30



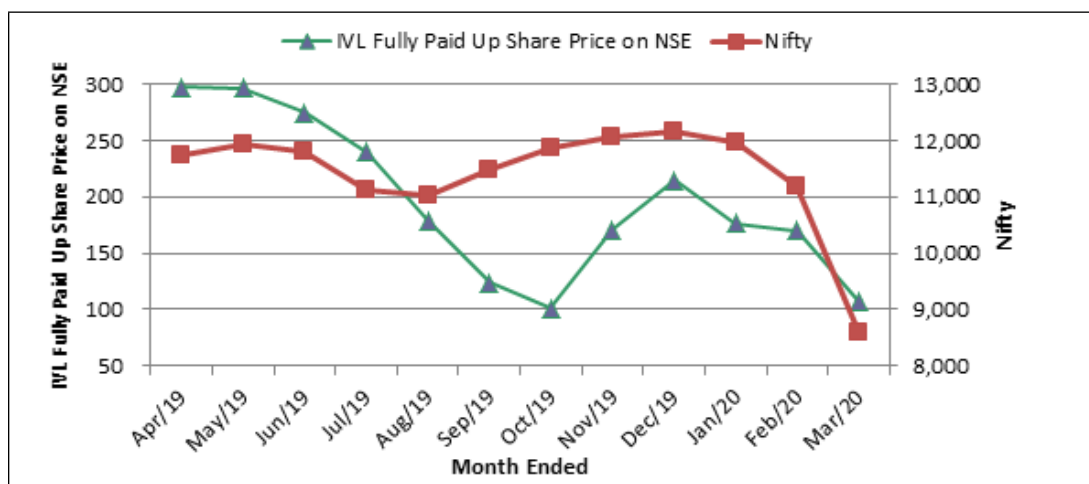
Report On Corporate Governance (Contd.)

- (b) The high and low market prices of **partly paid up equity shares** of face value of ₹ 2 each, at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for the year ended March 31, 2020 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-19	259.90	170.55	260.00	173.50
May-19	230.00	130.10	217.00	132.00
Jun-19	190.00	115.30	190.00	130.00
Jul-19	197.00	111.00	195.50	111.30
Aug-19	124.95	62.00	116.95	65.00
Sep-19	94.90	52.75	97.90	52.10
Oct-19	45.20	12.10	45.80	12.25
Nov-19	105.50	24.00	105.70	24.55
Dec-19	107.00	52.55	106.80	54.00
Jan-20	110.00	68.00	110.00	70.00
Feb-20	102.80	52.75	102.80	52.15
Mar-20	92.05	28.00	92.00	27.00

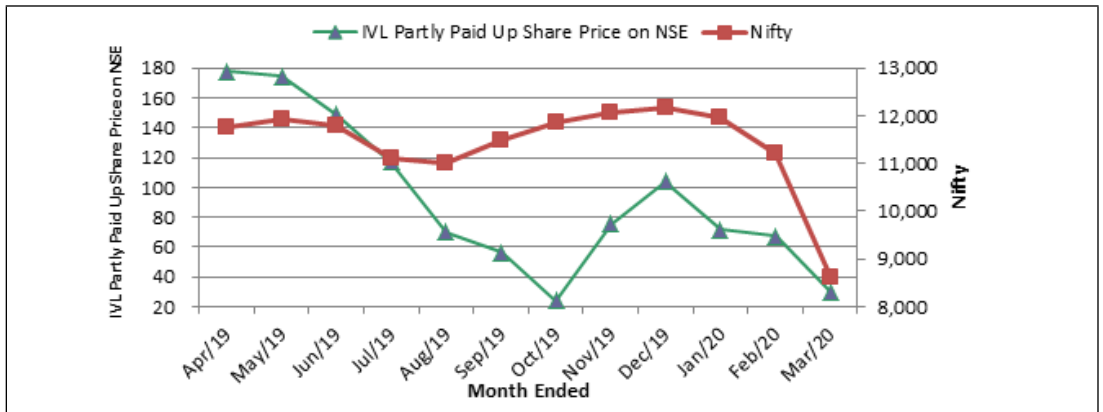
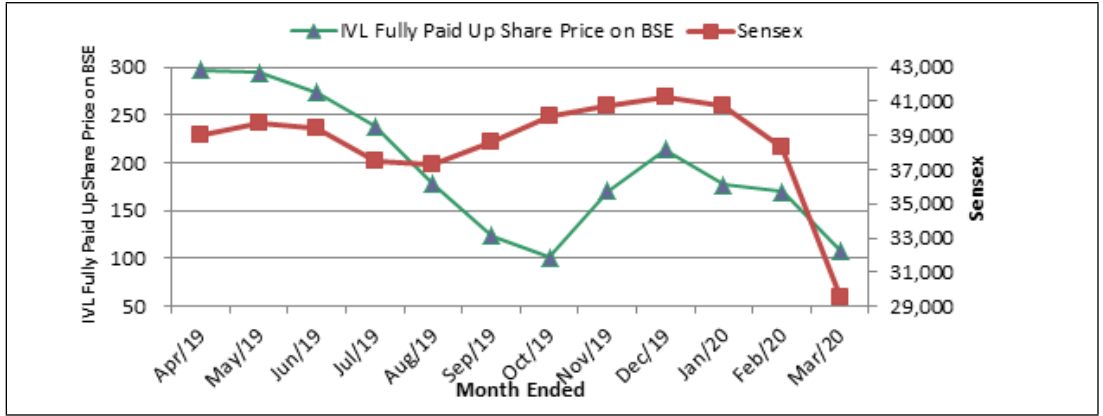
*In terms of Letter of Offer dated February 1, 2018, trading in partly paid up equity shares was suspended from January 23, 2019 till April 11, 2019 on account of fixation of record date for payment of second call money.

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

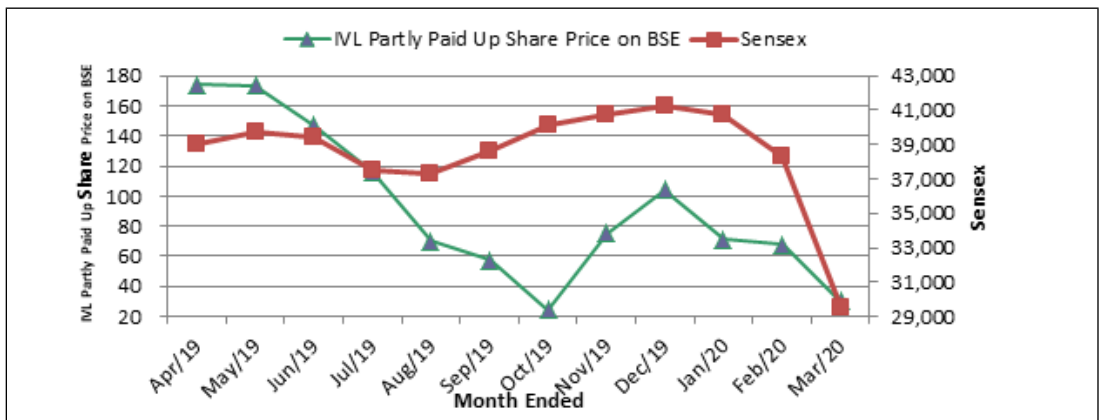




Report On Corporate Governance (Contd.)



*In terms of Letter of Offer dated February 1, 2018, trading in partly paid up equity shares was suspended from January 23, 2019 till April 11, 2019 on account of fixation of record date for payment of second call money.



*In terms of Letter of Offer dated February 1, 2018, trading in partly paid up equity shares was suspended from January 23, 2019 till April 11, 2019 on account of fixation of record date for payment of second call money.



Report On Corporate Governance (Contd.)

(J) Registrar and Transfer Agents

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

The contact details of RTA are as under:

Skyline Financial Services Pvt. Ltd

Unit: Indiabulls Ventures Limited

D-153 A 1st Floor Okhla Industrial Area Phase-1 New Delhi-110020

Tel: 011-40450193 TO 197, Fax: 011-26812682

E-mails: compliances@skylinerta.com, info@skylinerta.com

Website: www.skylinerta.com

(K) Share Transfer System

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

(L) (i)(a) Distribution of shareholding of fully paid up equity shares of face value of ₹ 2/- each, as on March 31, 2020:

S . No.	Category	No. of holders	% to total holders	Total Shares	Amount (face value) (₹)	% of Amount
1	1-5000	71,063	97.12	13,548,568	2,709,7136.00	2.91
2	5001- 10000	923	1.26	3,402,879	6,805,758.00	0.73
3	10001- 20000	504	0.69	3,722,189	7,444,378.00	0.80
4	20001- 30000	144	0.20	1,789,573	3,579,146.00	0.38
5	30001- 40000	94	0.13	1,713,648	3,427,296.00	0.37
6	40001- 50000	79	0.11	1,793,697	3,587,394.00	0.39
7	50001- 100000	123	0.17	4,336,264	8,672,528.00	0.93
8	100001& Above	241	0.33	435,222,622	870,445,244.00	93.49
	Total:	73,171	100.00	465,529,440	931,058,880.00	100.00



Report On Corporate Governance (Contd.)

(i)(b) Distribution of shareholding of partly paid up equity shares of face value of ₹ 2/- each with paid up value of ₹ 1.10 each as on March 31, 2020: (Voting Rights i.r.o these partly paid-up shares are proportionate to the amount paid up on such shares).

S. No.	Category	No. of holders	% to total holders	Total Shares	Amount (paid-up value) (₹)	% of Amount
1	1-5000	7598	94.55	2,389,476	2,628,423.60	2.89
2	5001- 10000	181	2.25	1,152,038	1,267,241.80	1.39
3	10001- 20000	96	1.19	1,194,601	1,314,061.10	1.44
4	20001- 30000	39	0.49	873,713	961,084.30	1.06
5	30001- 40000	20	0.25	640,683	704,751.30	0.77
6	40001- 50000	17	0.21	677,061	744,767.10	0.82
7	50001- 100000	42	0.52	2,767,278	3,044,005.80	3.34
8	100001& Above	43	0.54	73,109,014	80,419,915.40	88.29
	Total:	8036	100.00	82,803,864	91,084,250.40	100.00

(i)(c) Distribution of shareholding of partly paid up equity shares of face value of ₹ 2/- each with paid up value of Re. 0.80 each, as on March 31, 2020: (Voting Rights i.r.o these partly paid-up shares are proportionate to the amount paid up on such shares).

S. No.	Category	No. of holders	% to total holders	Total Shares	Amount (paid-up value) (₹)	% of Amount
1	1-5000	343	98.84	41,926	33,540.80	39.84
2	5001- 10000	2	0.58	14,766	11,812.80	14.03
3	10001- 20000	1	0.29	18,750	15,000.00	17.81
4	20001- 30000	1	0.29	29,812	23,849.60	28.32
	Total:	347	100.00	105,254	84,203.20	100.00

(ii) Shareholding pattern as on March 31, 2020

Sr. No.	Category	No. of Shares			% holding
		Fully paid up equity shares	Partly Paid up equity shares *	Total No. of Shares	
1	Promoters	139,195,429	35,788,434	174,983,863	31.91
2	Banks /Mutual Funds/Indian Financial Institutions/Alternate Investment Funds	268,530	0	268,530	0.05
3	FII's/FPIs	132,687,728	10,450,452	143,138,180	26.10
4	Bodies Corporate	59,694,797	13,783,320	73,478,117	13.40
5	Indian Public (Employees/HUF/ Public/Trusts/Directors)	69,488,970	11,716,318	81,205,288	14.80
6	NRIs	1,025,579	9,658	1,035,237	0.19
7	GDRs (Shares underlying)	54,433	0	54,433	0.01
8	Other foreign entities (Foreign companies)	62,213,000	11,103,288	73,316,288	13.36
9	NBFCs Registered with RBI	49,298	2,343	51,641	0.01
10	Others(Clearing Members/IEPF)	851,676	55,305	906,981	0.17
	Total	465,529,440	82,909,118	548,438,558	100.00

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



Report On Corporate Governance (Contd.)

(M) Dematerialization of shares and liquidity

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

As on March 31, 2020, 99.99% equity shares of the Company representing 548,422,826 out of a total of 548,438,558 equity shares were held in dematerialized form and the balance 15,732 equity shares representing 0.01% of the total equity capital of the Company were held in physical form.

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

(N) Outstanding GDRs/Convertible Instruments

As on March 31, 2020, the number of outstanding GDRs was 54,433. Each GDR represents one fully paid up equity share of ₹ 2/- each in the Company. Also as on March 31, 2020, an aggregate of 17,313,900 Employees Stock options and 27,985,452 Compulsorily Convertible Debentures (CCDs) were in force. These options and CCDs, upon exercise/conversion, were convertible into equivalent number of fully paid-up equity shares of the Company. As and when these stock options are exercised, the paid-up equity share capital of the Company shall stand increased accordingly. During current financial year, 27,985,452 CCDs have been converted into equivalent number of fully paid up equity shares of the Company and have been listed on the National Stock Exchange of India Limited and BSE Limited.

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

During FY 2019-20, the Company doesn't have Commodity price risk. Further, the Company has not borrowed any loans in foreign currency. The working capital of the Company doesn't comprise of any amount in foreign currency. However, the Company has long term foreign currency amount receivable through loan notes and escrow account against long-term non-trade investment sold in previous years. The same has not been hedged.

(P) Plant Location: Not applicable

(Q) Address for Correspondence

(i) Registered Office:

M- 62 & 63, First Floor,
Connaught Place, New Delhi- 110 001
E-mail: helpdesk@indiabulls.com,
Tel: 0124-6681199, Fax: 0124-6681240
Website: <http://www.indiabullsvventures.com/>

(ii) Corporate Office(s):

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

(R) Profiles of Directors seeking appointment/ re-appointment have been captured in the Notice convening the 25th Annual General Meeting of the Company.



Report On Corporate Governance (Contd.)

(S) Credit Ratings

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

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

During the Financial Year 2019-20, the Company had not raised any funds through preferential allotment or qualified institutions placement.

(U) Fees paid to Statutory Auditors

Total fees for all services paid to the statutory auditor M/s Walker Chandio & Co LLP, by the Company and its subsidiaries, on a consolidated basis, and all entities in the network firm/network entity of which the statutory auditor is a party, was ₹ 114.97 lakh (including fee as auditors and reimbursement expenses).

7. COMPLIANCE CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY

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

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

Number of complaints filed during the financial year 2019-20	Number of complaints disposed of during the financial year 2019-20	Number of complaints pending at the end of financial year 2019-20
2	1	1*

*closed in current financial year.

9. OTHER DISCLOSURES

(i) Subsidiary Companies

During the year under review, the Company has incorporated 5 new subsidiary companies namely, Evinos Buildwell Limited, Evinos Developers Limited, Savren Buildwell Limited, Krathis Buildcon Limited, Krathis Developer Limited. The Company has acquired additional 9% equity stake of "Transerv Limited" (formerly "Transerv Private Limited") through one of its wholly owned subsidiary and total holding of the Company in Transerv Limited stands at 42%. By virtue of control as per Ind AS 110 - Consolidated Financial Statements, "Transerv Limited" has become subsidiary of the Company. Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited) was material unlisted subsidiary of the Company during the financial year 2019-20. The Company has formulated a Policy for determining material subsidiaries, pursuant to the provisions of the SEBI LODR, which is available on the website of the Company at https://www.indiabullsvventures.com/public/media/IVL_Policy_for_Determining_Material_Subsiary_1598077992.pdf



Report On Corporate Governance (Contd.)

(ii) MCA Inspection

During FY 2019-2020, the office of Regional Director, Northern Region, New Delhi, Ministry of Corporate Affairs, Government of India (R D Office), had conducted inspection under section 206(5) of the Companies Act, 2013 (the Act) of the records and documents of the Company pertaining to the Financial years 2015 to 2019 and issued Preliminary Findings letter inter-alia mentioning certain technical / clerical omissions under sections i.e. 118 and 188(5) of the Act, all of which are compoundable in nature. The Company, suo moto to buy peace, has filed compounding applications under section 441 of the Act with the office of Registrar of Companies, Ministry of Corporate Affairs, Government of India, for composition of these alleged minor technical non-compliances. These applications are under the jurisdiction and to be compounded by RD Office. The Company shall pay the monetary penalty, as may be adjudicated and imposed by RD Office.

(iii) Related Party Transactions

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

(iv) CEO / CFO Certification

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

(v) Codes of the Company

(a) Code of Conduct and Ethics

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

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

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

(b) Code of Conduct for Prevention of Insider Trading

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



Report On Corporate Governance (Contd.)

(vi) Whistle Blower Policy

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

https://www.indiabullsvventures.com/public/media/Whistleblower_Policy_IVL_1590582862.pdf.

(vii) Strictures and Penalties

During the last three financial years including the year under review, no penalty was imposed by BSE Limited, National Stock Exchange of India Limited and SEBI consequent to routine inspection conducted by them in compliance with applicable regulatory requirements.

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

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

9. DISCRETIONARY REQUIREMENTS

(A) The Board

During the financial year 2019-20, The Company had a non-executive Chairman. Hence, the requirement recommended with regard to non-executive Chairman under Regulation 27(1) of SEBI LODR has been adopted by the Company.

(B) Shareholders Rights

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

(C) Unqualified Financial Statements

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



Report On Corporate Governance (Contd.)

(D) Reporting of Internal Auditor

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

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

(E) Unclaimed Shares lying in Demat Suspense Account

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

This Corporate Governance Report of the Company for the financial year ended March 31, 2020 is in compliance with the requirements as prescribed under Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI LODR, to the extent applicable to the Company.



Report On Corporate Governance (Contd.)

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

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

Date: June 25, 2020
Place: Mumbai

Sd/-
Divyesh B. Shah
Chief Executive Officer*

**On August 28, 2020, the Board has re-designated Mr. Divyesh B. Shah as Chief Operating Officer of the Company.*

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

To
The Board of Directors
Indiabulls Ventures Limited

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

- A. We have reviewed financial statements including the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
- (1) There were no significant changes in internal control over financial reporting during the year;
 - (2) There were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: June 25, 2020
Place: Mumbai

Sd/-
Divyesh B. Shah
WTD & CEO*

Sd/-
Rajeev Lochan Agrawal
CFO

**On August 28, 2020, the Board has re-designated Mr. Divyesh B. Shah as Chief Operating Officer of the Company.*



Report On Corporate Governance (Contd.)

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Indiabulls Ventures Limited

We have examined the compliance of conditions of Corporate Governance by Indiabulls Ventures Limited (“the Company”), for the year ended March 31, 2020, as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the Company’s management and 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI LODR.

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

We further state that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For **S. Khandelwal & Co.**
Company Secretaries

Date: July 20, 2020
Place: New Delhi

Sd/-
Sanjay Khandelwal
Proprietor
Membership No: FCS-5945
CP No.: 6128
UDIN: F005945B000479462



Independent Auditor's Report

To the Members of Indiabulls Ventures Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Indiabulls Ventures Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group as at 31 March 2020, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's

Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 63 to the accompanying consolidated financial statements, which describes the effects of uncertainties relating to COVID-19 pandemic outbreak on the Group's operations that are dependent on future developments, and the impact thereof on the impairment assessment of financial assets outstanding as at 31 March 2020. Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
6. We have determined the matters described below to be the key audit matters to be communicated in our report.



Independent Auditor's Report (contd.)

Key audit matter	How our audit addressed the key audit matter
<p>1. Expected Credit Losses on loans [Refer note 5 for the accounting policy]</p> <p>As at 31 March 2020, the Group has financial assets (loans) amounting to ₹ 470,924.65 lakh against which the Group has recognized an impairment loss of ₹ 52,970.11 lakh. Further the Group has written off loan assets aggregating to ₹ 36,205.41 lakh in current year.</p> <p>Indian Accounting Standard ('Ind AS') 109, Financial Instruments requires the Group to provide for impairment of its financial assets using expected credit losses approach.</p> <p>The expected credit loss is calculated using the percentage of probability of default, loss given default and exposure at default for each of the stages of loan portfolio based on industry data sourced from a leading credit bureau. Such estimates have then been adjusted to reflect the uncertainties relating to COVID-19 pandemic outbreak and its impact on impairment loss assessment.</p> <p>Loan assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial assets on statement of profit and loss.</p> <p>The determination of impairment provisions and write offs is complex, and significant judgements are required around both the timing of recognition of impairment provisions and estimation of the amount of allowances required in relation to loss events.</p> <p>Considering the significance of the above matter to the consolidated financial statements, high estimation uncertainty and significant management judgments involved, this area required significant auditor's attention to test such complex accounting estimates. Therefore, we have identified this as a key audit matter for current year audit.</p> <p>We also draw attention to Note 63 to the accompanying financial statements which describe the uncertainties relating to the effects of COVID-19 pandemic outbreak that impact the impairment assessment of loan assets outstanding as at 31 March 2020.</p>	<p>Our audit focused on assessing the appropriateness of management's judgment and estimates used in the impairment analysis through the following procedures, but were not limited to the following:</p> <ul style="list-style-type: none"> a) obtaining an understanding of the model adopted by the Group for calculation of expected credit losses on loan assets and the appropriateness of such methodology in accordance with the requirements of applicable accounting standards; b) testing the design and operating effectiveness of key controls relating to calculation of expected credit loss. This includes testing performed by IT specialists to test the data flows from source systems to spreadsheet-based models to test their completeness and accuracy; c) testing the modelling assumptions and inputs which are based on industry experience as collated by an expert, by benchmarking independently such inputs with data of other comparable companies to assess reasonability of such assumptions. The management overlay of additional provision recognised due to impact of COVID-19 was also reviewed for reasonableness basis our understanding of the loan portfolio risk and historical experience; d) testing the ageing of loan balances on sample basis to ensure the appropriateness of loan categorisation across various stages performed by the management in accordance with the accounting policy, while considering the directions issued by the Reserve Bank of India on such classification of loans falling due during the moratorium period extended to the borrowers; e) testing the arithmetical accuracy of the calculation of expected credit losses; f) verifying the adequacy and appropriateness of the related disclosures in accordance with the requirements of relevant accounting standards; g) obtaining and verifying the relevant approvals for write-off of the loan assets in accordance with the Group's policy; h) obtaining written representations from management and those charged with governance whether they believe significant assumptions used in calculation of expected credit losses are reasonable.



Independent Auditor’s Report (contd.)

Key audit matter	How our audit addressed the key audit matter
2. Use of information processing system for accounting and financial reporting	
<p>The Group relies upon information processing systems for recording, processing, classifying and presenting the large volume of transactions entered into by the Group. The Group has put in place IT General Controls and automated IT Controls to ensure that the information produced by the Group is reliable. Among other things, the management also uses the information produced by the Group’s information processing systems for accounting and the preparation and presentation of the financial statements.</p> <p>Since our audit strategy included focus on Group’s information processing systems relevant to our audit due to their pervasive impact on the financial statements, we have determined the use of information processing system for accounting and financial reporting as a key audit matter for the current year audit.</p>	<p>Our key audit procedures on this matter included, but were not limited, to the following:</p> <ul style="list-style-type: none"> a) obtaining an understanding of the Group’s information processing systems, IT General Controls and automated IT controls for applications, databases and operating systems relevant to our audit; b) involving IT specialists (auditor’s expert) for performance of the following procedures: <ul style="list-style-type: none"> i) testing the IT General Controls around user access management, changes to IT environment and segregation of duties over key financial accounting and reporting processes; ii) testing the automated controls like interfaces, configurations and information generated by the Group’s information processing systems for loans, brokerage fees, interest income and other significant financial statement items; and c) obtaining written representations from management and those charged with governance on whether IT general controls and automated IT controls are designed and were operating effectively during the period covered by our audit.

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

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

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

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

obtained in the audit or otherwise appears to be materially misstated.

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

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

8. The accompanying consolidated financial statements have been approved by the Holding Company’s Board of Directors. The Holding Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group



Independent Auditor's Report (contd.)

in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Board of Directors/management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists.

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

12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the 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 Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based



Independent Auditor's Report (contd.)

on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, and its associates and joint ventures, to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely

rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

16. We did not audit the financial statements of 18 subsidiaries, whose financial statements reflects total assets of ₹ 266,407.75 lakh and net assets of ₹ 94,494.62 lakh as at 31 March 2020, total revenues of ₹ 21,799.80 lakh and net cash inflows amounting to ₹ 9,659.50 lakh for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

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

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 16, on separate financial statements of the subsidiaries, associates and joint ventures, we report that the Holding Company and 3 subsidiary companies covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that 17 subsidiary companies covered under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary companies.



Independent Auditor's Report (contd.)

18. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies covered under the Act, none of the directors of the Group companies covered under the Act, are disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II'; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries:
 - i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 48 to the consolidated financial statements;
 - ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2020;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2020; and
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandio & Co LLP

Chartered Accountants
Firm's Registration No.: 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

UDIN: 20095256AAAABW8422

Place: Noida

Date: 25 June 2020



Independent Auditor's Report (contd.)

Annexure I

List of subsidiaries included in the consolidated financial statements

- 1) Indiabulls Investment Advisors Limited (earlier Indiabulls Brokerage Limited)
- 2) Auxesia Soft Solutions Limited
- 3) Indiabulls Securities Limited (earlier Indiabulls Commodities Limited)
- 4) Indiabulls Distribution Services Limited
- 5) Indiabulls Consumer Finance Limited (earlier IVL Finance Limited)
- 6) Pushpanjli Finsolutions Limited
- 7) Devata Tradelink Limited
- 8) Arbutus Constructions Limited
- 9) Gyansagar Buildtech Limited
- 10) Pushpanjli Fincon Limited
- 11) Indiabulls Alternate Investments Limited
- 12) Indiabulls Consumer Products Limited
- 13) Indiabulls Asset Reconstruction Company Limited
- 14) Indiabulls Infra Resources Limited
- 15) Evinos Developers Limited
- 16) Evinos Buildwell Limited
- 17) Transerv Private Limited
- 18) Savren Buildwell Limited
- 19) Krathis Buildcon Limited
- 20) Krathis Developers Limited



Annexure II to Independent Auditor's Report of even date to the members of Indiabulls Ventures Limited, on the consolidated financial statements for the year ended 31 March 2020

Annexure II

Independent Auditor's 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')

1. In conjunction with our audit of the consolidated financial statements of Indiabulls Ventures Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

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

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal financial controls stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on

our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

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



Annexure II to Independent Auditor's Report of even date to the members of Indiabulls Ventures Limited, on the consolidated financial statements for the year ended 31 March 2020

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2020, based

on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal financial controls stated in Guidance Note issued by ICAI'.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 18 subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 266,407.75 lakh and net assets of ₹ 94,494.62 lakh as at 31 March 2020, total revenues of ₹ 21,799.80 lakh and net cash inflows amounting to ₹ 9,659.50 lakh for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For Walker Chandio & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

UDIN: 20095256AAAABW8422

Place: Noida

Date: 25 June 2020



Consolidated Balance Sheet

as at 31 March 2020

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

	Notes	As at 31 March 2020	As at 31 March 2019
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	6	211,941.33	194,717.37
(b) Bank balance other than cash and cash equivalents	7	74,050.60	39,674.07
(c) Receivables			
Trade receivables	8	15,214.76	27,336.19
Other receivables	9	6,875.11	11,073.74
(d) Loans	10	523,096.07	1,119,664.22
(e) Investments	11	63,412.25	60,272.12
(f) Other financial assets	12	92,337.38	98,615.28
Total financial assets		986,927.50	1,551,352.99
(2) Non-financial assets			
(a) Current tax assets (net)	13	16,036.80	7,248.31
(b) Deferred tax assets (net)	14	17,269.39	13,756.90
(c) Investment accounted for using the equity method	15	-	3,567.58
(d) Property, plant and equipment	16A	7,753.10	4,617.26
(e) Right-of-use assets	16B	24,135.20	-
(f) Intangible assets under development	16C	608.12	901.20
(g) Goodwill	16D	3,906.43	319.77
(h) Other intangible assets	16E	12,608.41	6,894.97
(i) Investment property	16F	27,122.50	-
(j) Other non-financial assets	17	61,355.07	12,889.28
Total non-financial assets		170,795.02	50,195.27
TOTAL ASSETS		1,157,722.52	1,601,548.26
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Derivative financial instruments	18	-	209.42
(b) Payables			
(i) Trade payables	19		
(i) total outstanding dues of micro enterprises and small enterprises		2.42	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		8,508.62	6,430.98
(ii) Other payables	20		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		4,051.25	2,674.15
(c) Debt securities	21	88,736.01	203,505.46
(d) Borrowings (other than debt securities)	22	424,468.39	661,278.77
(e) Lease liabilities	23	25,624.33	-
(f) Other financial liabilities	24	32,304.58	59,282.28
Total financial liabilities		583,695.60	933,381.06
(2) Non-financial Liabilities			
(a) Current tax liabilities (net)	25	284.96	753.48
(b) Provisions	26	3,741.04	4,256.87
(c) Deferred tax liabilities (net)	27	1,098.28	-
(d) Other non-financial liabilities	28	10,129.08	5,644.06
Total non-financial liabilities		15,253.36	10,654.41
(3) Equity			
(a) Equity share capital	29	10,222.47	11,348.76
(b) Other equity	30	492,512.96	631,248.03
Equity attributable to the owners of the Holding Company		5,02,735.43	6,42,596.79
Non controlling interest		56,038.13	14,916.00
Total equity		558,773.56	657,512.79
TOTAL LIABILITIES AND EQUITY		1,157,722.52	1,601,548.26

The accompanying notes form an integral part of these consolidated financial statements.

This is the consolidated balance sheet referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &
Chief Executive Officer

DIN: 00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Consolidated Statement of Profit and Loss

for the year ended 31 March 2020

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

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
I. Revenue from operations			
Interest income	31	197,233.11	157,995.14
Dividend income	32	4,951.19	2,558.17
Fees and commission income	33	27,518.30	33,719.01
Net gain on fair value changes	34	-	1,634.83
Net gain on derecognition of financial assets	35	61,775.95	3,435.91
Total revenue from operations		291,478.55	199,343.06
II. Other income	36	406.68	384.94
III. Total income (I + II)		291,885.23	199,728.00
IV. Expenses			
Finance costs	37	79,969.98	58,741.38
Fees and commission expense	38	3,417.74	1,137.03
Net loss on fair value changes	34	1,512.19	-
Impairment of financial assets	39	96,023.15	12,681.05
Employee benefits expenses	41	50,842.82	36,881.88
Depreciation and amortisation	42	11,607.23	2,697.75
Other expenses	43	45,808.18	24,658.29
Total expenses		289,181.29	136,797.38
V. Profit before share of loss of an associate and tax (III - IV)		2,703.94	62,930.62
VI. Share of loss in an associate		-	(2.84)
VII. Profit before tax (V + VI)		2,703.94	62,927.78
VIII. Tax expense:	44		
Current tax		1,881.82	15,080.89
Deferred tax (credit)/charge		(3,358.78)	1,818.27
		(1,476.96)	16,899.16
IX. Profit for the year (VII - VIII)		4,180.90	46,028.62
XII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurement gain on defined benefit plans		(79.60)	(73.10)
(b) Equity instruments through other comprehensive income		(167.35)	(94.30)
(ii) Income-tax relating to items that will not be reclassified to profit or loss		20.85	23.96
(iii) Items that will be reclassified to profit or loss			
(a) Remeasurement of business model on assignment transaction		1,059.00	-
(iv) Income-tax relating to items that will be reclassified to profit or loss		(266.53)	-
Total other comprehensive income (net of taxes)		566.37	(143.44)
XI. Total comprehensive income for the year (IX + X)		4,747.27	45,885.18
Net profit after tax attributable to -			
Owners of the Holding Company		432.67	45,909.69
Non controlling interests		3,748.23	118.93
		4,180.90	46,028.62
Other comprehensive income attributable to -			
Owners of the Holding Company		553.37	(143.44)
Non controlling interests		13.00	-
		566.37	(143.44)
Total comprehensive income attributable to -			
Owners of the Holding Company		986.04	45,766.25
Non controlling interests		3,761.23	118.93
		4,747.27	45,885.18
XII. Earnings per equity share (₹):	45		
Basic		0.07	8.42
Diluted		0.07	8.01
Face value per equity share (₹)		2.00	2.00

The accompanying notes form an integral part of these consolidated financial statements.

This is consolidated statement of profit and loss referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &

Chief Executive Officer

DIN: 00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Consolidated Statement of Cash Flows

for the year ended 31 March 2020

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

	For the year ended 31 March 2020	For the year ended 31 March 2019
A Cash flow from operating activities :		
Profit before tax	2,703.94	62,927.78
Adjustments for:		
Depreciation and amortisation	11,607.23	2,697.75
Profit on sale of property, plant and equipment (net)	(3.64)	(2.79)
Provision for employee benefits (net)	1,340.32	702.45
Impairment on financial assets	96,023.15	12,681.05
Net gain on ineffective portion of hedges	-	(196.13)
Excess provisions for expenses no longer required written back	(260.47)	(105.70)
Liabilities written back	(1.57)	(7.63)
Unrealised gain on foreign exchange fluctuations (net)	(106.73)	(53.38)
Gain on sale of loan portfolio through assignment	(61,775.95)	(3,435.91)
Interest expenses on leasing arrangement	2,774.91	-
Net loss/(gain) on fair value changes	292.80	(1,634.83)
Share based payments expense	2,025.83	4,361.83
Effective interest rate adjustment for financial instruments	2,517.58	(2,492.58)
Operating profit before working capital changes	57,137.40	75,441.91
Adjustments for:		
Decrease/(increase) in trade receivables	4,073.77	(1,075.10)
Decrease in other receivables	3,433.70	1,143.73
Decrease/(increase) in loans	545,791.73	(708,545.12)
(Increase) in bank balance other than cash and cash equivalents	(34,329.81)	(6,825.16)
Decrease/(increase) in other financial assets	67,101.50	(67,748.80)
(Increase) in non financial assets	(3,879.47)	(4,539.13)
(Decrease) in derivative financial instruments	(209.42)	(1,098.85)
Increase in trade payable	1,949.74	2,778.75
Increase in other payable	1,632.34	1,878.78
(Decrease)/increase in other financial liabilities	(28,450.41)	19,110.79
(Decrease)/increase in provision	(1,977.71)	858.67
Increase in non-financial liabilities	4,448.05	2,076.24
Cash generated from /(used in) operating activities	616,721.41	(686,543.29)
Income-taxes paid (net)	(12,710.72)	(17,846.76)
Net cash generated from /(used in) operating activities	604,010.69	(704,390.05)
B Cash flows from investing activities :		
Purchase of property, plant and equipments, intangible assets under development and intangible assets (including capital advances)	(80,991.10)	(8,770.52)
Proceeds from sale of property, plant and equipments	75.05	4.54
Purchase of investments in associate	-	(3,567.58)
Purchase of treasury shares	(18,305.73)	-
Payment made on acquisition of subsidiary	(1,402.48)	-
Purchase of investment (net)	(3,262.72)	(8,019.90)
Net cash (used in)/ generated from investing activities	(103,886.98)	(20,353.46)



Consolidated Statement of Cash Flows

for the year ended 31 March 2020

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

	For the year ended 31 March 2020	For the year ended 31 March 2019
C Cash flows from financing activities		
Proceeds from issue of equity shares (fully paid up and partly paid up including securities premium)	4,118.56	276,494.33
Dividends paid (including dividend distribution tax)	(20,462.69)	(5,513.79)
Lease payments	(6,009.48)	-
Buy-back of equity shares (including buy back expenses and taxes)	(107,160.77)	-
Amount transferred to investor education and protection fund	(52.63)	-
Repayment of debt securities	(159,960.53)	(939,419.18)
Proceeds from debt securities	43,320.28	1,157,169.82
Repayment of borrowings (other than debt securities)	(1,873,454.28)	(894,454.73)
Proceeds from borrowings (other than debt securities)	1,728,642.69	1,111,938.91
Net cash (used in)/ generated from financing activities	(391,018.85)	706,215.36
D Net increase/ (decrease) in cash and cash equivalents (A+B+C)	109,104.86	(18,528.15)
E Cash and cash equivalent of subsidiary acquired	764.67	-
F Cash and cash equivalents at the beginning of the year	91,216.02	109,744.17
Cash and cash equivalents at the end of the year (D+E+F)	201,085.55	91,216.02

Notes:

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

	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents (as per note 6 to the financial statements) *	211,941.33	194,717.37
Less: Bank overdraft facilities (as per note - 22 to the financial statements)	(10,855.78)	(103,501.35)
	201,085.55	91,216.02

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

- For disclosures relating to change in liabilities arising from financing activities refer note- 49.

The accompanying notes form an integral part of these consolidated financial statements.

