



DHARNI CAPITAL SERVICES LIMITED

(Formerly Known as Dharni Online Services Private Limited)

CIN: L74120KA2015PLC084050

Address: 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008

Phone: +91 9945164270; **Email:** hemant.dharnidharka@dharnigroup.com; **Website:** www.dharnicapital.com

DATE: 29.08.2025

ISIN: INE0M9Q01011

SCRIP CODE: 543753

SCRIP ID: DHARNI

PAN NO. AAFCD5116N

To
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai -400001

SUB: ANNUAL REPORT 2024-25 OF DHARNI CAPITAL SERVICES LIMITED

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2024-25. The 10th Annual General Meeting of the Company to be held on Monday, 22nd September, 2025 at 11.00 A.M IST at registered office of the Company. The Notice convening the 10th AGM, being sent to the Members by email whose email addresses are registered with the Company/Depository Participant(s). The Annual Report and Notice of the AGM are also uploaded on the website of the Company at <https://www.dharnicapital.com/wp-content/uploads/2025/08/Dharni-Annual-Report-2025.pdf>.

You are requested to kindly take the same on record.

Thanking you,

For M/s. DHARNI CAPITAL SERVICES LIMITED

ANITMA KATARIA
COMPANY SECRETARY
M.NO: A53005



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Address: 816, 7TH FLOOR, OXFORD TOWERS, OLD
AIRPORT ROAD, KODIHALLI, BANGALORE - 560008

Phone: +91 9945164270; Email: hemant.dharnidharka@dharnigroup.com
; Website: www.dharnicapital.com

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHARNI CAPITAL SERVICES LIMITED WILL BE HELD ON MONDAY, 22ND SEPTEMBER, 2025 AT 11.00 A.M AT 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Cash flow statement, Report of the Board of Directors and Auditors' thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Cash flow statement and Report of the Auditors thereon.
2. To appoint a Director in place of Ms. Preeti Saraogi (DIN: 07339758) Director, who is retiring by rotation and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Preeti Saraogi (DIN: 07339758), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to rotation."

SPECIAL BUSINESS:

3. To consider and approve appointment of Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as an Independent director of the company with effect from 2nd August 2025 for the period of 5 years

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule IV of the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), and on recommendation by Nomination and Remuneration Committee and that of the Board of Directors, Ms. Shenaz Zoobin Bapooji (DIN: 10186591), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 2nd August, 2025 by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director on the





Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years till 1st August, 2030 and that shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle and question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary order, proper or expedient for the purpose of giving effect to this resolution."

4. To consider and approve re-appointment and remuneration of Mr. Hemant Dharnidharka, Managing Director of the Company with effect from 8th August 2025 for the period of 3 years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the Extra Ordinary General Meeting held on March 18, 2024 and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Hemant Dharnidharka (DIN 07190229), Managing Director, as set out in the Explanatory Statement, w.e.f. 8th August, 2025 upto his remaining tenure (upto 07.08.2028), notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising, calculated in accordance with the applicable provisions of the Companies Act, 2013 upto Rs. 1.2 crore per annum.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps expedient or desirable to give effect to this Resolution."

5. To appoint Secretarial Auditor for the period 2025-26 to 2029-30

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, M/s. Ronak Jhuthawat & Co., Peer Reviewed firm of Practicing Company Secretaries (Unique Code: P2025RJ104300), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, on such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to





do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**By Order of the Board of Directors
For, Dharni Capital Services Limited**

**Sd/-
Hemant Dharnidharka
Managing Director
DIN: 07190229**

Date: 02.08.2025

Place: Bangalore

Registered Office:
816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD,
KODIHALLI, BANGALORE - 560008





NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (12/09/2025 to 22/09/2025) (Both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
12. With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2024-25 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their port. For members who have not registered their email addresses, physical copies of the Annual Report 2024-25 are being sent by the permitted mode.
13. As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration)





Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.

14. M/s. Ronak Jhuthawat & Co., Company Secretaries has been appointed as the scrutinizer to act as scrutinizer to scrutinize the voting (at AGM venue) process in a fair and transparent manner.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
16. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 5:00 pm normal business working days up to the date of the AGM.
17. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/ Appointment of Director/Reappointment ratifications:

- a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 12th September, 2025.
- b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. 12th September, 2025, may sending a request at info@dharnigroup.com
- c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
- d) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- e) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f) The Results of AGM voting will be declared along with the report of the Scrutinizer on or before two working days and shall be placed on the website of the Company www.dharnicapital.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately





forwarded to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), had appointed Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as an Additional Director on the Board of the Company, designated as a Non-Executive Independent Director with effect from 2nd August, 2025 for a term of five consecutive years i.e. up to 1st August, 2030, under Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders. Ms. Shenaz shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier and is eligible for appointment as an Independent Director for a term of five consecutive years, subject to the approval of the Shareholders as required under the Listing Regulations. The Company has received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Ms. Shenaz as an Independent Director of the Company. The Company has also received a declaration of independence from Ms. Shenaz. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI Order or any other such authority and had registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs. Further details of Ms. Shenaz have been given in the Annexure to this Notice. In the opinion of the Board, Ms. Shenaz is a person of integrity who has experience and expertise across industries for appointment on the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice. Ms. Shenaz would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where she is a member. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. The profile and specific areas of expertise of Ms. Shenaz forms part of this Notice.

None of the Directors or KMPs of the Company or their respective relatives to whom the Resolution relates are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 3 of the Notice. Ms. Shenaz is not related to any Director or KMP of the Company.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members of the Company by way of a Special Resolution.

Item No. 4:

The Board of Directors of the Company ('the Board') at their meeting held on 2nd August, 2025, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), subject to the approval of the Members, approved the re-appointment and remuneration of Mr. Hemant Dharnidharka (DIN: 07190229), Managing Director with effect from 8th August, 2025.

Mr. Hemant Dharnidharka's current tenure and remuneration as approved by the Members of the Company by a Special Resolution passed in the Extra-Ordinary General Meeting held on 18th March 2024 is valid upto 7th August, 2025. Considering the satisfactory performance achieved by the Company till date under Mr. Hemant Dharnidharka's leadership, the Board of Directors at their meeting held on 2nd August, 2025 based on the recommendation of





Nomination & Remuneration Committee (NRC), have decided to recommend his re-appointment at the existing remuneration as Managing Director with effect from 8th August, 2025 for a period of 3 years to the Members of the Company for approval.

While the current tenure of appointment of Mr. Hemant Dharnidharka as Managing Director is upto 7th August, 2025, the Board has decided to recommend his re-appointment well in advance and also extend the term, in order to bring about certainty to the Members on the leadership of the Company, which would in turn promote good corporate governance. The early initiation of the process of re appointment would also enable the Company to implement its long term growth plans as well.

Basic Salary per annum: Rs. 1.2 Crore and other benefits as may be decided by the Board.

Provided that the total remuneration is exceeding the limits specified under section 197 of the Companies Act, 2013 read with Schedule V of the Act including any modification, amendment, re-enactment thereof.

Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. GENERAL INFORMATION

- (1) Nature of Industry: Consultancy, Advisory and Distribution Services
- (2) Date or expected date of commencement of commercial production: Company is already in Operation.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators: Financial performance of the Company during last three year:

(Amt. in Thousands)			
Financial Parameters	Financial Year		
	2024-25	2023-24	2022-23
Total Revenue	60111	81981	47014
Net Profits/(loss) under Section 198 of the Companies Act'2013	32155	29385	11906
Net profit after tax as per Statement of Profit and Loss	32155	29385	11906

- (5) Foreign Investments or collaborations, if any: None

II. INFORMATION ABOUT THE APPOINTEE:

A. Hemant Dharnidharka

- (1) Background details: Mr. Hemant Dharnidharka is the Promoter Director of the Company since incorporation. He has over 20 years of experience in Financial Services Industry, advisory and consulting. Mr. Hemant Dharnidharka is a CA, CS, and PGD in Management from IIM Lucknow.
- (2) Past remuneration: The Current remuneration is upto Rs. 1.2 Crore per annum.
- (3) Recognition or awards: NIL
- (4) Job profile and his suitability: Mr. Hemant Dharnidharka as Director looks after the overall operations of the Company. He plays an active role in business strategy and business development of the Company.

Considering the increase in responsibilities shouldered by him and his qualification, vast experience of the business in which the Company operates, the remuneration proposed is justified.

- (5) Remuneration proposed: Mentioned in the Resolution.



- (6) Comparative remuneration profile: The remuneration being paid to him is most reasonable considering the size of the Company, the type of industry and his position and profile.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Besides the remuneration to be paid to him as Managing Director, he does not have any other pecuniary relationship with the Company. He is husband of Ms. Preeti Saraogi, Director and son of Mr. Pramod Kumar Dharnidharka, CFO.

III. Other Information:

- (1) Reasons of loss or inadequate profits: Global recession and market conditions; Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business; Exposure to interest rate fluctuations; Global economic, political and social conditions may harm our ability to do business, increases our costs and selling prices;
- (2) Steps taken or proposed to be taken for improvement: The Company is taking adequate steps for improvement.
- (3) Expected increase in productivity and profits in measurable terms: The Company is taking adequate steps for improvement.

The Directors accordingly recommend the resolution as set out in Item No. 1 & 2 for your approval as a Special resolution.

Except Mr. Hemant Dharnidharka, Mrs. Preeti Saraogi and Mr. Pramod Kumar Dharnidharka, none of the other Directors / Key Managerial Personnel / relatives of the Director or Key Managerial Personnel of the Company, may be deemed to be concerned or interested, financially or otherwise, in the said resolution.

Mr. Hemant Dharnidharka shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors. Mr. Hemant Dharnidharka shall adhere to the Company's Code of Conduct.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Hemant Dharnidharka under Section 190 of the Act. Details of Mr. Hemant Dharnidharka are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Hemant Dharnidharka has been received by the Company, and consent has been filed by Mr. Hemant Dharnidharka pursuant to Section 152 of the Act.

In compliance with the general circular no. 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

The Board of Directors recommends the Special resolutions set out in Item no. 4 for your approval.

Item No. 5:

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.





Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on 2nd August, 2025, approved the appointment of M/s. Ronak Jhuthawat & Co. (Unique Code: P2025RJ104300) Practicing Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

M/s. Ronak Jhuthawat & Co. is a well-established firm of Practicing Company Secretaries. The firm specialises in Company Secretarial services. Having undergone peer review, delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings, Foreign Direct Investment and Overseas Direct Investment under FEMA, Business Setup, and Fund Raise compliance. M/s. Ronak Jhuthawat & Co. provides services across diverse sectors, including listed corporates, multinational companies, startups, venture capital firms, and esteemed law firms.

M/s. Ronak Jhuthawat & Co. have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015 at remuneration as may be mutually agreed upon between the Company and M/s. Ronak Jhuthawat & Co.

The Board of Directors shall approve revisions to the remuneration of M/s. Ronak Jhuthawat & Co. for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with M/s. Ronak Jhuthawat & Co.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members of the Company by way of an Ordinary Resolution.

**By Order of the Board of Directors
For Dharni Capital Services Limited**

**Sd/-
Hemant Dharnidharka
Managing Director
DIN: 07190229**

**Date: 02.08.2025
Place: Bangalore**





ANNEXURE

Details of Director seeking appointment/ re-appointment at the AGM (Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings):

Position/Post	Managing Director	Non-Executive Director
Name of the Director	Mr. Hemant Dharnidharka	Ms. Preeti Saraogi
DIN	07190229	07339758
Date of Birth	22.04.1980	23.09.1986
Age	45	39
Date of Appointment	08.08.2022	12.11.2015
Qualification (s)	CA, CS, B.Com, PGD in Management	B.com, PGD in Human Resource Management
Relationships between the Directors, inter- se Manager and other KMP	Husband of Mrs. Preeti Saraogi, Director of the Company	Wife of Mr. Hemant Dharnidharka, Managing Director of the Company
Nature of expertise in specific functional areas and Experience	In depth Experience in Mutual Fund Investments and Real estate brokerage, amassed over 17 years post PGD in Management from IIM Lucknow.	She handles HR and admin matters at the company
Name(s) of the other Companies in which directorship held as on Date	1. Shrijeen Insurance Broking Private Limited 2. Dhanayu Finance Private Limited 3. Mintcap Account Aggregator Services Private Limited 4. Dharni Consulting Private Limited	1. Dharni Consulting Private Limited
Membership / Chairmanship of the Committees of Board of other companies	None	None
No. of Shares held in the Company	1,39,50,000 Equity Shares	10,00,000 Equity Shares
Remuneration sought to be paid	As per the Resolution set out in Item No. 5 of the Notice	Terms and conditions as approved by Shareholders in EOGM held on March 18, 2024
Remuneration last drawn	Rs. 36 lakh per annum. (Approved limit is Rs. 1.2 Crore)	Rs. 36 Lakh per annum. (Approved limit is Rs. 1.2 Crore)
Terms & Conditions of appointment/re-appointment	The terms and conditions of re-appointment of Managing Director are as per the Agreement.	Appointed w.e.f. 12.11.2015 as Non-Executive Director liable to retire by rotation.
The number of meetings of the Board attended during the year 2024-25	5 out of 5 Board Meetings.	5 out of 5 Board Meetings.



Position/Post	Managing Director	Non-Executive Director
Brief resume of the director	Mr. Hemant Dharnidharka is the Promoter Director of the Company since incorporation. He has over 20 years of experience in Financial Services Industry, advisory and consulting. Mr. Hemant Dharnidharka is a CA, CS, and PGD in Management from IIM Lucknow.	Ms. Preeti is a B.com Graduate and has done her Post Graduate Diploma in Human Resource Management in 2010. She Preeti handles HR and admin matters at the company
Listed entities from which the person has resigned in the past three years	None	None





ROUTE MAP OF THE ANNUAL GENERAL MEETING:





Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74120KA2015PLC084050

Name of the company: DHARNI CAPITAL SERVICES LIMITED

Registered office: 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10TH Annual general meeting of the company, to be held on the 22nd day of September, 2025 At 11 a.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:





Resolution No.