This is consolidated statement of cash flows referred to in our report of even date.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &

Chief Executive Officer

DIN: 00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Consolidated Statement of Changes in Equity

for the year ended 31 March 2020

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

A Equity share capital (refer note -29)

Particulars	Balance as at 1 April 2018	Changes during the year	Balance as at 31 March 2019	Changes during the year	Balance as at 31 March 2020
Equity share capital	9,262.56	2,086.20	11,348.76	(1,126.29)	10,222.47

B. Other equity (refer note - 30)

Particulars	Treasury shares	Equity component of compulsory convertible debentures	Statutory reserves	Capital reserve	Securities premium	Capital redemption reserve	Reserves and surplus				Equity instruments through other comprehensive income	Change in fair value of loan assets through other comprehensive income	Money received against share warrants	Total attributable to equity share-holders of the Holding Company	Total non-controlling interest	Total
							Debt redemption reserve	Foreign currency monetary item translation difference account	General reserve	Share options outstanding account						
Balance as at 1 April 2018	-	4,186.83	763.66	1,32,344.17	3,700.36	-	49.04	4,197.55	3,309.88	27,817.18	491.44	-	3,696.88	1,80,556.99	-	1,80,556.99
Profit for the year	-	-	-	-	-	-	-	-	-	45,909.69	-	-	-	45,909.69	118.93	46,028.62
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	-	-	(49.14)	(94.30)	-	-	(143.44)	-	(143.44)
Issue of equity shares	-	-	-	2,78,191.87	-	-	-	-	-	-	-	-	(3,696.88)	2,74,494.99	-	2,74,494.99
Expenses on issue of partly paid up shares	-	-	-	(86.86)	-	-	-	-	-	-	-	-	-	(86.86)	-	(86.86)
Issue of compulsorily convertible debentures	1,31,708.14	-	-	-	-	-	-	-	-	-	-	-	-	1,31,708.14	-	1,31,708.14
Transfer from retained earnings	-	-	7,998.08	-	-	-	416.54	-	-	(8,414.62)	-	-	-	-	-	-
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	14,797.07	14,797.07
Adjustment on strike off of subsidiary	-	-	-	(16.35)	-	-	-	-	-	55.35	-	-	-	39.00	-	39.00
Effect of change in foreign exchange rate	-	-	-	-	-	-	44.32	-	-	-	-	-	-	44.32	-	44.32
Amortised/utilised during the year	-	-	-	-	-	-	(53.38)	-	-	-	-	-	-	(53.38)	-	(53.38)
Dividend paid ⁽ⁱ⁾	-	-	-	-	-	-	-	-	-	(4,631.28)	-	-	-	(4,631.28)	-	(4,631.28)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(951.97)	-	-	-	(951.97)	-	(951.97)
Share based payment expense	-	-	-	-	-	-	-	-	4,361.83	-	-	-	-	4,361.83	-	4,361.83
Balance as at 31 March 2019	-	1,31,708.14	12,184.91	747.31	4,10,449.18	3,700.36	39.98	4,197.55	7,671.71	59,735.21	397.14	-	-	6,31,248.03	14,916.00	6,46,164.03



Consolidated Statement of Changes in Equity

for the year ended 31 March 2020

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

Particulars	Treasury shares	Equity component of compulsory convertible debentures	Reserves and surplus						Equity instruments through other comprehensive income	Change in fair value of loan assets through other comprehensive income	Money received against share warrants	Total attributable to equity share-holders of the Holding Company	Total non-controlling interest	Total		
			Statutory reserves	Capital reserve	Securities premium	Capital redemption reserve	Debt redemption reserve	Foreign currency monetary item translation difference account							General reserve	Share options outstanding account
Balance as at 1 April 2019	-	1,31,708.14	12,184.91	747.31	4,10,449.18	3,700.36	416.54	39.98	4,197.55	7,671.71	59,735.21	397.14	-	6,31,248.03	14,916.00	6,46,164.03
Profit for the year	-	-	-	-	-	-	-	-	-	-	419.63	-	-	419.63	3,761.23	4,180.86
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	-	-	-	(58.75)	(167.35)	-	(226.10)	-	(226.10)
Issue of equity shares	-	-	-	-	5,486.75	-	-	-	-	-	-	-	-	5,486.75	-	5,486.75
Expenses on issue of partly paid up shares	-	-	-	-	(286.11)	-	-	-	-	-	-	-	-	(286.11)	-	(286.11)
Acquisition of own shares	(18,305.73)	-	-	-	-	-	-	-	-	-	-	-	-	(18,305.73)	-	(18,305.73)
Impact of change in Income-tax rate	-	(988.88)	-	-	-	-	-	-	-	-	-	-	-	(988.88)	-	(988.88)
Effect of change in foreign exchange rate	-	-	-	-	-	-	-	66.75	-	-	-	-	-	66.75	-	66.75
Amortised during the year	-	-	-	-	-	-	-	(106.73)	-	-	-	-	-	(106.73)	-	(106.73)
Transfer from gain on business model on assignment transaction	-	-	-	-	-	-	-	-	-	-	-	-	792.47	792.47	-	792.47
Dividend paid (i)	-	-	-	-	-	-	-	-	-	-	(17,174.39)	-	-	(17,174.39)	-	(17,174.39)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	-	(3,556.07)	-	-	(3,556.07)	-	(3,556.07)
Dividend on treasury shares	-	-	-	-	-	-	-	-	-	234.00	-	-	-	234.00	-	234.00
Transfer from retained earnings	-	-	-	-	-	-	(416.54)	-	-	-	(688.55)	-	-	-	-	-
Share based options for employees of subsidiaries	-	-	-	-	-	-	-	-	-	(1,289.07)	-	-	-	(1,289.07)	-	(1,289.07)
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	37,360.90	37,360.90
Transfer to on account of sale of equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	65.61	-	-	-	65.61



Consolidated Statement of Changes in Equity

for the year ended 31 March 2020

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

Particulars	Treasury Shares	Equity component of compulsory convertible debentures	Reserves and surplus							Equity instruments through other comprehensive income	Change in fair value of loan assets through other comprehensive income	Money received against share warrants	Total attributable to equity share-holders of the Holding Company	Total non-controlling interest	Total
			Statutory reserves	Capital reserve	Securities premium	Capital redemption reserve	Debt redemption reserve	Foreign currency monetary item translation difference account	General reserve						
Amount transferred to capital redemption reserve upon buyback (refer note - 64)	-	-	-	1,333.33	-	-	-	-	(1,333.33)	-	-	-	-	-	-
Share based options lapsed	-	-	-	-	-	-	-	-	(227.07)	227.07	-	-	-	-	-
Buy-back of shares (including buy-back expenses and taxes) (refer note - 64)	-	-	-	-	-	(1,05,827.46)	-	-	-	-	-	(1,05,827.46)	-	-	(1,05,827.46)
Share based payment expense	-	-	-	-	-	-	-	-	2,025.83	-	-	2,025.83	-	-	2,025.83
Balance as at 31 March 2020	(18,305.73)	1,30,719.26	13,270.00	747.31	3,09,822.36	5,083.69	-	4,197.55	8,181.40	37,890.47	1,641.8	792.47	4,92,512.96	96,038.13	5,48,551.09

(1) Dividend paid during the year ended 31 March 2020 is ₹ 3.25 per share (face value ₹ 2 each, fully paid up), ₹ 1.7875 per share (face value ₹ 2 each, partly paid up ₹ 1.10 per share) and ₹ 1.30 per share (face value ₹ 2 each, partly paid up ₹ 0.80 per share) (31 March 2019: ₹ 1.00 per share (face value ₹ 2 each, fully paid up) and ₹ 0.25 per share (face value ₹ 2 each, partly paid up ₹ 0.50 per share)).

The accompanying notes form an integral part of these consolidated financial statements.

This is consolidated statement of changes in equity referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director & Chief Executive Officer

DIN: 00010933

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary

Place: Noida

Date: 25 June 2020

Place: Mumbai

Date: 25 June 2020



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Note - 1

Group overview

Indiabulls Ventures Limited ('IBVL', 'the Holding Company', 'the Company') along with its subsidiaries and associate, collectively referred to as 'the Group' in following notes. The Group's primary businesses are "Broking and Related activities", "Financing and Related activities" and "Asset Reconstruction and Related activities". Broking and related activities include business as a stock broker on the National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE'), business as a commodity broker on the Multi Commodity Exchange of India Limited and the National Commodity and Derivative Exchange Limited, business of cross selling of real estate and providing other ancillary services relating to broking activities. Financing and Related activities include personal loans, business installment loans etc. Asset Reconstruction and Related activities include asset reconstruction business of stressed assets.

On 2 April 2008, the equity shares of the Holding Company were listed on the NSE and the BSE after the demerger of the Holding Company from Indiabulls Financial Services Limited (erstwhile holding company) vide Scheme of Arrangement. The Holding Company is domiciled in India and its registered office is situated at M-62 & 63, First Floor, Connaught Place, New Delhi – 110001.

Note - 2

General information and statement of compliance with Ind AS

These consolidated financial statements ('financial statements') have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Group has uniformly applied the accounting policies during the periods presented in this consolidated financial statements.

These consolidated financial statements for the year ended 31 March 2020 are the consolidated financial statements which has been prepared in accordance with Ind AS.

The consolidated financial statements for the year ended 31 March 2020 were authorized and approved for issue by the Board of Directors on 25 June 2020.

Note - 3

Basis of preparation

The consolidated financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the consolidated financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

The Holding Company carried on the business of stock broking until 20 February 2020. The stock broking business was transferred to Indiabulls Securities Limited (formerly known as Indiabulls Commodities Limited, a wholly owned subsidiary of IBVL) through a slump sale transaction after receiving approvals from regulatory and other relevant Authorities. Since the Company was a Non-Banking Financial Company as defined under Rule 2(g) of the Companies (Indian Accounting Standards) Rules, 2015 issued under Section 133 of the Companies Act, 2013 till 20 February 2020 and having regard to the nature of the continuing operations of the Group, the Group has continued to present the financial statements using Division III of Schedule III to the Companies Act, 2013.

Note - 4

Basis of consolidation

Subsidiaries



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

The consolidated financial statements comprise financial statements of the Holding Company and its subsidiaries. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The Group can have power over the investee even if it owns less than majority voting rights i.e. rights arising from other contractual arrangements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Statement of profit and loss [including other comprehensive income ('OCI')] of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss balance [including other comprehensive income ('OCI')] is attributed to the equity holders of the Holding Company and to the non-controlling interest basis the respective ownership interests and such balance is attributed even if this results in controlling interests having a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control those policies. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Interest in associates are accounted for using the equity method, after initially being recognized at cost. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting principles and policies of the Group. The consolidated statement of profit and loss (including the other comprehensive income) includes the Group's share of the results of the operations of the investee. Dividends received or receivable from associates are recognized as a reduction in the carrying amount of the investment. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interests in associates.

Business combination

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group. Acquisition costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values. Goodwill is measured as excess of the aggregate of the fair value of the consideration transferred, the amount recognized for non-controlling interests and fair value of any previous interest



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

held, over the fair value of the net of identifiable assets acquired and liabilities assumed. If the fair value of the net of identifiable assets acquired and liabilities assumed is in excess of the aggregate mentioned above, the resulting gain on bargain purchase is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through other comprehensive income.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities.

Note - 5

I Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Business model assessment - The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Expected credit loss ('ECL') – The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Group makes significant judgements with regard to the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management’s estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

II Summary of significant accounting policies

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the consolidated financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

a. Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in consolidated statement of profit and loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013. Leasehold improvements are amortised over the duration of the lease.

Asset class	Useful life
Furniture and fixtures	10 years
Vehicles	8-10 years
Office equipment	5 years
Computer equipment	3 years
Server and Networks	6 years
Leasehold improvements	Lower of useful life of the asset or lease term



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Property, plant and equipment individually costing up to INR 5,000 are fully depreciated in the year of acquisition. Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the consolidated statement of profit and loss, when the asset is derecognised.

b. Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation)

Intangible assets consisting of membership rights of the BSE Limited and software are amortised on a straight line basis over a period of 5 and 4 years respectively from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

c. Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost. Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. These are recognised as assets when the Group can demonstrate following recognition requirements:

- The development costs can be measured reliably;
- The project is technically and commercially feasible;
- The Group intends to and has sufficient resources to complete the project;
- The Group has the ability to use or sell the such intangible asset; and
- The asset will generate probable future economic benefits.

Amortisation of the asset begins when development is complete and the asset is available for use.

d. Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group recognises revenue from the following sources:

Interest income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR on financial asset after netting off the fees received and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

Income from assignment

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. EIS evaluated and adjusted for ECL and expected prepayment.

Interest on investments and deposits

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Brokerage income

Income from services rendered as a broker is recognised upon rendering of the services on a trade date basis, in accordance with the terms of contract.

Management fee

Management fee is recognised as revenue on accrual basis based on contractual arrangement, when there is no uncertainty in the ultimate realisation/collection.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Recovery/incentive fee

Recovery/incentive fee is recognised as revenue on accrual basis based on contractual arrangement, when there is no uncertainty in the ultimate realisation/collection.

Commission income

Commissions / brokerage from distribution of financial products are recognised on accrual basis upon allotment of the securities to the applicant.

Revenue from Digital Wallet Service & Merchant Fee

Revenue from digital services is recognized for providing payment gateway aggregation services and as a platform for merchant transactions executed through the wallets provided to customers through payment gateways, on a periodic basis as and when transactions are settled. Wallet maintenance fees in relation to facilitating wallet transactions and maintenance of related technical platforms is recognized on an accrual basis. Merchant fees from wallet transaction are recognized on the basis of successful pay-out of wallet usage to the respective merchants. The settlements are done daily for such transactions with the merchants. Revenue from banking correspondence services are recognised on accrual basis in accordance with the terms and conditions of the underlying mandates entered into with bank. The Group provides card enabled prepaid payment program management and remittance services. In such contracts, revenue is recognised as and when transactions are done through cards.

Depository account maintenance income

Depository account maintenance income is recognised on accrual basis and as at the time when the right to receive is established by the reporting date.

Dividend income

Dividend income is recognised when the right to receive payment of the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Net gain on fair value changes

The Group designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI). The Group recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL and FVOCI on net basis.

Miscellaneous income

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

e. Borrowing costs

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the consolidated statement of profit and loss as incurred basis the effective interest rate method.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

f. Taxation

Tax expense recognized in consolidated statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside consolidated profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the consolidated statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside consolidated statement of profit and loss (either in other comprehensive income or in equity).

g. Employee benefits

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Other long-term employee benefits

The Group also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to consolidated statement of profit and loss in the year in which such gains or losses are determined.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

Defined contribution plans

The Group has a defined contribution plans namely provident fund, pension fund, labour welfare fund and employees state insurance scheme. The contribution made by the Group in respect of these plans are charged to the consolidated statement of profit and loss.

Defined benefit plans

The Group has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans as the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

h. Share based payments

The Holding Company has formulated various Employees Stock Option Schemes. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in consolidated statement of profit and loss, with a corresponding adjustment to equity.

i. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. For cash flow statement purposes, cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

j. Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

k. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

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

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. **Financial assets carried at fair value through other comprehensive income (FVOCI):**

A financial asset is measured at FVOCI if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and selling financial assets, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

FVOCI instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and impairment gains or losses are recognised in the statement of profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified to the statement of profit or loss.

iii. **Investments in equity instruments** – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Group makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Group transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

iv. Investments in mutual funds – Investments in mutual funds are measured at fair value through profit and loss (FVTPL).

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole. Based on the Group's business model for managing the investments, the Group has classified its investments and securities for trade at FVTPL. Financial liabilities are carried at amortised cost using the effective interest rate method. For trade and other payables the carrying amount approximates the fair value due to short maturity of these instruments."

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Group's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Group has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Convertible debentures

Convertible debentures are separated into liability and equity components basis the terms of the contract. On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative contracts

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit and loss using mark to market information.

The Group also enters into certain derivative contracts (futures) to hedge risks which are designated as hedges of the fair value of recognised assets i.e. investment in equity instrument (fair value hedge). For hedge assessment, the hedging relationship must meet conditions with respect to documentation, strategy and economic relationship of the hedged transaction. In case of fair value, the change in fair value of derivative is recognised in the consolidated statement of profit and loss along with change in fair value of underlying asset.

I. Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Group factors historical trends and forward looking information to assess expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Loan assets

The Group follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- Stage 1 (1-30 days) includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.
- Stage 2 (31-60 days) includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.
- Stage 3 (more than 90 days) includes loan assets that have objective evidence of impairment at the reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) - The PD represents the likelihood of a borrower defaulting on its financial



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

obligation (as per “Definition of default and credit-impaired” above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Group’s expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Group expects to be owed at the time of default. For a revolving commitment, the Group includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Trade receivables

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial instrument in consolidated statement of profit and loss.

m. Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. Recoverable amount is higher of an asset’s net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the consolidated statement of profit and loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

n. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Segment reporting

The Group identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker') in deciding how to allocate resources and in assessing performance.

p. Foreign currency

Functional and presentation currency

Items included in the financial statement of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements have been prepared and presented in Indian Rupees (INR), which is the Holding Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the consolidated statement of profit and loss in the year in which they arise.

q. Investment property

Investment properties are land and buildings that are held for long term lease rental yields and/or for capital appreciation. Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on buildings is provided over the estimated useful lives of 60 years. The residual values, estimated useful lives and depreciation method of investment properties are reviewed, and adjusted on prospective basis as appropriate, at each reporting date. The effects of any revision are included in the Statement of Profit and Loss when the changes arise.

An investment property is de-recognised when either the investment property has been disposed of or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

r. Classification of leases –

The Group enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Leases

Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

For any new contracts entered into on or after 1 April 2019, the Group considers whether a contract is, or contains a lease (the transition approach has been explained and disclosed in Note 47). A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist. At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Groups incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset."

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

s. Treasury shares

The Group has created “Indiabulls Ventures Limited - Employee Welfare Trust” (‘Trust’) for the implementation of schemes namely employees stock options plans, employees stock purchase plan and stock appreciation rights plan. The Company treats IVL-EWT as its extension and the Company’s own shares held by IVL-EWT are treated as treasury shares. Treasury shares are presented as a deduction from equity. The original cost of treasury shares and the proceeds of any subsequent sale are presented as movements in equity.

t. Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period, being appropriately authorised and no longer at the discretion of the Company. The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company’s Board of Directors.

u. Indian Accounting Standards issued but not yet effective

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There are no new Indian accounting standards that have issued but have not been effective.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 6 Cash and cash equivalents	As at 31 March 2020	As at 31 March 2019
Cash on hand	9.98	5.07
Balance with banks:		
- in current accounts	196,888.21	96,230.16
- in bank deposits with original maturity of less than 3 months (refer 7(ii))	15,043.14	98,482.14
	211,941.33	194,717.37

Note - 7 Bank balance other than cash and cash equivalents	As at 31 March 2020	As at 31 March 2019
Bank deposits with original maturity of more than 3 months (refer 7(ii))	70,154.42	39,372.08
In earmarked balances :		
- Earmarked accounts	3,613.09	-
- Unpaid dividend accounts	283.09	301.99
	74,050.60	39,674.07

(i) Bank deposits include:		As at 31 March 2020	As at 31 March 2019
Particulars			
a)	Deposits pledged with the National Stock Exchange of India, BSE Limited, NSE Clearing Limited, Multi Commodity Exchange of India Limited and National Commodity and Derivative Exchange Limited for the purpose of base capital and additional base capital.	16,995.24	1,296.25
b)	Deposits pledged with the banks against bank guarantees for base capital and additional base capital to the National Stock Exchange of India, BSE Limited, NSE Clearing Limited, Multi Commodity Exchange of India Limited and National Commodity and Derivative Exchange Limited.	5,755.00	15,536.85
c)	Deposits pledged with banks for overdraft facilities availed by the Group.	20,837.40	101,244.13
d)	Deposits pledged with bank against bank guarantees issued in favour of Unique Identification Authority of India.	50.26	50.00
e)	Deposits pledged with bank against bank guarantees issued in favour of National Stock Exchange of India Limited for right issue of the Holding Company.	1,700.00	850.00
f)	Deposits pledged for arbitration matters.	210.44	104.58
g)	Deposits pledged with State Commission, New Delhi for appeal filed by the Holding Company in a consumer dispute matter.	0.25	0.25
h)	Deposits pledged with Value added tax/ Sales tax authorities	2.90	2.90
i)	Deposits pledged for securitisations	23,360.17	6,138



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 8 Trade receivables	As at 31 March 2020	As at 31 March 2019
Receivables considered good (unsecured)	15,214.76	27,336.19
Receivables which have significant increase in credit risk	8,293.58	3,071.71
Total - gross	23,508.34	30,407.90
Less: Impairment loss allowance	(8,293.58)	(3,071.71)
Total - net	15,214.76	27,336.19
Trade receivable include :		
Debts due by directors or other officers	-	-
Due from others	23,508.34	30,407.90

Note - 9 Other receivables	As at 31 March 2020	As at 31 March 2019
Receivables considered good (unsecured)	6,875.11	11,073.74
Receivables which have significant increase in credit risk	4,749.17	1,434.50
Total - gross	11,624.28	12,508.24
Less: Impairment loss allowance	(4,749.17)	(1,434.50)
Total - net	6,875.11	11,073.74

Note - 10 Loans	As at 31 March 2020		As at 31 March 2019	
	At amortised cost	At fair value through other comprehensive income*	At amortised cost	At fair value through other comprehensive income*
(a) Loans				
- Secured	227,372.66	3,133.48	562,155.20	-
- Unsecured	305,952.78	45,923.70	567,217.23	-
(b) Margin funding loan receivables (secured, considered good)	1,820.70	-	6,025.40	-
Less: Margin received	(478.84)	-	(1,017.13)	-
Total gross	534,667.30	49,057.18	1,134,381	-
Less: Impairment loss allowance	(60,344.86)	(283.55)	(14,716.48)	-
Total net	474,322.44	48,773.63	1,119,664.22	-
(i) Secured by tangible assets	226,486.61	3133.48	560,378.47	-
(ii) Secured by other assets	2,503.74	-	6,785.00	-
(iii) Unsecured	305,676.95	45,923.70	567,217.23	-
Total gross	534,667.30	49,057.18	1,134,380.70	-
Less: Impairment loss allowance	(60,344.86)	(283.55)	(14,716.48)	-
Total net	474,322.44	48,773.63	1,119,664.22	-
Loans in India				
(i) Public sector	-	-	-	-
(ii) Others	534,667.30	49,057.18	1,134,380.70	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 10 Loans	As at 31 March 2020		As at 31 March 2019	
	At amortised cost	At fair value through other comprehensive income*	At amortised cost	At fair value through other comprehensive income*
Total gross	534,667.30	49,057.18	1,134,380.70	-
Less: Impairment loss allowance	(60,344.86)	(283.55)	(14,716.48)	-
Total net	474,322.44	48,773.63	1,119,664.22	-

* During the year ended 31 March 2020, one of the wholly owned subsidiary of the Company has entered into series of bilateral assignment transactions against outstanding loan portfolio. In the light of this, the Group has concluded that the business model for loan against property, business installments loan and personal loan has changed from "hold to collect" to "hold to collect and sell". Accordingly, the Group had reclassified its eligible portfolio from amortised category to fair value through other comprehensive income (FVOCI) category and hence recorded a fair value gain in other comprehensive income.

Note - 11 Investments	As at 31 March 2020	As at 31 March 2019
Measured at fair value through profit or loss:		
Investment in mutual funds -		
Indiabulls Short Term Fund - Direct Plan - Growth [Number of units 58,519.58 (31 March 2019: nil) NAV: ₹ 1,738.98 (31 March 2019: ₹ nil) per unit]	1,017.64	-
Invesco India Liquid Fund - Direct Plan - Growth [Number of units: nil (31 March 2019: 194,585.50) NAV ₹ Nil (31 March 2019: ₹ 2,572.44) per unit]	-	5,005.59
Indiabulls Arbitrage Fund - Direct Plan - Growth [Number of units 1,391,865.94 (31 March 2019: nil) NAV: ₹ 14.39 (31 March 2019: ₹ nil) per unit]	200.32	-
Indiabulls Banking & PSU Debt Fund - Direct Plan - Growth [No of units 190,417.92 (31 March 2019: nil) NAV: ₹ 1,078.36 (31 March 2019: ₹ nil) per unit]	2,053.39	-
Indiabulls Dynamic Bond Fund - Direct Plan - Growth [Number of units 45,037.17 (31 March 2019: nil) NAV: ₹ 1,124.53 (31 March 2019: ₹ nil) per unit]	506.46	-
Indiabulls Savings Income Fund - Direct Plan - Growth (Erstwhile Monthly Income Plan until 06.03.18) [Number of units 6,689,052.70 (31 March 2019: nil) NAV: ₹ 14.33 (31 March 2019: ₹ nil) per unit]	958.58	-
Indiabulls Income fund- Direct Plan - Growth [Number of units: 8,557,972.37 (31 March 2019: 6,246,745.81) NAV: ₹ 17.72 (31 March 2019: ₹ 16.35) per unit]	1,516.33	1,021.49
Investment Savings Fund - Direct Plan-Growth [Number of units 144,865.09 (31 March 2019: 487,557.47) NAV: ₹ 1,116.05 (31 March 2019: ₹ 1,043.53) per unit]	1,616.76	5,087.83
Indiabulls Ultra Short term fund- Direct Plan- Growth [Number of units: nil (31 March 2019: 544,893.74) NAV ₹ Nil (31 March 2019: ₹ 1,866.21) per unit]	-	10,168.86



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 11 Investments	As at 31 March 2020	As at 31 March 2019
UTI Liquid Cash Plan - Direct Growth Plan [Number of units: nil (31 March 2019: 81,778.44) NAV ₹ Nil (31 March 2019: ₹ 3,060.74) per unit]	-	2,503.03
JM Large Cap Fund - Dividend option [Number of units nil (31 March 2019: 116,117,193.26) NAV ₹ Nil (31 March 2019: ₹ 26.91) per unit]	-	31,247.94
Axis Liquid Fund - Direct Growth [Number of units: nil (31 March 2019: 76.54) NAV ₹ Nil (31 March 2019: ₹ 2,073.52) per unit]	-	1.59
Aditya Birla Sun life liquid fund- Growth- Direct Plan [Number of units: nil (31 March 2019: 528.17) NAV ₹ Nil (31 March 2019: ₹ 300.44) per unit]	-	1.59
HDFC Liquid Fund - Direct Plan- Growth [Number of units: nil (31 March 2019: 43.14) NAV ₹ Nil (31 March 2019: ₹ 3,678.29) per unit]	-	1.59
ICICI Prudential Liquid Fund - Direct Growth Plan [Number of units: nil (31 March 2019: 547.05) NAV ₹ Nil (31 March 2019: ₹ 276.42) per unit]	-	1.59
Kotak Liquid Fund - Direct Plan Growth [Number of units: nil (31 March 2019: 41.92) NAV ₹ Nil (31 March 2019: ₹ 3,784.33) per unit]	-	1.59
Reliance Liquid Fund - Direct Growth Plan [Number of units: nil (31 March 2019: 43.14) NAV ₹ Nil (31 March 2019: ₹ 3,678.29) per unit]	-	1.59
SBI Liquid Fund - Direct Growth [Number of units: nil (31 March 2019: 54.19) NAV ₹ nil (31 March 2019: ₹ 2,928.57) per unit]	-	1.59
Investment in Alternative Investment Funds		
Indiabulls India Opportunities Fund	285.59	277.55
Investment in debt securities		
2,000 (31 March 2019: 25) non convertible debentures of Housing Development Finance Corporation Limited	20,734.50	2,617.51
1,450 (31 March 2019: nil) non convertible debentures of LIC Housing Finance Limited	15,021.21	-
5,000 (31 March 2019: nil) certificate of deposit of IndusInd Bank Limited	4,658.16	-
1,000 (31 March 2019: nil) non convertible debentures of Power Finance Corporation Limited	10,185.01	-
Investment in security receipts -		
Indiabulls ARC - II Trust Number of security receipts: 240,000 (31 March 2019: 240,000), Face value: ₹ 746.67 (31 March 2019: ₹ 805.81) per security receipt	1,792.01	1,933.94
Indiabulls ARC - IX Trust Number of security receipts: 154,500 (31 March 2019: Nil), Face value of ₹ 710.04 (31 March 2019: Nil) per security receipt	1,097.01	-
Indiabulls ARC - XIV Trust Number of security receipts: 160,500 (31 March 2019: Nil), Face value of ₹ 1000 (31 March 2019: Nil) per security receipt	1,605.00	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 11 Investments	As at 31 March 2020	As at 31 March 2019
Sub total (A)	63,247.97	59,874.87
Measured At fair value through other comprehensive income		
Investment in equity instruments: -		
BSE Limited	164.28	397.25
55,350 (31 March 2019: 65,000) equity shares of ₹2 each, fully paid-up		
Sub total (B)	164.28	397.25
Less: Impairment loss allowance	-	-
Total (A+B)	63,412.25	60,272.12
Investments outside India	-	-
Investments in India	63,412.25	60,272.12
Total	63,412.25	60,272.12

Note - 12 Other financial assets	As at 31 March 2020	As at 31 March 2019
(a) Loan notes and escrow receivable (refer footnote 1 below)	760.42	646.16
(b) Loan to employees	680.70	353.68
(c) Security deposits		
Unsecured, considered good		
(i) Deposits (including margin money) with stock exchanges	6,290.41	3,458.96
(ii) Deposits for underwriting/distribution of real estate projects	33,263.45	89,965.43
(iii) Deposits with others	907.43	591.64
Unsecured, considered doubtful		
(i) Deposits with others	20.10	23.00
	40,481.39	94,039.03
Less: Impairment loss allowance	(20.10)	(23.00)
	40,461.29	94,016.03
(d) Advances for purchase of share (refer footnote 2 below)	7,606.48	-
(e) Interest spread on assigned assets	44,517.66	2,980.68
Less: Impairment loss allowance	(1,915.71)	-
(f) Deposit for mark to market margin account	-	581.76
(g) Others	226.54	36.97
	92,337.38	98,615.28

Footnotes:

- (i) During the year ended 31 March 2012, the Company had sold 586,193 shares held by it in Copal Partners Limited to Moody's Group UK LTD for the consideration of ₹ 2,319.93 lakh vide the share purchase deed. Out of the total consideration of ₹ 2,319.93 lakh receivable from Moody's Group UK LTD, ₹ 760.42 lakh (including foreign exchange gain) [31 March 2019: ₹ 646.16 lakh (including foreign exchange gain)] is outstanding as at 31 March 2020 in the form of Loan Notes of the Moody's Group UK LTD and Escrow account.
- (ii) During the year ended 31 March 2020, Indiabulls Consumer Finance Limited, a wholly owned subsidiary, has given advance to the shareholders of Transerv Limited, for acquisition of remaining share holding of Transerv Limited.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 13 Current tax assets (net)	As at 31 March 2020	As at 31 March 2019
Advance Income-tax (including tax deducted at source)	16,036.80	7,248.31
(Net of provision for taxation)		
	16,036.80	7,248.31

Note - 14 Deferred tax assets (net)	As at 31 March 2020	As at 31 March 2019
Deferred tax assets:		
Provision for doubtful debts, advances and security deposits	339.39	-
Provision for contingencies	535.18	196.56
Impairment loss allowance	15,397.76	4,564.85
Disallowances u/s. 40A(7) of the Income-tax Act, 1961	596.01	378.58
Disallowances u/s. 43B of the Income-tax Act, 1961	290.50	271.82
Financial liabilities measured at amortised cost	322.71	-
Difference between tax balance and book balance of fixed assets	130.46	217.54
Tax losses carried forward	4,803.62	480.80
Lease equalisation reserve	-	109.90
Financial assets measured at amortised cost	1,918.41	131.89
Share based payments	2,070.03	2,575.35
Compulsorily convertible debentures	1,012.89	7,286.46
Minimum alternate tax credit entitlement*	1,666.05	1,336.00
Leases liabilities	19.50	-
Others	409.75	0.70
Deferred tax assets (A):	29,512.26	17,550.45
Deferred tax liability:		
Financial assets measured at fair value through profit and loss	-	8.02
Financial assets measured at fair value through other comprehensive income	266.53	-
Difference between book balance and tax balance of fixed assets	752.19	550.82
Derecognition of financial instruments measured under amortised cost category	11,224.15	1,041.57
Financial assets measured at amortised cost	-	1,163.99
Financial liabilities measured at amortised cost	-	1,029.15
Deferred tax liability (B):	12,242.87	3,793.55
Deferred tax assets (net) C = (A) - (B)	17,269.39	13,756.90



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Movement in deferred tax assets (net)	Balance as at 1 April 2019	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in other equity	Balance as at 31 March 2020
Deferred tax assets:					
Provision for doubtful debts, advances and security deposits	-	339.39	-	-	339.39
Provision for contingencies	196.56	338.62	-	-	535.18
Impairment loss allowance	4,564.85	10,832.91	-	-	15,397.76
Disallowances u/s. 40A(7) of the Income-tax Act, 1961	378.58	217.43	-	-	596.01
Disallowances u/s. 43B of the Income-tax Act, 1961	271.82	(2.17)	20.85	-	290.50
Difference between tax balance and book balance of fixed assets	217.54	(87.08)	-	-	130.46
Tax losses carried forward	480.80	4,322.82	-	-	4,803.62
Lease equalisation reserve	109.90	(109.90)	-	-	-
Financial assets measured at amortised cost	131.89	1,786.52	-	-	1,918.41
Financial liabilities measured at amortised cost		322.71			322.71
Share based payments	2,575.35	(505.32)	-	-	2,070.03
Compulsorily convertible debentures	7,286.46	(5,284.69)	-	(988.88)	1,012.89
Minimum alternate tax credit entitlement*	1,336.00	330.05	-	-	1,666.05
Leases liabilities	-	19.50	-	-	19.50
Others	0.70	675.58	(266.53)	-	409.75
Deferred tax assets (A):	17,550.45	13,196.37	(245.68)	(988.88)	29,512.26
Deferred tax liabilities:					
Financial assets measured at fair value through profit and loss	8.02	(8.02)	-	-	-
Difference between book balance and tax balance of fixed assets	550.82	201.37	-	-	752.19
Financial assets measured at fair value through other comprehensive income	-	266.53	-	-	266.53
On account of impairment allowances	-	-	-	-	-
Derecognition of financial instruments measured under amortised cost category	1,041.57	10,182.58	-	-	11,224.15
Financial assets measured at amortised cost	1,163.99	(1,163.99)	-	-	-
Financial liabilities measured at amortised cost	1,029.15	(1,029.15)	-	-	-
Deferred tax liabilities (B):	3,793.55	8,449.32	-	-	12,242.87
Deferred tax assets (net) C = (A) - (B)	13,756.90	4,747.05	(245.68)	(988.88)	17,269.39



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Movement in deferred tax assets (net)	Balance as at 1 April 2018	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in other equity	Balance as at 31 March 2019
Deferred tax assets:					
Provision for contingencies	26.21	170.35	-	-	196.56
Impairment loss allowance	1,912.59	2,652.26	-	-	4,564.85
Disallowance under section 40A(7) of the Income-tax Act, 1961	226.58	152.00	-	-	378.58
Disallowance under section 43(B) of the Income-tax Act, 1961	173.17	74.69	23.96	-	271.82
Depreciation and amortisation	343.21	(125.67)	-	-	217.54
Carried forward losses	576.96	(96.16)	-	-	480.80
Lease equalisation reserve	39.97	69.93	-	-	109.90
Financial assets measured at amortised cost	1,182.97	(1,051.08)	-	-	131.89
Share based payments	1,102.49	1,472.86	-	-	2,575.35
Compulsorily convertible debentures	-	(1,830.77)	-	9,117.23	7,286.46
Minimum alternate tax credit entitlement*	1,307.78	28.22	-	-	1,336.00
Others	3.34	(2.64)	-	-	0.70
Deferred tax assets (A):	6,895.27	1,513.99	23.96	9,117.23	17,550.45
Deferred tax liabilities:					
Financial assets measured at fair value through profit and loss	2.96	5.06	-	-	8.02
Depreciation and amortisation	316.77	234.05	-	-	550.82
Derecognition of financial instruments measured at amortised cost category	-	1,041.57	-	-	1,041.57
Financial assets measured at amortised cost	-	1,163.99	-	-	1,163.99
Financial liabilities measured at amortised cost	141.56	887.59	-	-	1,029.15
Deferred tax liabilities (B):	461.29	3,332.26	-	-	3,793.55
Deferred tax assets (net) C = (A) - (B)	6,433.98	(1,818.27)	23.96	9,117.23	13,756.90



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

* Expiry date of minimum alternate tax credit Expiry financial year (as per Income-tax Act, 1961)	As at 31 March 2020	As at 31 March 2019
1 April 2024 - 31 March 2025	45.11	45.11
1 April 2025 - 31 March 2026	154.63	154.63
1 April 2026 - 31 March 2027	436.83	442.62
1 April 2031 - 31 March 2032	531.58	531.58
1 April 2032 - 31 March 2033	133.84	133.84
1 April 2033 - 31 March 2034	364.06	28.22
	1,666.05	1,336.00

Tax losses for which no deferred tax assets has been recognised #: Expiry financial year (as per Income-tax Act, 1961)	As at 31 March 2020	As at 31 March 2019
Unused tax losses		
1 April 2019 - 31 March 2020	-	0.60
1 April 2021 - 31 March 2022	61.18	61.18
1 April 2022 - 31 March 2023	4,674.86	4,641.14
1 April 2023 - 31 March 2024	3,859.39	101.37
1 April 2024 - 31 March 2025	1,514.89	26.92
1 April 2025 - 31 March 2026	15,378.27	15,208.18
1 April 2026 - 31 March 2027	6,902.61	1,399.44
1 April 2027 - 31 March 2028	10,525.77	-
Unabsorbed depreciation for indefinite period	3,749.66	814.34
	46,666.63	22,254.74

Deferred tax assets on unabsorbed depreciation/ brought forward losses is recognised only to the extent of probability of availability and certainty of future taxable profits with convincing evidence. The Group has not created deferred tax assets on brought forward tax losses of certain subsidiary companies as defined above.

Note - 15 Investment accounted for using equity method	As at 31 March 2020	As at 31 March 2019
Investment in associate (unquoted, at cost)		
Nil (31 March 2019: 2,137,981) equity shares of ₹ 10 each, of Transerv Limited	-	3,570.42
Less : Share of loss in associate	-	(2.84)
	-	3,567.58

Notes:

- Equity investments in associate are measured at cost as per provision of IndAS 27 on 'Separate Financial Statements'.
- The Group had acquired 33% equity stake of "Transerv Limited" (formerly known as "Transerv Private Limited") (hereinafter referred to as "Investee") on 29 March 2019. The Group exercises significant influence over the



Summary of significant accounting policies and other explanatory information

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investee and accordingly, the same has been accounted for as an “Associate” as per the provisions of Ind AS 28 “Investments in associates and joint venture”.

- c) During the year ended 31 March 2020, the Group has further acquired 9% equity stake of “Transerv Limited” (formerly known as “Transerv Private Limited”) and shareholding of the Group stands 42% in Transerv Limited. By virtue of control as per Ind AS 110- Consolidated Financial Statement, “Transerv Limited” has become subsidiary of the Company. Further, subsequent to 31 March 2020, the Group has further acquired the remaining 58% stake in Transerv Limited making it wholly owned subsidiary of the Company.

Note - 16 A Property, plant and equipment	Furniture and fixtures	Vehicles#	Office equipment	Computers	Server and networking cost	Leasehold improvements	Freehold land	Total
Gross block (at cost)								
As at 1 April 2018	448.00	487.54	339.35	1,829.40	-	200.44	-	3,304.73
Additions during the year	381.12	106.73	378.26	1,973.54	-	-	12.98	2,852.63
Sales/adjustment during the year	0.20	4.57	2.91	0.75	-	1.73	-	10.16
As at 31 March 2019	828.92	589.70	714.70	3,802.19	-	198.71	12.98	6,147.20
Addition on acquisition of subsidiary	0.35	-	1.21	19.06	-	-	-	20.62
Additions during the year	2,976.16	64.98	640.97	822.36	287.22	208.54	-	5,000.23
Sales/adjustment during the year	8.52	57.54	9.25	8.79	-	3.08	-	87.18
As at 31 March 2020	3,796.91	597.14	1,347.63	4,634.82	287.22	404.17	12.98	11,080.87
Accumulated depreciation								
As at 1 April 2018	31.72	74.31	44.54	303.00	-	47.52	-	501.09
Depreciation during the year	70.05	90.57	108.91	724.12	-	43.61	-	1,037.26
Sales/adjustment during the year	0.17	3.84	2.66	0.76	-	0.98	-	8.41
As at 31 March 2019	101.60	161.04	150.79	1,026.36	-	90.15	-	1,529.94
Addition on acquisition of subsidiary	0.16	-	0.83	12.16	-	-	-	13.15
Depreciation during the year	246.07	93.33	233.57	1,126.29	21.44	99.73	-	1,820.43
Sales/adjustment during the year	8.63	10.90	8.78	7.44	-	-	-	35.75
As at 31 March 2020	339.20	243.47	376.41	2,157.37	21.44	189.88	-	3,327.77
Net Block as at 31 March 2019	727.32	428.66	563.91	2,775.83	-	108.56	12.98	4,617.26
Net Block as at 31 March 2020	3,457.71	353.67	971.22	2,477.45	265.78	214.29	12.98	7,753.10

Includes vehicles having carrying value of ₹ 99.17 lakh (31 March 2019 ₹ 192.80 lakh which are hypothecated to banks against the respective loans.

- (a) Refer note 48B, for disclosure of contractual commitments to be executed on capital account for property, plant and equipment.



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Note - 16 B Right of use of assets	Building office premises
Gross block (at cost)	
As at 1 April 2019	-
Reclassified on account of adoption of Ind AS 116	22,978.81
Additions during the year	8,995.05
Deletion	(2,858.67)
Amortisation during the year	(4,979.99)
As at 31 March 2020	24,135.20

Note - 16 C Intangible assets under development	
As at 1 April 2018	544.30
Additions during the year	2,830.46
Capitalised during the year	2,473.56
As at 31 March 2019	901.20
Additions on acquisition of subsidiary	10.21
Addition during the year	2,407.93
Capitalised during the year	2,711.22
As at 31 March 2020	608.12
As at 31 March 2019	901.20
As at 31 March 2020	608.12

Note - 16D Goodwill on consolidation	Goodwill
As at 1 April 2018	319.77
Add: Adjustment on acquisition	-
Less: Adjustment on disposal of subsidiary	-
As at 31 March 2019	319.77
Add: Adjustment on acquisition	3,586.66
Less: Adjustment on disposal of subsidiary	-
As at 31 March 2020	3,906.43



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Note - 16 E	Software
Other intangible assets	
Gross block (at cost)	
As at 1 April 2018	4,133.26
Additions during the year	5,120.11
Sales/adjustment during the year	-
As at 31 March 2019	9,253.37
Addition on acquisition of subsidiary	7,079.50
Additions during the year	4,344.25
As at 31 March 2020	20,677.12
Accumulated depreciation	
As at 1 April 2018	697.90
Amortisation during the year	1,660.50
Sales/adjustment during the year	-
As at 31 March 2019	2,358.40
Addition on acquisition of subsidiary	906.00
Amortisation during the year	4,790.50
Impairment during the year	13.81
Sales/adjustment during the year	-
As at 31 March 2020	8,068.71
Net Block as at 31 March 2019	6,894.97
Net Block as at 31 March 2020	12,608.41

Note - 16 F	Land	Building	Total
Investment Property			
Gross block (at cost)			
As at 31 March 2019	-	-	-
Additions during the year	26,919.79	205.21	27,125.00
Sales/adjustment during the year	-	-	-
As at 31 March 2020	26,919.79	205.21	27,125.00
Accumulated depreciation			
As at 1 April 2019	-	-	-
Depreciation during the year	-	2.50	2.50
Sales/adjustment during the year	-	-	-
As at 31 March 2020	-	2.50	2.50
Net Block as at 31 March 2020	26,919.79	202.71	27,122.50

Notes:

Disclosures relating to fair valuation of investment property

Fair value of the above investment property as at 31 March 2020 is ₹ 30,311.36 lakh (2019: NA) based on circle rate of the area in which property is situated.

The Group has not earned any rental income on the above properties.

Note - 17	As at 31 March 2020	As at 31 March 2019
Other non-financial assets		
(a) Capital advances	46,372.29	1,823.68
(b) Prepaid expenses	1,857.61	3,711.30
(c) Balance with government authorities	6,247.17	3,882.32
(d) Advance against assigned assets	2,303.08	-
(e) Advances to suppliers	3,441.04	2,430.97
(f) Others (net)	1,133.88	1,041.01
	61,355.07	12,889.28



Summary of significant accounting policies and other explanatory information

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

Note - 18 Derivative financial instruments	As at 31 March 2020	As at 31 March 2019
Part I		
Notional amounts		
Index linked derivatives	-	12,282.23
Total	-	12,282.23
Fair value		
Index linked derivatives	-	209.42
Total	-	209.42
Part II		
Included in above (Part I) are derivatives held for hedging and risk management purpose as follows:		
Notional amounts		
(i) Undesignated derivatives	-	12,282.23
- Index linked derivatives	-	12,282.23
Total		
Fair value		
(i) Undesignated derivatives		
- Index linked derivatives		
Total	-	209.42
	-	209.42

Note - 19 Trade payables	As at 31 March 2020	As at 31 March 2019
(a) Total outstanding due to micro enterprises and small enterprises (i)	2.42	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	8,508.62	6,430.98
	8,511.04	6,430.98

(i) Based on and to the extent of the information received by the Group from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

Particulars	As at 31 March 2020	As at 31 March 2019
(a) Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	2.42	-
(b) Interest due thereon	-	-
(c) Interest paid by the Group in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period / year) but without adding the interest specified under MSMED Act, 2006	-	-
(e) Interest accrued and remaining unpaid as at end of the period / year	-	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 20 Other payables	As at 31 March 2020	As at 31 March 2019
(a) Total outstanding due to micro enterprises and small enterprises (i)	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	4,051.25	2,674.15
	4,051.25	2,674.15

(i) Based on and to the extent of the information received by the Group from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

	As at 31 March 2020	As at 31 March 2019
(a) Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
(b) Interest due thereon	-	-
(c) Interest paid by the Group in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period / year) but without adding the interest specified under MSMED Act, 2006	-	-
(e) Interest accrued and remaining unpaid as at end of the period / year	-	-

Note - 21 Debt securities (at amortised cost)	As at 31 March 2020	As at 31 March 2019
Unsecured		
Non-convertible debentures (refer 'a' below)	79,677.24	78,486.16
Liability component of compulsorily convertible debentures (refer 'b' below)	9,058.77	30,019.30
Commercial papers (unsecured) (refer 'c' below)	-	95,000.00
Total	88,736.01	203,505.46
Debt securities in India	88,736.01	203,505.46
Debt securities outside India	-	-
Total	88,736.01	203,505.46



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

- (a) Secured redeemable non convertible debentures (payable at par unless otherwise stated) issued by subsidiary company (Indiabulls Consumer Finance Limited):

Particulars	As at 31 March 2020	As at 31 March 2019
10.60% redeemable non convertible debentures of face value of ₹ 10 lakh each redeemable on 29 March 2021 & is repayable in four equated installment falling due in year 2020-21.	-	16,911.86
10.75% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2021 in one instalment.	37,404.20	37,092.77
10.75% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2021 in one instalment.	2,726.86	2,438.97
10.40% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	3,211.30	3,192.94
10.90% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	7,464.17	7,421.52
10.90% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 May 2022 in one instalment.	2,605.43	2,332.58
10.50% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	4,634.79	4,617.97
11.00% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	2,570.49	2,561.16
11.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 8 March 2024 in one instalment.	2,138.53	1,916.39
10.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 31 July 2020 in one instalment.	1,312.67	-
10.27% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2021 in one instalment.	691.95	-
10.25% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2021 in one instalment.	362.12	-
9.95% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	1,182.59	-
10.41% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	1,167.16	-
10.40% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2022 in one instalment.	442.44	-
10.13% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	1,485.96	-
10.61% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	1,215.97	-
10.60% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 27 June 2024 in one instalment.	451.59	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	As at 31 March 2020	As at 31 March 2019
10.00% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 10 October 2020 in one instalment.	6,187.35	-
10.12% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2021 in one instalment.	119.95	-
10.10% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2021 in one instalment.	50.27	-
9.81% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2022 in one instalment.	293.32	-
10.27% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2022 in one instalment.	221.88	-
10.25% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2022 in one instalment.	89.36	-
10.04% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2024 in one instalment.	373.88	-
10.52% redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2024 in one instalment.	1,164.81	-
10.50% (Effective yield) cumulative redeemable non-convertible debentures of face value ₹ 1,000 each redeemable on 06 September 2024 in one instalment.	108.24	-

These debentures are secured by way of first ranking pari-passu charge on the current assets (including investments), both present & future and on present & future loan assets including all monies receivable for the principle amount and interest thereon.

- b) During the year ended 31 March 2019, the Board of Directors had resolved to create, offer, issue and allot up to an aggregate of 27,985,455 compulsorily convertible debentures ("CCDs") of face value of ₹ 550 each, convertible into equivalent numbers of equity shares of ₹ 2 each at a conversion price of ₹ 550 per equity share (including premium of ₹ 548 per equity share) under the Non-Promoter Category by way of a preferential issue on a private placement basis to the certain foreign investors ("the CCD holders"). Subsequent to year ended 31 March 2020, these CCDs have been converted into 27,985,455 fully paid-up equity shares of face value of ₹ 2 each at a premium of ₹ 548 per share."

Terms of the Issue:

- CCDs will be compulsorily converted into fully paid-up equity shares of face value of ₹ 2 each at a conversion price of ₹ 550 each on or before 18 months from the date of the allotment of the CCDs.
- CCDs carry interest rate of 14.90% per annum, payable quarterly and interest is payable and calculated on the face value of CCDs, commencing from the date of its allotment and until the date of its conversion into the equity shares.

(c) Commercial papers includes:

Particulars	As at 31 March 2020	As at 31 March 2019
This amount is repayable in one instalment in May 2019.	-	70,000.00
This amount is repayable in one instalment in June 2019.	-	25,000.00

The effective interest rate on the commercial papers outstanding as at 31 March 2019 was in the range of 8.75% to 9.50% per annum.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 22 Borrowings (other than debt securities) (at amortised cost)	As at 31 March 2020	As at 31 March 2019
(a) Secured		
From Banks		
- Term loans (refer 'i' below)	301,396.73	515,313.51
- Vehicle loans (refer 'ii' below)	59.83	135.37
Loans repayable on demand from banks		
- Bank overdraft (refer 'iii' below)	10,855.78	103,501.35
- Working capital loan (refer 'iv' below)	-	1,500.00
Liability against securitised assets	92,156.05	40,828.54
(b) Unsecured		
From others (unsecured)		
- Term loan (refer 'v' below)	20,000.00	-
Total	424,468.39	661,278.77
Borrowings in India	424,468.39	661,278.77
Borrowings outside India	-	-
Total	424,468.39	661,278.77

(i) Term loan from banks include

Particulars	As at 31 March 2020	As at 31 March 2019
This loan is repayable in 13 quarterly equated instalments commencing from December 2017 with last instalment falling due in year 2019-20.	-	2,683.14
This loan is repayable in 16 quarterly equated instalments with moratorium period of 1 years from the date of disbursement. Loan repayment commencing from December 2018 with last instalment falling due in year 2022-23.	6,246.71	8,743.67
This loan is repayable in 13 quarterly equated instalments commencing from December 2017 with last instalment falling due in year 2019-20.	-	9,404.88
This loan is repayable in one instalment in April 2019.	-	14,999.58
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	29,992.74	29,989.10
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	29,987.90	29,981.83



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	As at 31 March 2020	As at 31 March 2019
This loan is repayable in 2 equated annual instalments with moratorium period of 36 months from the date of disbursement. Loan repayment commencing from September 2021 with last instalment falling due in year 2022-23.	49,988.19	49,982.12
This loan is repayable in one instalment in September 2019.	-	99,918.47
This loan is repayable in 2 equated annual instalments with moratorium period of 48 months from the date of disbursement. Loan repayment commencing from June 2022 with last instalment falling due in year 2023-24.	14,966.90	14,954.67
This loan is repayable in 13 equated quarterly instalments with first instalment due at the end of 3 months from the date of disbursement. Loan repayment commencing from September 2018 with last instalment falling due in year 2021-22.	4,607.36	7,671.26
This loan is repayable in 12 equated quarterly instalments which shall commence from the quarter end during which the limit is disbursed. Loan repayment commencing from December 2018 with last instalment falling due in year 2021-22.	9,905.82	16,419.73
This loan is repayable in one instalment in September 2019.	-	30,000.00
This loan is repayable in one instalment in September 2020.	29,450.10	-
This loan is repayable in 18 equated monthly instalments after moratorium of 7 months. Loan repayment commencing from May 2019 with last instalment falling due in year 2020-21.	38,784.92	99,184.41
This loan is repayable in five years with instalments of ₹ 7,500.00 lakh each to be paid for the first six instalments and instalments of ₹ 1,000.00 lakh each to be paid for the last five instalments. Loan repayment commencing from January 2019 with last instalment falling due in year 2023-24.	27,500.00	42,500.00
This loan is repayable in five years with instalments of ₹ 4,500.00 lakh each to be paid for the first six instalments and instalments of ₹ 600.00 lakh each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	21,000.00	-
This loan is repayable in five years with instalments of ₹ 5,460.00 lakh each to be paid for the first six instalments and instalments of ₹ 728.00 lakh each to be paid for the last five instalments. Loan repayment commencing from July 2019 with last instalment falling due in year 2024-25.	25,480.00	36,400.00
This loan is repayable in 3 equated instalments of ₹ 2,500 lakh each at the end of 3rd, 4th and 5th year after a moratorium period of 2 years.	7,486.10	7,481.04
This loan is repayable in one instalment in April 2019. (refer "c" below)	-	14,999.61
This working capital demand loan is repayable in one instalment in June 2020.	6,000.00	-
Total	301,396.74	515,313.51



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Nature of security and interest rate applicable

- a. Secured by way of first pari-passu charge over loans and advances, receivables and current assets (including cash and cash equivalents, investments in debt mutual funds and liquid mutual funds) and future book debts of Indiabulls Consumer Finance Limited.
- b. The loan carries rate of interest of 8.70% to 10.75% per annum (as at 31 March 2019: 8.90% to 10.75% per annum) as on balance sheet date.
- c. Secured against receivables and current assets (including cash and cash equivalents and investments) on pari-passu basis of Indiabulls Ventures Limited. The loan carried Nil rate of interest (as at 31 March 2019: 10.50% per annum) as on balance sheet date and has been repaid in one bullet payment in April 2019.
- ii) Vehicle loans are secured against hypothecation of the vehicles purchased. The rate of interest of such term loans ranges between 8.50% to 10.30% per annum (as at 31 March 2019: 7.75% to 9.00% per annum). The term loans are repayable in equated monthly installments of 5 years.
- iii) Bank overdraft facilities are secured against bank deposits pledged with respective banks and are repayable on demand. Bank overdraft carries rate of interest ranging from 7.74% to 9.50% per annum (as at 31 March 2019: 5.50% to 11.25% per annum).
- iv) Working capital loans were secured against book debts and loans and advances on pari-passu basis and were repayable on demand. The loan carries rate of interest of Nil. (as at 31 March 2019: 9.00% to 9.50% per annum) as at balance sheet date.
- v) Unsecured term loan carries rate of interest of 10% per annum (31 March 2019 : Nil) and is repayable within 36 months from the date of disbursement of loan.

Note - 23 Lease liabilities	As at 31 March 2020	As at 31 March 2019
Lease Liabilities (refer note 47)	25,624.33	-
	25,624.33	-

Note - 24 Other financial liabilities	As at 31 March 2020	As at 31 March 2019
Interest accrued on debt securities	750.57	410.00
Interest accrued on borrowings (other than debt securities)	1,379.17	817.92
Unpaid dividends (i)	283.09	301.99
Margin from customers	11,674.85	14,245.14
Temporary overdrawn bank balances as per books	11,012.22	40,987.28
Payable towards assignment transactions	2,810.92	1,089.03
Expenses payable	1,441.54	1,376.18
Other payable	2,952.22	54.74
	32,304.58	59,282.28

- (i) In respect of amounts mentioned under Section 124 (5) of the Companies Act, 2013, the Company has credited ₹ 52.63 lakh (31 March 2019: ₹ Nil) to the Investor Education and Protection Fund.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 25 Current tax liabilities (net)	As at 31 March 2020	As at 31 March 2019
Provision for taxation (Net of advance tax and tax deducted at source)	284.96	753.48
	284.96	753.48

Note - 26 Provisions	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits:		
Provision for gratuity (refer note - 51)	2,341.56	1,538.01
Provision for compensated absences	1,098.65	482.28
Provision for others		
Provision for contingencies*	300.83	2,236.58
	3,741.04	4,256.87

* Disclosure under Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets": Movements in each class of provision during the financial year, are set out below:

Particulars	Provision for contingencies
Balance as at 1 April 2018	1,377.91
Additional provision recognised	2,212.22
Amount used during the year	(1,353.55)
Balance as at 31 March 2019	2,236.58
Additional provision recognised	290.91
Amount used during the year	(2,226.66)
Balance as at 31 March 2020	300.83

Note - 27 Deferred tax liabilities	As at 31 March 2020	As at 31 March 2019
Deferred tax liabilities	1,098.28	-
	1,098.28	-

Movement in deferred tax assets (net)	Balance as at 1 April 2019	Recognised in profit and loss	Recognised in other comprehensive income	Recognised in goodwill	Balance as at 31 March 2020
Difference between tax balance and book balance of fixed assets	-	(323.11)	-	1,412.43	1,089.32
Fair valuation of investments	-	8.96	-	-	8.96
Deferred tax liabilities	-	(314.15)	-	1,412.43	1,098.28



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 28 Other non-financial liabilities	As at 31 March 2020	As at 31 March 2019
Revenue received in advance (refer note 'a' below)	688.79	683.50
Lease equalisation reserve	-	314.52
Advance from customers (refer note 'b' below)	1,170.42	1,078.18
Statutory dues payables	8,269.87	3,567.86
	10,129.08	5,644.06

(a) Reconciliation of revenue received in advance

Balance as at 1 April 2019	683.50
Add: Advances received during the year	3,285.39
Less: Revenue recognised during the year	3,280.10
Balance as at 31 March 2020	688.79

(b) Reconciliation of advance from customers

Balance as at 1 April 2019	1,078.18
Add: Advances received during the year	92.24
Less: Revenue recognised during the year	-
Balance as at 31 March 2020	1,170.42

Note - 29 Equity share capital	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
i. Authorised				
Equity shares of face value of ₹ 2 each	1,00,00,00,000	20,000.00	1,00,00,00,000	20,000.00
	1,00,00,00,000	20,000.00	1,00,00,00,000	20,000.00
ii. Issued				
Equity shares of face value of ₹ 2 each	46,55,29,440	9,310.59	52,20,30,890	10,440.62
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	8,29,09,118	912.00	8,29,09,118	912.00
	54,84,38,558	10,222.59	60,49,40,008	11,352.62
iii. Subscribed and paid up				
Equity shares of face value of ₹ 2 each fully paid up	46,55,29,440	9,310.59	52,20,30,890	10,440.62
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	8,28,03,864	910.85	8,15,66,088	897.21
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 0.80 paid up)	1,05,254	0.84	13,43,030	10.74
Amount paid up on shares forfeited	-	0.19	-	0.19
	54,84,38,558	10,222.47	60,49,40,008	11,348.76



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

(iv) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year :

Equity shares, fully paid-up	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	522,030,890	10,440.62	442,391,002	8,847.82
Add: Shares issued by exercise of employee stock option plan	10,165,216	203.30	-	-
Add: Shares issued by exercise of warrants	-	-	33,800,000	676.00
Add: Shares issued through preferential allotment	-	-	45,839,888	916.80
Less: Shares bought back and extinguished during the year (refer note - 64)	(66,666,666)	(1,333.33)	-	-
Balance at the end of the year	465,529,440	9,310.59	522,030,890	10,440.62
Equity shares, partly paid-up	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	8,29,09,118	907.97	8,29,48,313	414.74
Add: Amount received on 1st call at ₹ 0.30 per share	-	-	-	248.72
Add: Amount received on 2nd call at ₹ 0.30 per share	-	3.71	-	244.68
Less: Shares forfeited on non payment of 1st call	-	-	(39,195)	(0.19)
Balance at the end of the year	8,29,09,118	911.68	8,29,09,118	907.95

(v) Rights, preferences and restrictions attached to the equity shares :

The Company has only one class of equity shares having a face value of ₹ 2 per share. Each holder of fully paid up equity share is entitled to one vote per share. Voting rights of each holder of partly paid up equity share is proportionate to the paid up amount of such share. The final dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Holders of Global Depository Receipts ('GDRs') will be entitled to receive dividends, subject to the terms of the deposit agreement, to the same extent as the holders of equity shares, less the fees and expenses payable under such deposit agreement and any Indian tax applicable to such dividends. Holders of GDRs don't have voting rights with respect to the deposited shares. The GDRs can not be transferred to any person located in India including Indian residents or ineligible investors except as permitted by Indian laws and regulations.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

(vi) Shares held by shareholders each holding more than 5% shares:

Name of the Shareholders	As at 31 March 2020		As at 31 March 2019	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sameer Gehlaut	31,552,493	5.75	50,898,005	8.41
Orthia Properties Private Limited	41,623,777	7.59	49,348,765	8.16
Orthia Constructions Private Limited	37,074,335	6.76	49,003,614	8.10
Zelkova Builders Private Limited	30,933,258	5.64	40,617,638	6.71
Tamarind Capital Pte Ltd	73,316,288	13.37	73,316,288	12.12
Steadview Capital Mauritius Limited	- *	- *	36,003,575	5.95
Jasmine Capital Investments Pte Ltd	58,732,443	10.71	59,832,443	9.89

* As on 31 March 2020, Steadview Capital Mauritius Limited held less than 5% shares in the Company.

(vii) Shares reserved for issue under options:

17,313,900 equity shares (As at 31 March 2019: 28,501,616 equity shares) of face value of ₹ 2 each are reserved under various option schemes of the Company (Refer note - 52)

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

(ix) There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue. During the year ended 31 March 2020, the Company has bought back 66,666,666 fully paid up equity shares of the Company at ₹ 150 per equity share through tender route.

(x) 54,433 shares (31 March 2019: 54,433 shares) of face value of ₹ 2 per share represent the shares underlying GDR. Each GDR represents one underlying equity share.

Note - 30 Other equity	As at 31 March 2020	As at 31 March 2019
Treasury shares	(18,305.73)	-
Equity component of compulsorily convertible debentures	130,719.26	131,708.14
Statutory reserves	13,270.00	12,184.91
Capital reserve	747.31	747.31
Securities premium	309,822.36	410,449.18
Capital redemption reserve (refer note-64)	5,033.69	3,700.36
Debenture redemption reserve	-	416.54
Foreign currency monetary item translation difference account	-	39.98
General reserve	4,197.55	4,197.55
Share options outstanding account	8,181.40	7,671.71
Retained earnings	37,890.47	59,735.22
Change in fair value of loan assets through other comprehensive income	792.47	-
Equity instruments through other comprehensive income	164.18	397.14
Total attributable to equity shareholders of the Holding Company	492,512.96	631,248.04
Total non- controlling interest	56,038.13	14,916.00
Total other equity	548,551.09	646,164.04



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Nature and purpose of other reserves:

Equity component of compulsorily convertible debentures

On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Statutory reserves

The reserve is created as per the provision of Section 45(IC) of Reserve Bank of India Act, 1934. This is a restricted reserve and no appropriation can be made from this reserve fund except for the purpose as may be prescribed by Reserve Bank of India.

Capital reserve

Capital reserve represents reserves created pursuant to the business combination upto year end.

Securities premium

Securities premium represents premium received on issue of shares. The amount is utilised in accordance with the provisions of the Act.

Capital redemption reserve

The same had been created in accordance with provision of the Act on account of redemption of preference shares and buy-back of equity shares.

Debenture redemption reserve

The Company was required to create of debenture redemption reserve by effecting a transfer of a specified percentage annual profits to Debenture Redemption Reserve Account. The percentage applicable was applied to the outstanding redeemable debentures to calculate the amount of transfer. However, pursuant to the Companies (Share Capital and Debentures) Amendment Rules, 2019, debenture redemption reserve is not required to be maintained in respect of outstanding debentures issued by the entities included in the Group.

Foreign currency monetary item translation difference account (FCMITDA)

Pursuant to the notification dated 29 December 2011 issued by the Ministry of Corporate Affairs amending Accounting Standard 11 - 'Accounting for the Effects of Changes in Foreign Exchange Rates' the Company has exercised the option as per Paragraph 46A inserted in the said Accounting Standard for amortisation of foreign exchange gain/loss on long-term monetary items over the remaining life of the concerned monetary items.

General reserve

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

Share option outstanding account

The reserve is used to recognise the fair value of the options issued to employees of the Group under Group's employee stock option plan.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Equity instruments through other comprehensive income

This represents the cumulative gains and losses arising on the fair valuation of equity instruments measured at fair value through other comprehensive income. The balance of the reserve represents such changes recognised net of amounts reclassified to retained earnings on disposal of such investments.

Change in fair value of loan assets through other comprehensive income

This reserve has been created against change in business model for loan against property (“LAP”), business installments loan and personal loan from “hold to collect” to “hold to collect and sale”.

Retained earnings

Retained earnings represents surplus / accumulated earning of the Group and are available for distribution to shareholders

Treasury shares

This reserve represents Group’s own equity shares held by the Indiabulls Ventures Limited - Employees Welfare Trust which is created under Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019 (ESBS 2019) and Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 (ESBS 2020). Treasury shares are acquired for the purpose of issuing equity shares to employees under Group’s ESBS 2019 and ESBS 2020.

Note - 31 Interest income	For the year ended 31 March 2020	For the year ended 31 March 2019
On financial assets measured at amortised cost -		
Interest on loans		
- Interest from financing activities	174,921.04	148,165.82
- Interest on margin funding/delayed payments	1,906.10	2,412.70
- Interest on inter-corporate loans	7,339.83	982.64
Interest on deposits with banks		
- Interest on bank deposit	5,136.62	3,115.41
Other interest income		
- Unwinding of interest income	5,728.06	1,605.76
- Interest on Income-tax refund	13.39	351.72
- Interest on earnest money deposit	3.70	229.99
On financial assets measured at fair value through profit or loss -		
Interest income from investments		
- Interest on bonds	638.07	856.06
- Interest on commercial paper	1,200.60	174.24
- Interest on commercial deposits	345.70	100.80
Total	197,233.11	157,995.14



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 32 Dividend income	For the year ended 31 March 2020	For the year ended 31 March 2019
Dividend income on mutual funds	4,934.94	2,534.77
Dividend income on equity shares	16.25	23.40
Total	4,951.19	2,558.17

Note - 33 Fees and commission income	For the year ended 31 March 2020	For the year ended 31 March 2019
Brokerage and other related income	19,643.94	31,761.59
Management fee	940.44	1,094.01
Income from depository services	679.11	653.94
Remittance and merchant program	128.98	-
Digital wallet program	6,125.83	-
Recovery incentive	-	209.47
Total	27,518.30	33,719.01

Note - 34 Net gain/(loss) on fair value changes	For the year ended 31 March 2020	For the year ended 31 March 2019
On financial instruments at fair value through profit and loss:-		
- (Loss) /gain on sale of investment / mutual funds	(1,270.80)	1,733.20
- Derivatives	(241.39)	(628.47)
- Gain on redemption of security receipts	-	530.10
Total net (loss) / gain on fair value changes	(1,512.19)	1,634.83
Fair value changes		
- Realised	(1,219.39)	1,560.59
- Unrealised	(292.80)	74.24
Total net (loss) / gain on fair value changes	(1,512.19)	1,634.83

Note - 35 Net gain on derecognition of financial instruments under amortised cost category	For the year ended 31 March 2020	For the year ended 31 March 2019
Gain on sale of loan portfolio through assignment	61,669.04	3,157.96
Gain on derecognition of financial assets	106.91	277.95
Total	61,775.95	3,435.91



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 36 Other income	For the year ended 31 March 2020	For the year ended 31 March 2019
Net gain on ineffective portion of hedges	-	196.13
Excess provisions written back	260.47	105.70
Profit on sale of property, plant and equipment (net)	4.29	2.79
Liabilities written back	1.57	7.63
Gain on foreign exchange fluctuations	106.73	53.38
Miscellaneous income	33.62	19.31
Total	406.68	384.94

Note - 37 Finance costs	For the year ended 31 March 2020	For the year ended 31 March 2019
On financial liabilities measured at amortised cost		
Interest on borrowings		
- Term loans	41,949.77	37,270.53
- Inter-corporate loans	5,735.15	2,508.14
- Bank overdraft	1,318.74	992.94
- Working capital loan	133.02	80.53
- Vehicle loan	7.75	13.34
Interest on debt securities		
- Commercial papers	1,582.13	12,659.26
- Liability component of compulsorily convertible debenture	1,936.38	1,105.57
- Non-convertible debentures	12,667.39	1,335.56
Other interest expense		
- Liability against securitised assets	11,451.52	990.87
- Liability against leases	2,774.91	-
- Taxes	42.48	39.73
Other borrowing costs	370.74	1,744.91
Total	79,969.98	58,741.38

Note - 38 Fees and commission expense	For the year ended 31 March 2020	For the year ended 31 March 2019
Transaction charges	443.89	425.71
Management and collection fee	18.35	356.36
Commission expense	107.97	249.13
Membership, depository and stock exchange fee	2,847.53	105.83
Total	3,417.74	1,137.03



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 39 Impairment on financial instruments	For the year ended 31 March 2020	For the year ended 31 March 2019
Measured at amortised cost		
Impairment allowances on loans	49,239.56	12,530.49
Impairment allowances on trade receivables and others	8,658.46	109.76
Impairment allowances on interest spread on assigned assets	1,915.71	-
Loan, trade receivable and other assets write off	36,209.42	1.80
Measured at cost		
Investments written off	-	39.00
Total	96,023.15	12,681.05

Note - 41 Employee benefits expense	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries and wages	47,252.27	31,506.55
Contribution to provident fund and other funds	630.62	428.66
Share-based payments to employees	2,025.83	4,361.83
Staff welfare expenses	934.10	584.84
Total	50,842.82	36,881.88

Note - 42 Depreciation and amortisation expense	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation on property, plant and equipment (refer note 16A)	1,820.43	1,037.25
Depreciation on investment property (refer note 16F)	2.50	-
Amortisation of other intangible assets (refer note 16E)	4,790.50	1,660.50
Impairment of intangible assets (refer note 16E)	13.81	-
Depreciation on right of use assets (refer note 16B)	4,979.99	-
Total	11,607.23	2,697.75

Note - 43 Other expenses	For the year ended 31 March 2020	For the year ended 31 March 2019
Lease rent (refer note 47)	453.53	3,769.76
Rates and taxes	333.40	125.10
Office maintenance	1,381.58	1,119.99
Repairs and maintenance - others	381.46	280.43
Travelling and conveyance	1,445.76	635.43
Communication costs	2,105.74	1,701.33
Printing and stationery	384.82	376.58
Software expenses	1,984.47	1,417.21



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 43 Other expenses	For the year ended 31 March 2020	For the year ended 31 March 2019
Electricity expenses	553.63	374.62
Director's sitting fee	32.00	48.50
Payment to statutory auditors*	101.22	120.36
Legal and professional charges	25,285.13	12,141.71
Bank charges	2,422.11	363.20
Insurance	10.04	10.78
Stamp duty	106.69	76.00
Web hosting expenses	116.58	94.03
Leased line expenses	206.74	158.39
Content expenses	5.00	5.00
Recruitment expenses	37.24	70.70
Manpower hiring charges	70.76	33.17
Business promotion	5,574.78	1,310.01
Corporate social responsibility expenses (refer note 50)	750.67	375.95
Loss on modification/derecognition of financial assets	1,401.88	-
Provision for possible contracted liabilities	290.91	-
Consumables	305.24	-
Miscellaneous expenses	66.80	50.04
Total	45,808.18	24,658.29
* Payment to statutory auditors comprises of:		
For audit and limited review	100.97	117.42
For in connection of issue of securities #	35.43	13.44
For certification	0.25	-
For taxation matters	-	0.60
For other services	-	0.45
For reimbursement of expenses	-	1.89
	136.65	133.80

recognised as transaction cost



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 44 Tax expense	For the year ended 31 March 2020	For the year ended 31 March 2019
Current tax		
Income-tax for current year	1,881.82	15,080.89
Deferred tax		
Deferred tax (credit)/charge	(3,358.78)	1,818.27
Income-tax expense reported in the statement of profit and loss	(1,476.96)	16,899.16

The major components of Income-tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Group at 25.17% (31 March 2019: 29.12%) and the reported tax expense in profit or loss are as follows:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Reconciliation of effective tax rate		
Accounting profit before tax expense	2,703.94	62,930.62
Income-tax rate	25.17%	29.12%
Expected tax expense	680.53	18,325.40
Tax effect of adjustments to reconcile expected Income-tax expense to reported Income-tax expense:		
Tax impact on items exempt under Income-tax	(5,408.31)	(1,366.94)
Tax impact on deductions allowed under Income-tax	(4,036.19)	124.55
Tax impact of expenses which will never be allowed	(490.31)	71.07
Income chargeable under capital gain (difference of tax rates)	385.37	(1,459.94)
Earlier years tax adjustments (net)	(30.19)	(69.19)
Tax impact of minimum alternate tax credit entitlement	-	0.78
Tax losses for which no deferred tax was recognised	6,368.94	482.28
Tax impact of difference in tax rate on certain items	617.22	633.64
Others	435.98	158.33
Income-tax expense	(1,476.96)	16,899.98

Change in tax rate

The reduction of the Indian corporate tax rate under Section 115BAA of the Income tax Act, 1961 from 25% to 22% is effective from 1 April 2019. As a result, the relevant deferred tax balances have been remeasured. Deferred tax expected to reverse in the year to 31 March 2020 has been measured using the effective rate that will apply in India for the period (22%).

The impact of the change in tax rate has been recognised in tax expense of statement of profit and loss, except to the extent that it relates to items previously recognised outside the statement of profit and loss.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 45

Earnings per equity share (EPS)

Disclosure in respect of Indian Accounting Standard – 33 'Earnings Per Share' :

The basic earnings per equity share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Partly paid-up equity shares are treated as a fraction of an equity share to the extent they are entitled to participate in dividend relative to a fully paid-up equity share during the reporting period. Compulsory convertible debentures are treated as equivalent of equity share for the purpose of basic earnings per equity share. Treasury shares are adjusted for computation of weighted average equity shares. Diluted earnings per equity share is computed by considering the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The number of equity shares and potential dilutive equity shares are adjusted for the potential dilutive effect of employee stock option plan and warrants as appropriate.

	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit available for equity shareholders	432.67	45,909.69
Basic/diluted earnings per equity share:		
Weighted average number of equity shares used for computing basic earnings per equity share	588,484,888	545,045,534
Effect of dilution:		
Add: Potential number of equity shares that could arise on exercise of employee stock options	10,594,404	22,467,617
Add: Potential number of equity shares that could arise on exercise of warrants	-	5,934,875
Weighted average number of equity shares used in computing diluted earnings per equity share	599,079,292	573,448,026
Face value of equity share (₹)	2.00	2.00
Earnings per equity share -		
- Basic (₹)	0.07	8.42
- Diluted (₹)	0.07	8.01

Note 46

Acquisition of subsidiaries

On 1 April 2019, Indiabulls Consumer Finance Limited ('ICFL'), a wholly owned subsidiary of the Company, has further acquired 9% shareholding in "Transerv Limited" (formerly known as Transerv Private Limited) and ICFL's total shareholding in Transerv Limited stood at 42%. By virtue of control as per Ind AS 110 - Consolidated Financial Statement, "Transerv Limited" has become subsidiary of the Group and same is consolidated in the consolidated financial statements for the financial year 2019-20.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Fair value of identifiable assets acquired and liabilities assumed as on the date of acquisition is as below:

Particulars	Amount
Financial assets	
Other bank balance	811.39
Trade receivable	45.44
Loans	21.33
Other financial assets	896.65
	1,774.81
Non-financial assets	
Current tax assets	130.56
Property, plant and equipments	7.47
Intangible assets under development	10.21
Other intangibles	6,173.50
Other non-financial assets	37.72
	6,359.46
Total assets (A)	8,134.27
Financial liabilities	
Trade payables	130.32
Other payables	5.22
Other financial liabilities	1,491.61
	1,627.15
Non-financial liabilities	
Provisions	41.96
Other non-financial liabilities	38.57
	80.53
Total liabilities (B)	1,707.68
Fair value of identifiable net assets (C=A-B)	6,426.59
Less : cash paid to obtain control	D (1,402.49)
Less : investment in subsidiary	E (3,567.58)
Less : non-controlling interest	F (3,630.75)
Less: deferred tax on intangible assets	G (1,412.13)
Goodwill (C+D+E+F+G)	(3,586.36)

The resultant provisional goodwill amounts to ₹ 3,586.36 lakh. Goodwill paid reflects the premium for gaining immediate entry to wallet business with all the regulatory permits and clearances which will enable the Group to participate in the wallet business market.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 47

Leases

The Group has leases for office buildings. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset "ROU" and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to pay maintenance fees in accordance with the lease contracts.

A Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	Year ended 31 March 2020
Short-term leases	453.53
Leases of low value assets	-
Variable lease payments	-

B Total cash outflow for leases for the year ended 31 March 2020 was ₹ 6,463.01 lakh.

C The Group has total commitment for short-term leases of ₹ Nil as at 31 March 2020.

D Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March 2020	Minimum lease payment due						Total
	Within 1 year	1 - 2 Years	2 - 3 Years	3 - 4 Years	4 - 5 Years	More than 5 years	
Lease Payment	6,180.45	6,299.68	5,078.38	4,284.35	4,016.21	9,503.17	35,362.24
Interest Expense	2,493.50	2,079.42	1,652.05	1,345.55	1,031.84	1,135.55	9,737.91
Net Present Value	3,686.95	4,220.26	3,426.33	2,938.80	2,984.37	8,367.62	25,624.33

E Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2020 is of ₹ Nil.

F The table below describe the nature of the company's lease activities by type of right of use asset recognised on balance sheet :



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Office Building	240	2.03 Month to 107.60 Month	81.02 Month	-	-	240

G The total future cash outflows as at 31 March 2020 for leases that had not yet commenced is of ₹ 543.62 lakh.

H Impact on transition

- 1 Effective 1 April 2019, the Group has adopted Ind AS 116 “Leases” and applied modified retrospective approach to all lease contracts existing as at 1 April 2019. On transition, the adoption of new standard resulted in recognition of lease liability of ₹ 24,626.06 lakh and corresponding right of use asset of ₹ 22,978.81 lakh.
- 2 For contracts in place as at 1 April 2019, Group has elected to apply the definition of a lease from Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17.
- 3 The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 1 April 2019.
- 4 Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.
- 5 On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.
- 6 For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under Ind AS 17 immediately before the date of initial application.
- 7 On transition to Ind AS 116 the weighted average incremental borrowing rate applied to lease liabilities recognised was 10.50%.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

- 8 The following is a reconciliation of total operating lease commitments at 31 March 2019 (as disclosed in the financial statements for the year ended 31 March 2019) to the lease liabilities recognised at 1 April 2019:

Particulars	Amount
Total operating lease commitments disclosed as at 31 March 2019	35,778.60
Recognition exemptions:	
Leases of low value assets	-
Leases with remaining lease term of less than 12 months	-
Variable lease payments not recognised	-
Operating lease liabilities before discounting	35,778.60
Discounting impact (using incremental borrowing rate)	10,703.11
Operating lease liabilities	25,075.49
Finance lease obligations under Ind AS 17	-
Total lease liabilities recognised under Ind AS 116 at 1 April 2019	25,075.49

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2020:

Particulars	Year ended 31 March 2020
Balance as at 1 April 2019	-
Reclassified on account of adoption of Ind AS 116	22,978.81
Additions	8,995.05
Deletion	(2,858.67)
Amortisation*	(4,979.99)
Balance as at 31 March 2020	24,135.20

*The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the movement in lease liabilities during the year ended 31 March 2020:

Particulars	Year ended 31 March 2020
Balance as at 1 April, 2019	-
Adjustment on account of Ind AS 116	24,626.06
Additions	7,037.34
Finance cost accrued during the period	2,774.91
Deletion	(2,804.50)
Payment of lease liabilities	(6,009.48)
Balance as at 31 March 2020	25,624.33



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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Note - 48

A. Contingent liabilities not provided for in respect of:

Particulars	As at 31 March 2020	As at 31 March 2019
Claims against the group not acknowledged as debts in respect of -		
- Cases under Arbitration and Conciliation Act, 1996 (refer note (i) below)	40.97	33.30
- Cases under Income-tax Act, 1961 (refer note (ii) to (iv) below)	410.99	315.05
Total	451.96	348.35

(i) The Group is involved in various legal proceedings as respondents/ defendants for various claims including those related to conduct of its business. In respect of these claims, the Group believes, these claims do not constitute material litigation matters and with its meritorious defenses the ultimate disposition of these matters will not have material adverse effect on its financial statements/ position.