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Cash flow statement, Report of the Board of Directors and Auditors' thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Cash flow statement and Report of the Auditors thereon
2. To appoint a Director in place of Ms. PREETI SARAOGI (DIN: 07339758) Director, who is retiring by rotation and being eligible, offers herself for re-appointment
3. To consider and approve appointment of Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as an Independent director of the company with effect from 2nd August 2025 for the period of 5 years
4. To consider and approve re-appointment and remuneration of Mr. Hemant Dharnidharka, Managing Director of the Company with effect from 8th August 2025 for the period of 3 years.
5. To appoint Secretarial Auditor for the period 2025-26 to 2029-30

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting





Format of Attendance Slip of Annual General Meeting

ATTENDANCE SLIP

10th Annual General Meeting, Monday, 22nd September, 2025 at 11.00 A.M. Regd. Folio No._____/DP ID_____
Client ID/Ben. A/C_____. No. of shares held_____ I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 10th Annual General Meeting of the Company on Monday, 22nd September, 2025 at 11.00 AM at registered office of the Company.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.





Form No. MGT- 12

Ballot Paper

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: DHARNI CAPITAL SERVICES LIMITED

Registered Office: 816, 7th Floor, Oxford Towers, Old Airport Road, Kodihalli, Bangalore - 560008

CIN: L74120KA2015PLC084050

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Ordinary Business	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Cash flow statement, Report of the Board of Directors and Auditors' thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Cash flow statement and Report of the Auditors thereon			
2.	To appoint a Director in place of Ms. PREETI SARAOGI (DIN: 07339758) Director, who is retiring by rotation and being eligible, offers herself for re-appointment			



No.	Special Business	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and approve appointment of Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as an Independent director of the company with effect from 2 nd August 2025 for the period of 5 years.			
2.	To consider and approve re-appointment and remuneration of Mr. Hemant Dharnidharka, Managing Director of the Company with effect from 8 th August 2025 for the period of 3 years.			
3.	To appoint Secretarial Auditor for the period 2025-26 to 2029-30.			

Place:

Date:

(Signature of the shareholder*)

(*as per Company records)





**DHARNI Capital
Services Limited**

**ANNUAL REPORT
2024-25**



Growing Stronger
Together

www.dharnicapital.com

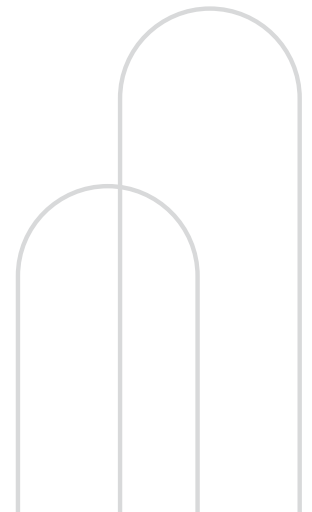




Table of Contents

-	Company Overview
03	Corporate Information
04	Key Highlights
05	Mission Vision Philosophy
06	Principles
07	Our Offerings
011	Message From Chairman
-	Statutory Reports
014	Management Discussion Analysis
018	Directors Report
038	Annexure-I Form AOC-1
040	Annexure-II Managerial Remuneration
042	Annexure-III Nomination and Remuneration Policy
045	Annexure-IV Form MR-3 Secretarial Audit Report
048	Annexure A
049	Certificate of Non-Disqualification of Directors
-	Financial Statementst
050	Standalone Independent Auditor's Report
062	Standalone Financial Statement
085	Consolidated Independent Auditor's Report
093	Consolidated Financial Statement

COPORATE INFORMATION



Board Of Directors

HEMANT DHARNIDHARKA

Managing Director

PREETI SARAOGI

Non-executive director

JAIDEEP MITTRA

Non-Executive and Independent Director

VINAY AGARWAL

Non-Executive and Independent Director

Company Secretary & Compliance Officer

MS. ANTIMA KATARIA

Chief Financial Officer

MR. PRAMOD KUMAR DHARNIDHARKA

Depositories

National Securities

Depository Limited (NSDL)

Trade World, 4th Floor, Kamala
Mills, Mumbai-400013

Central Depository

Services Limited (CDSL)

17TH Floor, P J towers, Dalal
Street, Mumbai-400001

Statutory Auditor

M/S BSD & Co

No. 14/3, 10th C Main, Jayanagar,
1st Block, Near Ashoka Pillar,
Begaluru-560011

Stock Exchange

BSE LIMITED

Phiroze Jeejeebhoy Towers, Dalal
Street, Mumbai -400001

Registered Office

816, 7th Floor, Oxford Towers, Old Airport
Road, Kodihalli, Bangalore - 560008
Email: info@dharnigroup.com
Website: www.dharnicapital.com
Tel.: 9945164270

Secretarial Auditor

M/S RONAK JHUTHAWAT & CO.,

328, Samriddhi Complex, 3rd Floor,
Above Udaipur Urban Co-operative Bank,
Opp. Krishi Upaz Mandi, Sector-11, Main
Road, Udaipur-313001
Email: csronakjhuthawat@gmail.com

Registrar And Transfer Agents

CAMEO CORPORATE SERVICES LIMITED

'Subramanian Building', No.1, Club House
Road, Chennai-600 002.
E-mail: investor@cameoindia.com
Website: www.cameoindia.com

Financial Performance

FY 2024-25 HIGHLIGHTS

Standalone Rs. in Lakhs

Revenue ————— 722.39

PAT ————— 321.55

Net Worth ————— 2035.2

Consolidated Rs. in Lakhs

Revenue ————— 913.79

PAT ————— 385.23

Net Worth ————— 2115.74



Vision

Our vision is to deliver financial solutions that fulfil today's needs and tomorrow's dreams. We strive to create long-term value for our customers, employees and investors provide superior client service and build long-term client relationships.

Mission

Our mission is to help our clients prosper by providing them with a wide array of professional business and individual services, products, and solutions to help them better manage their finances. We endeavour to provide superior client service and build long-term client relationships.

Philosophy

Our values are anchored around our business ethics, consumer focus and corporate responsibility towards society at large.

Catch the Market Intelligently through us

When it comes to investment for the future...

When you want to minimise your risks....

When you want to have the requisite liquidity...

You should ensure that that your hard earned money is with the right people,

Who will consider the three parameters of

Investment – "Safety, Liquidity and Returns"

You are the creator of your Realities,

We are there with you ...



PRINCIPLES

Principles followed by us for successful business:

Dharni conducts and govern themselves with ethics, transparency and accountability

Dharni provides services to make the customer's future bright

Dharni promotes the wellbeing of all employees

Dharni respects the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Dharni respects and promotes human rights

Dharni respects, protect and make efforts to restore the environment

Dharni supports inclusive growth and equitable development





OUR OFFERINGS

Real Estate Investments

The Real Estate Investments unit provided unbiased opinion on various real estate investment opportunities available to Individual and Corporations. Be it your Dream home or a long term investment, our team takes a balanced approach to maximize value.

Mutual Fund Investments

Get a choice of over 300 Fund Schemes, offered by more than 10 Fund Houses. When you invest in Mutual Funds through us, you can rest assured that they are "TRUE TO LABEL", have sound risk Management Practices & comply with all regulatory requirements.

Financial Advisory Services

We provide bespoke advisory services for various financial transactions, based upon the requirements of the client. Our Services include Financial Restructuring, Fund Raising, Succession planning and Estate Planning.

Fixed Deposits

We are Distributor of Corporate Fixed Deposits issued by Bajaj Finance Ltd., Shriram Finance Limited, PNB Housing Finance Limited, etc.

These FDs generally give a rate of interest which is higher than the FD rates given by Banks.

Technical Consulting & Outsourcing

Technical Services – Our Company provides technical consultancy and outsourcing services. Our Company takes projects from the clients and thereafter sub-distributes the same to various professional individual and organizations. We have a good network of professionals including IIT Graduates, IIM Graduates, Chartered Accountants and other experienced personnel, who deliver these projects to the clients. The invoicing is done by the Company on its own name and thereafter appropriate fees is paid to the individual professionals and organizations owned and run by such professionals.



BOARD OF DIRECTORS



**Hemant
Dharnidharka**

Managing Director
DIN: 07190229



Hemant Dharnidharka as Founder of DHARNI Group, is heading the overall operations of the Group. He has been responsible for developing large strategic business endeavors for DHARNI Group and has been very successful with collaborating and creating relationships.

Hemant is a Commerce Graduate from St. Xavier's College, Kolkata and MBA (Finance and Strategy) from IIM-Lucknow. He has also completed Chartered Accountancy and Company Secretary Courses. He also possesses Certification from Association of Mutual Funds of India (AMFI) in Mutual Funds, NCFM Certification in Derivatives. He has an overall Experience of 20 years in the Finance Industry. He was last working as Managing Director with SJS Markets in Bangalore. He has previously worked with YL eServices, Frontline Analysts, Cadbury and Citibank.



**Preeti
Saraogi**

Women Director
DIN: 07339758



Preeti Saraogi is director on the Board of DHARNI. She is associated with the Company since its incorporation.

Preeti Saraogi is a promoter of Dharni Capital and wife of Mr. Hemant Dharnidharka. She has been involved with the Company's activities since the inception of the Company.

Preeti is a B.com Graduate and has done her Post Graduate Diploma in Human Resource Management in 2010. She handles HR and admin matters at the company



BOARD OF DIRECTORS



MAJ. GEN. JAIDEEP MITTRA

Independent
Director

DIN: 08233924

Maj. Gen. Jaideep Mittra is Independent Non-Executive Director appointed in the board meeting dated 28.03.2022.

Maj. Gen. Jaideep Mittra retired from the Indian Army after nearly four decades of service to the Nation. A product of the National Defence Academy and a graduate of the Defence Services Staff College. During his chequered career with the Army, he has held various prestigious Command, Staff, Instructional and Extra Regimental assignments. He has had numerous operational experiences in North East, J&K, IPKF (Sri Lanka) and in Kargil. He was also selected to represent the Country as part of the United Nations Military Observer Group (UNIIMOG) in Iran. Logistics, Supply Chain Management, Personality Evaluation and Public Relations are his core competencies. A Qualified Interviewer from DIPR (Defence Institute of Psychological Research) who held two tenures in Selection Centre which select potential officers into Indian Army. Post retirement he has interviewed Senior Management Level officers for MNCs. A qualified Independent Director from the Institute of Directors, Maj. Gen. Jaideep Mittra has held various assignments with Corporate Sector post retirement.



Vinay Agarwal

Independent
Director

DIN: 09630941

Vinay Agarwal was appointed as on 10.08.2022 as Independent Non-Executive Director of the Company.

Vinay Agarwal is a Commerce Graduate from St. Xavier's College, Kolkata. He is a Chartered Accountant since 2009 and has also done CFA (Chartered Financial Analyst) from ICFAI Hyderabad. He has an overall Experience of 16 years in the Manufacturing Industry.

Vinay Agarwal is the Proprietor of Vansh Traders (Garment Manufacturing Firm, Brand: OXFORD). As a supplier to large corporates, he has a good experience of dealing with corporate houses. He brings an objective view towards strategic business decisions for Dharni Capital Services Limited.



BOARD OF DIRECTORS



**Pramod
Dharnidharka**

Chief Financial
Officer
PAN: ACNPD3571G

Pramod Dharnidharka was appointed as Chief Financial Officer of the Company vide Board Resolution dated 08.08.2022. He is having experience in liability/funding side of business from 40 years. He carries a mandate to strengthen business of the Company.

He has done Bachelor of Legislative Law.



**Antima
Kataria**

Company Secretary
M. No. A53005

Antima Kataria is Company Secretary of the Company appointed as on 03.10.2023 on the Board of Dharni. She has command over secretarial matters, legal due diligence, incorporations, drafting and vetting of various Legal agreements & Documents & Secretarial Audit of Listed unlisted Companies, Startup registration, NBFC Compliances, Scrutinizing of General Meeting, Conversion of Loan into Equity, Shifting of Registered office from one state to another.

She is an associate member of the Institute of Company Secretaries of India, Bachelor of Law, Bachelor of Commerce & Diploma in labour law.



Message from Chairman



**Hemant
Dharnidharka**

Managing Director
DIN: 07190229

Dear Shareholders, it is with great pride and deep appreciation that I address you at the close of yet another transformative year for our Company.

FY 2024–25 was a period shaped by a complex interplay of global economic adjustments, tightening financial conditions, and persistent geopolitical tensions. Despite this uncertain backdrop, India remained a pillar of stability and growth—emerging as a global outlier, supported by strong domestic demand, measured fiscal policy, and structural economic reforms.

This year, our Company not only remained resilient but also made significant strides in profitability and operational efficiency, driven by a clear strategic focus, disciplined execution, and a deep understanding of the evolving financial ecosystem.

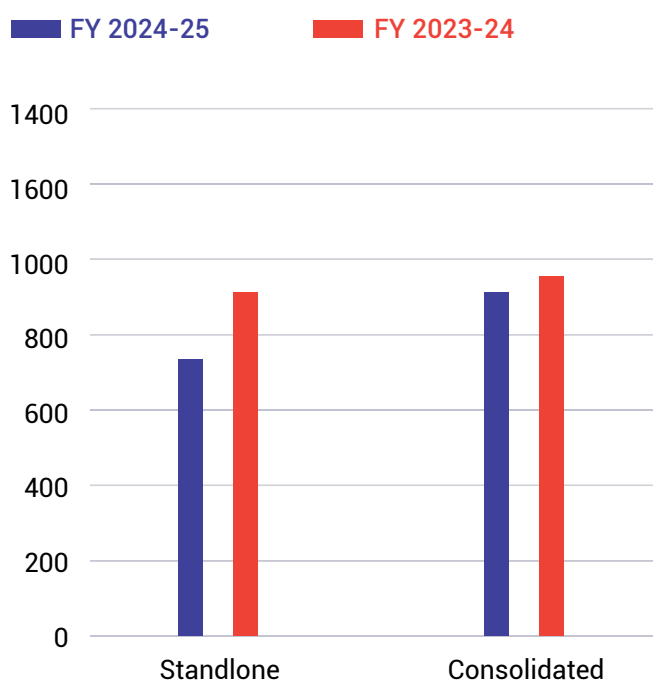
Performance Highlights

Our performance this year is a testament to our commitment to long-term value creation and prudent financial management.