(ii) Demand pending u/s 143(3) read with section 153A of the Income-tax Act, 1961:-

- For ₹ 90.97 lakh with respect to FY 2010-11 (Previous year ₹ 90.97 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).
- For ₹ 33.02 lakh with respect to FY 2011-12 (Previous year ₹ 33.02 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).
- For ₹ 4.21 lakh with respect to FY 2012-13 (Previous year ₹ 4.21 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).
- For ₹ 43.33 lakh with respect to FY 2013-14 (Previous year ₹ 43.33 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).
- For ₹ 42.36 lakh with respect to FY 2014-15 (Previous year ₹ 42.36 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).
- For ₹ 20.20 lakh with respect to FY 2015-16 (Previous year ₹ 20.20 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).
- For ₹ 67.17 lakh with respect to FY 2016-17 (Previous year ₹ 67.17 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).

(iii) Demand pending u/s 143(3) :-

- For ₹ 95.94 lakh with respect to FY 2018-19 (Previous year ₹ Nil) against Income tax matter in dispute, Company is hopeful of succeeding in appeals and does not expect any significant liabilities to materialise.
- For ₹ 17.36 lakh with respect to FY 2012-13 (Previous Year ₹ 17.36 lakh, against which appeal was pending with CIT (Appeals)) against disallowance under Income-tax Act 1961, against which departmental appeal is pending before ITAT.
- For ₹ 93.04 lakh with respect to FY 2012-13 (Previous year ₹ 93.04 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).

(iv) Demand pending u/s 271(1)(c):-

- For ₹ 0.90 lakh with respect to FY 2010-11 (Previous year ₹ Nil) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeals).



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

B. Commitments:

Particulars	As at 31 March 2020	As at 31 March 2019
Capital commitments for purchase of property, plant and equipment (net of capital advances paid)	9,163.19	1,165.51

Note - 49

Reconciliation of liabilities arising from financing activities

The changes in the Group's liabilities arising from financing activities can be classified as follows:

Particulars	Debt securities	Borrowings (other than debt securities)	Lease liabilities	Total
Balance as at 1 April 2018	110,000.00	382,935.42	-	492,935.42
Cash flows:				
- Repayment	(940,709.05)	(896,737.57)	-	(1,837,446.62)
- Proceeds	1,158,459.70 *	1,175,919.23 #	-	2,334,378.93
Non cash:				
- Amortisation of upfront fees	(1,634.38)	(838.31)	-	(2,472.69)
- Others (Equity component of compulsory convertible debentures ("CCDs"))	(122,610.81)	-	-	(122,610.81)
Balance as at 31 March 2019	203,505.46	661,278.77	-	864,784.23
Adjustment on account of Ind AS 116	-	-	24626.06	24626.06
Cash flows:				
- Repayment	(159,960.54)	(1,873,454.27)	(6,009.48)	(2,039,424.29)
- Proceeds	43,320.28	1,635,997.12#	-	1,679,317.40
Non cash:				
- Amortisation of upfront fees	1,870.81	646.77	-	2,517.58
- Addition during the year (net)	-	-	4232.84	4232.84
- Others	-	-	2,774.91	2,774.91
Balance as at 31 March 2020	88,736.01	424,468.39	25,624.33	538,828.73

* This represents gross amount received on issue of CCDs.

This includes proceeds of ₹ 92,645.57 lakh (31 March 2019: ₹ 20,868.94 lakh) from bank overdraft which is considered under cash and cash equivalents in the cash flow statement.

Note - 50

Corporate social responsibility expenses

In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company (where CSR provisions are applicable) had constituted a Corporate Social Responsibility (CSR) Committee. In terms with the provisions of the said Act, the Group was to spend a sum of ₹ 750.67 lakh (31 March 2019: ₹ 375.95 lakh) towards CSR activities during the year ended March 31, 2020. The details of amount actually spent by the Group are as follow:



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
(a) Gross amount required to be spent by the Group	750.67	375.95
(b) Amount spent on -		
- Construction/acquisition of any asset	-	-
- Any other purpose other than above*	750.67	375.95
- Yet to be paid	-	-
Total	750.67	375.95

*Contribution towards donation/corpus fund paid to Indiabulls Foundation

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Employee benefits

(i) Defined contribution plans:

During the year, the Group has recognized the following amounts in the statement of profit and loss in respect of defined contribution plans:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Contribution made to employees' provident fund organisation	142.94	108.63
Contribution made to employees' state insurance corporation	386.83	274.33
Contribution to labour welfare fund	15.08	3.74
Contribution to employees' national pension scheme	85.77	41.96
Total	630.62	428.66

(ii) Defined benefit plans:

The Group operates unfunded gratuity plan which provides lump sum benefits linked to the qualifying salary and completed years of service with the Group at the time of separation. Every employee who has completed 5 years of continuous service is entitled to receive gratuity at the time of his retirement or separation from the organisation, whichever is earlier. The gratuity benefit that is payable to any employee, is computed in accordance with the provisions of "The Payment of Gratuity Act, 1972".

Risks associated with plan provisions

Salary increases	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk	If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Based on the actuarial valuation report, the following table sets out the status of the gratuity plan and the amounts recognized in the Group's financial statements as at balance sheet date:

a.) Amount recognised in the balance sheet is as under:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Present value of obligation	2,341.56	1,538.01
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	2,341.56	1,538.01

b.) Reconciliation of present value of defined benefit obligation:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Balance at the beginning of the year	1,538.01	975.59
Current service cost	705.99	374.24
Interest cost	135.16	67.10
Past service cost	-	-
Actuarial loss recognised in other comprehensive income :		
- Demographic assumptions	(1.18)	-
- Financial assumptions	264.87	49.66
- Experience adjustment	(184.08)	23.44
Benefits paid	(159.14)	(77.36)
Acquisition adjustments on acquisition of subsidiary/ transfer of employees	41.93	125.33
Balance at the end of the year	2,341.56	1,538.01

c.) Expense recognised in profit or loss:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	705.99	374.24
Interest cost	135.16	67.10
Past service cost	-	-
Total	841.15	441.34

d.) Remeasurement recognised in other comprehensive income:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial loss on defined benefit obligations	79.61	73.10
Total	79.61	73.10



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

e.) Actuarial assumptions

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

Particulars	As at	
	31 March 2020	31 March 2019
Discount rate	6.80%	7.65%
Salary escalation rate	5.00%	5.00%
Retirement age (years)	60	60
Withdrawal rate		
Up to 30 Years	3%	3%
From 31 to 44 years	2%	2%
Above 44 years	1%	1%
Weighted average duration	15.72	20.16

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Mortality rates inclusive of provision for disability -100% of IALM (2012-14) (previous year: 100% of IALM (2006-08))

Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age. To provide for these eventualities, the Actuary has used Indian Assured Lives Mortality (2012-14) Ultimate table (previous year Indian Assured Lives Mortality (2006-08) Ultimate table).

f.) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at 31 March 2020		As at 31 March 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(177.71)	197.56	(110.52)	122.13
Salary escalation rate (0.5% movement)	198.60	(180.94)	124.75	(113.68)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these is not calculated.

Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

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

Particulars	As at 31 March 2020	As at 31 March 2019
Less than 1 year	42.72	35.60
Between 1-2 years	27.82	21.27
Between 2-5 years	115.41	68.24
Over 5 years	2,155.61	1,412.90
Total	2,341.56	1,538.01
Expected contribution for the next annual reporting period	1,158.12	975.51

(iii) Other long term employee benefit plans

The company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The scheme is unfunded and liability for the same is recognized on the basis of actuarial valuation. A provision of ₹ 604.06 lakh (31 March 2019: ₹ 181.55 lakh) for the year have been made on the basis of actuarial valuation at the year end and debited to the statement of profit and loss.

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Employee stock option schemes:

a) Employees Stock Option Scheme - 2008

During the financial year ended 31 March 2009, the Indiabulls Ventures Limited ('The Company') had issued an Employee Stock Option Scheme titled "Employee Stock Option Scheme - 2008" in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines").

Under the Scheme, the Company was authorised to grant 20,000,000 Equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies including their directors. All options under the Scheme are exercisable for Equity Shares of the Company. Employees covered by the plan were granted an option to purchase shares of the Company subject to the requirements of vesting.

A Compensation Committee constituted by the Board of Directors of the Company administered the plan. The Compensation Committee had granted, under the "Indiabulls Ventures Limited Employees Stock Option Scheme - 2008" ("IBVL ESOP - 2008"), 20,000,000 stock options representing an equal number of equity shares of face value ₹ 2 each in the Company, to the eligible employees, at an exercise price of ₹ 17.40 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 23 January 2009. The stock options so granted, shall vest in the eligible employees over a period of 10 years beginning from 25 January 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2017, the Compensation Committee had regranted 9,700,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Company, to the eligible employees, at an exercise price of ₹ 24.15 per equity share,



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 June 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 02 July 2017, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2018, the Compensation Committee has regranted 500,000 and 880,600 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Company, to the eligible employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018, respectively. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Particulars	IBVL ESOP - 2008			
	20,000,000 Options	9,700,000 Options Regranted	500,000 Options Regranted	880,600 Options Regranted
1. Exercise price (₹)	17.40	24.15	219.65	254.85
2. Expected volatility *	79.00%	42.97%	46.70%	47.15%
3. Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil
4. Option Life (Weighted Average) (in years)	11.00	6.00	6.00	6.00
5. Expected Dividends yield	22.99%	10.82%	1.27%	1.10%
6. Risk Free Interest rate	6.50%	7.45%	6.54%	7.56%
7. Fair value of the options **	0.84	4.31	106.31	130.05

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

** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

b) Employees Stock Option Scheme - 2009

During the financial year ended 31 March 2010, the Company had issued Employee Stock Option Scheme titled as 'Indiabulls Ventures Limited Employees Stock Option Scheme - 2009' ("IBVL ESOP - 2009"). Under the Scheme, the Company was authorised to grant 20,000,000 options, representing equivalent number of equity shares of face value ₹ 2 each in one or more tranches at a price and on such terms and conditions as may be decided by the Compensation Committee, to the eligible employees of the Company and its subsidiaries.

During the year ended 31 March 2010, the Compensation Committee constituted granted 10,000,000 stock options representing an equal number of Equity Shares of face value ₹ 2 each in the Company, at an exercise price of ₹ 35.25 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 November 2009. The stock options so granted, shall vest uniformly over 10 years beginning from 2 December 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended 31 March 2011, the Compensation Committee had further granted 2,050,000 Stock Options representing an equal number of equity shares of face value ₹ 2 each in the Company, at an exercise price of ₹ 31.35 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 09 April 2010. The Stock options so granted, shall vest uniformly over 10 years beginning from 13 April 2011 being the first vesting date. The options granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.



Summary of significant accounting policies and other explanatory information

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

During the year ended 31 March 2016, the Compensation Committee had regranted under the IBVL ESOP - 2009 10,000,000 stock options (surrendered and lapsed options eligible for grant) representing an equal number of equity shares of face value of ₹ 2 each in the Company, at an exercise price of ₹ 27.45 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 24 August 2015. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 26 August 2016, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Company had received the request from various option holders to surrender 10,000,000 stock options, which has been accepted by the Company.

During the year ended 31 March 2017, the Compensation Committee had further regranted 9,500,000 and 10,000,000 Stock Options (surrendered and lapsed options eligible for grant) representing an equal number of equity shares of face value ₹ 2 each in the Company, to the Eligible Employees, at an exercise price of ₹ 16 per equity share and ₹ 24.15 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 11 May 2016 and 30 June 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 13 May 2017 and 02 July 2017 respectively, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Company has received the request from various option holders to surrender 10,000,000 stock options, which has been accepted by the Company.

During the year ended 31 March 2018, the Compensation Committee has regranted 10,000,000 and 669,400 Stock Options (surrendered and lapsed options eligible for grant) representing an equal number of Equity Shares of face value ₹ 2 each in the Company, to the Eligible Employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018 respectively. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Particulars		IBVL ESOP – 2009						
		10,000,000 Options	2,050,000 Options	10,000,000 Options Regranted & Surrendered	9,500,000 Options Regranted	10,000,000 Options Regranted & Surrendered	10,000,000 Options Regranted	669,400 Options Regranted
1.	Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
2.	Expected volatility *	77.00%	48.96%	38.59%	40.74%	42.97%	46.70%	47.15%
3.	Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	Option life (weighted average)	10 Years	10 Years	7 Years	6 Years	6 Years	6 Years	6 Years
5.	Expected dividends yield	13.48%	6.86%	9.16%	16.33%	10.82%	1.27%	1.10%
6.	Risk free interest rate	7.50%	8.05%	6.50%	7.45%	7.45%	6.54%	7.56%
7.	Fair value of the options (₹)**	6.48	9.39	4.77	1.38	4.31	106.31	130.05

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

** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

c) **Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019 (“Scheme”).**

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of Indiabulls Ventures Limited at its meeting held on 22 October 2019; and (b) a special resolution of the shareholders’ of the Company passed through postal ballot on 4 December 2019, result of which were declared on 5 December 2019.

This Scheme comprises:

- a. Indiabulls Ventures Limited Employees Stock Option Plan 2019 (“ESOP Plan 2019”)
- b. Indiabulls Ventures Limited Employees Stock Purchase Plan 2019 (“ESP Plan 2019”)
- c. Indiabulls Ventures Limited Stock Appreciation Rights Plan 2019 (“SARs Plan 2019”)

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”), the Company has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the “SBEB Regulations”, is authorised to purchase upto an aggregate of 10,500,000 (One Crore Five Lakhs) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market.

d) **Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 (“Scheme”).**

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of Indiabulls Ventures Limited at its meeting held on 23 January 2020; and (b) a special resolution of the shareholders’ of the Company passed through postal ballot on 20 March 2020, result of which were declared on 21 March 2020.

This Scheme comprises:

- a. Indiabulls Ventures Limited Employees Stock Option Plan 2020 (“ESOP Plan 2020”)
- b. Indiabulls Ventures Limited Employees Stock Purchase Plan 2020 (“ESP Plan 2020”)
- c. Indiabulls Ventures Limited Stock Appreciation Rights Plan 2020 (“SARs Plan 2020”)

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”), the Company has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the “SBEB Regulations”, is authorised to purchase upto an aggregate of 93,00,000 (Ninety Three Lakhs) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market.

The Company has recognised employee stock compensation expense of ₹ 2,025.83 lakh (31 March 2019: ₹ 4,361.83 lakh) in the statement of profit and loss for the year ended 31 March 2020.



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The other disclosures in respect of the above stock option schemes are as under:

	IBVL ESOP - 2008			
Total options under the scheme (Nos.)	20,000,000			
Options granted (Nos.)	20,000,000	9,700,000 (Regrant)	500,000 (Regrant)	880,600 (Regrant)
Vesting period and percentage	Ten years, 1st Year - 15% 2nd year to 9th year - 10% each year 10th year - 5%	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years
Vesting date	25th January each year, commencing 25 January 2010"	2nd July each year, commencing 2 July 2017	2nd September each year, commencing 2 September 2018	25th March each year, commencing 25 March 2019
Exercise price (₹)	17.40	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	1,277,866	9,700,000	500,000	880,600
Granted/ regranted during the year (Nos.)	-	-	-	-
Options vested during the year (Nos.)*	-	-	-	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	406,950	-	-	187,000
Outstanding as at 31 March 2019 of the year (Nos.)	870,916	9,700,000	500,000	693,600
Vested and exercisable as at 31 March 2019 (Nos.)	870,916	3,880,000	100,000	138,720
Granted/ regranted during the year (Nos.)	-	-	-	-
Exercised during the year (Nos.)	870,916	5,050,800	-	25,800
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	10,000	500,000	152,000
Outstanding as at 31 March 2020 of the year (Nos.)	-	4,639,200	-	515,800
Vested and exercisable as at 31 March 2020 (Nos.)	-	769,200	-	192,640
Remaining contractual life (weighted months)	-	66	-	73

Weighted average exercise price of share during the year ended 31 March 2020: ₹ 198.22 (31 March 2019: not applicable).



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for the year ended 31 March 2020

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

	IBVL ESOP - 2009						
Total options under the Scheme (Nos.)	20,000,000						
Options granted (Nos.)	10,000,000	2,050,000	10,000,000 (Regrant & Surrendered)	9,500,000 (Regrant)	10,000,000 (Regrant & Surrendered)	10,000,000 (Regrant)	669,400 (Regrant)
Vesting period and percentage	Uniformly over a period of Ten years	Uniformly over a period of Ten years	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years
Vesting date	2nd December each year, commencing 2 December 2010	13th April each year, commencing 13 April 2011	26th August each year, commencing 26 August 2016	13th May each year, commencing 13 May 2017	2nd July each year, commencing 2 July 2017	2nd September each year, commencing 2 September 2018	25th March each year, commencing 25 March 2019
Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	-	150,000	-	7,152,500	-	9,970,000	669,400
Granted/ regranted during the year (Nos.)	-	-	-	-	-	-	-
Exercised during the year (Nos.)	-	-	-	-	-	-	-
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	664,800	-	90,000	450,000
Outstanding as at 31 March 2019 (Nos.)	-	150,000	-	6,487,700	-	9,880,000	219,400
Vested and exercisable as at 31 March 2019 (Nos.)	-	50,000	-	1,676,300	-	1,976,000	43,880
Granted/ regranted during the year (Nos.)	-	-	-	-	-	-	-
Exercised during the year (Nos.)	-	100,000	-	3,225,100	-	852,600	40,000
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	165,000	-	195,500	-
Outstanding as at 31 March 2020 (Nos.)	-	50,000	-	3,097,600	-	8,831,900	179,400
Vested and exercisable as at 31 March 2020 (Nos.)	-	-	-	-	-	3,034,400	47,760
Remaining contractual life (weighted months)	-	60	-	67	-	67	77

Weighted average exercise price of share during the year ended 31 March 2020: ₹ 187.29 (31 March 2019: not applicable).



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020
(All amount are in Indian Rupees in lakh unless stated otherwise)

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Segment reporting:

Segment information for the year ended 31 March 2020 as per Indian Accounting Standard 108 - 'Segment Reporting':

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

Particulars	For the year ended 31 March 2020						For the year ended 31 March 2019					
	Broking and related activities	Financing and related activities	Asset recon-struction and related activities	Other operations	Inter-segment revenue	Total	Broking and related activities	Financing and related activities	Asset recon-struction and related activities	Other operations	Inter-segment revenue	Total
(i) Segment revenue	35,219.02	257,961.01	14,630.70	555.33	(16,887.51)	291,478.55	38,704.18	165,009.82	5,585.59	794.18	(10,750.71)	199,343.06
(ii) Segment results	971.53	3,091.84	8,109.85	-	-	12,173.22	9,440.09	58,127.95	2,285.00	-	-	69,853.04
Unallocated income net of other unallocated expenditure						(2,123.11)						174.58
Interest expenditure						(7,346.17)						(7,097.00)
Profit before share of loss of an associate and tax						2,703.94						62,930.62
Share of loss in an associate						-						(2.84)
Profit before tax						2,703.94						62,927.78
Tax expense						1,476.96						(16,899.16)
Profit after tax						4,180.90						46,028.62
Total other comprehensive income						566.37						(143.44)
Total comprehensive income for the year						4,747.27						45,885.18
(iii) Segment assets	122,441.38	816,917.74	109,992.42	-	-	1,049,351.54	264,003.58	1,241,664.26	36,704.05	-	-	1,542,371.89
Unallocated corporate assets						108,370.98						59,176.37
Total assets						1,157,722.52						1,601,548.26
(iv) Segment liabilities	18,698.51	535,667.89	2,628.60	-	-	556,995.00	159,362.60	782,055.07	1,510.68	-	-	942,928.35
Unallocated corporate liabilities						41,953.96						1,107.12
Total liabilities						598,948.96						944,035.47
(v) Capital expenditure including capital advances given (net)												
Unallocated capital expenditure including capital advances						(80,991.10)						(8,770.52)
Total capital expenditure including capital advances						(80,991.10)						(8,770.52)
(vi) Depreciation and amortisation	2,127.92	9,399.37	57.89	-	-	11,585.18	801.88	1,890.83	1.72	-	-	2,694.43
Unallocated depreciation and amortisation						22.05						3.32
Total depreciation and amortisation						11,607.23						2,697.75
(vii) Non cash expenditure other than depreciation												
Unallocated non cash expenditure other than depreciation						97,363.47						13,383.50
Non cash expenditure other than depreciation						97,363.47						13,383.50



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- (B) The Group operates solely in one Geographic segment namely “Within India” and hence no separate information for Geographic segment wise disclosure is required.
- (C) The Group’s primary business segments are reflected based on principal business activities carried on by the Holding Company and its subsidiary companies. The Group’s primary businesses are ‘Broking and Related activities’ and ‘Financing and Related activities’. Broking and related activities include business as a stock broker on the National Stock Exchange of India Limited and the BSE Limited, business as a commodity broker on the Multi Commodity Exchange of India Limited and the National Commodity and Derivative Exchange Limited, brokerage on cross-selling of real estate, and other ancillary services relating to broking activities. Financing and related activities include business of financing loans and other ancillary services. Asset reconstructions and related activities include business of asset reconstruction and securitisation and other ancillary services.
- (D) Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis.
- (E) The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as disclosed in Note 3.

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Related party disclosures

(a) Detail of related parties	: Name of the party
Key management personnel	: - Mr. Divyesh B. Shah, Whole time director and Chief executive officer
	: - Mr. Pinank Shah, Whole time director
	: - Mr. Gagan Banga, Non-executive director
	: - Mrs. Vijayalakshmi Rajaram Iyer, Independent director (resigned w.e.f. 27 August 2019)
	: - Mr. Abhaya Prasad Hota, Independent director (w.e.f. 25 August 2018 and till 16 September 2019)
	: - Mr. Alok Kumar Misra, Independent director
	: - Mrs. Rekha Gopal Warriar, Independent director (w.e.f. 27 August 2019)
	: - Mr. Praveen Kumar Tripathi, Independent director (w.e.f. 16 September 2019)
	: - Mr. Shyam Lal Bansal, Independent director
	: - Brig. (Retd.) Labh Singh Sitara, Independent Director (till 31 March 2019)
Person exercising significant influence	: - Mr. Sameer Gehlaut (Non executive chairman and Promoter)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

(b) Transactions with related parties :

Nature of transactions	Key management personnel		Person exercising significant influence		Total	
	For the year ended		For the year ended		For the year ended	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Income						
(i) Brokerage income	0.72	0.47	0.40	0.06	1.12	0.53
Expenses						
(i) Compensation to key management personnels:						
- Short term employee benefits	667.70	407.65			400.59	407.65
- Post employment benefits - gratuity	3.52	0.55			1.56	0.55
- Other long-term employee benefits compensated absences	10.11	0.75	-	-	2.15	0.75
- Share based expenses	937.40	876.78			512.30	876.78
- Others (Director sitting fees)	32.50	41.00	-	-	12.50	17.00
Finance						
(i) Issue of Equity Shares under ESOP Schemes (based on the Exercise price)	1,622.56	-	-	-	237.88	-
(ii) Buy back of fully paid up equity shares	5,546.91	-	29,018.27	-	5,546.91	-
(iii) Call money received against right issue	51.98	1,478.96	-	6,774.43	51.98	8,253.39
(iv) Dividend Paid *	366.04	118.71	1,081.31	425.11	1,447.35	543.82
*Paid to related parties in their capacity of shareholders.						
Balance outstanding at the end of the period :						
Nature of transactions	Key management personnel		Person exercising significant influence		Total	
	For the year ended		For the year ended		For the year ended	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
(i) Margin funding loan receivable	68.83	-	-	-	68.83	-
(ii) Margin from customers	-	(131.72)	-	-	-	(131.72)
(iii) Calls in arrear	-	51.98	-	-	-	51.98

Amount presented in brackets represents liabilities

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



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 55

Financial instruments

A Financial assets and liabilities

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

Particulars	Note	As at 31 March 2020	As at 31 March 2019
Financial assets measured at fair value			
Investments measured at -			
- Fair value through profit and loss	Note - 11	63,247.97	59,874.87
- Fair value through other comprehensive income	Note - 11	164.28	397.25
Loans measured at -			
- Fair value through other comprehensive income	Note - 10	48,773.63	-
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 6	211,941.33	194,717.37
Bank balance other than cash and cash equivalents	Note - 7	74,050.60	39,674.07
Receivables -			
(i) Trade receivables	Note - 8	15,214.76	27,336.19
(ii) Other receivables	Note - 9	6,875.11	11,073.74
Loans	Note - 10	474,322.44	1,119,664.22
Security deposits	Note - 12	40,461.29	94,016.03
Other financial assets	Note - 12	51,876.09	4,599.25
Total		986,927.50	1,551,352.99
Financial liabilities measured at fair value			
Derivative financial instruments	Note - 18	-	209.42
Financial liabilities measured at amortised cost			
Trade payables	Note - 19	8,511.04	6,430.98
Other payables	Note - 20	4,051.25	2,674.15
Debt securities (including interest accrued)	Note - 21	89,486.58	203,915.46
Borrowings (other than debt securities) (including interest accrued)	Note - 22	425,847.56	662,096.69
Lease liabilities	Note - 23	25,624.33	-
Other financial liabilities	Note - 24	30,174.84	58,054.36
Total		583,695.60	933,381.06

B Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2020	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	50,598.88	-	-	50,598.88
Mutual funds and other funds	8,155.07	-	-	8,155.07
Unquoted security receipts	-	-	4,494.02	4,494.02
Investments at fair value through other comprehensive income				
Quoted equity instruments	164.28	-	-	164.28
Loans	-	-	48,773.63	48773.63

As at 31 March 2019	Level 1	Level 2	Level 3	Total
Financial assets				
Investments at fair value through profit and loss				
Debt securities	2,617.51	-	-	2,617.51
Mutual funds and other funds	55,323.42	-	-	55,323.42
Unquoted security receipts	-	-	1,933.94	1,933.94
Investments at fair value through other comprehensive income				
Quoted equity instruments	397.25	-	-	397.25
Financial liabilities at fair value through profit and loss				
Derivative liability	209.42	-	-	209.42

Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices for quoted equity instruments and debt securities.
- the use of quoted market prices for derivative contracts at balance sheet date. For hedge related disclosures, refer note 58.
- for unquoted security receipts, adjusted discounted cash flow method (income approach) has been used.
- the use of net asset value for certificate of deposits and mutual funds on the basis of the statement received from investee party.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Particulars	Fair value		Significant unobservable inputs
	As at 31 March 2020	As at 31 March 2019	
Unquoted security receipts	4,494.02	1,933.94	Estimated cash flows and discount rate
Loans	49,057.18	-	Estimated cash flows and discount rate

Sensitivity analysis

Description	For the period ended 31 March 2020	For the period ended 31 March 2019
Impact on fair value if change in internal rate of return - 'Unquoted security receipts		
- Impact due to increase of 0.5%	(14.61)	(6.95)
- Impact due to decrease of 0.5%	14.61	7.04
Impact of change in rates on total comprehensive income statement - Loans		
- Impact due to increase of 1.0%	404.75	-
- Impact due to decrease of 1.0%	(390.95)	-

The following table presents the changes in level 3 items for the periods ended 31 March 2020 and 31 March 2019:

Particulars	Loans	Unquoted security receipts
As at 1 April 2018	-	4,259.52
Add: Addition during the year	-	-
Less: Redeemed during the year	-	(2,325.58)
As at 31 March 2019	-	1,933.94
Add: Addition during the year	569,686.09	3,150.00
Less: Disposal/ Redeemed during the year	(521,687.91)	(589.92)
Add: Gain recognised in statement of profit and loss	1,059.00	-
As at 31 March 2020	49,057.18	4,494.02



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	As at 31 March 2020		As at 31 March 2019	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	211,941.33	211,941.33	194,717.37	194,717.37
Bank balance other than cash and cash equivalents	74,050.60	74,050.60	39,674.07	39,674.07
Receivables -				
(i) Trade receivables	15,214.76	15,214.76	27,336.19	27,211.46
(ii) Other receivables	6,875.11	6,875.11	11,073.74	11,073.74
Loans	474,322.44	474,381.00	1,119,664.22	1,145,696.56
Investments	-	-	-	-
Security deposits	40,461.29	40,464.63	94,016.03	93,880.59
Other financial assets	51,876.09	55,224.32	4,599.25	4,611.14
Total	874,741.62	878,151.75	1,491,080.87	1,516,864.93
Financial liabilities				
Trade payables	8,511.04	8,511.04	6,430.98	6,430.98
Other payables	4,051.25	4,051.25	2,674.15	2,674.16
Debt securities	89,486.58	94,521.24	203,915.46	203,915.45
Borrowings other than debt securities	425,847.56	425,969.48	662,096.69	662,096.70
Lease Liabilities	25,624.33	26,353.33		
Other financial liabilities	30,174.84	30,174.84	58,054.36	59,206.62
Total	583,695.60	589,581.18	933,171.64	934,323.91

The following methods and assumptions were used to estimate the fair values for other assets and liabilities:

- (i) The fair values of the Group's fixed interest bearing loans are determined by applying discounted cash flows ('DCF') method. For variable rate interest-bearing loans, carrying value represent best estimate of their fair value.
- (ii) The fair values of the Group's non-interest bearing security deposits, trade receivables, other financial assets, debt securities, borrowings (other than debt securities) and lease liabilities are determined by applying discounted cash flows ('DCF') method.
- (iii) The fair values of the Group fixed rate interest-bearing debt securities and borrowings are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. For variable rate interest-bearing debt securities and borrowings, carrying value represent best estimate of their fair value as these are subject to changes in underlying interest rate indices as and when the changes happen.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note-56

Financial risk management

i) Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group risk management framework. The Group's risk are managed by a treasury department under policies approved by the board of directors. The board of directors provides written principles for overall risk management. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, bank balance other than cash and cash equivalents, investments, loans, trade receivables and other financial assets	Ageing analysis	Highly rated bank deposits and diversification of asset base and collaterals taken for assets
Liquidity risk	Borrowings, debt securities, trade payables, other payables and other financial liabilities	Cash flow forecasts	Committed borrowing and other credit facilities and sale of loan assets (whenever required)
Market risk - foreign exchange	Financial assets and liabilities not denominated in Indian rupee (INR)	Sensitivity analysis	Forward contract/hedging, if required
Market risk - interest rate	Variable rates borrowings and debt securities	Sensitivity analysis	Negotiation of terms that reflect the market factors
Market risk - security price	Investments in equity and debt securities, mutual funds	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit risk arises from the potential that an obligor is either unwilling to perform on an obligation or its ability to perform such obligation is impaired resulting in economic loss to the company. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, bank balance other than cash and cash equivalents, investments, loan assets, trade receivables and other financial assets. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

'Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. The Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

The Group provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents, bank balance other than cash and cash equivalents, investments, loans, trade receivables, security deposits and other financial assets	Life time expected credit loss or 12 month expected credit loss
Moderate credit risk	Trade receivables, other receivables and loans	Life time expected credit loss
High credit risk	Loans, other receivables and security deposits	Life time expected credit loss or fully provided for

Assets are written off when there is no reasonable expectation of recovery. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Financial assets that expose the entity to credit risk*

Particulars		As at 31 March 2020	As at 31 March 2019
(i)	Low credit risk		
	Cash and cash equivalents	211,941.33	194,717.37
	Bank balance other than cash and cash equivalents	74,050.60	39,674.07
	Trade receivables	15,214.76	27,336.19
	Other receivables	6,875.11	11,073.74
	Loans	552,428.09	1,118,629.26
	Investments	164.28	397.25
	Security deposits	40,461.29	94,016.03
	Other financial assets	49,960.38	4,599.25
(ii)	Moderate credit risk		
	Trade receivables	1,198.90	783.11
	Other financial assets	1,915.71	-
	Loans	22,201.47	7,338.51
(iii)	High credit risk		
	Loans	9,094.92	8,412.93
	Other receivables	4,749.17	1,434.49
	Trade receivables	7,094.68	2,288.60
	Security deposits	20.10	23.00

* These represent gross carrying values of financial assets, without deduction for expected credit losses



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade and other receivables

Credit risk related to trade and other receivables are managed by monitoring the recoverability of such amounts continuously.

Loans

The Group closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process (wherever applicable) to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Group assesses increase in credit risk on an ongoing basis for amounts loan assets that become past due and default is considered to have occurred when amounts receivable become one year past due.

The major guidelines for selection of the client includes:

- The client's income and indebtedness levels
- The client must possess the required KYC documents
- Client must agree to follow the rules and regulations of the Group
- Credit bureau check – In order to deal with the problem of over extension of credit and indebtedness of the client, the Group undertakes credit bureau checks for every client. The credit bureau check helps the Group in identifying clients with poor repayment histories and multiple loans.

Category*	Inputs	Assumptions
Corporate borrowers	1. Historical data as per Industry trends	1. Recoverability assumptions for stage 3 loan assets and related assessment with value of collateral.
Retail borrowers	2. Supplemental external information that could affect the borrowers behaviour	2. Management judgement is applied to determine the economic scenarios and the application of probability weights
	3. Discount rate is based on internal rate of return on the loan	

* The Group has used forward looking information in form of GDP growth rate and unemployment rate specific to the sector.

Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits, interest spread on assigned assets and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

b) Credit risk exposure

i) Expected credit losses for financial assets

As at 31 March 2020	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	211,941.33	-	211,941.33
Bank balance other than cash and cash equivalents	74,050.60	-	74,050.60
Investments	164.28	-	164.28
Trade receivables	23,508.34	(8,293.58)	15,214.76
Other receivables	11,624.28	(4,749.17)	6,875.11
Margin funding loans	1,341.86	-	1,341.86
Security deposits	40,481.39	(20.10)	40,461.29
Other financial assets	53,791.80	(1,915.71)	51,876.09

As at 31 March 2019	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	194,717.37	-	194,717.37
Bank balance other than cash and cash equivalents	39,674.07	-	39,674.07
Investments	397.25	-	397.25
Trade receivables	30,407.90	(3,071.71)	27,336.19
Other receivables	12,508.24	(1,434.50)	11,073.74
Margin funding loans	5,008.27	-	5,008.27
Security deposits	94,039.03	(23.00)	94,016.03
Other financial assets	4,599.25	-	4,599.25

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables	Other receivables	Other financial assets	Security deposits
Loss allowance on 1 April 2018	2,850.13	1,543.33	-	22.25
Impairment loss recognised during the year	1,202.74	168.05	-	5.00
Loss allowance written back	(981.16)	(276.88)	-	-
Write - offs	-	-	-	(4.25)
Loss allowance on 31 March 2019	3,071.71	1,434.50	-	23.00
Impairment loss recognised during the year	6,686.98	3,314.67	1,915.71	-
Loss allowance written back	(536.40)	-	-	(2.90)
Write - offs	(928.71)	-	-	-
Loss allowance on 31 March 2020	8,293.58	4,749.18	1,915.71	20.10
Discounting during the year	-	-	-	-
Total Loss allowance on 31 March 2020	8,293.58	4,749.18	1,915.71	20.10



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Concentration of financial assets excluding loans

The Group carries on the business as stock broker on the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), commodities broker on Multi Commodity Exchange of India Limited (“MCX”) and National Commodity & Derivatives Exchange Limited (“NCDEX”), depository participants, broking of underwriting/distribution of real estate projects on behalf of developers and renders other related ancillary services. The Group’s outstanding receivables are for stock broking on stock exchange’s, broking of underwriting/distribution of real estate projects and depository participants. Other financial assets majorly represents margin funding loans and deposits given for business purposes.

ii) Expected credit losses for loans

Definition of default:

The Group considers default in all cases when the borrower becomes 90 days past due on its contractual payments. The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of default, Exposure at default and Loss given default.

Changes in the gross carrying amount in relation to loans given from beginning to end of reporting period:

Particulars	Stage 1	Stage 2	Stage 3
Gross carrying amount as at 1 April 2018	400,297.22	1,247.56	207.97
Assets originated	1,018,635.29	-	31,998.59
Net transfer between stages	(18,592.38)	8,883.39	9,708.98
Assets derecognised (excluding write offs)	(318,717.71)	(2,792.46)	(1,504.02)
Write - offs	-	-	-
Gross carrying amount as at 31 March 2019	1,081,622.42	7,338.49	40,411.52
Assets originated and acquired	1,170,887.04	-	79,183.57
Net transfer between stages	(121,025.35)	48,003.89	73,021.46
Assets derecognised (excluding write offs)	(1,691,580.03)	(33,140.91)	(72,339.47)
Gross carrying amount as at 31 March 2020	439,904.08	22,201.47	120,277.08

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Stage 1	Stage 2	Stage 3
Loss allowance on 1 April 2018	1,209.17	125.30	167.08
Increase of provision due to assets originated during the year	4,135.16	-	-
Impairment loss recognised during the year	(8,133.84)	2,187.09	8,175.89
Loss allowance written back	7,197.24	(14.33)	(332.29)
Loss allowance on 31 March 2019	4,407.73	2,298.06	8,010.68
Increase of provision due to assets originated and purchased during the year	4,699.20	-	-
Impairment loss recognised during the year	(29,270.79)	4,797.15	29,902.80
Loss allowance written back	22,154.96	(751.35)	(24,620.03)
Loss allowance on 31 March 2020	1,991.10	6,343.86	13,293.45



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

c) Concentration of loans

Prudent risk management involves the minimisation of concentration risk by diversifying the loan portfolio. Setting up exposure limit for particular industry, sector, geographical area, product, etc. is essential to reduce the concentration of the loan portfolio.

Particulars	As at 31 March 2020	As at 31 March 2019
Retail borrowers	401,333.53	741,124.51
Borrowers other than retail borrowers	181,049.09	388,247.92
Total	582,382.62	1,129,372.43

Loans secured against collateral

Group's secured portfolio has security base as follows:

Particulars	Value of loans	
	As at 31 March 2020	As at 31 March 2019
Secured by tangible assets	229,620.09	560,378.47
Secured by other assets	2,503.74	6,785.00

Wherever required, the Group holds other types of collateral and credit enhancements, such as cross-collateralisation on other assets of the borrower, pledge of securities, guarantees of promoters/proprietors, hypothecation of receivables via escrow account, hypothecation of receivables in other bank accounts, etc.

The Group does not physically possesses properties or other assets in its normal course of business but makes efforts toward recovery of outstanding amounts on delinquent loans. Once contractual loan repayments are more than 90 days past due, possession of property may be initiated. Possessed property is disposed of in the manner prescribed under the regulatory guidance to recover outstanding debt.

B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Group maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Group's liquidity positions (also comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. The Group also takes into account liquidity of the market in which the entity operates.