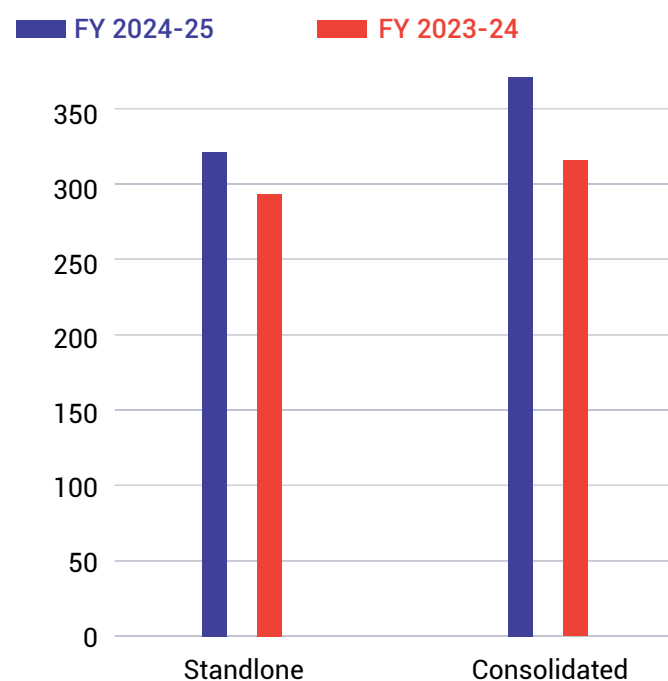


- **On a standalone basis, we reported:**
Total revenue of ₹ 722.39 lakhs
Net Profit After Tax (PAT) of ₹ 321.55 lakhs
- **Compared to FY 2023–24, this represents:**
A 21.97% decline in revenue (₹925.94 lakhs in FY24)
But a 9.42% growth in PAT (₹293.85 lakhs in FY24)
- **On a consolidated basis, the Company achieved:**
Total revenue of ₹ 913.79 lakhs
Net Profit After Tax (PAT) of ₹ 385.23 lakhs
- **Compared to the previous year, this reflects:**
A 4.56% dip in revenue (₹ 957.47 lakhs in FY24)
A 21.65% increase in PAT (₹ 310.71 lakhs in FY24)

Revenue comparison (FY 2024-25 Vs FY 2023-24)



PAT comparison (FY 2024-25 Vs FY 2023-24)



These results are not just financial outcomes—they are indicators of a business that is becoming increasingly strategic, leaner, and focused on high-value opportunities. Even in the face of revenue moderation, our ability to expand margins and grow profitability is reflective of the strength of our fundamentals and clarity in execution.

Capital Markets and Sectoral Evolution

India's capital markets saw record-breaking momentum during FY 2024–25. Retail investor participation continued to rise, SIP inflows touched new highs, and India's inclusion in



global bond indices brought in fresh foreign capital.

The mutual fund industry alone saw AUM growth of over 23%, reaching ₹65.74 lakh Crores, and equity markets posted double-digit gains with the Nifty and Sensex rising over 21% and 19% respectively. These trends reflect increasing financial literacy, technology-driven access to markets, and strong investor confidence—especially in domestic institutions.

Our Company, operating in the capital market and investment services space, is deeply aligned with these macro trends. We continued to enhance our value proposition through:

- Strategic advisory and transaction structuring
- Strengthened client engagement through digital platforms
- Risk-conscious expansion into high-growth, high-margin service lines

Strategic Priorities and Outlook

As we look ahead to FY 2025–26 and beyond, our focus is clear and ambitious. We aim to:

- Deepen our presence in core capital services while exploring adjacent financial verticals
- Invest in digital transformation, analytics, and client-centric delivery models
- Strengthen our internal capabilities in compliance, governance, and process excellence
- Build on the growing demand for customized financial solutions among emerging investor classes
- Contribute meaningfully to India's evolving financial ecosystem by aligning with national priorities such as formalization, inclusion, and sustainability

We understand that our journey is not just about financial performance—it is about trust, consistency, and creating long-term shared value. We will continue to nurture our culture of responsibility and innovation as we take on new challenges and opportunities.

Gratitude and Commitment

On behalf of the Board of Directors, I express my heartfelt gratitude to our shareholders, clients, employees, regulators, and partners. Your continued trust, support, and encouragement have been instrumental to our progress.

I would also like to thank our leadership team for their vision, our operational teams for their commitment, and our stakeholders for believing in our potential. We are deeply appreciative of the confidence you place in us.

As we step into the future, we do so with optimism, discipline, and unwavering commitment to excellence. Together, we will continue to build a company that is trusted, respected, and poised for sustainable growth.

Thank you.

Hemant Dharnidharka
Chairman & Managing Director



MANAGEMENT DISCUSSION AND ANALYSIS

1. Global Economic Overview:

Global economic activity in FY 2024–25 remained moderately resilient despite challenges arising from geopolitical tensions, monetary policy lags, and uneven recovery paths. According to the IMF World Economic Outlook (April 2025), global GDP growth was estimated at 3.2%, a marginal improvement over the previous year.

Key trends:

- Inflationary pressures receded in advanced economies, enabling early interest rate cuts.
- The U.S. and Eurozone showed stable consumption and labour markets, though growth slowed.
- China's economy stabilized with around 4% growth, driven by fiscal support and export diversification.
- Continued Russia-Ukraine conflict and Middle East tensions pressured commodity markets, particularly oil and grains.

2. Indian Economic Overview

India retained its position among the fastest-growing major economies, recording 6.4% GDP growth in FY 2024–25. Growth was supported by:

- Strong consumption and urban demand
- Government-led infrastructure and capex
- Stable financial sector performance

Headline CPI inflation averaged 4.9%, within RBI's target range. As inflation cooled further in early 2025, the RBI reduced the repo rate to 5.50%, supporting credit expansion and investment sentiment.

Fiscal metrics remained healthy:

- GST collections rose by 12.3% year-on-year.
- Government capital expenditure was 3.4% of GDP.
- CAD remained below 1%, supported by service exports and capital inflows.

3. Financial Markets Overview

3.1 Money Market

India's money markets remained stable in FY 2024–25 with:

- Gradual easing in short-term interest rates post the repo rate cuts.
- Improved liquidity conditions in H2FY25 due to RBI's open market operations.
- Robust demand for Treasury Bills and Commercial Papers, reflecting confidence in short-term instruments.