(i) Financing arrangements

The Group had access to the following funding facilities:

As at 31 March 2020	Total facility	Drawn	Undrawn
- Expiring within one year	126,930.00	10,855.78	116,074.22
- Expiring beyond one year	60,000.00	20,000.00	40,000.00
Total	186,930.00	30,855.78	156,074.22



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

As at 31 March 2019	Total facility	Drawn	Undrawn
- Expiring within one year	215,009.00	120,067.02	94,941.98
- Expiring beyond one year	-	-	-
Total	215,009.00	120,067.02	94,941.98

(ii) Maturities of financial assets and liabilities

The tables below analyse the Group financial assets and liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows:

As at 31 March 2020	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	211,970.77	-	-	211,970.77
Bank balances other than cash and cash equivalent	73,567.67	1,536.47	1.00	75,105.14
Trade receivables	12,575.58	8,254.21	2,872.62	23,702.41
Other receivable	819.97	4,071.37	6,740.28	11,631.62
Loans	390,881.55	187,581.13	319,425.59	897,888.27
Investments	64,476.32	-	5,422.77	69,899.09
Other financial assets	77,297.03	21,235.93	2,433.01	100,965.97
Total undiscounted financial assets	831,588.88	222,679.11	336,895.27	1,391,163.27
Non-derivatives				
Debt securities	25,334.70	65,020.59	17,397.66	107,752.95
Borrowings (other than debt securities)	222,630.98	242,986.96	18,259.07	483,877.01
Trade payables	8,511.18	-	-	8,511.18
Other payables	4,051.11	-	-	4,051.11
Lease Liabilities	6,180.45	11,378.06	17,803.73	35,362.24
Other financial liabilities	30,174.84	-	-	30,174.84
Total undiscounted financial liabilities	296,883.25	319,385.61	53,460.46	669,729.32
Net undiscounted financial assets/(liabilities)	534,705.63	(96,706.50)	283,434.81	721,433.95

As at 31 March 2019	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	194,763.21	-	-	194,763.21
Bank balances other than above	34,119.62	7,340.85	1.00	41,461.47
Trade receivables	11,372.28	19,035.62	-	30,407.90
Other receivable	179.95	10,792.71	1,535.57	12,508.23
Loans	481,432.74	706,731.44	279,351.16	1,467,515.35
Investments	59,335.38	588.00	674.80	60,598.18
Other financial assets	91,432.85	5,379.17	3,046.34	99,858.36
Total undiscounted financial assets	872,636.03	749,867.79	284,608.87	1,907,112.69
Non-derivatives				
Debt securities	125,574.77	79,170.25	24,160.97	228,905.99
Borrowings other than debt securities	410,580.63	197,945.49	88,902.95	697,429.08



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

As at 31 March 2019	Less than 1 year	1-3 years	More than 3 years	Total
Trade payables	6,430.98	-	-	6,430.98
Other payables	2,674.15	-	-	2,674.15
Other financial liabilities	39,210.97	19,011.22	68.87	58,291.06
Derivatives (net settled)				
Index linked derivatives	209.42	-	-	209.42
Total undiscounted financial liabilities	584,680.93	296,126.96	113,132.79	993,940.68
Net undiscounted financial assets/(liabilities)	287,955.11	453,740.83	171,476.08	913,172.01

C) Market risk

a) Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group. To mitigate the Group's exposure to foreign currency risk, non-rupee cash flows are monitored and forward exchange contracts are entered into in accordance with the Group's risk management policies. The Group has not hedged its foreign currency receivables and payables.

(i) Foreign currency risk exposure in USD:

Particulars	As at	Foreign currency	Exchange rate	Amount in Foreign Currency	Amount
Financial assets					
Loan notes and escrow receivable	31 March 2020	USD	75.38	10.74	809.49
Loan notes and escrow receivable	31 March 2019	USD	69.17	10.74	742.76

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
USD sensitivity		
INR/USD- increase by 6.70% (31 March 2019: 8.38%)*	54.24	62.24
INR/USD- decrease by 6.70% (31 March 2019: 8.38%)*	(54.24)	(62.24)

* Holding all other variables constant



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

b) Interest rate risk

i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2020, the Group is exposed to changes in market interest rates through debt securities and other borrowings at variable interest rates.

Interest rate risk exposure

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

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate liabilities		
Borrowings (other than debt securities)	238,190.08	564,694.53
Fixed rate liabilities		
Debt securities	88,736.01	203,505.46
Borrowings (other than debt securities)	186,278.31	96,584.25

Sensitivity

Below is the sensitivity of profit or loss in interest rates.

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest sensitivity on borrowings (other than debt securities)*		
Interest rates – increase by 1.00% (31 March 2019: 1.0%)	2,309.81	2,867.66
Interest rates – decrease by 1.00% (31 March 2019: 1.0%)	(2,309.81)	(2,867.66)

* Holding all other variables constant

ii) Assets

The Group's term deposit, commercial paper/deposits and bank deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

i) Exposure

The Group's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Group's equity:

Impact on profit after tax

Particulars	As at 31 March 2020	As at 31 March 2019
Mutual funds		
Net assets value – increase by 5%	407.75	2,766.17
Net assets value – decrease by 5%	(407.75)	(2,766.17)
Quoted debt securities		
Market price – increase by 5%	2,529.94	130.88
Market price – decrease by 5%	(2,529.94)	(130.88)

Impact on other comprehensive income

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Quoted equity instruments		
Value per share – increase by 26% (31 March 2019: 19%)	42.71	75.48
Value per share – decrease by 26% (31 March 2019: 19%)	(42.71)	(75.48)

Note - 57

Capital management

The Company's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings
- to provide an adequate return to shareholders

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31 March 2020	As at 31 March 2019
Debt securities (including interest accrued)	89,486.58	203,915.46
Borrowings (other than debt securities) (including interest accrued)	425,847.56	662,096.69
Total debt	515,334.14	866,012.15
Less : Cash and cash equivalents	(211,941.33)	(194,717.37)
Net debt	303,392.81	671,294.78
Equity attributable to the owners of the parent	502,735.43	642,596.79
Net debt to equity ratio	0.60	1.04



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 58

Fair value hedges

A. Risk management strategy

The use of derivatives can give rise to price risk. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The price risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes. The Group uses derivative instruments as part of its management of exposure to fluctuations in market price of equity investments. The derivative transactions are normally in the form of futures and these are subject to the Group guidelines and policies.

B. Hedge relationship

The Group had done investment in shares of Reliance Industries Limited. The Group enters into selling of future of Reliance Industries Limited to hedge its price risk. Gains and losses on these hedge transactions are substantially offset by the amount of gains or losses on the underlying assets. Net gains and losses are recognized in the statement of profit and loss.

Hedge ratio is the relationship between the quantity of the hedging instrument and the quantity of the hedged item. In the case, total principal payments under the transaction is hedged with futures of the equivalent amount and at the same dates. Hence the entity hedge 100% of its exposure on the transaction and is considered highly effective. The Group has entered into nifty future contracts which provide an economic hedge to a risk component of a transaction.

C Other hedge related disclosures

The fair value of the Group's derivative positions recorded under derivative financial liabilities are as follows:

31 March 2020

Type of hedge and risk	Change in fair value of hedging instrument	Maturity date	Change in value of hedged item used as a basis of recognising hedge effectiveness	Hedge ratio
Equity futures (loss)/gain	-	-	-	-

Particulars	Carrying amount of derivative liabilities	Carrying amount of investments	Amount charged to statement of profit and loss
Investments	-	-	-

31 March 2019

Type of hedge and risk	Change in fair value of hedging instrument	Maturity date	Change in value of hedged item used as a basis of recognising hedge effectiveness	Hedge ratio
Equity futures (loss)/gain	(2,633.93)	27-09-2018	2,830.05	1:1



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	Carrying amount of derivative liabilities	Carrying amount of investments	Amount charged to statement of profit and loss
Investments	-	-	196.13

Note - 59

Transferred financial assets

A) Securitisation

In the course of its finance activity, the Group makes transfers of financial assets, where legal rights to the cash flows from the asset are passed to the counterparty and where the Group retains the rights to the cash flows but assumes a responsibility to transfer them to the counterparty.

The Group has securitized its loan assets to an unrelated and unconsolidated entities. As per the terms of the agreements, the Group is exposed to first loss default guarantee and cash collateral amounting in range of 14% to 16% of the amount securitised and therefore continues to be exposed to significant risk and rewards relating to the underlying receivables. Hence, these loan assets are not derecognised and proceeds received are presented as other financial liability.

The following tables provide a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

Securitisations	For the year ended 31 March 2020	For the year ended 31 March 2019
Gross carrying amount of securitised assets	89,112.47	42,197.00
Gross carrying amount of associated liabilities	92,156.05	40,828.55
Carrying value and fair value of securitised assets	92,567.91	43,111.96
Carrying value and fair value of associated liabilities	92,156.05	40,828.55
Net position	411.86	2,283.41

B) Assignment

During the year ended March 31, 2020, the Group has sold certain loans by way of direct bilateral assignment, as a source of finance. As per the terms of such deals, since the derecognition criteria as per Ind AS 109 are met, (including transfer of substantial risks and rewards) relating to assets being transferred to the buyer, the assets have been derecognised from the books of the Group.

The table below summarises the carrying amount of the derecognised financial assets measured at amortised cost and the gain/(loss) on derecognition.

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amount of de-recognised financial asset	588,837.88	60,648.15
Gain on sale of the de-recognised financial asset	61,669.04	3,157.96

Since the Group has derecognized the above loan assets in entirety, the whole of the interest spread at the present value (discounted over the expected life of the assets) is recognised on the date of derecognition itself as interest-only strip receivable and corresponding profit on derecognition of financial assets is recognized in the Statement of Profit and Loss.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 60

Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities of the products.

	As at 31 March 2020		As at 31 March 2019	
	Within 12 months	After 12 months	Within 12 months	After 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	211,941.33	-	194,717.37	-
Bank balance other than cash and cash equivalents	72,208.51	1,842.09	32,349.65	7,324.42
Receivables				
Trade receivables	8,162.42	7,052.34	10,280.70	17,055.49
Other receivables	619.61	6,255.50	179.95	10,893.79
Loans	280,621.03	242,475.04	471,937.83	647,726.39
Investments	59,591.87	3,820.39	59,443.96	828.16
Other financial assets	72,206.85	20,130.53	82,414.49	16,200.79
	705,351.62	281,575.89	851,323.95	700,029.04
Non-financial assets				
Current tax assets (net)	13,641.39	2,395.41	7,248.31	-
Deferred tax assets	-	17,269.39	-	13,756.90
Investment accounted for using equity method	-	-	-	3,567.58
Property, plant and equipment	-	7,753.10	-	4,617.26
Right-of-use assets	4,158.11	19,977.09	-	-
Intangible assets under development	-	608.12	-	901.20
Goodwill	-	3,906.43	-	319.77
Other intangible assets	-	12,608.41	-	6,894.97
Investment Property	-	27,122.50	-	-
Other non-financial assets	14,939.79	46,415.28	11,735.06	1,154.22
	32,739.29	138,055.73	18,983.37	31,211.90
TOTAL ASSETS (A)	738,090.91	419,631.62	870,307.32	731,240.94
LIABILITIES				
Financial liabilities				
Derivative financial instruments	-	-	209.42	-
Payables				



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

	As at 31 March 2020		As at 31 March 2019	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	2.42	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	8,508.62	-	6,430.98	-
Other payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	4,051.25	-	2,674.15	-
Debt securities	16,558.78	72,177.23	93,475.93	110,029.53
Borrowings (other than debt securities)	188,435.24	236,033.15	374,879.42	286,399.35
Lease liabilities	3,686.95	21,937.38	-	-
Other financial liabilities	32,304.58	-	40,438.90	18,843.38
	253,547.84	330,147.76	518,108.80	415,272.26
Non-financial Liabilities				
Current tax liabilities (net)	284.96	-	753.48	-
Provisions	82.03	3,659.01	2,286.54	1,970.33
Deferred tax liabilities	-	1,098.28	-	-
Other non-financial liabilities	9,946.55	182.53	5,388.79	255.27
	10,313.54	4,939.82	8,428.81	2,225.60
TOTAL LIABILITIES (B)	263,861.38	335,087.58	526,537.61	417,497.86
Net (A-B)	474,229.53	84,544.04	343,769.71	313,743.08



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 61

Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statements to Schedule III to the Companies Act, 2013:

Name of the entity	As at 31March 2020							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Company								
Indiabulls Ventures Limited	(4.05%)	(22,629.08)	(86.37%)	(3,610.98)	(26.82%)	(151.92)	(79.26%)	(3,762.91)
Subsidiaries (Indian)								
Indiabulls Consumer Finance Limited (Formerly IVL Finance Limited)	52.19%	291,610.68	41.09%	1,717.69	128.58%	728.26	51.52%	2,445.95
Indiabulls Investment Advisors Limited	4.82%	26,957.17	(90.19%)	(3,770.73)	(1.24%)	(7.04)	(79.58%)	(3,777.77)
Indiabulls Distribution Services Limited	8.14%	45,486.58	37.65%	1,574.14	0.00%	-	33.16%	1,574.14
Indiabulls Securities Limited (Formerly Indiabulls Commodities Limited)	7.43%	41,533.56	(26.49%)	(1,107.52)	(5.52%)	(31.25)	(23.99%)	(1,138.77)
Devata Tradelink Limited	0.01%	28.51	(0.01%)	(0.50)	0.00%	-	(0.01%)	(0.50)
Indiabulls Alternate Investments Limited	0.15%	814.19	3.35%	139.85	0.00%	-	2.95%	139.85
Indiabulls Consumer Products Limited	0.00%	12.11	(0.06%)	(2.38)	0.00%	-	(0.05%)	(2.38)
Indiabulls Asset Reconstruction Company Limited	0.58%	3,251.88	12.34%	515.93	1.04%	5.92	10.99%	521.85
Indiabulls Infra Resources Limited	0.02%	119.18	(0.23%)	(9.53)	0.00%	-	(0.20%)	(9.53)
Auxesia Soft Solutions Limited	0.00%	(1.20)	0.01%	(0.22)	0.00%	-	(0.00%)	(0.22)
Pushpanjali Finsolutions Limited	4.84%	27,019.59	(18.04%)	(754.09)	0.00%	-	(15.88%)	(754.09)
Arbutus Constructions Limited	0.02%	95.03	(0.00%)	(0.10)	0.00%	-	(0.00%)	(0.10)
Gyansagar Buildtech Limited	0.06%	345.68	(0.01%)	(0.33)	0.00%	-	(0.01%)	(0.33)
Pushpanjali Fincon Limited	0.00%	3.72	(0.21%)	(8.87)	0.00%	-	(0.19%)	(8.87)
Evinos Buildwell Limited	5.83%	32,572.05	(0.14%)	(6.05)	0.00%	-	(0.13%)	(6.05)
Evinos Developers Limited	0.00%	4.65	(0.01%)	(0.35)	0.00%	-	(0.01%)	(0.35)
Krathis Buildcon Limited	0.00%	4.75	(0.01%)	(0.25)	0.00%	-	(0.01%)	(0.25)
Savren Buildwell Limited	0.00%	4.75	(0.01%)	(0.25)	0.00%	-	(0.01%)	(0.25)
Krathis Developers Limited	0.00%	4.75	(0.01%)	(0.25)	0.00%	-	(0.01%)	(0.25)
TranServ Limited (formerly TranServ Private Limited)	0.62%	3,474.37	17.31%	723.68	1.66%	9.40	15.45%	733.09
Indiabulls ARC - III Trust	0.49%	2,744.27	(10.95%)	(458.04)	0.00%	-	(9.65%)	(458.04)
Indiabulls ARC - IV Trust	0.66%	3,691.86	21.78%	910.57	0.00%	-	19.18%	910.57
Indiabulls ARC - V Trust	0.04%	240.21	6.23%	260.49	0.00%	-	5.49%	260.49
Indiabulls ARC - VI Trust	0.47%	2,643.76	14.42%	602.92	0.00%	-	12.70%	602.92
Indiabulls ARC - VII Trust	0.33%	1,847.41	18.01%	753.06	0.00%	-	15.86%	753.06



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Name of the entity	As at 31March 2020							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Indiabulls ARC - VIII Trust	0.47%	2,603.84	6.14%	256.47	0.00%	-	5.40%	256.47
Indiabulls ARC - X Trust	3.24%	18,106.76	30.60%	1,279.36	0.00%	-	26.95%	1,279.36
Indiabulls ARC - XI Trust	1.99%	11,128.84	24.38%	1,019.51	0.00%	-	21.48%	1,019.51
Indiabulls ARC - XII Trust	1.69%	9,447.24	8.15%	340.76	0.00%	-	7.18%	340.76
Indiabulls ARC - XIII Trust	0.20%	1,093.22	1.64%	68.68	0.00%	-	1.45%	68.68
Non controlling interest in all subsidiaries	9.76%	54,513.23	89.65%	3,748.23	2.30%	13.00	79.23%	3,761.23
Total	100.00%	558,773.56	100.00%	4,180.90	100.00%	566.37	100.00%	4,747.27

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Group information

- A. The consolidated financial statements include the financial statements of Group and its subsidiaries. Indiabulls Ventures Limited is the ultimate holding of the Group.

Name of subsidiaries	Country of incorporation	% of holding and voting power either directly or indirectly through subsidiary	
		As at 31 March 2020	As at 31 March 2019
Indiabulls Consumer Finance Limited (Formerly known as IVL Finance Limited)	India	100.00%	100.00%
Indiabulls Investment Advisors Limited (Subsidiary of Indiabulls Consumer Finance Limited)	India	100.00%	100.00%
Indiabulls Distribution Services Limited	India	100.00%	100.00%
Indiabulls Securities Limited (Formerly known as Indiabulls Commodities Limited)	India	100.00%	100.00%
Devata Tradelink Limited	India	100.00%	100.00%
Indiabulls Alternate Investments Limited	India	100.00%	100.00%
Indiabulls Consumer Products Limited	India	100.00%	100.00%
Indiabulls Asset Reconstruction Company Limited	India	100.00%	100.00%
Indiabulls Infra Resources Limited	India	100.00%	100.00%
Auxesia Soft Solutions Limited	India	100.00%	100.00%
Pushpanjli Finsolutions Limited	India	100.00%	100.00%
Arbutus Constructions Limited	India	100.00%	100.00%
Gyansagar Buildtech Limited	India	100.00%	100.00%
Pushpanjli Fincon Limited	India	100.00%	100.00%



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Name of subsidiaries	Country of incorporation	% of holding and voting power either directly or indirectly through subsidiary	
		As at 31 March 2020	As at 31 March 2019
Transerv Limited (formerly known as Transerv Private Limited) (Entity was associate as on 31 March 2019) (Refer "C"- Information on Associates)	India	42.00%	33.00%
Indiabulls ARC - III Trust	India	51.00%	51.00%
Indiabulls ARC - IV Trust	India	51.00%	51.00%
Indiabulls ARC - V Trust	India	51.00%	51.00%
Indiabulls ARC - VI Trust	India	51.00%	51.00%
Indiabulls ARC - VII Trust	India	51.00%	51.00%
Indiabulls ARC - VIII Trust	India	51.00%	N.A
Indiabulls ARC - X Trust	India	51.00%	N.A
Indiabulls ARC - XI Trust	India	51.00%	N.A
Indiabulls ARC - XII Trust	India	51.00%	N.A
Indiabulls ARC - XIII Trust	India	51.00%	N.A
Evinos Developers Limited	India	100.00%	N.A
Evinos Buildwell Limited	India	100.00%	N.A
Krathis Buildcon Limited	India	100.00%	N.A
Krathis Developers Limited	India	100.00%	N.A
Savren Buildwell Limited	India	100.00%	N.A

B. Subsidiary with material non-controlling interests (NCI)

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Name of entity	Principal activities	Proportion of ownership interests and voting rights held by NCI	
		As at 31 March 2020	As at 31 March 2019
Indiabulls ARC - III Trust	Securitisation and Asset Reconstruction	49.00%	49.00%
Indiabulls ARC - IV Trust		49.00%	49.00%
Indiabulls ARC - V Trust		49.00%	49.00%
Indiabulls ARC - VI Trust		49.00%	49.00%
Indiabulls ARC - VII Trust		49.00%	49.00%
Indiabulls ARC - VIII Trust		49.00%	Not applicable
Indiabulls ARC - X Trust		49.00%	Not applicable
Indiabulls ARC - XI Trust		49.00%	Not applicable
Indiabulls ARC - XII Trust		49.00%	Not applicable
Indiabulls ARC - XIII Trust		49.00%	Not applicable
Transerv Limited	Wallet Business	58.00%	Not applicable



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	5,551.31	6,574.48
Non-financial assets	9.84	34.73
Total assets	5,561.15	6,609.21
Financial liabilities	359.26	202.70
Non-financial Liabilities	-	33.66
Total liabilities	359.26	236.36
Equity attributable to the owners of the holding company	2,652.97	3,250.15
Non-controlling interests	2,548.92	3,122.70

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	791.48	562.91
Total comprehensive income attributable to the owners of the holding company	(597.19)	244.36
Total comprehensive income attributable to non-controlling interest	(573.77)	234.76
Total comprehensive income	(1,170.96)	479.12

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flows from operating activities	147.79	4.06
Cash flows from investing activities	-	-
Cash flows from financing activities	(151.77)	-
Net (decrease)/increase in cash and cash equivalents	(3.98)	4.06

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	6,857.55	12,409.51
Non-financial assets	415.50	829.41
Total assets	7,273.05	13,238.92
Financial liabilities	34.51	114.71
Non-financial Liabilities	0.61	132.19
Total liabilities	35.12	246.90
Equity attributable to the owners of the holding company	3,691.35	6,625.93
Non-controlling interests	3,546.58	6,366.09



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	3,668.32	2,781.83
Total comprehensive income attributable to the owners of the holding company	112.61	(146.57)
Total comprehensive income attributable to non-controlling interest	108.19	(140.81)
Total comprehensive income	220.80	(287.38)

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash used in operating activities	6,643.91	(13,005.52)
Cash flows from investing activities	-	-
Cash flows from financing activities	(6,898.07)	13,280.41
Net increase (decrease) in cash and cash equivalents	(254.16)	274.89

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	591.45	1,045.39
Non-financial assets	11.83	26.51
Total assets	603.28	1,071.90
Financial liabilities	133.28	0.53
Non-financial Liabilities	-	3.19
Total liabilities	133.28	3.72
Equity attributable to the owners of the holding company	239.71	544.77
Non-controlling interests	230.29	523.41

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	143.02	31.37
Total comprehensive income attributable to the owners of the holding company	213.12	22.03
Total comprehensive income attributable to non-controlling interest	204.76	21.17
Total comprehensive income	417.88	43.20



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash used in operating activities	1,122.24	(1,013.43)
Cash flows from investing activities	-	-
Cash flows from financing activities	(984.33)	1,026.00
Net increase in cash and cash equivalents	137.91	12.57

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	5,286.97	4,203.52
Non-financial assets	0.24	-
Total assets	5,287.21	4,203.52
Financial liabilities	109.87	0.25
Non-financial Liabilities	-	-
Total liabilities	109.87	0.25
Equity attributable to the owners of the holding company	2,640.45	2,143.67
Non-controlling interests	2,536.89	2,059.60

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	467.28	3.52
Total comprehensive income attributable to the owners of the holding company	496.77	1.67
Total comprehensive income attributable to non-controlling interest	477.29	1.60
Total comprehensive income	974.06	3.27

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash used in operating activities	109.38	(4,200.00)
Cash flows from investing activities	-	-
Cash flows from financing activities	(108.69)	4,200.00
Net increase in cash and cash equivalents	0.69	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	3,623.88	5,805.26
Non-financial assets	16.73	-
Total assets	3,640.61	5,805.26
Financial liabilities	18.24	0.76
Non-financial Liabilities	-	-
Total liabilities	18.24	0.76
Equity attributable to the owners of the holding company	1,847.41	2,960.29
Non-controlling interests	1,774.96	2,844.21

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	600.88	5.26
Total comprehensive income attributable to the owners of the holding company	613.88	2.29
Total comprehensive income attributable to non-controlling interest	589.81	2.21
Total comprehensive income	1,203.69	4.50

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash used in operating activities	3,622.13	(5,800.00)
Cash flows from investing activities	-	-
Cash flows from financing activities	(3,610.03)	5,800.00
Net increase in cash and cash equivalents	12.10	-

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	5,187.01	NA
Non-financial assets	0.80	NA
Total assets	5,187.81	NA



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial liabilities	98.79	NA
Non-financial Liabilities	-	NA
Total liabilities	98.79	NA
Equity attributable to the owners of the holding company	2,595.40	NA
Non-controlling interests	2,493.62	NA

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	657.63	NA
Total comprehensive income attributable to the owners of the holding company	166.53	NA
Total comprehensive income attributable to non-controlling interest	159.99	NA
Total comprehensive income	326.52	NA

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flows from operating activities	(4,664.51)	NA
Cash flows from investing activities	-	NA
Cash flows from financing activities	4,664.94	NA
Net increase in cash and cash equivalents	0.43	NA

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	35,556.26	NA
Non-financial assets	3.42	NA
Total assets	35,559.68	NA
Financial liabilities	54.87	NA
Non-financial Liabilities	1.49	NA
Total liabilities	56.36	NA
Equity attributable to the owners of the holding company	18,106.69	NA
Non-controlling interests	17,396.63	NA



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	3,095.41	NA
Total comprehensive income attributable to the owners of the holding company	760.16	NA
Total comprehensive income attributable to non-controlling interest	730.34	NA
Total comprehensive income	1,490.50	NA

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flows from operating activities	(33,458.15)	NA
Cash flows from investing activities	-	NA
Cash flows from financing activities	33,550.01	NA
Net increase in cash and cash equivalents	91.86	NA

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	22,079.70	NA
Non-financial assets	0.03	NA
Total assets	22,079.73	NA
Financial liabilities	258.47	NA
Non-financial Liabilities	-	NA
Total liabilities	258.47	NA
Equity attributable to the owners of the holding company	11,128.84	NA
Non-controlling interests	10,692.42	NA

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	1,701.49	NA
Total comprehensive income attributable to the owners of the holding company	762.62	NA
Total comprehensive income attributable to non-controlling interest	732.72	NA
Total comprehensive income	1,495.34	NA



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flows from operating activities	(20,010.65)	NA
Cash flows from investing activities	-	NA
Cash flows from financing activities	20,062.77	NA
Net increase in cash and cash equivalents	52.12	NA

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	18,517.38	NA
Non-financial assets	140.85	NA
Total assets	18,658.23	NA
Financial liabilities	120.59	NA
Non-financial Liabilities	13.76	NA
Total liabilities	134.35	NA
Equity attributable to the owners of the holding company	9,447.18	NA
Non-controlling interests	9,076.70	NA

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	643.15	NA
Total comprehensive income attributable to the owners of the holding company	209.75	NA
Total comprehensive income attributable to non-controlling interest	201.52	NA
Total comprehensive income	411.27	NA

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flows from operating activities	(17,941.78)	NA
Cash flows from investing activities	-	NA
Cash flows from financing activities	17,975.17	NA
Net increase in cash and cash equivalents	33.39	NA



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

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

Particulars	As at 31 March 2020	As at 31 March 2019
Financial assets	2,126.62	NA
Non-financial assets	14.91	NA
Total assets	2,141.53	NA
Financial liabilities	30.41	NA
Non-financial Liabilities	1.34	NA
Total liabilities	31.75	NA
Equity attributable to the owners of the holding company	1,075.99	NA
Non-controlling interests	1,033.79	NA

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	61.59	NA
Total comprehensive income attributable to the owners of the Holding Company	55.99	NA
Total comprehensive income attributable to non-controlling interest	53.79	NA
Total comprehensive income	109.78	NA

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flows from operating activities	(1,983.16)	NA
Cash flows from investing activities	-	NA
Cash flows from financing activities	1,984.70	NA
Net increase in cash and cash equivalents	1.54	NA

Summarised financial information for Transerv Limited is set out below:

Particulars	As at 31 March 2020	AS at 31 March 2019
Financial assets	1,878.67	NA
Non-financial assets	10,238.83	NA
Total assets	12,117.50	NA
Financial liabilities	4,055.19	NA
Non-financial Liabilities	2,575.39	NA
Total liabilities	6,630.58	NA
Equity attributable to the owners of the Holding Company	779.59	NA
Non-controlling interests	4,707.33	NA



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Total revenue	6,333.01	NA
Total comprehensive income attributable to the owners of the Holding Company	779.59	NA
Total comprehensive income attributable to non-controlling interest	1,076.58	NA
Total comprehensive income	1,856.17	NA

Summarised cash flow	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flows from operating activities	1,397.37	NA
Cash flows from investing activities	14.00	NA
Cash flows from financing activities	(53.41)	NA
Net increase in cash and cash equivalents	1,357.96	NA

C. Information about associates

Name of associates	Country of incorporation	% of holding and voting power either directly or indirectly through subsidiary	
		As at 31 March 2020	As at 31 March 2019
Transerv Limited (formerly known as Transerv Private Limited)	India	42.00%	33.00%

@ During the year ended 31 March 2019, the Group had 33% shareholding in Transerv Limited (formerly known as Transerv Private Limited). The Group exercises significant influence over Transerv Limited and accordingly, the same has been accounted for as an "Associate" as per the provisions of Ind AS 28 "Investments in associates and joint venture". The Group's interest in Transerv Limited was accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment in Transerv Private Limited:

Particulars	As at 31 March 2019
Total assets	2,605.51
Total liabilities	1,801.46
Equity	804.05
Total revenue for the period*	9.77
Total expenses for the period*	18.39
Loss for the period*	(8.62)
Group's share of loss for the period*	(2.84)

* From 29 March 2019 to 31 March 2019

- (i) The associate has commitments outstanding as at 31 March 2019.
- (ii) The associate has no contingent liabilities as at 31 March 2019.
- (iii) During the year ended 31 March 2020, the Group has further acquired 9% shareholding and total shareholding stood at 42%. By virtue of control as per Ind AS 110- Consolidated Financial Statement, "Transerv Limited" has become subsidiary of the Group and same is consolidated in the consolidated financial statements for the financial year 2019-20.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 63

Moratorium in accordance with the Reserve Bank of India (RBI) guideline and estimation uncertainty relating to COVID-19 global health pandemic

The Novel Corona virus (COVID-19) pandemic (declared as such by the World Health Organisation on 11 March 2020), has contributed to a significant decline and volatility in global and Indian markets, and a significant decrease in economic activity. On 24 March 2020, the Government of India announced a nation-wide lockdown till 14 April 2020, which was extended till 31 May 2020 through subsequent announcements, to contain the spread of the virus. This has led to significant disruptions and dislocations for individuals and businesses, impacting Group's regular operations and financial metrics including lending and collection activities due to inability of employees to physically reach borrowers.

Further, pursuant to the Reserve Bank of India's circulars dated 27 March 2020 and 23 May 2020 allowing lending institutions to offer moratorium to borrowers on payment of instalments falling due between 1 March 2020 and 31 August 2020, the Group has extended/will be extending moratorium to its borrowers in accordance with its Board approved policy. In management's view, providing moratorium to borrowers based on RBI directives, by itself is not considered to result in a significant increase in credit risk ("SICR") for such borrowers. Accordingly, considering the unique and widespread impact of COVID-19 pandemic, the Group has estimated expected credit losses based on the information available at this point in time to reflect, among other things, the deterioration in the macro-economic factors. Given the dynamic nature of the pandemic situation, these estimates are based on early indicators, subject to uncertainty and may be affected by the severity and duration of the pandemic, including governmental and regulatory measures and its effect on economy, the business and the financial metrics of the Group. The actual outcome could be different from that estimated by the Group.

In addition, the Group has also evaluated impact of this pandemic on impairment of financial assets based on internal and external information available upto the date of approval of financial statements. However, the impact assessment of COVID-19 is an ongoing process and the Group will continue to monitor any material changes in the future conditions.

COVID 19 Regulatory Package -

Asset classification and provisioning for the year ended 31 March 2020 pursuant to the notification vide: DOR. No.BP.BC.63/21.04.048/2019-20 dated 17 April 2020:

Particulars	Amount
(i) Respective amounts in SMA/overdue categories, where the moratorium/deferment was extended, in terms of paragraph 2 and 3 of abovementioned the RBI circular.	8,942.54
(ii) Respective amount where asset classification benefits is extended	8,942.54
(iii) Provisions made during the quarter ended 31 March 2020 in terms of paragraph 5 of the above circular	894.25
(iv) Provisions adjusted during the respective accounting periods against slippages and the residual provisions in terms of paragraph 6	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 64

Buy-Back of shares

During the year ended 31 March 2020, the Company pursuant to and in terms of its shareholders' and applicable regulatory approvals had bought back 66,666,666 fully paid-up equity shares having face value of ₹ 2 each at a price of ₹ 150 per share, through the 'Tender Offer' route for an aggregate amount of ₹ 100,000 lakh (excluding expenses towards buy back). The said Buy Back was completed on 4 February 2020. Consequently, the paid-up capital of the Company was reduced by ₹ 1,333.33 lakh. Of the total buyback cash outflow excluding related expenses, an amount of ₹ 98,666.67 lakh was utilized from Securities Premium Account and Capital Redemption Reserve of ₹ 1,333.33 lakh (representing the nominal value of the shares bought back and extinguished) has been created from the balance in retained earnings as per the requirements of the Companies Act, 2013. Buy back expenses of ₹ 7,160.79 lakh have been adjusted to Securities Premium Account.

Note - 65

Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current year's classification/ disclosure.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &
Chief Executive Officer

DIN: 00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Independent Auditor's Report

To the Members of Indiabulls Ventures Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Indiabulls Ventures Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2020, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone

Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 49 of the accompanying financials statements, which describes the uncertainties relating to COVID-19 pandemic outbreak and the impact on the financial position of the Company as at 31 March 2020, the extent of which is dependent on future developments. Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
6. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
1. Use of information processing system for accounting and financial reporting	
The Company relies upon information processing systems for recording, processing, classifying and presenting the large volume of transactions entered into by the Company. The Company has put in place IT General Controls and automated IT Controls to ensure that the information produced by the Company is reliable. Among other things, the management also uses the information produced by the entity's information processing systems for accounting and the preparation and presentation of the financial statements.	Our key audit procedures on this matter included, but were not limited, to the following: <ol style="list-style-type: none"> a) obtaining an understanding of the Company's information processing systems, IT General Controls and automated IT controls for applications, databases and operating systems relevant to our audit; b) involving IT specialists (auditor's expert) for performance of the following procedures:



Independent Auditor's Report (contd.)

Key audit matter	How our audit addressed the key audit matter
1. Use of information processing system for accounting and financial reporting	
<p>Since our audit strategy included focus on Company's information processing systems relevant to our audit due to their pervasive impact on the financial statements, we have determined the use of information processing system for accounting and financial reporting as a key audit matter for the current year audit.</p>	<ul style="list-style-type: none"> i) testing the IT General Controls around user access management, changes to IT environment and segregation of duties over key financial accounting and reporting processes; and ii) testing the automated controls like interfaces, configurations and information generated by the entity's information processing systems for brokerage fees, interest income on margin trading and other significant financial statement items. c) obtaining written representations from management and those charged with governance on whether IT general controls and automated IT controls are designed and were operating effectively during the period covered by our audit.

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

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

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

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

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

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

8. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial



Independent Auditor's Report (contd.)

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. 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.
10. Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

11. 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the 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;
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 15. 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



Independent Auditor's Report (contd.)

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

16. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
17. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
18. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of section 164(2) of the Act;
 - f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 25 June 2020 as per Annexure II expressed an unmodified opinion; and
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company, as detailed in note 37 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2020;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2020;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020; and
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

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

Lalit Kumar
Partner
Membership No.: 095256
UDIN: 20095256AAAABX5053

Place: Noida
Date: 25 June 2020



Independent Auditor's Report (contd.)

Annexure I to Independent Auditor's Report of even date to the members of Indiabulls Ventures Limited, on the standalone financial statements for the year ended 31 March 2020

Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a regular program of physical verification of its property, plant and equipment under which property, plant and equipment are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain Property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) The Company does not own any immovable property. Accordingly, the provisions of clause 3(i) (c) of the Order are not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has granted unsecured loans to companies covered in the register maintained under Section 189 of the Act; and with respect to the same:
 - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest.
 - (b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment/receipts of the principal amount and the interest are regular;
- (c) there is no overdue amount in respect of loans granted to such companies.
- (iv) In our opinion, the Company has complied with the provisions of 186 of the Act in respect of loans, investments and guarantees. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:



Independent Auditor's Report (contd.)

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in lakh)	Amount paid under Protest (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	90.97	16.44	AY 2011-12	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	33.02	6.56	AY 2012-13	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	4.21	4.26	AY 2013-14	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	43.33	7.58	AY 2014-15	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	40.66	8.13	AY 2015-16	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	18.32	3.66	AY 2016-17	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	67.17	13.43	AY 2017-18	Commissioner of Income-tax (Appeals)
Income-tax Act, 1961	Disallowance under the Income-tax Act,1961	17.36	Nil	AY 2013-14	Income Tax Appellate Tribunal

- (viii) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or any dues to debenture-holders during the year. The Company did not have any dues payable to government during the year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has applied amount raised by way of right issue and term-loans for the purposes for which these were raised other than temporary deployment pending application of proceeds.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid and provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) In our opinion and as per the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

Lalit Kumar
Partner
Membership No.: 095256
UDIN: 20095256AAAAABX5053

Place: Noida
Date: 25 June 2020



Independent Auditor's Report (contd.)

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

Annexure II

1. In conjunction with our audit of the standalone financial statements of Indiabulls Ventures Limited ('the Company') as at and for the year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

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

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

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

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards

and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit



Independent Auditor's Report (contd.)

preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2020, based on internal financial control over financial reporting criteria established by the Company considering the essential components of internal financial controls stated in the Guidance Note issued by ICAI.

For Walker Chandio & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

UDIN: 20095256AAAABX5053

Place: Noida

Date: 25 June 2020



Standalone Balance Sheet

as at 31 March 2020

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

	Notes	As at 31 March 2020	As at 31 March 2019
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	5	1,806.14	94,409.42
(b) Bank balance other than cash and cash equivalents	6	5,900.08	24,156.11
(c) Trade receivables	7	-	7,302.23
(d) Loans	8	13,440.00	69,478.26
(e) Investments	9	477,982.28	440,260.64
(f) Other financial assets	10	1,073.75	3,535.93
		500,202.25	639,142.59
(2) Non-financial assets			
(a) Current tax assets (net)	11	2,303.16	1,209.29
(b) Deferred tax assets (net)	12	6,102.34	8,269.55
(c) Property, plant and equipment	11 A	95.23	892.31
(d) Right-of-use assets	11 B	-	-
(e) Intangible assets under development	11 C	-	655.13
(f) Other intangible assets	11 D	-	1,530.60
(g) Other non-financial assets	12	349.92	660.39
		8,850.65	13,217.27
TOTAL ASSETS		509,052.90	652,359.86
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Payables			
(i) Trade payables	13		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		301.88	297.26
(ii) Other payables	14		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		79.58	349.59
(b) Debt securities	15	9,058.77	30,019.30
(c) Borrowings (other than debt securities)	16	28,290.39	23,617.25
(d) Lease liabilities	11B	-	-
(e) Other financial liabilities	17	309.00	14,829.48
		38,039.62	69,112.88
(2) Non-financial Liabilities			
(a) Current tax liabilities (net)	18	-	626.43
(b) Provisions	19	84.13	635.46
(c) Other non-financial liabilities	20	2,941.14	1,477.22
		3,025.27	2,739.11
(3) Equity			
(a) Equity share capital	21	10,222.47	11,348.76
(b) Other equity	22	457,765.54	569,159.11
		467,988.01	580,507.87
TOTAL LIABILITIES AND EQUITY		509,052.90	652,359.86

The accompanying notes are an integral part of these standalone financial statements.

This is the Balance Sheet referred to in our report of even date

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &

Chief Executive Officer

DIN: 00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Standalone Statement of Profit and Loss

for the year ended 31 March 2020

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

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
I. Revenue from operations			
Interest income	23	10,029.52	10,114.12
Dividend income	24	20,510.63	4,651.37
Net gain on fair value changes	25	36.37	-
Total revenue from operations		30,576.52	14,765.49
II. Other income	26	425.67	490.89
III. Total income (I + II)		31,002.19	15,256.38
IV. Expenses			
Finance costs	27	3,810.44	4,169.57
Fees and commission expense	28	17.44	15.85
Impairment on financial assets	29	-	5.00
Employee benefits expenses	30	999.08	1,360.09
Depreciation and amortisation	31	16.50	14.93
Other expenses	32	456.64	294.53
Total expenses		5,300.10	5,859.97
V. Profit before tax (III-IV)		25,702.09	9,396.41
VI. Tax expense:	33		
Current tax		-	424.46
Deferred tax	12	1,014.46	1,231.76
		1,014.46	1,656.22
VII. Profit for the year from continuing operations (V-VI)		24,687.63	7,740.19
VIII. Profit from discontinued operations	34	16.62	3,405.01
IX. Tax expense of discontinued operations		99.45	600.16
X. Profit from discontinued operations (after tax) (VIII-IX)		(82.83)	2,804.85
XI. Profit for the year (VII+X)		24,604.80	10,545.04
XII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurement gain on defined benefit plans		20.61	17.89
(b) Equity instruments through other comprehensive income		(167.35)	(94.30)
(ii) Income-tax relating to items that will not be reclassified to profit or loss		(5.19)	(5.21)
Total other comprehensive income (net of taxes)		(151.93)	(81.62)
XIII. Total comprehensive income for the year (XI+XII)		24,452.87	10,463.42
XIV. Earnings per equity share (for continuing operation) (in ₹):	35		
Basic		4.19	1.42
Diluted		4.12	1.35
XV. Earnings per equity share (for discontinued operation) (in ₹):	35		
Basic		(0.01)	0.51
Diluted		(0.01)	0.49
XVI. Earnings per equity share (for discontinued & continuing operations) (in ₹):	35		
Basic		4.18	1.93
Diluted		4.11	1.84
Face value per equity share (₹)		2.00	2.00

The accompanying notes are an integral part of these standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &

Chief Executive Officer

DIN: 00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Standalone Statement of Cash Flows

for the year ended 31 March 2020

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

	For the year ended 31 March 2020	For the year ended 31 March 2019
A Cash flows from operating activities :		
Profit before tax from continuing operations	25,702.09	9,396.41
Profit before tax from discontinued operations	16.62	3,405.01
Adjustments for :		
Depreciation and amortisation	1,147.77	406.33
Profit on sale of property, plant and equipment (net)	(3.28)	(2.79)
Provision for employee benefits (net)	(7.06)	151.11
Impairment on financial assets	306.34	359.61
Sundry credit balances written back	(57.61)	(56.37)
Unrealised gain on foreign exchange fluctuations	(106.73)	(53.38)
Gain on fair valuation of financial assets	(205.27)	(249.11)
Share based payment expense	519.82	890.24
Income from financial guarantees	(318.94)	(437.53)
Effective interest rate adjustment for financial assets	-	(15.16)
Loss on sale of discontinued operations	820.69	-
Interest expense for leasing arrangement	102.28	-
	2,198.01	992.95
Operating Profit before working capital changes	27,916.72	13,794.37
Adjustments for:		
Decrease/(increase) in trade receivables	4,213.23	(1,718.01)
(Increase)/decrease in loans	(671.68)	3,792.16
(Increase)/decrease in other financial assets	(11,432.34)	459.33
Decrease in other non-financial assets	80.43	585.16
Increase/(decrease) in trade payables	71.24	(361.10)
(Decrease)/increase in other payables	(80.86)	73.84
(Decrease)/increase other financial liabilities	(5,297.16)	3,065.88
Increase in other non financial liabilities	1,750.61	500.87
	(11,366.53)	6,398.13
Cash generated from operations	16,550.19	20,192.50
Income-tax (paid) (net)	(1,661.06)	(1,257.88)
Net cash generated from operating activities	14,889.13	18,934.62
B Cash flows from investing activities :		
Purchase of property, plant and equipments and other intangible assets (including intangible assets under developments and capital advances)	(1,332.64)	(2,275.79)
Proceeds from sale of property, plant and equipments	4.92	4.28
Proceeds from redemptions of investment (net)	205.27	249.11
Proceeds from sale of discontinued operations (net of cash given)	33,594.07	-
Proceeds from sale of investments	615.62	-
Purchase of treasury shares	(18,305.73)	-
Investment in equity shares of subsidiaries	(36,816.62)	(299,724.82)
Inter-corporate deposits received back from / (given) to subsidiaries (net)	51,030.00	(63,809.00)
Net cash generated from/(used in) investing activities.	28,994.89	(365,556.22)



Standalone Statement of Cash Flows

for the year ended 31 March 2020

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

	For the year ended 31 March 2020	For the year ended 31 March 2019
C Cash flows from financing activities		
Dividends paid (including dividend distribution tax)	(16,909.58)	(4,562.50)
Amount transferred to investor education and protection fund	(52.63)	-
Proceeds from debt securities	1,500.00	370,630.11
Repayment of debt securities	(22,460.54)	(293,000.00)
Proceeds from borrowings (other than debt securities)	250,005.00	7,500.00
Repayment of borrowings (other than debt securities)	(246,513.85)	(12,508.12)
Lease payments	(476.38)	-
Buy-back of shares (including buy-back expenses and taxes)	(107,160.77)	-
Proceeds from issue of equity shares (including securities premium)	4,399.84	276,494.33
Net cash (used in)/ generated from financing activities	(137,668.91)	344,553.82
D Net decrease in cash and cash equivalents (A+B+C)	(93,784.89)	(2,067.78)
E Cash and cash equivalents at the beginning of the year	87,325.39	89,393.16
F Cash and cash equivalents at the end of the year (D+E) (Refer Note - 2 below)	(6,459.50)	87,325.38

Notes:

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) -7 'Statement of Cash Flows' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
- Cash and cash equivalents at the end of the year include:

	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents (as per note - 5 to the financial statements) * (refer accounting policies for cash and cash equivalents)	1,806.14	94,409.42
Less: Bank overdraft (as per note - 16 to the financial statements)	(8,265.64)	(7,084.04)
Total cash and cash equivalents for statement of cash flows (refer accounting policies for cash and cash equivalents)	(6,459.50)	87,325.38

* ₹ Nil (31 March 2019: ₹ 87,000.00 lakh) pledged for overdraft facilities availed by the wholly owned subsidiary company.

- For disclosures relating to changes in liabilities arising from financing activities, refer note 38.

The accompanying notes are an integral part of these standalone financial statements.

This is the Statement of Cash Flows referred to in our report of even date

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &

Chief Executive Officer

DIN: 00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Standalone Statement of Changes in Equity

as at 31 March 2020

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

A Equity share capital (refer note -21)

Particulars	Opening balance as at 1 April 2018	Changes during the year	Balance as at 31 March 2019	Changes during the year	Balance as at 31 March 2020
Equity share capital	9,262.56	2,086.20	11,348.76	(1,126.29)	10,222.47

B Other equity (refer note -22)

Particulars	Treasury shares	Equity component of compulsory convertible debentures	Reserves and surplus				Equity instruments through other comprehensive income	Money received against share warrants	Total		
			Capital redemption reserve	Securities premium	Foreign currency monetary item translation difference account	General reserve				Share options outstanding account	Retained earnings
Balance as at 1 April 2018	-	-	3,600.36	132,344.15	49.04	3,381.78	3,309.88	5,991.20	491.44	3,696.88	152,864.73
Profit for the year	-	-	-	-	-	-	10,545.03	-	-	-	10,545.03
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	12.68	(94.30)	-	(81.62)
Issue of equity shares	-	-	-	278,191.88	-	-	-	-	-	(3,696.88)	274,495.00
Issue of compulsory convertible debentures	-	131,708.14	-	-	-	-	-	-	-	-	131,708.14
Expenses on issue of partly paid-up shares	-	-	-	(86.87)	-	-	-	-	-	-	(86.87)
Effect of change in foreign exchange rate	-	-	-	-	44.32	-	-	-	-	-	44.32
Amortised/utilised during the year	-	-	-	(53.38)	-	-	-	-	-	-	(53.38)
Dividend paid ⁽ⁱ⁾	-	-	-	-	-	-	(4,631.28)	-	-	-	(4,631.28)
Dividend distribution tax	-	-	-	-	-	-	(0.68)	-	-	-	(0.68)
Share based options for employees of subsidiaries	-	-	-	-	-	-	3,465.48	-	-	-	3,465.48
Share based payment expense	-	-	-	-	-	-	890.24	-	-	-	890.24
Balance as at 31 March 2019	-	131,708.14	3,600.36	410,449.16	39.98	3,381.78	7,665.60	11,916.95	397.14	-	569,159.11
Balance as at 1 April 2019	-	131,708.14	3,600.36	410,449.16	39.98	3,381.78	7,665.60	11,916.95	397.14	-	569,159.11
Profit for the year	-	-	-	-	-	-	-	24,604.80	(167.35)	-	24,604.80
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	15.42	-	-	(15.193)
Issue of equity shares	-	-	-	5,486.75	-	-	(1,289.07)	-	-	-	4,197.68
Expenses on issue of partly paid-up shares	-	-	-	(4.87)	-	-	-	-	-	-	(4.87)
Acquisition of own shares	(18,305.73)	-	-	-	-	-	-	-	-	-	(18,305.73)
Impact of change in income-tax rate	-	(988.88)	-	-	-	-	-	-	-	-	(988.88)



Standalone Statement of Changes in Equity

as at 31 March 2020

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

Particulars	Treasury shares	Equity component of compulsory convertible debentures	Reserves and surplus					Share options outstanding account	Retained earnings	Equity instruments through other comprehensive income	Money received against share warrants	Total
			Capital redemption reserve	Securities premium	Foreign currency monetary item translation difference account	General reserve						
Effect of change in foreign exchange rate	-	-	-	-	66.75	-	-	-	-	-	66.75	
Amortised during the year	-	-	-	-	(106.73)	-	-	-	-	-	(106.73)	
Dividend paid ⁽ⁱ⁾	-	-	-	-	-	-	(17,174.35)	-	-	-	(17,174.35)	
Dividend distribution tax	-	-	-	-	-	-	(2.96)	-	-	-	(2.96)	
Dividend on treasury shares	-	-	-	-	-	-	234.00	-	-	-	234.00	
Share based options for employees of subsidiaries	-	-	-	-	-	-	1,546.29	-	-	-	1,546.29	
Buy-back of shares (including buy-back expenses and taxes) (refer note 46)	-	-	-	-	(105,827.46)	-	-	-	-	-	(105,827.46)	
Amount transferred to capital redemption reserve upon Buyback (refer note 46)	-	-	1,333.33	-	-	-	-	(1,333.33)	-	-	-	
Transfer to on account of sale of equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	65.60	(65.60)	-	-	
Share based options lapsed	-	-	-	-	-	-	(227.07)	227.07	-	-	-	
Share based payment expense	-	-	-	-	-	-	519.82	-	-	-	519.82	
Balance as at 31 March 2020	(18,305.73)	130,719.26	4,933.69	310,103.58	3,381.78	8,215.57	18,553.20	164.19	-	-	457,765.54	

(i) Dividend paid during the year ended 31 March 2020 is ₹ 3.25 per share (face value ₹ 2 each, fully paid up), ₹ 1.7875 per share (face value ₹ 2 each, partly paid up ₹ 1.10 per share) and ₹ 1.30 per share (face value ₹ 2 each, partly paid up ₹ 0.80 per share) (31 March 2019: ₹ 1.00 per share (face value ₹ 2 each, fully paid up) and ₹ 0.25 per share (face value ₹ 2 each, partly paid up ₹ 0.50 per share)).

The accompanying notes are an integral part of these standalone financial statements. This is the Statement of Changes in Equity referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No. 001076N/NS000013

For and on behalf of Board of Directors

Lalit Kumar
Partner
Membership No.: 095256

Divyesh B. Shah
Whole Time Director &
Chief Executive Officer
Din - 00010933

Pinank Shah
Whole Time Director
DIN: 07859798

Rajeev Lochan Agrawal
Chief Financial Officer

Lalit Sharma
Company Secretary

Place: Noida
Date: 25 June 2020

Place: Mumbai
Date: 25 June 2020



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Note - 1

Nature of principal activities

Indiabulls Ventures Limited ('IBVL' or 'the Company', CIN: L74999DL1995PLC069631) had carried business as stock broker on the National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE'); depository participants and renders other related ancillary services. On 1 February 1996 IBVL received a certificate of registration from the Securities and Exchange Board of India ('SEBI') under sub-section 1 of Section 12 of the Securities and Exchange Board of India Act, 1992 to carry on the business as a stock broker. Accordingly, all provisions of the Securities and Exchange Board of India Act, 1992, and Rules and Regulations relating thereto were applicable to the Company. The Company has transferred its stock broking business, including depository and other related ancillary services, through slump sale on going concern basis to its wholly owned subsidiary company Indiabulls Securities Limited w.e.f. 21st February 2020. Post slump sale, the Company has assets in the form of loans given to subsidiary companies and investments made in subsidiary companies.

On 2 April 2008 the Equity shares of the Company got listed on the NSE and the BSE after the demerger of the Company from Indiabulls Financial Services Limited (erstwhile holding Company) vide Scheme of Arrangement. The Company is domiciled in India and its registered office is situated at M-62 & 63, First Floor, Connaught Place, New Delhi – 110001.

Note - 2

General information and statement of compliance with Ind AS

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented in these financial statements.

The financial statements for the year ended 31 March 2020 were authorized and approved for issue by the Board of Directors on 25 June 2020.

Note - 3

Basis of preparation

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

The Company carried on the business of stock Broking until 20 February 2020. The Stock Broking business was transferred to Indiabulls Securities Limited (formerly known as Indiabulls Commodities Limited, a wholly owned subsidiary of IBVL) through a slump sale transaction after receiving approvals from regulatory and other relevant Authorities. Accordingly, the Company has presented profit/(loss) from discontinued operations and the related tax expense separately. Further, since the Company was a Non-Banking Financial Company as defined under Rule 2(g) of the Companies (Indian Accounting Standards) Rules, 2015 issued under Section 133 of the Companies Act, 2013 till 20 February 2020 and having regard to the nature of the continuing operations of the Group, the Management has continued to present the financial statements using Division III of Schedule III to the Companies Act, 2013.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Note - 4

I Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

II Summary of significant accounting policies

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

a) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013. Leasehold Improvements are amortised over the duration of the lease.

Asset class	Useful life
Furniture and fixtures	10 years
Vehicles	8-10 years
Office equipment	5 years
Computer equipment	3 years
Leasehold improvements	Over the period of lease

Property, plant and equipment individually costing up to ₹ 5,000 are fully depreciated in the year of acquisition.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

b) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation)

Intangible assets consisting of membership rights of the BSE Limited and software are amortised on a straight line basis over a period of 5 and 4 years respectively from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

c) Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost. Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. These are recognised as assets when the Company can demonstrate following recognition requirements:

- The development costs can be measured reliably;



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

- The project is technically and commercially feasible;
- The Company intends to and has sufficient resources to complete the project;
- The Company has the ability to use or sell the such intangible asset; and
- The software will generate probable future economic benefits.

Amortisation of the asset begins when development is complete and the asset is available for use.

d) Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

The Company recognises revenue from the following sources:

Interest income

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Brokerage income

Income from services rendered as a broker is recognised upon rendering of the services on a trade date basis, in accordance with the terms of contract

Commission income

Commissions / brokerage from distribution of financial products are recognised upon allotment of the securities to the applicant.

Depository account maintenance income

Depository account maintenance income is recognised on accrual basis and as at the time when the right to receive is established by the reporting date.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Dividend income

Dividend income is recognised when the right to receive payment of the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

e) Borrowing costs

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred basis the effective interest rate method.

f) Taxation

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current Income-tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

g) Employee benefits

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Defined contribution plans

The Company has a defined contribution plans namely provident fund, pension fund, labour welfare fund



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

and employees state insurance scheme. The contribution made by the Company in respect of these plans are charged to the statement of profit and loss.

Defined benefit plans

The Company has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans as the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

Other long-term employee benefits

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

h) Share based payments

The Company has formulated various Employees Stock Option Schemes. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

i) Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period, being appropriately authorised and no longer at the discretion of the Company. The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

j) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. For cash flow statement purposes, cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

k) Equity investment in subsidiaries

Investment in subsidiaries is recognised at cost and are not adjusted to fair value at the end of each reporting period as allowed by Ind AS 27 'Separate financial statement'. Cost of investment represents amount paid for acquisition of the said investment and a proportionate recognition of the fair value of shares granted to employees of subsidiary under a group share based payment arrangement.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

Impairment of Investments

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

l) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- (a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- (b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

m) Operating leases

Leases in which the lessor does not transfer substantially all the risks and rewards of ownership of an asset to the lessee are classified as operating leases. Lease rental are charged to statement of profit and loss on straight line basis except where scheduled increase in rent compensates the lessor for expected inflationary costs.

n) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Subsequent measurement

- i. Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:
 - (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
 - (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.



Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

- ii. **Investments in equity instruments** – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.
- iii. **Investments in mutual funds** – Investments in mutual funds are measured at fair value through profit and loss (FVTPL).

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life.

Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole. Based on the Company's business model for managing the investments, the Company has classified its investments and securities for trade at FVTPL.

Financial liabilities are carried at amortised cost using the effective interest rate method. For trade and other payables the carrying amount approximates the fair value due to short maturity of these instruments.

De-recognition of financial assets

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Financial liabilities

Subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortised cost using the effective interest method.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Convertible debentures

Convertible debentures are separated into liability and equity components basis the terms of the contract. On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Company factors historical trends and forward looking information to assess expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition, if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety to the extent that there is no realistic prospect of recovery. Any subsequent recoveries are credited to impairment on financial instrument in the statement of profit and loss.

p) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

r) Segment reporting

The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker') in deciding how to allocate resources and in assessing performance.

s) Foreign currency

Functional and presentation currency

Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements have been prepared and presented in Indian Rupees (INR), which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

t) Treasury shares

The Company has created "Indiabulls Ventures Limited - Employee Welfare Trust" ('Trust') for the implementation of schemes namely employees stock options plans, employees stock purchase plan and stock appreciation rights plan. The Company treats IVL-EWT as its extension and the Company's own shares held by IVL-EWT are treated as treasury shares. Treasury shares are presented as a deduction from equity. The original cost of treasury shares and the proceeds of any subsequent sale are presented as movements in equity.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

u) Classification of leases –

The Company enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Leases

Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

For any new contracts entered into on or after 1 April 2019, the Company considers whether a contract is, or contains a lease (the transition approach has been explained and disclosed in note 36). A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

v) Non-current assets held for sale and discontinued operations

The Company classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of assets for other assets when the exchange has commercial substance.

The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

The results of discontinued operations are presented separately in the Statement of Profit and Loss.

w) Indian Accounting Standards issued but not yet effective

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There are no new Indian accounting standards that have issued but have not been effective.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 5 Cash and cash equivalents	As at 31 March 2020	As at 31 March 2019
Cash on hand	0.24	0.43
Balance with banks		
- in current accounts	1,805.90	7,707.36
- in bank deposits with original maturity of less than 3 months (refer note - 6(i))	-	86,701.63
	1,806.14	94,409.42

Note - 6 Bank balance other than cash and cash equivalents	As at 31 March 2020	As at 31 March 2019
Bank deposits with original maturity of more than 3 months ⁽ⁱ⁾	5,616.99	23,854.12
In earmarked accounts		
-Unpaid dividend accounts	283.09	301.99
	5,900.08	24,156.11

(i) Bank deposits include:		As at 31 March 2020	As at 31 March 2019
a.	Deposits pledged with the National Stock Exchange of India, BSE Limited and NSE Clearing Limited for the purpose of base capital and additional base capital.	-	138.75
b.	Deposits pledged with the banks against bank guarantees for base capital and additional base capital to the National Stock Exchange of India, BSE Limited and the NSE Clearing Limited .	-	15,336.85
c.	Deposits pledged with banks for overdraft facilities availed by the Company.	3,870.00	7,392.50
d.	Deposits pledged with bank for overdraft facilities availed by one of the subsidiary Company.	-	86,000.00
e.	Deposits pledged with bank against bank guarantees issued in favor of Unique Identification Authority of India.	-	25.00
f.	Deposits pledged with bank against bank guarantees issued in favor of National Stock Exchange of India Limited for right issue of the Company.	1,700.00	850.00
g.	Deposits pledged for arbitration matters.	-	103.33
h.	Deposits pledged with State Commission, New Delhi for appeal filed by the Company in a consumer dispute matter.	-	0.25
Total		5,570.00	109,846.68



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 7	As at	As at
Trade receivables	31 March 2020	31 March 2019
Receivables considered good - unsecured	-	7,302.23
Receivables which have significant increase in credit risk	-	722.97
Total - gross	-	8,025.20
Less: Impairment loss allowance	-	(722.97)
Total - net	-	7,302.23
Trade receivables include:		
Debts due by directors or other officers	-	-
Due from others	-	8,025.20

Note - 8	As at	As at
Loans (at amortised cost)	31 March 2020	31 March 2019
(i) Loans		
Loan to related parties ^(a)		
Indiabulls Distribution Services Limited	7,930.00	36,950.00
Indiabulls Consumer Finance Limited	-	27,520.00
Indiabulls Securities Limited	5,510.00	-
Sub total	13,440.00	64,470.00
(ii) Others		
Margin funding loan receivables (considered good)	-	6,025.39
Less: Margin received	-	(1,017.13)
Sub total	-	5,008.26
Total - gross	13,440.00	69,478.26
Less: Impairment loss allowance	-	-
Total - net	13,440.00	69,478.26
Secured by others	-	5,008.26
Unsecured	13,440.00	64,470.00
Total - gross	13,440.00	69,478.26
Less: Impairment loss allowance	-	-
Total - net	13,440.00	69,478.26
Loans in India		
(i) Public sector	-	-
(ii) Others	13,440.00	69,478.26
Total - gross	13,440.00	69,478.26
Less: Impairment loss allowance	-	-
Total - net	13,440.00	69,478.26

(a) The Company has given inter corporate deposit to Indiabulls Distribution Services Limited, Indiabulls Consumer Finance Limited and Indiabulls Securities Limited, all wholly owned subsidiary companies (including step down subsidiary), for the general/corporate business purpose.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 9 Investments	Face value per unit (₹)	As at 31 March 2020		As at 31 March 2019	
		Number of shares	Amount	Number of shares	Amount
(At fair value through other comprehensive income)					
Investment in equity instruments (others)					
BSE Limited	2.00	55,350	164.28	65,000	397.24
Total (A)			164.28		397.24
(At cost)*					
Investment in subsidiary companies					
In equity instruments					
Indiabulls Securities Limited (formerly known as Indiabulls Commodities Limited)	10.00	13,700,000	34,130.35	600,000	68.94
Indiabulls Investment Advisors Limited (formerly known as Indiabulls Brokerage Limited)	10.00	-	11.47	5,500,000	560.28
Indiabulls Distribution Services Limited	10.00	50,000	68.36	50,000	45.40
Indiabulls Consumer Products Limited	10.00	50,000	5.00	50,000	5.00
Indiabulls Asset Reconstruction Company Limited	10.00	57,500,000	12,500.00	57,500,000	12,500.00
Indiabulls Infra Resources Limited	10.00	3,000,000	300.00	3,000,000	300.00
Indiabulls Consumer Finance Limited (formerly known as IVL Finance Limited)	10.00	61,188,000	388,046.20	61,188,000	386,383.78
Pushpanjali Finsolutions Limited	10.00	6,010,000	2,115.52	-	-
Pushpanjali Fincon Limited	10.00	4,010,000	401.00	-	-
Gyansagar Buildtech Limited	10.00	110,000	105.05	-	-
Arbutus Constructions Limited	10.00	110,000	105.05	-	-
Auxesia Soft Solutions Limited	10.00	50,000	5.00	-	-
Evinos Developers Limited	10.00	50,000	5.00	-	-
Savren Buildwell Limited	10.00	50,000	5.00	-	-
Krathis Buildcon Limited	10.00	50,000	5.00	-	-
Krathis Developers Limited	10.00	50,000	5.00	-	-
Evinos Buildwell Limited	10.00	50,000	5.00	-	-
Devata Tradelink Limited	10.00	50,000	5.00	50,000	5.00
In compulsorily convertible debentures					
8% Compulsory convertible debentures of Indiabulls Asset Reconstruction Company Limited	100.00	40,000,000	40,000.00	40,000,000	40,000.00
Total (B)			477,823.00		439,868.40
Total gross C= (A)+(B)			477,987.28		440,265.64
Less: Impairment allowance (D)			(5.00)		(5.00)
Total net (C) - (D)			477,982.28		440,260.64
Investments outside India			-		-
Investments in India			477,987.28		440,265.64
Total gross			477,987.28		440,265.64
Less: Impairment loss allowance			(5.00)		(5.00)
Total net			477,982.28		440,260.64



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Name of subsidiary Companies	Principle place of business	Ownership interest	
		As at 31 March 2020	As at 31 March 2019
Indiabulls Securities Limited	India	100%	100%
Indiabulls Investment Advisors Limited	India	Nil	100%
Indiabulls Distribution Services Limited	India	14% [§]	100%
Indiabulls Consumer Products Limited	India	100%	100%
Indiabulls Asset Reconstruction Company Limited	India	100%	100%
Indiabulls Infra Resources Limited	India	100%	100%
Indiabulls Consumer Finance Limited	India	100%	100%
Pushpanjli Finsolutions Limited	India	100%	Nil ^{# (i)}
Pushpanjli Fincon Limited	India	100%	Nil ^{# (i)}
Gyansagar Buildtech Limited	India	100%	Nil ^{# (i)}
Arbutus Constructions Limited	India	100%	Nil ^{# (i)}
Auxesia Soft Solutions Limited	India	100%	Nil ^{# (i)}
Evinos Developers Limited	India	100%	Nil
Savren Buildwell Limited	India	100%	Nil
Krathis Buildcon Limited	India	100%	Nil
Krathis Developers Limited	India	100%	Nil
Evinos Buildwell Limited	India	100%	Nil
Devata Tradelink Limited	India	100%	100%

§ Indiabulls Consumer Finance Limited, a wholly owned subsidiary of the Company, is holding remaining 86% shares in Indiabulls Distribution Services Limited, hence it becomes the step down subsidiary of the Company.

* Equity investments in subsidiaries are measured at cost as per the provisions of Ind AS 27 on 'Separate Financial Statements'.

These were step down subsidiary of the Company.

- (i) In order to reorganise the capital structure of step down subsidiary companies, during the year ended 31 March 2020 the Company has purchased equity shares of such step down subsidiaries namely Gyansagar Buildtech Limited, Arbutus Constructions Limited, Krathis Developers Limited, Krathis Buildcon Limited, Savren Buildwell Limited, Evinos Developers Limited, Evinos Buildwell Limited, Pushpanjli Finsolutions Limited, Pushpanjli Fincon Limited & Auxesia Soft Solutions Limited making them direct subsidiaries. The total purchase consideration for these acquisition was ₹ 2,756.62 lakh.
- (ii) During the year ended 31 March 2020, the Company has further invested ₹ 34,060.00 lakh in the equity share capital of Indiabulls Securities Limited, a wholly owned subsidiary of the Company.
- (iii) During the year ended 31 March 2020, the Company has sold its 100% stake in the equity shares of Indiabulls Investment Advisors Limited (a wholly owned subsidiary of the Company) to Indiabulls Consumer Finance Limited (another wholly owned subsidiary of the Company) for consideration of ₹ 550.00 lakh.
- (iv) During the year ended 31 March 2019, the Company has invested ₹ 2,500 lakh in the equity share capital of Indiabulls Asset Reconstruction Company Limited ("IARCL").
- (v) During the year ended 31 March 2019, the Company has invested ₹ 40,000.00 lakh in 40,000,000 compulsory convertible debentures (CCDs) of IARCL. These CCDs carry interest rate of 8% and are compulsorily convertible at a conversion price of ₹ 100 per equity share (including a premium of ₹ 90 per equity share) within 14 months from the date of allotment. Subsequent to the year end 31 March 2020, these CCDs have been converted into equivalent number of fully paid up equity shares of the IARCL.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

- (vi) The Company issues stock options to employees of its subsidiaries as well as provides guarantees to counter parties in favour of the subsidiaries. The fair value of the employee stock options granted to the employees of the subsidiaries and the fair value of such financial guarantees is added to the cost of investments in subsidiaries.

The following are the amounts that have been added to the cost of investments in respective subsidiaries

Name of subsidiary Companies	As at 31 March 2020	As at 31 March 2019
Indiabulls Distribution Services Limited	63.36	40.40
Indiabulls Consumer Finance Limited	8,781.57	7,119.15
Indiabulls Investment Advisors Limited	11.47	10.28
Indiabulls Securities Limited	10.35	8.94
Total	8,866.75	7,178.77

Note - 10 Other financial assets	As at 31 March 2020	As at 31 March 2019
(a) Loan notes and escrow receivable *		
Considered good	760.42	646.16
(b) Loan to employees	10.63	146.55
(c) Security deposits		
Unsecured		
(i) Deposits (including margin money) with stock exchanges, (unsecured, considered good)	300.00	2,249.60
(ii) Deposits with others	2.70	493.62
	1,073.75	3,535.93

* During the year ended 31 March 2012, the Company had sold 586,193 shares held by it in Copal Partners Limited to Moody's Group UK LTD for the consideration of ₹ 2,319.93 lakh vide the share purchase deed. Out of the total consideration of ₹ 2,319.93 lakh receivable from Moody's Group UK LTD, ₹ 760.42 lakh (including foreign exchange gain) [31 March 2019: ₹ 646.16 lakh (including foreign exchange gain)] is outstanding as at 31 March 2020 in the form of Loan Notes of the Moody's Group UK LTD and Escrow account.

Note - 11 Current tax assets (net)	As at 31 March 2020	As at 31 March 2019
Advance Income-tax (including tax deducted at source) (net of provision for income-tax)	2,303.16	1,209.29
	2,303.16	1,209.29



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 12 Deferred tax assets (net)	As at 31 March 2020	As at 31 March 2019
Deferred tax assets:		
Disallowance under section 43(B) of the Income-tax Act, 1961	7.92	37.17
Disallowance under section 40A(7) of the Income-tax Act, 1961	13.26	147.88
Depreciation and amortisation	79.39	205.68
Financial assets measured at amortised cost	7.10	24.67
Impairment loss allowance	0.46	211.03
Share based payments	405.77	498.69
Compulsory convertible debentures	1,012.89	7,286.46
Minimum alternative tax credit entitlement	-	-
Tax losses carried forward	4,803.62	-
Others	-	0.67
Total (A)	6,330.41	8,412.25
Deferred tax liability:		
Financial liabilities measured at amortised cost	216.89	142.70
Others	11.18	-
Total (B)	228.07	142.70
Deferred tax assets (net) C=(A)-(B)	6,102.34	8,269.55

Movement in deferred tax assets (net)					
Particulars	As at 31 March 2019	Charged/ (credited) to statement of profit or loss	Charged/ (credited) to other comprehensive income	(Charged)/ credited to equity	As at 31 March 2020
Assets					
Disallowance under section 43(B) of the Income-tax Act, 1961	37.17	29.25	-	-	7.92
Disallowance under section 40A(7) of the Income-tax Act, 1961	147.88	129.43	(5.19)	-	13.26
Depreciation and amortisation	205.68	126.29	-	-	79.39
Financial assets measured at amortised cost	24.67	17.57	-	-	7.10
Impairment loss allowance	211.03	210.57	-	-	0.46
Share based payments	498.69	92.92	-	-	405.77
Compulsory convertible debentures	7,286.46	5,284.69	-	(988.88)	1,012.89
Tax losses carried forward	-	(4,803.62)	-	-	4,803.62
Liabilities					
Others	0.67	11.85	-	-	(11.18)
Financial liabilities measured at amortised cost	(142.70)	74.19	-	-	(216.89)
Total (net)	8,269.55	1,173.14	(5.19)	(988.88)	6,102.34



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	As at 1 April 2018	Charged/ (credited) to statement of profit or loss	Charged/ (credited) to other comprehensive income	(Charged)/ credited to equity	As at 31 March 2019
Assets					
Disallowance under section 43(B) of the Income-tax Act, 1961	30.46	6.71	-	-	37.17
Disallowance under section 40A(7) of the Income-tax Act, 1961	115.79	37.30	(5.21)	-	147.88
Depreciation and amortisation	340.78	(135.10)	-	-	205.68
Financial assets measured at amortised cost	38.29	(13.62)	-	-	24.67
Impairment loss allowance	109.72	101.31	-	-	211.03
Share based payments	239.45	259.24	-	-	498.69
Compulsorily convertible debentures	-	(1,830.77)	-	9,117.23	7,286.46
Others	3.31	(2.64)	-	-	0.67
Liabilities					
Financial liabilities measured at amortised cost	(42.16)	(100.54)	-	-	(142.70)
Total (net)	835.64	(1,678.11)	(5.21)	9,117.23	8,269.55

Note - 11 A Property, plant and equipment	Furniture and fixtures	Vehicles [^]	Office equipment	Computers	Leasehold improvements	Total
Gross block						
Balance as at 1 April 2018	11.71	72.32	36.92	352.94	200.44	674.33
Additions	12.19	52.59	12.47	465.58	-	542.83
Sales/adjustment	(0.20)	(4.57)	(0.50)	-	(1.73)	(7.00)
Balance as at 31 March 2019	23.70	120.34	48.89	818.52	198.71	1,210.16
Additions	14.91	11.01	8.01	130.76	22.26	186.95
Sales/adjustment	(0.40)	-	(4.23)	(6.11)	(3.08)	(13.82)
Transferred to discontinued operations	(38.21)	-	(51.83)	(940.60)	(217.89)	(1,248.53)
Balance as at 31 March 2020	-	131.35	0.84	2.57	-	134.76
Accumulated Depreciation						
Balance as at 1 April 2018	2.67	11.70	8.27	56.00	47.52	126.16
Depreciation (continuing operations)	-	14.93	-	-	-	14.93
Depreciation (discontinued operations)	3.10	-	9.40	126.16	43.61	182.27
Sales/adjustment	(0.17)	(3.85)	(0.50)	-	(0.99)	(5.51)
Balance as at 31 March 2019	5.60	22.78	17.17	182.16	90.14	317.85
Depreciation (continuing operations)	-	15.48	0.28	0.74	-	16.50
Depreciation (discontinued operations)	3.91	-	10.17	170.48	38.69	223.25
Sales/adjustment	(2.44)	-	(3.81)	(5.93)	-	(12.18)
Transferred to discontinued operations	(7.07)	-	(23.46)	(346.53)	(128.83)	(505.89)
Balance as at 31 March 2020	-	38.26	0.35	0.92	-	39.53
Net block as at 31 March 2019	18.10	97.56	31.72	636.36	108.57	892.31
Net block as at 31 March 2020	-	93.09	0.49	1.65	-	95.23



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Notes:

^ Includes vehicles having carrying cost of ₹ 37.39 lakh (31 March 2019 ₹ 44.34 lakh) which are hypothecated to banks against the respective loans.

- (a) Refer note 37-B, for disclosure of contractual commitments to be executed on capital account for property, plant and equipment.

Note - 11 B Right of use of assets	Building	Total
Gross block		
Balance as at 1 April 2019	-	-
Addition on account of transition to Ind AS 116	1,849.87	1,849.87
Termination/ adjustment	(1,849.87)	(1,849.87)
Balance as at 31 March 2020	-	-
Accumulated amortisation		
Balance as at 1 April 2019	-	-
Amortisation (discontinued operations)	374.11	374.11
Termination/ adjustment	(374.11)	(374.11)
Balance as at 31 March 2020	-	-
Net block as at 31 March 2020	-	-

During the year ended 31 March 2020, the Company has adopted Ind AS - 116 (Leases) and recognised a lease liability of ₹ 1,740.31 lakh on transition date. The Company has sold its stock broking business to its wholly owned subsidiary Indiabulls Securities Limited and therefore derecognised its lease liabilities standing as on 20 February 2020 and the resultant gain / loss has been included in the statement of profit and loss under discontinued operations.

Note - 11 C Intangible assets under development	Amount
Gross block	
Balance as at 1 April 2018	486.26
Additions	1,580.50
Capitalised	(1,411.63)
Balance as at 31 March 2019	655.13
Additions	1,036.84
Capitalised	(1,503.27)
Transferred to discontinued operations	(188.70)
Balance as at 31 March 2020	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 11 D Intangible assets	Membership rights of BSE Limited	Software	Indiabulls. com website	Total
Gross block				
Balance as at 1 April 2018	-	134.01	-	134.01
Additions	-	1,638.91	-	1,638.91
Sales/adjustment	-	-	-	-
Balance as at 31 March 2019	-	1,772.92	-	1,772.92
Additions	-	1,519.82	-	1,519.82
Sales/adjustment	-	-	-	-
Transferred to discontinued operations	-	(3,292.74)	-	(3,292.74)
Balance as at 31 March 2020	-	-	-	-
Accumulated amortisation				
Balance as at 1 April 2018	-	33.19	-	33.19
Amortisation (continuing operations)	-	-	-	-
Amortisation (discontinued operations)	-	209.13	-	209.13
Sales/adjustment	-	-	-	-
Balance as at 31 March 2019	-	242.32	-	242.32
Amortisation (continuing operations)	-	-	-	-
Amortisation (discontinued operations)	-	533.91	-	533.91
Transferred to discontinued operations	-	(776.23)	-	(776.23)
Balance as at 31 March 2020	-	-	-	-
Net block as at 31 March 2019	-	1,530.60	-	1,530.60
Net block as at 31 March 2020	-	-	-	-

Note - 12 Other non-financial assets	As at 31 March 2020	As at 31 March 2019
Capital advances	-	9.68
Prepaid expenses	6.68	322.88
Balance with government authorities	133.68	249.22
Advance to suppliers	7.54	47.03
Others	202.02	31.58
	349.92	660.39



Summary of significant accounting policies and other explanatory information

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

Note - 13	As at	As at
Trade payables	31 March 2020	31 March 2019
(a) Total outstanding due to micro enterprises and small enterprises ⁽ⁱ⁾	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	301.88	297.26
	301.88	297.26

(i) Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

(a)	Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
(b)	Interest due thereon	-	-
(c)	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(e)	Interest accrued and remaining unpaid as at end of the year	-	-

Note - 14	As at	As at
Other payables	31 March 2020	31 March 2019
(a) Total outstanding due to micro enterprises and small enterprises ⁽ⁱ⁾	-	-
(b) Total outstanding due to creditors other than micro enterprises and small enterprises	79.58	349.59
	79.58	349.59

(i) Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

	As at	As at	
	31 March 2020	31 March 2019	
(a)	Principal amount remaining unpaid to any supplier and service provider at the end of each reporting year	-	-
(b)	Interest due thereon	-	-
(c)	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
(d)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(e)	Interest accrued and remaining unpaid as at end of the year	-	-



Summary of significant accounting policies and other explanatory information

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

Note - 15 Debt securities (at amortised cost)	As at 31 March 2020	As at 31 March 2019
Unsecured		
Liability component of compulsorily convertible debentures ⁽ⁱ⁾	9,058.77	30,019.30
Total	9,058.77	30,019.30
Debt securities in India	9,058.77	30,019.30
Debt securities outside India	-	-
	9,058.77	30,019.30

(i) During the year ended 31 March 2019, the Board of Directors had resolved to create, offer, issue and allot up to an aggregate of 27,985,455 compulsorily convertible debentures ("CCDs") of face value of ₹ 550 each, convertible into equivalent numbers of equity shares of ₹ 2 each at a conversion price of ₹ 550 per equity share (including premium of ₹ 548 per equity share) under the Non-Promoter Category by way of a preferential issue on a private placement basis to the certain foreign investors ("the CCD holders"). Subsequent to year ended 31 March 2020, these CCDs have been converted into 27,985,455 fully paid-up equity shares of face value of ₹ 2 each at a premium of ₹ 548 per share.