- Call money rates hovered near the policy rate (5.5% by March 2025), indicating smooth monetary transmission.

The shift toward a more accommodative policy stance toward the end of the fiscal year provided relief to borrowers and improved systemic liquidity.

3.2 Equity Markets

The Indian equity markets had another landmark year, driven by robust corporate earnings, macroeconomic stability, and strong retail and institutional participation.

Key developments:

- Nifty 50 surged by 21.5%; BSE Sensex gained 19.8% in FY 2025.
- Mid cap and Small cap indices outperformed benchmarks, continuing the broad-based rally.
- Market capitalization of BSE-listed companies reached 390 lakh crore (~US\$ 4.7 trillion).
- Over 80 mainboard IPOs raised around US\$ 9.2 billion, led by tech, infra, and BFSI sectors.
- SEBI reforms such as optional T+0 settlement, risk-based KYC, and enhanced disclosure norms improved transparency and investor protection.

Strong domestic inflows via mutual funds and SIPs offset intermittent foreign selling due to global volatility.

3.3 Mutual Funds

India's mutual fund industry continued its rapid expansion:

- Assets Under Management (AUM) rose 23% to ₹65.74 lakh crore as of March 2025.
- Retail folios crossed 18.6 crore; total investor folios at 23.45 crore, indicating growing financial awareness.
- SIP contributions hit a record monthly inflow of ₹25,926 crore in March 2025.
- Equity inflows for the year stood at over ₹4.17 lakh crore, supported by market optimism and systematic investment culture.

There was significant uptake in passive funds, sectoral/thematic funds, and hybrid strategies. AMC's continued to expand into Tier II & III cities, backed by digitization and regulator-led investor awareness drives.

4. Company's Performance Overview

4.1 Standalone Financials

- Revenue (including other income): ₹722.39 lakhs
- Net Profit After Tax: ₹321.55 lakhs

(Previous Year: Revenue ₹925.94 lakhs | PAT ₹293.85 lakhs)

Despite lower revenues, the Company improved profitability through cost optimization, digital enablement,



and refined focus on high-margin offerings.

4.2 Consolidated Financials

- Revenue (including other income): ₹913.79 lakhs
- Net Profit After Tax: ₹385.23lakhs

(Previous Year: Revenue ₹957.47 lakhs | PAT ₹310.71 lakhs)

The consolidated performance demonstrates strong operational fundamentals and strategic resilience, with consistent profitability growth despite a subdued topline.

The Company remains committed to delivering value through its capital services offerings including:

- Investment structuring and consulting
- Portfolio and wealth advisory
- Transaction support and capital raising

5. Sector Outlook and Strategic Priorities

Emerging Opportunities

- AI/ML adoption in investment advisory and portfolio construction
- Growth in green finance, ESG products, and structured investments
- Expanding retail participation through digital wealth platforms
- India's deepening integration into global bond and equity indices

Key Risks

- Policy uncertainty and global capital flow volatility
- Rising household leverage
- Geopolitical shocks affecting investor sentiment

6. Strategic Direction for FY 2025–26

Area	Strategic Focus
Digital Transformation	Scale fintech capabilities and client-facing digital infrastructure
Product Innovation	Expand in structured, ESG-compliant and hybrid investment products
Client Diversification	Target MSMEs, HNIs, and new-age digital entrepreneurs
Operational Efficiency	Streamline internal systems, enhance compliance, reduce costs
Talent & Governance	Invest in skilled professionals and strengthen risk management



7. Conclusion

FY 2024–25 was a year of strategic consolidation and financial prudence for the Company. Backed by India's stable macroeconomic environment, maturing capital markets, and increasing investor participation, the Company is well-positioned to pursue its growth agenda in FY 2025–26.

The management remains focused on innovation, transparency, and long-term value creation for its stakeholders.

CAUTIONARY STATEMENT

This document contains some statements about expected future events, financial and operating results of Dharni Capital Services Limited, which are forward looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements.



DIRECTOR'S REPORT

To,
The Members
DHARNI CAPITAL SERVICES LIMITED

The Board of Directors are pleased to present the Company's 10th Annual Report on the business & operations of the Company, together with the Audited Financial Statement for the financial year ended March 31st, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMAMNCE OF THE COMPANY

The Company's financial performance for the financial year ended March 31st, 2025, is summarized as below:

PARTICULARS	Rs. In Lakhs			
	Year Ended 31.03.2025 (Standalone)	Year Ended 31.03.2024 (Standalone)	Year ended 31.03.2025 (Consolidated)	Year ended 31.03.2024 (Consolidated)
Gross Income	722.39	925.94	913.79	957.47
Less : Finance Cost	2.94	0.02	3.12	0.02
Employee Benefit Exp.	82.51	90.58	130.2	90.58
Depreciation	14.69	14.01	14.69	14.01
Profit Before Tax	427.73	391.66	503.31	414.18
Less : Provision for taxation	106.47	97.81	125.21	103.47
Profit After tax	321.55	293.85	378.10	310.71
Share of profit of an Associate, net of tax	-	-	7.13	-
Total Profit after tax and JV prof- it net of tax	321.55	293.85	385.23	310.71
Balance Brought Forward from last year	489.65	195.8	506.51	195.8
Others	1020.30	1020.30	1020.30	1020.30
Balance Carried over to the Balance Sheet	1831.50	1509.95	1912.04	1526.81

2. BUSINESS PERFORMANCE:

• Standalone:

During the year the Company has generated revenue from operations of Rs. 722.39 lakhs (including other income) and earned net profit after tax Rs. 321.55 Lakhs as compared with the corresponding figures in the previous year of Rs. 925.94 Lakhs and Rs. 293.85 Lakhs respectively.



- **Consolidated**

During the year the Company has generated revenue from operations of Rs. 913.79 lakhs (including other income) and earned net profit after tax Rs 378.10. Lakhs as compared with the corresponding figures in the previous year of Rs. 957.47 Lakhs and Rs. 310.71 Lakhs respectively.

3. DIVIDEND

Your Directors are constrained not to recommend any dividend for the year under report.

4. TRANSFER TO RESERVES

During the year under review, your Company has profit of Rs. 293.85 Lakhs and an amount of Rs. 293.85 Lakhs is proposed to be retained in the Profit and Loss Account.

5. SHARE CAPITAL

- **Authorized Share Capital**

During the year, the company has not altered the Authorized share capital. Hence, the authorized share capital of the Company as at March 31, 2025 was Rs. 2,10,00,000 (Rupees Two Crore and Ten Lacs only) consisting of 2,10,00,000 (Two Crore and Ten Lacs) equity shares of Rs. 1 (Rupees One) each.

- **Issued and Paid-up Capital**

The paid-up Equity Share Capital of the company is Rs. 2,03,70,000 (divided into 2,03,70,000 Equity Shares of Rs. 1/-each) as on March 31, 2025.