Terms of the Issue:

- CCDs will be compulsorily converted into fully paid-up equity shares of face value of ₹ 2 each at a conversion price of ₹ 550 each on or before 18 months from the date of the allotment of the CCDs.
- CCDs carry interest rate of 14.90% per annum, payable quarterly and interest is payable and calculated on the face value of CCDs, commencing from the date of its allotment and until the date of its conversion into the equity shares.

Note - 16 Borrowings (other than debt securities) (at amortised cost)	As at 31 March 2020	As at 31 March 2019
Secured		
(a) Term loans		
-from banks ⁽ⁱ⁾	-	14,999.61
(b) Loans repayable on demand		
-from banks		
-Bank overdraft ⁽ⁱⁱ⁾	8,265.64	7,084.04
-Working capital loan ⁽ⁱⁱⁱ⁾	-	1,500.00
(c) Vehicle loans from banks ^(iv)	24.75	33.60
Unsecured		
(a) Term loans		
-from others ^(v)	20,000.00	-
Total	28,290.39	23,617.25
Borrowings in India	28,290.39	23,617.25
Borrowings outside India	-	-
Total	28,290.39	23,617.25



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

- (i) Term loan from bank was secured against receivables and current assets (including cash and cash equivalents and investments) on pari-passu basis. The loan carried Nil rate of interest (as at 31 March 2019: 10.50% per annum) as on balance sheet date and has been repaid in one bullet payment in April 2019.
- (ii) Bank overdraft facilities are secured against bank deposits pledged with respective banks and are repayable on demand. Bank overdraft carries rate of interest ranging from 7.74% to 8.19% per annum (as at 31 March 2019: 6.35% to 8.43% per annum).
- (iii) Working capital loans were secured against book debts and loans and advances on pari-passu basis and were repayable on demand. The loan carries rate of interest of Nil (as at 31 March 2019: 9.00% per annum) as at balance sheet date.
- (iv) Vehicle loans are secured against hypothecation of the vehicles purchased. The rate of interest of such loans ranges between 8.50% to 8.75% p.a. These loans are repayable in equated monthly installments of 5 years.
- (v) Unsecured term loan carries rate of interest of 10% per annum (31 March 2019 : Nil) and is repayable within 36 months from the date of disbursement of loan.

Note - 17 Other financial liabilities	As at 31 March 2020	As at 31 March 2019
Interest accrued but not due on borrowings	-	9.96
Unpaid dividends ⁽ⁱ⁾	283.09	301.99
Margin from customers	-	14,032.02
Temporary overdrawn bank balances as per books	14.39	485.51
Payable to related party	10.22	-
Other payables	1.30	-
	309.00	14,829.48

- (i) In respect of amounts mentioned under Section 124 (5) of the Companies Act, 2013, the Company has credited ₹ 52.63 lakh (31 March 2019: ₹ Nil) to the Investor Education and Protection Fund.

Note - 18 Current tax liabilities (net)	As at 31 March 2020	As at 31 March 2019
Provision for taxation (net of tax deducted at source/ advance tax)	-	626.43
	-	626.43

Note - 19 Provisions	As at 31 March 2020	As at 31 March 2019
For employee benefits		
Provision for gratuity (refer note - 41)	52.68	507.83
Provision for compensated absences	31.45	127.63
	84.13	635.46



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 20 Other non-financial liabilities	As at 31 March 2020	As at 31 March 2019
Guarantee liability	436.37	613.62
Brokerage/depository income received in advance ⁽ⁱ⁾	-	71.01
Statutory dues payables	2,504.77	792.59
	2,941.14	1,477.22

(i) Reconciliation of brokerage/depository income received in advance:

Balance at the beginning of the year	71.01	101.62
Add: Advances received during the year	613.26	518.90
Less: Revenue recognised during the year	(576.39)	(549.51)
Less: Amount transferred of discontinued operations	(107.88)	-
Balance at the end of the year	-	71.01

Note - 21 Equity share capital	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
i. Authorised				
Equity shares of face value of ₹ 2 each	1,000,000,000	20,000.00	1,000,000,000	20,000.00
		20,000.00		20,000.00
ii. Issued				
Equity shares of face value of ₹ 2 each	465,529,440	9,310.59	522,030,890	10,440.62
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	82,909,118	912.00	82,909,118	912.00
	548,438,558	10,222.59	604,940,008	11,352.62
iii. Subscribed and paid up				
Equity shares of face value of ₹ 2 each fully paid up	465,529,440	9,310.59	522,030,890	10,440.62
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 1.10 paid up)	82,803,864	910.85	81,566,088	897.21
Equity shares of face value of ₹ 2 each (partly paid up, ₹ 0.80 paid up)	105,254	0.84	1,343,030	10.74
Amount paid up on shares forfeited		0.19		0.19
	548,438,558	10,222.47	604,940,008	11,348.76



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iv. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year :

Equity shares, fully paid-up	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	522,030,890	10,440.62	442,391,002	8,847.82
Add: Shares issued by exercise of employee stock option plan	10,165,216	203.30	-	-
Add: Shares issued by exercise of warrants	-	-	33,800,000	676.00
Add: Shares issued through preferential allotment	-	-	45,839,888	916.80
Less: Shares bought back and extinguished during the year (refer note 46)	(66,666,666)	(1,333.33)	-	-
Balance at the end of the year	465,529,440	9,310.59	522,030,890	10,440.62
Equity shares, partly paid-up	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	82,909,118	907.95	82,948,313	414.74
Add: Amount received on 1st call at ₹ 0.30 per share	-	-	-	248.72
Add: Amount received on 2nd call at ₹ 0.30 per share	-	3.74	-	244.68
Less: Shares forfeited on non payment of 1st call	-	-	(39,195)	(0.19)
Balance at the end of the year	82,909,118	911.69	82,909,118	907.95

v. Rights, preferences and restrictions attached to the equity shares

- The Company has only one class of equity shares having a face value of ₹ 2 per share. Each holder of fully paid up equity share is entitled to one vote per share. Voting rights of each holder of partly paid up equity share is proportionate to the paid up amount of such share. The final dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- Holders of Global Depository Receipts ('GDRs') will be entitled to receive dividends, subject to the terms of the deposit agreement, to the same extent as the holders of equity shares, less the fees and expenses payable under such deposit agreement and any Indian tax applicable to such dividends. Holders of GDRs don't have voting rights with respect to the deposited shares. The GDRs can not be transferred to any person located in India including Indian residents or ineligible investors except as permitted by Indian laws and regulations.



Summary of significant accounting policies and other explanatory information

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

vi. Shares held by Shareholders each holding more than 5% shares:

Name of the Shareholders	As at 31 March 2020		As at 31 March 2019	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sameer Gehlaut	31,552,493	5.75	50,898,005	8.41
Orthia Properties Private Limited	41,623,777	7.59	49,348,765	8.16
Orthia Constructions Private Limited	37,074,335	6.76	49,003,614	8.10
Zelkova Builders Private Limited	30,933,258	5.64	40,617,638	6.71
Tamarind Capital Pte Ltd	73,316,288	13.37	73,316,288	12.12
Steadview Capital Mauritius Limited	- *	- *	36,003,575	5.95
Jasmine Capital Investments Pte Ltd	58,732,443	10.71	59,832,443	9.89

* As on 31 March 2020, Steadview Capital Mauritius Limited held less than 5% shares in the Company

vii. Shares reserved for issue under options:

(a) 17,313,900 equity shares (As at 31 March 2019: 28,501,616 equity shares) of face value of ₹ 2 each are reserved under various option schemes of the Company (Refer note - 39)

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

ix. There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue. During the year ended 31 March 2020, the Company has bought back 66,666,666 fully paid up equity shares of the Company at ₹ 150 per equity share through tender route.

x. 54,433 shares (31 March 2019: 54,433 shares) of face value of ₹ 2 per share represent the shares underlying GDRs. Each GDR represents one underlying equity share.

Note - 22 Other equity	As at 31 March 2020	As at 31 March 2019
Equity component of compulsory convertible debentures	130,719.26	131,708.14
Capital redemption reserve (Refer note - 46)	4,933.69	3,600.36
Securities premium	310,103.58	410,449.16
Foreign currency monetary item translation difference account	-	39.98
General reserve	3,381.78	3,381.78
Share options outstanding account	8,215.57	7,665.60
Retained earnings	18,553.20	11,916.95
Equity instruments through other comprehensive income	164.19	397.14
Treasury shares	(18,305.73)	-
	457,765.54	569,159.11

Nature and purpose of other reserve

Equity component of compulsory convertible debentures

On issuance of the convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as financial liability measured at amortised cost until it is extinguished on conversion. The remainder of the proceeds is recognised in equity since conversion option meets the fixed for fixed criteria.



Summary of significant accounting policies and other explanatory information

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Capital redemption reserve

The same had been created in accordance with provision of the Act on account of redemption of preference shares and buy-back of equity shares.

Securities premium

Securities premium represents premium received on issue of shares. The amount is utilised in accordance with the provisions of the Act.

Foreign currency monetary item translation difference account

Pursuant to the notification dated 29 December 2011 issued by the Ministry of Corporate Affairs amending Accounting Standard 11 - 'Accounting for the Effects of Changes in Foreign Exchange Rates' the Company has exercised the option as per Paragraph 46A inserted in the said Accounting Standard for amortisation of foreign exchange gain/loss on long-term monetary items over the remaining life of the concerned monetary items.

General reserve

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

Share options outstanding account

The reserve is used to recognise the fair value of the options issued to employees of the Company and subsidiary companies under Company's employee stock option plan.

Retained earnings

Retained earnings represents surplus / accumulated earning of the Company and are available for distribution to shareholders

Equity instruments through other comprehensive income

This represents the cumulative gains and losses arising on the fair valuation of equity instruments measured at fair value through other comprehensive income. The balance of the reserve represents such changes recognised net of amounts reclassified to retained earnings on disposal of such investments.

Treasury shares

This reserve represents Company's own equity shares held by the Indiabulls Ventures Limited - Employees Welfare Trust which is created under Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019 (ESBS 2019) and Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 (ESBS 2020). Treasury shares are acquired for the purpose of issuing equity shares to employees under Company's ESBS 2019 and ESBS 2020.

Money received against share warrants

This represents upfront amount received against the share warrants at the time of allotment of share warrants and pending for conversion into equity shares.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 23 Interest income (on financial assets measured at amortised cost)	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest income on inter-corporate loans	9,844.56	9,932.46
Interest income on fixed and other deposits	134.46	87.23
Interest income on other investments	-	45.01
Other interest income	50.50	49.42
	10,029.52	10,114.12

Note - 24 Dividend income	For the year ended 31 March 2020	For the year ended 31 March 2019
Dividend income from subsidiary companies	20,494.38	4,627.97
Dividend income from others	16.25	23.40
	20,510.63	4,651.37

Note - 25 Net gain on fair value changes	For the year ended 31 March 2020	For the year ended 31 March 2019
Net gain on financial instruments at fair value through profit or loss		
Gain on sale of investment in mutual funds	36.37	-
Total net gain on fair value changes	36.37	-
Fair value changes		
- Realised	36.37	-
- Unrealised	-	-
Total net gain on fair value changes	36.37	-

Note - 26 Other income	For the year ended 31 March 2020	For the year ended 31 March 2019
Income from financial guarantees	318.94	437.53
Gain on foreign exchange fluctuations	106.73	53.36
	425.67	490.89



Summary of significant accounting policies and other explanatory information

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

Note - 27 Finance costs (on financial liabilities measured at amortised cost)	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest on borrowings		
Inter-corporate deposits	1,239.86	-
Term loans	589.04	-
Bank overdraft	29.98	-
Vehicle loans	2.37	3.32
Interest on debt securities		
Commercial papers	-	3,056.04
Liability component of compulsorily convertible debentures	1,936.38	1,105.57
Other borrowing costs	12.81	4.64
	3,810.44	4,169.57
Note - 28 Fees and commission expense	For the year ended 31 March 2020	For the year ended 31 March 2019
Membership and depository fee	17.44	15.85
	17.44	15.85
Note - 29 Impairment on financial assets	For the year ended 31 March 2020	For the year ended 31 March 2019
Investments	-	5.00
	-	5.00
Note - 30 Employee benefits expenses	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries and wages	483.43	477.30
Contribution to provident and other funds	2.90	5.59
Share based payments to employees	512.75	877.20
	999.08	1,360.09
Note - 31 Depreciation and amortisation	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation on property, plant and equipment	16.50	14.93
	16.50	14.93



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 32 Other expenses	For the year ended 31 March 2020	For the year ended 31 March 2019
Printing and stationery	65.67	127.50
Director's sitting fee	25.00	41.00
Payment to statutory auditors ⁽ⁱ⁾	32.50	32.50
Legal and professional charges	26.20	2.93
Travelling and conveyance	66.68	1.17
Business promotion	132.68	-
Corporate social responsibility expenses (refer note - 42)	107.26	86.89
Miscellaneous expenses	0.65	2.54
	456.64	294.53

(i) Auditor's remuneration (excluding goods and services tax):

	For the year ended 31 March 2020	For the year ended 31 March 2019
As auditor	32.50	32.50
For taxation matters	-	-
For company law matters	-	-
For other services	-	-
For reimbursement of expenses	-	-

Note - 33 Tax expense	For the year ended 31 March 2020	For the year ended 31 March 2019
Tax expense of continuing operations		
Current tax	-	424.46
Deferred tax	1,014.46	1,231.76
Total (A)	1,014.46	1,656.22
Tax expense of discontinued operations		
Current tax	(59.23)	153.80
Deferred tax	158.68	446.35
Total (B)	99.45	600.16
Income-tax expense reported in the statement of profit and loss (A) + (B)	1,113.91	2,256.38



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The major components of Income-tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (31 March 2019: 29.12%) and the reported tax expense in profit or loss are as follows:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Accounting profit before tax expense	25,718.71	12,801.42
Income-tax rate	25.17%	29.12%
Expected tax expense	6,472.88	3,727.77
Tax effect of adjustments to reconcile expected Income-tax expense to reported Income-tax expense:		
Tax impact on items exempt under Income-tax	(4,354.53)	(1,354.48)
Tax impact on deductions allowed under Income-tax	(1,776.85)	(5.79)
Tax impact of expenses which will never be allowed	594.70	21.10
Earlier years tax adjustments (net)	(59.23)	(73.72)
Impact of difference in tax rate on certain items	146.80	(25.48)
Deferred tax not created on capital losses	90.14	-
Others	-	(33.02)
Income-tax expense	1,113.91	2,256.38

Notes:

- (i) During the year, the Company decided to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the current financial year. Accordingly, the provision for income-tax and deferred tax balances have been recorded/ remeasured using the new tax rate and the Company had reversed deferred tax assets amounting to ₹ 1,141.65 lakh.

The impact of the change in tax rate has been recognised in tax expense of statement of profit and loss, except to the extent that it relates to items previously recognised outside the statement of profit and loss.

- (ii) Detail of unused tax losses

Expiry assessment year (as per Income-tax Act, 1961)	As at 31 March 2020	As at 31 March 2019
Tax losses		
1 April 2028 - 31 March 2029	18,158.34	-
Unabsorbed depreciation for indefinite period	1,286.01	-

Note - 34

Discontinued operations

On 14 January 2019, the Board of Directors considered and approved the sale and transfer of securities broking business of the Company to Indiabulls Securities Limited (formerly Indiabulls Commodities Limited), a wholly owned subsidiary, by way of a slump sale. On 31 July 2019, the Company entered into a business transfer agreement (BTA) with Indiabulls Securities Limited to sell its securities broking business on slump sale basis. The business transfer involved transfer of certain assets and liabilities as stated in the BTA on slump sale basis for an agreed consideration



Summary of significant accounting policies and other explanatory information

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of ₹ 34,200.00 lakh. On receipt of approvals from the regulatory authorities National Stock Exchange of India Limited, BSE Limited and the Securities and Exchange Board of India, the business stood transferred to Indiabulls Securities Limited with effect from 21 February 2020.

a. Analysis of profit from discontinued operations:			
		For the year ended 31 March 2020	For the year ended 31 March 2019
	Revenue from operations		
	Interest income	3,455.75	4,306.28
	Fees and commission income	6,959.24	11,818.63
	Net gain on fair value changes	168.90	249.11
	Total revenue from operations	10,583.89	16,374.02
	Other income	192.46	80.81
	Total income	10,776.35	16,454.83
	Expenses		
	Finance costs	628.35	1,857.11
	Fees and commission expense	459.02	491.99
	Impairment on financial instruments	306.31	354.40
	Employee benefits expenses	5,210.94	7,576.48
	Depreciation and amortisation expense	1,131.28	391.40
	Other expenses	2,203.14	2,378.44
	Total expenses	9,939.04	13,049.82
	Profit before loss on disposal of discontinued operations	837.31	3,405.01
	Loss on disposal of discontinued operations	820.69	-
	Profit before tax from discontinued operations	16.62	3,405.01
	Tax expense	-	-
	Current tax	(59.23)	153.80
	Deferred tax	158.68	446.35
	Tax on disposal of discontinued operations	-	-
	Total tax expense	99.45	600.16
	(Loss) / profit after tax from discontinued operations	(82.83)	2,804.83
b. Net cash flows attributable to the discontinued operations:			
		For the year ended 31 March 2020	For the year ended 31 March 2019
	Net cash (used in)/ generated from operating activities	(6,570.74)	8,204.45
	Net cash generated from/ (used in) investing activities	32,449.40	(1,970.53)
	Net cash (used in)/ generated from financing activities	(24,070.00)	413.33
	Net cash generated	1,808.66	6,647.25



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c.	Gain on disposal of discontinued operations:	
		Amount
	Cash consideration	34,200.00
	Less: cash and cash equivalents transferred	(605.93)
		33,594.07
	Net assets transferred (i)	34,414.76
	Loss on disposal	(820.69)
(i)	Information of book value of assets and liabilities transferred on the date of slump sale:	
		Amount
	Property, plant and equipment and Intangible assets	3,259.15
	Intangible assets under development	188.70
	Loans	5,679.94
	Trade receivables (net of provisions)	2,782.66
	Cash and cash equivalents	605.93
	Other financial assets	32,217.28
	Other non-financial assets	220.34
	Total assets (A)	44,954.00
	Trade payables and other payables	97.35
	Provision for employee benefits	523.66
	Other financial liabilities	9,204.42
	Other non-financial liabilities	107.88
	Total liabilities (B)	9,933.31
	Net assets (C) = (A) - (B)	35,020.69

Note - 35

Earnings per equity share (EPS)

Disclosure in respect of Indian Accounting Standard – 33 'Earnings Per Share' :

The basic earnings per equity share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Partly paid-up equity shares are treated as a fraction of an equity share to the extent they are entitled to participate in dividend relative to a fully paid-up equity share during the reporting period. Compulsory convertible debentures are treated as equivalent of equity share for the purpose of basic earnings per equity share. Treasury shares are adjusted for computation of weighted average equity shares. Diluted earnings per equity share is computed by considering the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.



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Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The number of equity shares and potential dilutive equity shares are adjusted for the potential dilutive effect of employee stock option plan and warrants as appropriate.

	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit available for equity shareholders (₹ in lakh) from continuing operations	24,687.63	7,740.19
Profit available for equity shareholders (₹ in lakh) from discontinued operations	(82.83)	2,804.85
Profit available for equity shareholders (₹ in lakh) from continuing and discontinued operations	24,604.80	10,545.04
Basic/diluted earnings per equity share:		
Weighted-average number of equity shares for basic earnings per share	588,484,888	545,045,534
Effect of dilution:		
Add: Potential number of equity shares that could arise on exercise of employee stock options	10,594,404	22,467,617
Add: Potential number of equity shares that could arise on exercise of warrants	-	5,934,875
Weighted-average number of equity shares for diluted earnings per share	599,079,292	573,448,026
Face value of equity share (₹)	2.00	2.00
Earnings per equity share from continuing operation - basic (₹)	4.19	1.42
Earnings per equity share from continuing operation - diluted (₹)	4.12	1.35
Earnings per equity share from discontinued operation - basic (₹)	(0.01)	0.51
Earnings per equity share from discontinued operation - diluted (₹)	(0.01)	0.49
Earnings per equity share from continuing and discontinued operation - basic (₹)	4.18	1.93
Earnings per equity share from continuing and discontinued operation - diluted (₹)	4.11	1.84

Note - 36

Leases

The Company had leases for office buildings. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.



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A Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	Year ended 31 March 2020
Short-term leases	407.24
Leases of low value assets	-
Variable lease payments	-

- B** Total cash outflow for leases for the year ended 31 March 2020 was ₹ 818.62 lakh.
- C** The Company has total commitment for short-term leases of ₹ Nil as at 31 March 2020.
- D** Future minimum lease payments of the Company is ₹ Nil.
- E** Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2020 is of ₹ Nil.
- F** Impact on transition
- (1) Effective 1 April 2019, the Company has adopted Ind AS 116 “Leases” and applied modified retrospective approach to all lease contracts existing as at 1 April 2019. On transition, the adoption of new standard resulted in recognition of lease liability of ₹ 1,740.31 lakh and corresponding right of use asset of ₹ 1,849.87 lakh.
 - (2) For contracts in place as at 1 April 2019, the Company has elected to apply the definition of a lease from Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17.
 - (3) The Company has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 1 April 2019.
 - (4) Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Company has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.
 - (5) On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straightline basis over the remaining lease term.
 - (6) For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under Ind AS 17 immediately before the date of initial application.
 - (7) On transition to Ind AS 116 the weighted average incremental borrowing rate applied to lease liabilities recognised was 10.50%.
 - (8) The following is a reconciliation of total operating lease commitments at 31 March 2019 (as disclosed in the financial statements for the year ended 31 March 2019) to the lease liabilities recognised at 1 April 2019:



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Particular	Amount
Total operating lease commitments disclosed as at 31 March 2019	2,075.91
Recognition exemptions:	
Leases of low value assets	-
Leases with remaining lease term of less than 12 months	-
Variable lease payments not recognised	-
Operating lease liabilities before discounting	2,075.91
Discounting impact (using incremental borrowing rate)	(335.60)
Operating lease liabilities	1,740.31
Finance lease obligations under Ind AS 17	-
Total lease liabilities recognised under Ind AS 116 at 1 April 2019	1,740.31

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2020:

Particular	Amount
Balance as at 1 April 2019	-
Addition on account of transition to Ind AS 116	1,849.87
Additions	-
Lease modification	(1,475.76)
Amortisation*	(374.11)
Balance as at 31 March 2020	-

*The aggregate amortisation expense on right of use assets is included under depreciation and amortization in Statement of profit and loss under discontinued operations .

The following is the movement in lease liabilities during the year ended 31 March 2020:

Particular	Amount
Balance as at 1 April 2019	-
Addition on account of transition to Ind AS 116	1,740.31
Finance cost accrued during the period	102.28
Lease modification	(1,366.21)
Payment of lease liabilities	(476.38)
Balance as at 31 March 2020	-



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Note - 37

A. Contingent liabilities not provided for in respect of:

	As at 31 March 2020	As at 31 March 2019
- Claims against the Company not acknowledged as debts in respect of:		
Cases under Arbitration and Conciliation Act, 1996 ⁽ⁱ⁾	-	33.30
Cases under Income-tax Act, 1961 ^{(ii) & (iii)}	315.05	315.05
- Bank deposits pledged against overdraft facility availed by Subsidiary Company (refer note - 6(i)d.)	-	86,000.00
- Corporate guarantee for bank loans taken by Subsidiary Companies ^(iv)	187,730.00	298,516.67

(i) The Company was involved in various legal proceedings as respondents/ defendants for various claims including those related to conduct of its business. The Company has transferred its stock broking business on slump sale to its wholly owned subsidiary Indiabulls Securities Limited (IBSL). Pursuant to business transfer agreement, all the litigations related to stock broking business after slump sale will now be handled by IBSL and all liabilities arising subsequently will be settled by IBSL.

(ii) Demand pending u/s 143(3) read with section 153A of the Income-tax Act, 1961:-

- a. For ₹ 90.97 lakh with respect to FY 2010-11 (Previous year ₹ 90.97 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeal).
- b. For ₹ 33.02 lakh with respect to FY 2011-12 (Previous year ₹ 33.02 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeal).
- c. For ₹ 4.21 lakh with respect to FY 2012-13 (Previous year ₹ 4.21 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeal).
- d. For ₹ 43.33 lakh with respect to FY 2013-14 (Previous year ₹ 43.33 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeal).
- e. For ₹ 40.66 lakh with respect to FY 2014-15 (Previous year ₹ 40.66 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeal).
- f. For ₹ 18.32 lakh with respect to FY 2015-16 (Previous year ₹ 18.32 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeal).
- g. For ₹ 67.17 lakh with respect to FY 2016-17 (Previous year ₹ 67.17 lakh) against disallowances under Income-tax Act, 1961, against which the appeal is pending before CIT (Appeal).

(iii) Demand pending u/s 143(3) :-

- a. For ₹ 17.36 lakh with respect to FY 2012-13 (Previous Year ₹ 17.36 lakh, against which appeal was pending with CIT (Appeals)) against disallowance under Income Tax Act 1961, against which departmental appeal is pending before ITAT.

(iv) Total guarantee of ₹ 243,900 lakh (as at 31 March 2019: ₹ 310,600 lakh) has been shown to the extent of outstanding term loan of ₹ 187,730.00 lakh (as at 31 March 2019: ₹ 298,516.67 lakh)



Summary of significant accounting policies and other explanatory information

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B. Commitments:

	As at 31 March 2020	As at 31 March 2019
Commitments for purchase of fixed assets (net of capital advances paid)	-	9.68

Note - 38

Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Debt securities	Borrowings (other than debt securities)	Lease liabilities	Total
Balance as at 1 April 2018	75,000.00	23,180.10	-	98,180.10
Cash flows:				
- Proceeds	371,919.99 *	12,940.53 #	-	384,860.52
- Repayment	(294,289.88)	(12,508.12)	-	(306,798.00)
Non cash:				
- Amortisation of upfront fees	-	4.74	-	4.74
- Others (Equity component of compulsory convertible debentures)	(122,610.81)	-	-	(122,610.81)
Balance as at 31 March 2019	30,019.30	23,617.25	-	53,636.55
Cash flows:				
- Addition on account of transition to Ind AS 116	-	-	1,842.59	1,842.59
- Proceeds	1,500.00	251,186.60 #	-	252,686.60
- Repayment	(22,460.53)	(246,513.85)	(476.38)	(269,450.76)
Non cash:				
- Amortisation of upfront fees	-	0.39	-	0.39
- Others	-	-	(1,366.21)	(1,366.21)
Balance as at 31 March 2020	9,058.77	28,290.39	-	37,349.16

* This includes gross amount received on issue of CCDs.

This includes proceeds of ₹ 1,181.60 lakh (31 March 2019: ₹ 5,440.53 lakh) from bank overdraft which is considered under cash and cash equivalents in the cash flow statement.

Note - 39

Employee stock option schemes:

a) Employees Stock Option Scheme - 2008

During the financial year ended 31 March 2009, the Indiabulls Ventures Limited ("The Company") had issued an Employee Stock Option Scheme titled "Employee Stock Option Scheme - 2008" in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines").

Under the Scheme, the Company was authorised to grant 20,000,000 Equity settled options to eligible employees including its directors (other than promoter directors) and employees of its subsidiary companies including their



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directors. All options under the Scheme are exercisable for Equity Shares of the Company. Employees covered by the plan were granted an option to purchase shares of the Company subject to the requirements of vesting.

A Compensation Committee constituted by the Board of Directors of the Company administered the plan. The Compensation Committee had granted, under the “Indiabulls Ventures Limited Employees Stock Option Scheme - 2008” (“IBVL ESOP - 2008”), 20,000,000 stock options representing an equal number of equity shares of face value ₹ 2 each in the Company, to the eligible employees, at an exercise price of ₹ 17.40 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 23 January 2009. The stock options so granted, shall vest in the eligible employees over a period of 10 years beginning from 25 January 2010 being the first vesting date. The options granted under each of the slabs, can be exercised by the grantees within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2017, the Compensation Committee had regranted 9,700,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Company, to the eligible employees, at an exercise price of ₹ 24.15 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 June 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 02 July 2017, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

Further, during the year ended 31 March 2018, the Compensation Committee has regranted 500,000 and 880,600 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Company, to the eligible employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018, respectively. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

		IBVL ESOP - 2008			
		20,000,000 Options	9,700,000 Options Regranted	500,000 Options Regranted	880,600 Options Regranted
1.	Exercise price (₹)	17.40	24.15	219.65	254.85
2.	Expected volatility *	79.00%	42.97%	46.70%	47.15%
3.	Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil
4.	Option Life (Weighted Average) (in years)	11	6	6	6
5.	Expected Dividends yield	22.99%	10.82%	1.27%	1.10%
6.	Risk Free Interest rate	6.50%	7.45%	6.54%	7.56%
7.	Fair value of the options **	0.84	4.31	106.31	130.05

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

** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

b) Employees Stock Option Scheme - 2009

During the financial year ended 31 March 2010, the Company had issued Employee Stock Option Scheme titled as ‘Indiabulls Ventures Limited Employees Stock Option Scheme - 2009’ (“IBVL ESOP - 2009”). Under the Scheme, the Company was authorised to grant 20,000,000 options, representing equivalent number of equity shares of



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face value ₹ 2 each in one or more tranches at a price and on such terms and conditions as may be decided by the Compensation Committee, to the eligible employees of the Company and its subsidiaries.

During the year ended 31 March 2010, the Compensation Committee constituted granted 10,000,000 stock options representing an equal number of Equity Shares of face value ₹ 2 each in the Company, at an exercise price of ₹ 35.25 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 30 November 2009. The stock options so granted, shall vest uniformly over 10 years beginning from 2 December 2010 being the first vesting date. The option granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended 31 March 2011, the Compensation Committee had further granted 2,050,000 Stock Options representing an equal number of equity shares of face value ₹ 2 each in the Company, at an exercise price of ₹ 31.35 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 09 April 2010. The Stock options so granted, shall vest uniformly over 10 years beginning from 13 April 2011 being the first vesting date. The options granted under each of the slabs, can be exercised within a period of five years from the relevant vesting date.

During the year ended 31 March 2016, the Compensation Committee had regranted under the IBVL ESOP - 2009 10,000,000 stock options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value of ₹ 2 each in the Company, at an exercise price of ₹ 27.45 per equity share, being the latest available closing market price on the National Stock Exchange of India Limited, as on 24 August 2015. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 26 August 2016, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Company had received the request from various option holders to surrender 10,000,000 stock options, which has been accepted by the Company.

During the year ended 31 March 2017, the Compensation Committee had further regranted 9,500,000 and 10,000,000 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of equity shares of face value ₹ 2 each in the Company, to the Eligible Employees, at an exercise price of ₹ 16 per equity share and ₹ 24.15 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 11 May 2016 and 30 June 2016. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 13 May 2017 and 02 July 2017 respectively, the first vesting date. The options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date. During the year ended 31 March 2017, the Company has received the request from various option holders to surrender 10,000,000 stock options, which has been accepted by the Company.

During the year ended 31 March 2018, the Compensation Committee has regranted 10,000,000 and 669,400 Stock Options (surrendered and lapsed options eligible for regrant) representing an equal number of Equity Shares of face value ₹ 2 each in the Company, to the Eligible Employees, at an exercise price of ₹ 219.65 per equity share and ₹ 254.85 per equity share, respectively, being the latest available closing market price on the National Stock Exchange of India Limited, as on 31 August 2017 and 23 March 2018 respectively. The stock options so granted, shall vest uniformly over a period of 5 years beginning from 2 September 2018 and 25 March 2019 respectively, the first vesting date, the options vested under each of the slabs, can be exercised within a period of five years from the relevant vesting date.



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		IBVL ESOP – 2009						
		10,000,000 Options	2,050,000 Options	10,000,000 Options Regranted & Surrendered	9,500,000 Options Regranted	10,000,000 Options Regranted & Surrendered	10,000,000 Options Regranted	669,400 Options Regranted
1.	Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
2.	Expected volatility *	77.00%	48.96%	38.59%	40.74%	42.97%	46.70%	47.15%
3.	Expected forfeiture percentage on each vesting date	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	Option life (weighted average)	10 Years	10 Years	7 Years	6 Years	6 Years	6 Years	6 Years
5.	Expected dividends yield	13.48%	6.86%	9.16%	16.33%	10.82%	1.27%	1.10%
6.	Risk free interest rate	7.50%	8.05%	6.50%	7.45%	7.45%	6.54%	7.56%
7.	Fair value of the options (₹)**	6.48	9.39	4.77	1.38	4.31	106.31	130.05

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

** Fair value of the options is computed using the Black Scholes Merton Option Pricing Model and is certified by an independent firm of Chartered Accountants.

c) **Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2019 (“Scheme”).**

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of Indiabulls Ventures Limited at its meeting held on 22 October 2019; and (b) a special resolution of the shareholders’ of the Company passed through postal ballot on 4 December 2019, result of which were declared on 5 December 2019.

This Scheme comprises:

- Indiabulls Ventures Limited Employees Stock Option Plan 2019 (“ESOP Plan 2019”)
- Indiabulls Ventures Limited Employees Stock Purchase Plan 2019 (“ESP Plan 2019”)
- Indiabulls Ventures Limited Stock Appreciation Rights Plan 2019 (“SARs Plan 2019”)

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”), the Company has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the “SBEB Regulations”, is authorised to purchase upto an aggregate of 10,500,000 (One Crore Five Lakh) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market.

d) **Indiabulls Ventures Limited - Employee Stock Benefit Scheme 2020 (“Scheme”).**

The Scheme has been adopted and approved pursuant to: (a) a resolution of the Board of Directors of Indiabulls Ventures Limited at its meeting held on 23 January 2020; and (b) a special resolution of the shareholders’ of the Company passed through postal ballot on 20 March 2020, result of which were declared on 21 March 2020.

This Scheme comprises:

- Indiabulls Ventures Limited Employees Stock Option Plan 2020 (“ESOP Plan 2020”)
- Indiabulls Ventures Limited Employees Stock Purchase Plan 2020 (“ESP Plan 2020”)
- Indiabulls Ventures Limited Stock Appreciation Rights Plan 2020 (“SARs Plan 2020”)



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In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations"), the Company has set up Indiabulls Ventures Limited - Employees Welfare Trust (Trust) for the purpose of implementation of the Scheme as per the terms of the respective Schemes as aforesaid. The Trust, in compliance with the "SBEB Regulations", is authorised to purchase upto an aggregate of 9,300,000 (Ninety Three Lakh) fully paid-up equity shares, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of approval of shareholders, from the secondary market.

The Company has recognised Share based payments expense to employees of ₹ 519.82 lakh (31 March 2019: ₹ 890.24 lakh) in the statement of Profit and loss for the year ended 31 March 2020 as follows:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Share based payments expense (continuing operations)	512.75	877.20
Share based payments expense (discontinued operations)	7.07	13.04
	519.82	890.24

The other disclosures in respect of the above stock option schemes are as under:

Total options under the scheme (Nos.)	IBVL ESOP - 2008			
	20,000,000			
Options granted (Nos.)	20,000,000	9,700,000 (Regrant)	500,000 (Regrant)	880,600 (Regrant)
Vesting period and percentage	Ten years, 1st Year - 15% 2nd year to 9th year - 10% each year 10th year - 5%	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years
Vesting date	25 th January each year, commencing 25 January 2010	2 nd July each year, commencing 2 July 2017	2 nd September each year, commencing 2 September 2018	25 th March each year, commencing 25 March 2019
Exercise price (₹)	17.40	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	1,277,866	9,700,000	500,000	880,600
Granted/ regranted during the year (Nos.)	-	-	-	-
Exercised during the year (Nos.)	-	-	-	-
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	406,950	-	-	187,000
Outstanding as at 31 March 2019 (Nos.)	870,916	9,700,000	500,000	693,600
Vested and exercisable as at 31 March 2019 (Nos.)	870,916	3,880,000	100,000	138,720
Granted/ regranted during the year (Nos.)	-	-	-	-
Exercised during the year (Nos.)	870,916	5,050,800	-	25,800
Expired during the year (Nos.)	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	10,000	500,000	152,000
Outstanding as at 31 March 2020 (Nos.)	-	4,639,200	-	515,800
Vested and exercisable as at 31 March 2020 (Nos.)	-	769,200	-	192,640
Remaining contractual life (weighted months)	-	66	-	73



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Weighted average exercise price of share during the year ended 31 March 2020: ₹ 198.22 (31 March 2019: Not applicable).

	IBVL ESOP - 2009						
Total options under the Scheme (Nos.)	20,000,000						
Options granted (Nos.)	10,000,000	2,050,000	10,000,000 (Regrant & Surrendered)	9,500,000 (Regrant)	10,000,000 (Regrant & Surrendered)	10,000,000 (Regrant)	669,400 (Regrant)
Vesting period and percentage	Uniformly over a period of Ten years	Uniformly over a period of Ten years	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years	Uniformly over a period of Five years
Vesting date	2 nd December each year, commencing 2 December 2010	13 th April each year, commencing 13 April 2011	26 th August each year, commencing 26 August 2016	13 th May each year, commencing 13 May 2017	2 nd July each year, commencing 2 July 2017	2 nd September each year, commencing 2 September 2018	25 th March each year, commencing 25 March 2019
Exercise price (₹)	35.25	31.35	27.45	16.00	24.15	219.65	254.85
Outstanding as at 1 April 2018 (Nos.)	-	150,000	-	7,152,500	-	9,970,000	669,400
Granted/ regranted during the year (Nos.)	-	-	-	-	-	-	-
Exercised during the year (Nos.)	-	-	-	-	-	-	-
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	664,800	-	90,000	450,000
Outstanding as at 31 March 2019 (Nos.)	-	150,000	-	6,487,700	-	9,880,000	219,400
Vested and exercisable as at 31 March 2019 (Nos.)	-	50,000	-	1,676,300	-	1,976,000	43,880
Granted/ regranted during the year (Nos.)	-	-	-	-	-	-	-
Exercised during the year (Nos.)	-	100,000	-	3,225,100	-	852,600	40,000
Expired during the year (Nos.)	-	-	-	-	-	-	-
Surrendered and eligible for re-grant during the year (Nos.)	-	-	-	165,000	-	195,500	-
Outstanding as at 31 March 2020 (Nos.)	-	50,000	-	3,097,600	-	8,831,900	179,400
Vested and exercisable as at 31 March 2020 (Nos.)	-	-	-	-	-	3,034,400	47,760
Remaining contractual life (Weighted Months)	-	60	-	67	-	67	77

Weighted average exercise price of share during the year ended 31 March 2020: ₹ 187.29 (31 March 2019: Not applicable).



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Note - 40

Operating segments

The operations of the Company fall under “stock broking and related activities” business only, which is the only reportable segment in accordance with Ind-AS 108, Operating Segments. The Company has presented “stock broking business” as discontinued operation in accordance with Ind-AS 105, Non-Current Assets Held for Sale and Discontinued Operations. Further, The Company is operating in India which is considered as a single geographical segment.

Note - 41

Employee benefits

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Defined contribution plans

Provident fund

The Company pays fixed contribution to provident fund at predetermined rates to a registered provident fund administered by the Government of India, which invests the funds in permitted securities. Both the Company and employees make predetermined contributions to the Provident Fund. The contributions are normally based on a certain proportion of the employee’s salary. During the year, the Company has recognized the following amounts in the Statement of Profit and Loss in respect of defined contribution plans and included in “Employee benefits expense”.

	For the year ended 31 March 2020	For the year ended 31 March 2019
Contribution made to Employees' Provident Fund Organisation	22.69	17.12
Contribution made to Employees' State Insurance Corporation	6.96	6.03
Contribution to Labour Welfare Fund	1.78	0.80
Contribution to Employees' National Pension Scheme	18.56	17.36
	49.99	41.31

Defined benefit plans

Gratuity

The Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The liability of Gratuity is recognized on the basis of actuarial valuation.

Risks associated with plan provisions

Salary increases	Actual salary increases will increase the Plan’s liability. Increase in salary rate assumption in future valuations will also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan’s liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan’s liability.



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Amount recognised in the balance sheet is as under:

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of obligation	52.68	507.83
Fair value of plan assets	-	-
Net obligation recognised in balance sheet as provision	52.68	507.83
Expected contribution for the next Annual reporting period	8.12	135.81

Amount recognised in the statement of profit and loss is as under:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	51.18	63.03
Past service cost including curtailment gains/losses	-	-
Interest cost on defined benefit obligation	44.35	31.68
Interest income on plan assets	-	-
Net impact on profit (before tax)	95.53	94.71

Amount recognised in the other comprehensive income:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial gain recognised during the year	20.61	17.89

Movement in the present value of defined benefit obligation recognised in the balance sheet is as under:

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of defined benefit obligation as at the beginning of year	507.83	397.63
Current service cost	51.18	63.03
Interest cost	44.35	31.68
Past service cost including curtailment gains/losses	-	-
Liability (transferred) / acquired on transfer of employees (net) *	(477.67)	67.31
Benefits paid	(52.41)	(33.93)
Actuarial loss/(gain) on obligation		
Actuarial gain on arising from change in demographic assumption	0.02	-
Actuarial loss on arising from change in financial assumption	43.01	15.54
Actuarial gain on arising from experience adjustment	(63.63)	(33.43)
Present value of defined benefit obligation as at the end of the year	52.68	507.83

* Includes liabilities amounting to ₹ 432.93 lakh transferred to Indiabulls Securities Limited (a wholly owned subsidiary) on discontinued operations.



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Actuarial assumptions

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Discounting rate	6.80%	7.65%
Future salary increase	5.00%	5.00%
Retirement age (years)	60.00	60.00
Withdrawal rate		
Up to 30 years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Weighted average duration (years)	15.72	20.16

Mortality rates inclusive of provision for disability -100% of IALM (2012-14) (previous year: 100% of IALM (2006-08))

Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age. To provide for these eventualities, the Actuary has used Indian Assured Lives Mortality (2012-14) Ultimate table (previous year Indian Assured Lives Mortality (2006-08) Ultimate table).

Sensitivity analysis for gratuity liability

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Impact of the change in discount rate		
Present value of obligation at the end of the year	52.68	507.83
- Impact due to increase of 0.50 %	(2.91)	(34.32)
- Impact due to decrease of 0.50 %	3.12	37.65
Impact of the change in salary increase		
Present value of obligation at the end of the year	52.68	507.83
- Impact due to increase of 0.50 %	3.16	38.45
- Impact due to decrease of 0.50 %	(2.97)	(35.31)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these is not calculated.

Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

Maturity profile of defined benefit obligation (years)	As at 31 March 2020	As at 31 March 2019
0 to 1 year	1.02	12.45
1 to 2 year	0.89	8.48
2 to 3 year	0.79	8.35
3 to 4 year	0.80	8.56
4 to 5 year	0.80	8.43
5 to 6 year	0.81	8.21
6 year onwards	47.57	453.35



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Other long-term employee benefits

The Company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a longterm employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The scheme is unfunded and liability for the same is recognized on the basis of actuarial valuation. A provision of ₹ 12.07 lakh (previous year ₹ 11.07 lakh) for the year have been made on the basis of actuarial valuation at the year end and debited to the statement of profit and loss.

Note - 42

In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee. In terms with the provisions of the said Act, the Company was to spend a sum of ₹ 107.26 Lakh (previous year ₹ 86.89 Lakh) towards CSR activities during the year ended 31 March 2020. The details of amount actually spent by the Company are:

	For the year ended 31 March 2020	For the year ended 31 March 2019
(a) Gross amount required to be spent by the Company	107.26	86.89
(b) Amount spent on		
- Construction/acquisition of any asset	-	-
- Any other purpose other than above *	107.26	86.89
- Yet to be paid	-	-
	107.26	86.89

*Contribution towards donation/corpus fund paid to Indiabulls Foundation.

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Related party disclosures

The Company's related parties primarily consist of its subsidiaries including step down subsidiaries. The Company routinely enters into transactions with these related parties in the ordinary course of business on the terms equivalent to those that prevail in arm length transactions.

Nature of relationship	Name of the party
(a) Related parties where control exists:	
Subsidiary companies (including step-down subsidiaries)	Indiabulls Securities Limited (formerly known as Indiabulls Commodities Limited)
	India Ethanol and Sugar Limited (till 8 March 2019)*
	Devata Tradelink Limited
	Indiabulls Investment Advisors Limited (formerly known as Indiabulls Brokerage Limited)
	Indiabulls Infra Resources Limited
	Indiabulls Logistics Limited (till 8 March 2019)*
	Indiabulls Consumer Products Limited
	Indiabulls Distribution Services Limited



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

	Auxesia Soft Solutions Limited
	Pushpanjli Finsolutions Limited
	Arbutus Constructions Limited
	Gyansagar Buildtech Limited
	Indiabulls Consumer Finance Limited (formerly known as IVL Finance Limited)
	Astraea Constructions Limited (till 8 March 2019)*
	Silenus Buildtech Limited (till 8 March 2019)*
	Astilbe Builders Limited (till 8 March 2019)*
	Pushpanjli Fincon Limited
	Indiabulls Assets Reconstruction Company Limited Group
	Indiabulls Alternate Investments Limited
	Evinos Buildwell Limited (from 17 June 2019)
	Evinos Developers Limited (from 17 June 2019)
	Savren Buildwell Limited (from 19 November 2019)
	Krathis Buildcon Limited (from 20 November 2019)
	Krathis Developers Limited (26 November 2019)
	TranServ Limited (formerly known as TranServ Private Limited) (with effect from 1 April 2019)
Associate company	TranServ Limited (formerly known as TranServ Private Limited) (from 29 March 2019 and till 31 March 2019)
	* Dissolved and struck off from the Register of Companies pursuant to Section 248(5) of the Act on 8 March 2019
(b) Other related parties:	
(i) Key management personnel	Mr. Divyesh B. Shah, Whole Time Director & Chief Executive Officer
	Mr. Pinank Jayant Shah, Whole Time Director
	Mr. Gagan Banga, Non-executive Director
	Mr. Abhaya Prasad Hota, Independent Director (w.e.f. 25 August 2018 and till 16 September 2019)
	Mr. Alok Misra, Independent Director
	Brig. (Retd.) Labh Singh Sitara, Independent Director (till 31 March 2019)
	Mr. Shyam Lal Bansal, Independent Director
	Ms. Vijayalakshmi Rajaram Iyer, Independent Director (till 27 August 2019)
	Mr. Praveen Kumar Tripathi (w.e.f. 16 September 2019)
	Mrs. Rekha Gopal Warriar (w.e.f. 27 August 2019)
(ii) Person exercising significant influence	Mr. Sameer Gehlaut (Non executive chairman and Promoter)



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

(c) Transactions with related parties during the year

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	For the year ended		For the year ended		For the year ended		For the year ended	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Income								
i. Brokerage income	14.42	25.59	0.69	0.48	0.40	0.06	15.51	26.13
ii. Interest income from compulsory convertible debentures	-	43.84	-	-	-	-	-	43.84
iii. Dividend income	20,494.38	4,627.97	-	-	-	-	20,494.38	4,627.97
iv. Interest income on inter corporate loans	9,844.56	9,932.46	-	-	-	-	9,844.56	9,932.46
v. Sale of plant, property and equipment	0.60	-	-	-	-	-	0.60	-
Expenses								
i. Reimbursement of expenses paid	882.08	2,810.97	-	-	-	-	882.08	2,810.97
ii. Reimbursement of expenses received	129.10	232.93	-	-	-	-	129.10	232.93
iii. Professional expenses	-	400.00	-	-	-	-	-	400.00
iv. Interest expense on inter corporate loans	1,239.86	-	-	-	-	-	1,239.86	-
v. Compensation to Key Management Personnel								
- Short term employee benefits	-	-	400.59	407.65	-	-	400.59	407.65
- Post employment benefits- gratuity	-	-	1.56	0.55	-	-	1.56	0.55
- Other long-term employee benefits- compensated absences	-	-	2.15	0.75	-	-	2.15	0.75
- Share based expenses	-	-	512.30	876.78	-	-	512.30	876.78
- Sitting fees	-	-	25.00	41.00	-	-	25.00	41.00
Finance								
i. Inter corporate loans given (Maximum balance outstanding during the year)	275,729.90	219,275.81	-	-	-	-	275,729.90	219,275.81
ii. Inter corporate loans taken (Maximum balance outstanding during the year)	60,500.00	-	-	-	-	-	60,500.00	-
iii. Money received against employee stock option plans	-	-	1,622.56	-	-	-	1,622.56	-
iv. Equity shares issued	-	-	-	-	-	-	-	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	For the year ended		For the year ended		For the year ended		For the year ended	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
v. Call money received against right issue	-	-	51.98	1,478.96	-	6,774.43	51.98	8,253.39
vi. Buy back of equity shares	-	-	5,546.91	-	29,018.27	-	34,565.18	-
vii. Dividend paid #	-	-	366.04	118.71	1,081.31	425.11	1,447.35	543.82
Investment								
i. Investment in equity shares of subsidiary companies	34,060.00	259,724.80	-	-	-	-	34,060.00	259,724.80
ii. Investment in compulsory convertible debentures	-	40,000.00	-	-	-	-	-	40,000.00
iii. Purchase of Investment from subsidiary companies	2,756.62	-	-	-	-	-	2,756.62	-
iv. Sale of Investment to subsidiary company	550.00	-	-	-	-	-	550.00	-
v. Transfer of stock broking business	34,200.00	-	-	-	-	-	34,200.00	-
Liabilities								
i. Employee benefits liabilities paid	243.63	59.01	-	-	-	-	243.63	59.01
ii. Employee benefits liabilities received	185.99	138.71	-	-	-	-	185.99	138.71
# Dividend paid to related parties in their capacity of shareholders.								
Contingent Liability								
i. Bank deposits pledged against overdraft facility availed by subsidiary company	-	86,000.00	-	-	-	-	-	86,000.00
ii. Corporate guarantees given on behalf of subsidiary companies	60,000.00	225,600.00	-	-	-	-	60,000.00	225,600.00
iii. Reduction of corporate guarantees on account of repayment of loan by subsidiary / guarantee released by bank *	170,786.67	208,621.79	-	-	-	-	170,786.67	208,621.79
iv. Bank deposits released as margin money from stock exchange	1,100.00	100.00	-	-	-	-	1,100.00	100.00
* Guarantee released by bank ₹ 126,700.00 lakh (previous year ₹ 225,000 lakh) and reduction of guarantee on account of repayment of loan by ₹ 44,086.67 lakh (previous year ₹ 12,083.33 lakh).								



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

	Subsidiary companies		Key management personnel		Person exercising significant influence		Total	
	For the year ended		For the year ended		For the year ended		For the year ended	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
(d) Balance outstanding as at 31 March 2020:								
Inter-corporate loans given	13,440.00	64,470.00	-	-	-	-	13,440.00	64,470.00
Margin from customers	-	(305.85)	-	(131.72)	-	-	-	(437.57)
Bank deposits received and pledged as margin money with stock exchange	-	(1,100.00)	-	-	-	-	-	(1,100.00)
Bank deposits pledged against overdraft facility availed by subsidiary company	-	(86,000.00)	-	-	-	-	-	(86,000.00)
Corporate guarantees given on behalf of subsidiary companies	(187,730.00)	(298,516.67)	-	-	-	-	(187,730.00)	(298,516.67)
Calls in arrear	-	-	-	51.98	-	-	-	51.98
Payable for reimbursement of expenses	(10.22)	-	-	-	-	-	(10.22)	-

Amount presented in brackets represent liabilities.

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Financial instruments

A Financial assets and liabilities

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

Particulars	Note	As at 31 March 2020	As at 31 March 2019
Financial assets measured at fair value			
Investments* measured at fair value through other comprehensive income	Note - 9	164.28	397.24
Financial assets measured at amortised cost			
Cash and cash equivalents	Note - 5	1,806.14	94,409.42
Bank balance other than cash and cash equivalents	Note - 6	5,900.08	24,156.11
Trade receivables	Note - 7	-	7,302.23
Loans	Note - 8	13,440.00	69,478.26
Security deposits	Note - 10	302.70	2,743.22
Other financial assets	Note - 10	771.05	792.71
Total		22,384.25	199,279.19



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	Note	As at 31 March 2020	As at 31 March 2019
Financial liabilities measured at amortised cost			
Trade payables	Note - 13	301.88	297.26
Other payables	Note - 14	79.58	349.59
Debt securities (including interest accrued)	Note - 15	9,058.77	30,019.30
Borrowings (other than debt securities) (including interest accrued)	Note - 16	28,290.39	23,627.21
Other financial liabilities	Note - 17	309.00	14,819.52
		38,039.62	69,112.88

* Investment in subsidiaries are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

B Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	Period	Level 1	Level 2	Level 3	Total
Assets					
Investments at fair value through other comprehensive income					
Quoted equity investment in BSE Limited	31 March 2020	164.28	-	-	164.28
	31 March 2019	397.24	-	-	397.24

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	As at 31 March 2020		As at 31 March 2019	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	1,806.14	1,806.14	94,409.42	94,409.42
Bank balance other than cash and cash equivalents	5,900.08	5,900.08	24,156.11	24,156.11
Trade receivables	-	-	7,302.23	7,302.23
Loans	13,440.00	13,440.00	69,478.26	69,478.26
Security deposits	302.70	302.70	2,743.22	2,721.93
Other financial assets	771.05	767.81	792.71	775.29
Total	22,219.97	22,216.73	198,881.95	198,843.24
Financial liabilities				
Trade payables	301.88	301.88	297.26	297.26
Other payables	79.58	79.58	349.59	349.59
Debt securities (including interest accrued)	9,058.77	9,066.49	30,019.30	30,019.30
Borrowings (other than debt securities) (including interest accrued)	28,290.39	28,290.39	23,627.21	23,627.21
Other financial liabilities	309.00	309.00	14,819.52	14,819.52
Total	38,039.62	38,047.34	69,112.88	69,112.88

The management assessed that fair values of cash and cash equivalents, bank balance other than cash and cash equivalents, trade receivables, loans, trade payables, other payables and other financial liabilities approximate their respective carrying amounts, largely due to the short-term maturities of these instruments. The following methods and assumptions were used to estimate the fair values for other assets and liabilities:

- (i) The fair values of the Company's fixed interest bearing security deposits, loan notes and escrow account are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.
- (ii) The fair values of the Company fixed rate interest-bearing debt securities and borrowings are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. For variable rate interest-bearing debt securities and borrowings carrying value represent best estimate of their fair value as these are subject to changes in underlying interest rate indices as and when the changes happen.

Financial risk management

i) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The Company's risk are managed by a treasury department under policies approved by the board of directors. The board of directors provides written principles for overall risk management. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, bank balance other than cash and cash equivalents, investments, loans, trade receivables and other financial assets	Ageing analysis	Highly rated bank deposits and diversification of asset base and collaterals taken for assets
Liquidity risk	Borrowings, debt securities, trade payables, other payables and other financial liabilities	Cash flow forecasts	Committed borrowing and other credit facilities (whenever required)
Market risk - foreign exchange	Financial assets and liabilities not denominated in Indian rupee	Sensitivity analysis	Forward contract/hedging, if required
Market risk - interest rate	Variable rates borrowings and debt securities	Sensitivity analysis	Negotiation of terms that reflect the market factors
Market risk - security price	Investments in equity securities	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit Risk arises from the potential that an obligor is either unwilling to perform on an obligation or its ability to perform such obligation is impaired resulting in economic loss to the company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, bank balance other than cash and cash equivalents, investments, loans, trade receivables and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

The company provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents, bank balance other than cash and cash equivalents, investments, trade receivables, loans and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables	Life time expected credit loss
High credit risk	Trade receivables	Life time expected credit loss or fully provided for

Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Financial assets that expose the entity to credit risk*

Particulars		As at 31 March 2020	As at 31 March 2019
(i)	Low credit risk		
	Cash and cash equivalents	1,806.14	94,409.42
	Bank balance other than cash and cash equivalents	5,900.08	24,156.11
	Trade receivables	-	7,302.23
	Loans	13,440.00	69,478.26
	Investments	164.28	397.24
	Security deposits	302.70	2,743.22
	Other financial assets	771.05	792.71
(ii)	Moderate credit risk		
	Trade receivables	-	722.97

* These represent gross carrying values of financial assets, without deduction for expected credit losses

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Credit risk related to trade receivables is managed by continuously monitoring the recoverability of such amounts.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by continuously monitoring the recoverability of such amounts.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

b) Credit risk exposure

i) Expected credit losses for financial assets

As at 31 March 2020	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	1,806.14	-	1,806.14
Bank balance other than cash and cash equivalents	5,900.08	-	5,900.08
Loans	13,440.00	-	13,440.00
Investments	164.28	-	164.28
Security deposits	302.70	-	302.70
Other financial assets	771.05	-	771.05

As at 31 March 2019	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	94,409.42	-	94,409.42
Bank balance other than cash and cash equivalents	24,156.11	-	24,156.11
Trade receivables	8,025.20	722.97	7,302.23
Loans	69,478.26	-	69,478.26
Investments	397.24	-	397.24
Security deposits	2,743.22	-	2,743.22
Other financial assets	792.71	-	792.71

Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables	Security deposits
Loss allowance on 1 April 2018	368.57	4.25
Impairment loss recognised during the year	354.40	-
Write - offs	-	(4.25)
Loss allowance on 31 March 2019	722.97	-
Impairment loss recognised during the year	306.31	-
Write - offs	(100.57)	-
Transfer on discontinued operations	(928.71)	-
Loss allowance on 31 March 2020	-	-



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

c) Concentration of financial assets

The Company had carried on the business as stock broker on the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), depository participants and renders other related ancillary services till 20 February 2020. The Company’s outstanding receivables were for stock broking business on stock exchange’s and depository participants. Loans and other financial assets majorly represents loans to subsidiaries, margin funding loans and deposits given for business purposes.

B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Company’s liquidity positions (also comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. The Company also takes into account liquidity of the market in which the entity operates.

(i) Financing arrangements

The Company had access to the following funding facilities:

As at 31 March 2020	Total facility	Drawn	Undrawn
- Expiring within one year	19,800.00	8,265.64	11,534.36
- Expiring beyond one year	60,000.00	20,000.00	40,000.00
Total	79,800.00	28,265.64	51,534.36

As at 31 March 2019	Total facility	Drawn	Undrawn
- Expiring within one year	112,450.00	23,637.36	88,812.64
- Expiring beyond one year	-	-	-
Total	112,450.00	23,637.36	88,812.64

(ii) Maturities of financial assets and liabilities

The tables below analyse the Company financial assets and liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows:

As at 31 March 2020	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	1,806.14	-	-	1,806.14
Bank balance other than cash and cash equivalents	6,025.42	-	-	6,025.42
Loans	13,440.00	-	-	13,440.00
Investments	-	-	477,982.28	477,982.28
Other financial assets	295.61	827.31	-	1,122.92
Total undiscounted financial assets	21,567.17	827.31	477,982.28	500,376.76



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

As at 31 March 2020	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Debt Securities	9,808.09	-	-	9,808.09
Borrowings (other than debt securities)	10,277.07	23,432.56	-	33,709.63
Trade payables	301.88	-	-	301.88
Other payables	79.58	-	-	79.58
Other financial liabilities	309.00	-	-	309.00
Total undiscounted financial liabilities	20,775.62	23,432.56	-	44,208.18
Net undiscounted financial assets/ (liabilities)	791.55	(22,605.25)	477,982.28	456,168.58

(ii) Maturities of financial assets and liabilities (continued)

As at 31 March 2019	Less than 1 year	1-3 years	More than 3 years	Total
Non-derivatives				
Cash and cash equivalent	94,455.27	-	-	94,455.27
Bank balance other than cash and cash equivalents	24,453.55	539.09	-	24,992.64
Trade receivables	8,025.20	-	-	8,025.20
Loans	69,478.26	-	-	69,478.26
Investments	-	-	440,260.64	440,260.64
Other financial assets	2,271.35	670.10	832.37	3,773.82
Total undiscounted financial assets	198,683.63	1,209.19	441,093.01	640,985.83
Non-derivatives				
Debt Securities	22,934.08	9,823.71	-	32,757.79
Borrowings (other than debt securities)	23,728.00	22.85	4.69	23,755.54
Trade payables	297.26	-	-	297.26
Other payables	349.59	-	-	349.59
Other financial liabilities	14,819.52	-	-	14,819.52
Total undiscounted financial liabilities	62,128.45	9,846.56	4.69	71,979.70
Net undiscounted financial assets/ (liabilities)	136,555.18	(8,637.37)	441,088.32	569,006.13

C) Market risk

a) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. To mitigate the Company's exposure to foreign currency risk, non-rupee cash flows are monitored and forward exchange contracts are entered into in accordance with the Company's risk management policies. The Company has not hedged its foreign currency receivables and payables.



Summary of significant accounting policies and other explanatory information

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

(i) Foreign currency risk exposure in USD:

The Company exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows:

Particulars	As at	Foreign currency	Exchange rate	Amount in Foreign Currency	Amount
Financial assets					
Loan notes and escrow receivable	31 March 2020	USD	75.39	10.74	809.49
Loan notes and escrow receivable	31 March 2019	USD	69.17	10.74	742.76

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
USD sensitivity		
INR/USD- increase by 6.70% (31 March 2019: 8.38%)*	54.24	62.24
INR/USD- decrease by 6.70% (31 March 2019: 8.38%)*	(54.24)	(62.24)

* Holding all other variables constant

b) Interest rate risk

i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2020, the Company is exposed to changes in market interest rates through debt securities and other borrowings at variable interest rates.

Interest rate risk exposure

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

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate liabilities		
Borrowings (other than debt securities)	8,265.64	22,083.65
Fixed rate liabilities		
Debt securities	9,058.77	30,019.30
Borrowings (other than debt securities)	20,024.75	1,533.60
Total	37,349.16	53,636.55



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Sensitivity

Below is the sensitivity of profit or loss in interest rates.

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest sensitivity*		
Interest rates – increase by 1%	13.27	157.68
Interest rates – decrease by 1%	(13.27)	(157.68)

* Holding all other variables constant

ii) Assets

The Company's bank deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

i) Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity:

Impact on other comprehensive income

Particulars	As at 31 March 2020	As at 31 March 2019
Quoted equity instruments		
Value per share – increase by 26% (31 March 2019: 19%)	42.71	75.48
Value per share – decrease by 26% (31 March 2019: 19%)	(42.71)	(75.48)

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Capital management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings
- to provide an adequate return to shareholders

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Particulars	As at 31 March 2020	As at 31 March 2019
Debt*	37,349.16	53,646.51
Total equity	467,988.01	580,507.87
Debt to equity ratio	0.08	0.09

* Debt includes debt securities + Borrowings (other than debt securities) + interest accrued

Note - 46

Buy-Back of shares

During the year ended 31 March 2020, the Company pursuant to and in terms of its shareholders' and applicable regulatory approvals had bought back 66,666,666 fully paid-up equity shares having face value of ₹ 2 each at a price of ₹ 150 per share, through the 'Tender Offer' route for an aggregate amount of ₹ 100,000 lakh (excluding expenses towards buy back). The said Buy Back was completed on 4 February 2020. Consequently, the paid-up capital of the Company was reduced by ₹ 1,333.33 lakh. Of the total buyback cash outflow excluding related expenses, an amount of ₹ 98,666.67 lakh was utilized from Securities Premium Account and Capital Redemption Reserve of ₹ 1,333.33 lakh (representing the nominal value of the shares bought back and extinguished) has been created from the balance in retained earnings as per the requirements of the Companies Act, 2013. Buy back expenses of ₹ 7,160.79 lakh have been adjusted to Securities Premium Account.

Note - 47

Maturity analysis of assets and liabilities

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

ASSETS	As at 31 March 2020		As at 31 March 2019	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Financial assets				
Cash and cash equivalents	1,806.14	-	94,409.42	-
Bank balances other than cash and cash equivalents	5,900.08	-	23,552.53	603.58
Trade receivables	-	-	7,302.23	-
Loans	13,440.00	-	69,478.26	-
Investments	-	477,982.28	-	440,260.64
Other financial assets	295.51	778.24	2,284.42	1,251.51
	21,441.73	478,760.52	197,026.86	442,115.73
Non-financial assets				
Current tax assets (net)	-	2,303.16	32.29	-
Deferred tax assets (net)	-	6,102.34	-	9,446.55
Property, plant and equipment	-	95.23	-	892.31
Intangible assets under development	-	-	-	655.13
Other intangible assets	-	-	-	1,530.60
Other non-financial assets	349.92	-	549.12	111.27
	349.92	8,500.73	581.41	12,635.86
TOTAL ASSETS	21,791.65	487,261.25	197,608.27	454,751.59



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

LIABILITIES	As at 31 March 2020		As at 31 March 2019	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Financial liabilities				
Payables				
Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	301.88	-	297.26	-
Other payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	79.58	-	349.59	-
Debt securities	9,058.77	-	25,995.92	4,023.38
Borrowings (other than debt securities)	8,275.29	20,015.10	23,592.50	24.75
Other financial liabilities	309.00	-	14,829.48	-
	18,024.52	20,015.10	65,064.75	4,048.13
Non-financial liabilities				
Current tax liabilities (net)	-	-	626.43	-
Provisions	1.58	82.55	15.70	619.76
Other non-financial liabilities	2,758.61	182.53	1,120.02	357.20
	2,760.19	265.08	1,762.15	976.96
TOTAL LIABILITIES	20,784.71	20,280.18	66,826.90	5,025.09
Net	1,006.94	466,981.07	130,781.37	449,726.50



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 48

Disclosure as per Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186(4) of the Companies Act, 2013.

(i) Loans and advances in the nature of loans given to subsidiaries:

Name of the Subsidiaries	Maximum balance outstanding during the year		Balance outstanding as at	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Indiabulls Investment Advisors Limited	35,105.00	22,510.81	-	-
Indiabulls Distribution services Limited	147,927.00	89,845.00	7,930.00	36,950.00
Indiabulls Securities Limited	6,210.00	-	5,510.00	-
Pushpanjli Finsolutions Limited	16,467.90	-	-	-
Indiabulls Consumer Finance Limited	70,020.00	98,920.00	-	27,520.00
Indiabulls Asset Reconstruction Company Limited	-	8,000.00	-	-
All above loans have been given for business purpose.				

(ii) Guarantees given to subsidiaries:

Name of the Subsidiaries	Guarantees given during the year		Balance outstanding as at *	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Indiabulls Consumer Finance Limited	60,000.00	143,900.00	187,730.00	216,816.67
Indiabulls Distribution services Limited	-	81,700.00	-	81,700.00

* Closing balance is net of repayment of loans made by subsidiary companies

(iii) Investments in subsidiaries:

Details of investments made are given in note - 9

Note - 49

The Novel Corona virus (COVID-19) pandemic (declared as such by the World Health Organisation on 11 March 2020), has contributed to a significant decline and volatility in global and Indian markets, and a significant decrease in economic activity. On 24 March 2020, the Government of India announced a nation-wide lockdown till 14 April 2020, which was extended till 31 May 2020 through subsequent announcements, to contain the spread of the virus. The extent to which the Covid-19 will impact the Company's operations and its financial metrics depends on future developments, which are highly uncertain, including, among other things, any new information concerning the severity of the Covid-19 pandemic and its effect on the economy

The management has assessed the potential impact of the COVID-19 on the Company. Based on the current assessment, the management is of the view that impact of COVID-19 on the operations of the Company and the carrying value of its assets and liabilities is not likely to be material. However, the impact assessment of COVID-19 is an ongoing process and the Company will continue to monitor any material changes in the future conditions.



Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2020

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

Note - 50

Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current year's classification/ disclosure.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Lalit Kumar

Partner

Membership No.: 095256

Place: Noida

Date: 25 June 2020

For and on behalf of Board of Directors

Divyesh B. Shah

Whole Time Director &

Chief Executive Officer

DIN:00010933

Place: Mumbai

Date: 25 June 2020

Pinank Shah

Whole Time Director

DIN: 07859798

Rajeev Lochan Agrawal

Chief Financial Officer

Lalit Sharma

Company Secretary



Statement Pursuant to Section 129 of the Companies Act, 2013

Annexure: Statement containing the salient features of the financial statements of subsidiaries / associate companies / joint ventures

[Form AOC-1: Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part A: Subsidiaries

Sr. No.	Name of the Subsidiary Companies	Date of acquisition of Subsidiary	Year	Reporting Currency	Share Capital / Security Receipts	Other equity (Surplus / (Deficit))	Total Assets excluding investments	Total Liabilities #	Investments	Turnover	Profit / (Loss) before Taxation	Provision for Taxation / (Tax Credit)	Profit / (Loss) after Taxation	Proposed Dividend (including Corporate Dividend Tax)	% of share-holding
1	Indiabulls Securities Limited	1-Apr-07	2019-20	₹	1,370.00	34,663.79	56,275.42	20,241.63	-	12,216.17	(487.24)	(294.22)	(193.02)	-	100%
2	Devata Tradelink Limited	9-Jan-08	2019-20	₹	5.00	(18,102.24)	70.80	18,168.04	-	0.02	(22.79)	-	(22.79)	-	100%
3	Indiabulls Investment Advisors Limited	22-Aug-08	2019-20	₹	35,550.00	(8,008.84)	28,888.49	1,347.33	-	3,477.46	(7,446.96)	(1,163.37)	(6,283.59)	-	100%
4	Indiabulls Distribution Services Limited	11-Jun-09	2019-20	₹	35.82	49,343.71	110,008.42	61,133.89	505.00	12,074.87	(4,714.35)	143.77	(4,858.12)	-	100%
5	Auxesia Soft Solutions Limited	30-Sep-11	2019-20	₹	5.00	(466.20)	2.89	464.09	-	-	(38.90)	(0.39)	(38.51)	-	100%
6	Pushpanjali Finsolutions Limited	28-Jun-13	2019-20	₹	601.00	(1,777.01)	27,125.94	28,301.95	-	20.12	(1,841.71)	(0.49)	(1,841.22)	-	100%
7	Arbutus Constructions Limited	11-Jun-13	2019-20	₹	11.00	(11.45)	1.43	1.88	-	10.13	(7.51)	-	(7.51)	-	100%
8	Gyansagar Buildtech Limited	11-Jun-13	2019-20	₹	11.00	(206.10)	255.71	450.81	-	-	(53.91)	-	(53.91)	-	100%
9	Indiabulls Consumer Finance Limited	28-Jun-13	2019-20	₹	6,118.80	417,654.95	760,389.56	530,607.27	193,991.46	251,687.60	4,961.03	(464.43)	5,425.46	-	100%
10	Pushpanjali Fincon Limited	11-Jun-13	2019-20	₹	401.00	(172.28)	229.02	0.30	-	21.30	11.77	0.93	10.85	-	100%
11	Indiabulls Alternate Investments Limited	10-Feb-16	2019-20	₹	505.00	309.19	548.62	20.02	285.59	297.46	163.00	23.15	139.85	-	100%
12	Indiabulls Asset Reconstruction Company Limited	3-Oct-16	2019-20	₹	5,750.00	47,640.32	2,138.83	2,259.65	53,511.14	5,039.94	2,329.38	712.12	1,617.26	-	100%
13	Indiabulls Consumer Products Limited	5-Jul-16	2019-20	₹	5.00	7.11	13.83	1.72	-	1.15	(3.17)	(0.79)	(2.38)	-	100%
14	Indiabulls Infra Resources Limited	1-Feb-17	2019-20	₹	300.00	54.18	358.52	4.33	-	29.97	27.38	6.94	20.44	-	100%
15	Evinos Buildwell Limited	17-Jun-19	2019-20	₹	5.00	(742.55)	32,645.85	33,383.40	-	-	(742.55)	-	(742.55)	-	100%



Statement Pursuant to Section 129 of the Companies Act, 2013

Sr. No.	Name of the Subsidiary Companies	Date of acquisition of Subsidiary	Year	Reporting Currency	Share Capital / Security Receipts	Other equity (Surplus / Deficit)	Total Assets excluding investments	Total Liabilities #	Investments	Turnover	Profit / (Loss) before Taxation	Provision for Taxation / (Tax Credit)	Profit / (Loss) after Taxation	Proposed Dividend (Including Corporate Dividend Tax)	% of share-holding
16	Evinos Developers Limited	17-Jun-19	2019-20	₹	5.00	(0.35)	4.80	0.15	-	-	(0.35)	-	(0.35)	-	100%
17	Savren Buildwell Limited	19-Nov-19	2019-20	₹	5.00	(0.25)	4.91	0.16	-	-	(0.25)	-	(0.25)	-	100%
18	Krathis Buildcon Limited	20-Nov-19	2019-20	₹	5.00	(0.25)	4.91	0.16	-	-	(0.25)	-	(0.25)	-	100%
19	Krathis Developers Limited	26-Nov-19	2019-20	₹	5.00	(0.25)	4.91	0.16	-	-	(0.25)	-	(0.25)	-	100%
20	Indiabulls ARC- III Trust	30-Jun-18	2019-20	₹	5,936.98	(349.33)	2,978.42	(2,609.23)	-	-	(151.77)	-	(151.77)	-	51%
21	Indiabulls ARC- IV Trust	31-Dec-18	2019-20	₹	7,305.51	(1,649.16)	5,675.47	19.12	-	0.35	(903.18)	-	(903.18)	-	51%
22	Indiabulls ARC- V Trust	31-Dec-18	2019-20	₹	9.93	19.10	162.31	133.28	-	83.42	31.74	-	31.74	-	51%
23	Indiabulls ARC- VI Trust	28-Mar-19	2019-20	₹	4,200.00	(108.94)	4,200.93	109.87	-	-	(108.69)	-	(108.69)	-	51%
24	Indiabulls ARC- VII Trust	28-Mar-19	2019-20	₹	2,414.19	(222.23)	2,207.45	15.49	-	2.75	(221.47)	-	(221.47)	-	51%
25	Indiabulls ARC- VIII Trust	29-Jun-19	2019-20	₹	4,762.50	(97.56)	4,763.73	98.79	-	-	(97.56)	-	(97.56)	-	51%
26	Indiabulls ARC- X Trust	30-Sep-19	2019-20	₹	34,012.82	(462.80)	33,606.38	56.36	-	-	(462.80)	-	(462.80)	-	51%
27	Indiabulls ARC- XI Trust	30-Sep-19	2019-20	₹	20,325.92	(263.15)	20,321.24	258.47	-	-	(263.15)	-	2.00	-	51%
28	Indiabulls ARC- XII Trust	31-Dec-19	2019-20	₹	18,112.61	(137.44)	18,109.52	134.35	-	-	(137.44)	-	(137.44)	-	51%
29	Indiabulls ARC- XIII Trust	31-Dec-19	2019-20	₹	2,000.00	(15.30)	2,016.45	31.75	-	-	(15.30)	-	(15.30)	-	51%
30	Transerv Limited *	1-Apr-19	2019-20	₹	647.92	2,983.53	9,172.71	5,541.26	-	6,333.01	2,504.69	(289.75)	2,794.44	-	42%

Total liabilities exclude share capital and other equity

* The Group exercises control over Transerv Limited (formerly known as Transerv Private Limited) and accordingly same is treated as subsidiary.

Part "B" Associates - Not applicable

For and on behalf of Board of Directors

Divyesh B. Shah Whole Time Director & Chief Executive Officer DIN:00010933	Pinank Shah Whole Time Director DIN: 07859798	Rajeev Lochan Agrawal Chief Financial Officer	Lalit Sharma Company Secretary
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Place: Mumbai
Date: 25 June 2020





CARING FOR THE COMMUNITY

Dialysis Programme

Dialysis treatment is quite an expensive process in the country, which the poor and needy often fail to receive. Absence of such service has often been fatal in many instances. To change this scenario, Indiabulls Foundation has started an initiative of providing free dialysis treatment to underprivileged patients at Nana Palkar Smruti Samiti in Parel, Mumbai. The aim is to make sure that even the poorest of people can have access to exclusive quality medical treatment and processes, and can lead a healthy life. Indiabulls Foundation, with support from Indiabulls Ventures Limited (IVL), has sponsored 14690 dialysis for over 1320 patients, from 1st April, 2019 to 31st March, 2020.

Solar Project

Intending to light up tribal ashram schools, Indiabulls Foundation, with support from Indiabulls Ventures Limited (IVL), has installed a 40-kilowatt Solar Energy Plant in a tribal ashram school in Maharashtra. The school is named as Sakhare Ashram School and is located in the Dahanu taluka of Palghar district. This school has faced a lot of blackouts, load shedding and heavy electricity crunch before the start of the project. They had to undergo their daily activities without adequate electricity supply, for many hours, days and even weeks. It largely hampered the living conditions and academics of the students. With Indiabulls Foundation's intervention, now there is complete electrification 24x7 in the school, giving students the freedom of anytime activity. This solar plant will keep providing 24 hours seamless electricity to this school for approximately 25 years, absolutely free of cost. This plant will keep benefitting approximately 1000 students and school staff on yearly basis. This righteous initiative of Indiabulls Foundation has not only helped light up the schools but also the students' future.

Gaushala Project

On seeing the need for protection and wellbeing of cattle and livestock, Indiabulls Ventures Limited (IVL), has donated to the Smt. Ganeshi Bai Gau Seva Charitable Trust, towards the Gaushala Project in Haryana. In this project the upkeep and safety of the cattle are ensured, along with initiatives like the milk produced from the cattle is to be given to the underprivileged children in the village.

Healthcare

India has one of the highest disease burdens in the world. Many people die of preventable diseases in India than in other countries. The high costs of healthcare act as a deterrent for poor people in seeking treatment, leading to delays and aggravated health problems. Thus, to make quality healthcare accessible to all, Indiabulls Foundation with support from Indiabulls Ventures Limited (IVL), has sponsored advanced healthcare treatment for underprivileged patients. This project strives to ensure that even the poorest of people can have access to quality secondary and tertiary medical treatment, and lead a healthy life.

Indiabulls
VENTURES

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