During the year under review the company has not issued & allotted equity.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, apart from the loans made, guarantee given or security provided by the Company in the ordinary course of business are given in the Notes to accounts forming part of the Audited Financial Statements for the year ended March 31, 2025.

Details of Transactions undertaken

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or registration number	U74999KA2022PTC160562
Name of the Party	DHARNI CONSULTING PRIVATE LIMITED
Type of person (Individual / Entity)	Company
Nature of transaction	Loan advanced to the wholly owned subsidiary company
In case of loan, rate of interest would be enquired	



Brief on the transaction	Loan advanced to the wholly owned subsidiary company
Amount (in INR)	Rs. 107.84 Lakhs
Date of passing Board resolution (DD/MM/YYYY)	27.08.2024
Whether the threshold of 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account breached?	Being wholly owned subsidiary company, it is exempted
Whether the transaction falls under the purview of proviso to Section 186(3) and Company is not required to pass SR.	Being wholly owned subsidiary company, it is exempted
SRN of MGT-14	NA

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or registration number	U64990KA2024PTC192617
Name of the Party	DHANAYU FINANCE PRIVATE LIMITED
Type of person (Individual / Entity)	Company
Nature of transaction	Investment
In case of loan, rate of interest would be enquired	NA
Brief on the transaction	Investment made in company by way of equity shares
Amount (in INR)	Rs. 611.10 Lakhs
Date of passing Board resolution (DD/MM/YYYY)	27.08.2024
Whether the threshold of 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account breached?	Yes
Whether the transaction falls under the purview of proviso to Section 186(3) and Company is not required to pass SR.	Yes
SRN of MGT-14	AB0879063



7. ADOPTION AND ALTERATION IN MEMORANDUM AND ARTICLE OF ASSOCIATION:

The Company has not made any alteration in Memorandum of Association and Article of Association.

8. CHANGE IN NATURE OF BUSINESS:

There has been no changes in the business activity during the year under review.

9. INVESTOR COMPLAINTS AND COMPLIANCE:

The Company has not received investor complaint during the year and the same was submitted to BSE pursuant to SEBI (LODR) Regulation, 2015.

10. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there are no funds which were required to be transferred to IEPF till the date of this Report.

11. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR TILL THE DATE OF REPORT:

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

12. PROVISION OF FINANCIAL ASSISTANCE TO THE EMPLOYEES OF THE COMPANY FOR THE PURCHASE OF ITS OWN SHARES:

The company has not provided any financial assistance to its employees as per Section 67 of the Companies Act, 2013 (the 'Act').

13. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES:

As on March 31, 2025 the Company does have one subsidiary Company as mentioned below:

Sr. No.	Name	% of holding	Incorporation Date
1	DHARNI CONSULTING PRIVATE LIMITED (CIN: U74999KA2022PTC160562)	100%	27.04.2022
2	DHANAYU FINANCE PRIVATE LIMITED	49.28%	31.08.2024
AOC-1 in accordance with first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is attached as Annexure			

14. PARTICULARS OF EMPLOYEES:

In terms of Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the disclosures with respect to the remuneration of Directors, Key Managerial Personnel and Employees of the Company have been provided in Annexure II to this Board's Report. Further, statement containing details of employees as required in terms of Section 197 of the Act read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the date of the ensuing Annual General Meeting. A copy of the statement may be obtained by shareholders by writing to the Company Secretary at the Registered & Corporate Office



of the Company or at Hemant.Dharnidharka@Gmail.Com.

15. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read along with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are as mentioned below:

(A) Conservation of energy–

- (i) the steps taken or impact on conservation of energy; The Company does not belong to the category of power intensive industry and hence consumption of power is not significant. However, the management gives due importance to conservation of energy wherever feasible, and also reviews from time to time, the measures taken / to be taken for reduced and prudent consumption and conservation of energy.
- (ii) the steps taken by the company for utilising alternate sources of energy; Though the activities undertaken by the Company not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- (iii) the capital investment on energy conservation equipments; NIL

(B) Technology absorption-

- (i) the efforts made towards technology absorption; NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - (a) the details of technology imported; Not applicable
 - (b) the year of import; Not applicable
 - (c) whether the technology been fully absorbed; Not applicable
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Not applicable
- (iv) the expenditure incurred on Research and Development. NIL

(C) Foreign exchange earning and outgo-

Your company does not have any foreign exchange earnings and outgo during the year under review.

16. INSURANCE:

Your Company has complied with necessary requirement.

17. RISK MANAGEMENT FRAMEWORK:

The Company has laid down a well-defined Risk Management framework covering the risk mapping, trend



analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non- business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

18. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place a Whistle Blower Policy, which provides for a framework to report the genuine concerns against the suspected or confirmed fraudulent activities, allegations of corruption, violation of the Company's Code of Conduct.

The Company will provide adequate safeguards against victimization of persons who use this mechanism. Such persons shall have direct access to the Chairman of the Audit Committee when appropriate.

The whistle blower policy is placed on the website of the Company and can be accessed at <https://www.dharnicapital.com/investor-relations> Whistle Blower Policy Vigil Mechanism.pdf

19. CODES AND STANDARDS

Your Company has formulated various policies and codes in compliance with provisions Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to ensure high ethical standards in the overall functioning of the organization. The said policies and codes are periodically reviewed by the Board of Directors. The key policies and codes as approved by the Board of Directors and the respective compliance there under are detailed herein below:

- **Fair Practice Code**

Your Company has in place a Fair Practice Code (FPC), which includes guidelines on appropriate staff conduct when dealing with the customers and on the organization's policies vis-à-vis client protection. During the year under review, FPC was modified by the Board and the grievance redressal mechanism within the Company was further strengthened. The following policy is placed on the website of the Company and can be accessed at <https://www.dharnicapital.com/investor-relations>.

- **Policy on Disclosure of material events and information**

During the year under review, your Company has adopted the Policy on Disclosure of Material Events and Information, in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine the events and information which are material in nature and are required to be disclosed to the Stock Exchanges. The policy is placed on the website of the Company and can be accessed at <https://www.dharnicapital.com/investor-relations> available by name "Archival Policy".

- **Code of Conduct for Board Members and the senior management**

The Company has adopted Code of Conduct for the Board of Directors and the Senior Management Personnel to set forth the guiding principles on which the Company and its Board and Senior Management Personnel shall operate and conduct themselves with multitudinous stakeholders, government and regulatory agencies, media and anyone else with whom it is connected. The following policy is placed on the website of the Company and can be accessed at <https://www.dharnicapital.com/investor-relations>



- **CEO & CFO Certification**

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 not applicable on the company as the company is SME company and exemption is granted to SME under Regulation-15(2) of SEBI (LODR), Regulations, 2015.

- **Code for Prevention of Insider Trading Practices**

The Company has formulated and adopted a Code for Prevention of Insider Trading Practices in accordance with the model code of conduct as prescribed under the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, as amended. The code lays down guidelines, which includes procedures to be followed and disclosures to be made while dealing in the shares of the Company. The code is applicable to the promoters, directors, senior designated employees and their dependents and the said persons are restricted from dealing in the securities of the Company during the 'restricted trading periods' notified by the Company, from time to time.

- **Code of Business Ethics (COBE)**

The Company has adopted a Code of Business Ethics (COBE) which lays down the principles and standards that govern the activities of the Company and its employees to ensure and promote ethical behavior within the legal framework of the organization.

The Company has a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace and an Internal Complaints Committee (ICC) has been constituted there under. The Policy's primary objective is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. During the year no complaints were received in this regard.

- **Comprehensive Risk Management Policy**

The Company is committed to manage its risk in a proactive manner and has adopted a structured and disciplined approach to risk management by developing and implementing risk management framework. With a view to manage its risk effectively your Company has in place a Comprehensive Risk Management Policy which covers a formalized Risk Management Structure, along with other aspects of risk management i.e. credit risk management, operational risk management, market risk management and enterprise risk management. The Risk Management Committee of the Board, on periodic basis, oversees the risk management systems, processes and minimization procedures of the Company.

- **Corporate Social Responsibility (CSR) Policy**

The Company has not developed or implemented any CSR initiatives. The provisions contained in section 135 of the Companies Act, 2013, as well as the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company for the year under review.

- **Remuneration Policy**

The Nomination and Remuneration Committee had laid down criteria for determining Directors Qualification, Attributes and Independence of a Director, remuneration of Directors, Key Managerial Personnel and other employees and criteria for evaluation of Directors, Chairperson, Non-Executive Directors and Board and the evaluation process of the same. The following policy is attached herewith as Annexure-III and also placed



on the website of the Company and can be accessed at <https://www.dharnicapital.com/investor-relations>

- **Familiarization Programme for Independent Directors:**

The objective of a familiarization programme is to ensure that the non-executive directors are updated on the business environment and overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the company and its stakeholders. The following policy is placed on the website of the Company and can be accessed at <https://www.dharnicapital.com/investor-relations>

20. DIRECTORS AND KEY MANAGERIAL PERSONAL

The Board of Directors of the Company comprises of Four [4] directors of which one [1] is Non Executive Directors (woman Director); One [1] is Chairman & Managing Director & Two [2] are Non- Executive Independent Director as on March 31, 2025 who brings in a wide range of skills and experience to the Board.

- **Retirement of Director by rotation**

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of the company, Ms. Preeti Saraogi, Director of the Company liable to retire by rotation, has offered herself for re-appointment at the ensuing Annual General Meeting of the company. A resolution for her reappointment is being proposed at the Annual General Meeting and her Profile is included in the Notice.

- **Composition of the Board as on March 31, 2025**

DIN	Name of Director	Category of Directors
07190229	Mr. Hemant Dharnidharka	Chairman & Managing Director
07339758	Ms. Preeti Saraogi	Non-Executive Director
08233924	Mr. Jaideep Mittra	Non-Executive & Independent Director
09630941	Mr. Vinay Agarwal	Non-Executive& Independent Director
Based on the confirmations received none of the Directors are disqualified for being appointed/re-appointed directors in terms of Section 164 the Companies Act, 2013.		

During the year no changes took place in the Board of Directors / KMP of the Company. However after the closure of financial year following changes took place:

1. **Re-appointment of Mr. Hemant Dharnidharka (DIN: 07190229) as Managing Director of the Company with effect from 08.08.2025 for a period of 3 years i.e. till 07.08.2028.**
2. **Appointment of Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as an Independent Director of the Company with effect from 02.08.2025 for a period of 5 years i.e. till 01.08.2030.**
3. **Resignation of Mr. Vinay Agarwal (DIN: 09630941), an Independent Director of the Company with effect from 02.08.2025.**

- **Declaration from Independent Directors on Annual Basis:**

The Company has received necessary declaration from each Independent Director of the Company under



Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meets the criteria of their Independence as laid down in Section 149(6) and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. STOCK OPTION (ESOP)

During the year Company has not issued any stock options to its employees.

22. FORMAL EVALUATION OF THE PERFORMANCE OF THE BOARD COMMITTEE OF THE BOARD AND INDIVIDUAL DIRECTOR:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 and Part D of Schedule II to the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specified duties, obligations and governance.

The exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company etc.

The Independent Directors of the Company met on March 10, 2025 without the presence of Non-Independent Directors and members of the management to review the performance of Non Independent Directors and the Board of Directors as a whole; to review the performance of the Chairman and Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board.

23. NUMBER OF THE MEETINGS OF THE BOARD

The Board met five (5) times during the year under review. The details of the number of meetings of the Board held during the Financial Year 2024-25 and the attendance therein is as under:

Sr. No.	Date of Meeting	No. of Director entitled to attend meeting	No. of Directors present at the meeting
1	10.05.2024	4	4
2	26.06.2024	4	4
3	27.08.2024	4	4
4	13.11.2024	4	4
5	10.03.2025	4	4



Attendance of Directors in meeting:						
Name	Category	Attendance at the Board Meetings	Attendance at AGM held on September 23, 2024	No. of other Directorships	Committee position In India	
					Chairman	Member
Mr. Hemant Dharnidharka	Executive Director, Chairperson & Managing Director	5 out of 5	Yes	4 Companies 3 LLPs	0	2
Ms. Preeti Saraogi	Non-Executive Director	5 out of 5	Yes	1 Company 2 LLPs	0	1
Mr. Jaideep Mittra	Non-Executive Independent Director	5 out of 5	Yes	1	0	3
Mr. Vinay Agarwal	Non-Executive Independent Director	5 out of 5	Yes	1	3	0

24. MEETING OF INDEPENDENT DIRECTOR:

During the year under review, 1 (one) meeting of Independent Directors of the Company was held on 10.03.2025 in which both independent directors were present.

The object of Independent Meeting was to review the performance of Non- Independent Director and the Board as a whole including the Chairperson of the Company. The Company assures to hold the Separate Meeting of Independent Director of the Company as earliest possible.

25. COMMITTEES OF THE BOARD

The Board of Directors of your Company have formed various Committees, as per the provisions of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as a part of the best corporate governance practices, the terms of reference and the constitution of those Committees is in compliance with the applicable laws.

In order to ensure focused attention on business and for better governance and accountability, the Board has constituted the following committees:

- a) Audit Committee;
- b) Nomination and Remuneration Committee
- c) Stakeholders' Relationship Committee;

• Audit Committee

The Audit Committee was constituted in the board meeting dated 10.08.2022 with following roles and responsibilities:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;



- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors:
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;



- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) reviewing the utilization of loans and/ or advances from,/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

B. The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (3) internal audit reports relating to internal control weaknesses; and
- (4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (5) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable.
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus notice.

Composition & Meeting details of the Audit Committee:

- Mr. Vinay Agarwal (Chairman & Independent Non-Executive Director)
- Mr. Jaideep Mittra (Independent Non-Executive Director)
- Mr. Hemant Dharnidharka (Executive Director)
- **Nomination and Remuneration Committee :**



During the year reference, 5 (Five) meetings of Audit Committee were held as mentioned below:

Sr. No.	Date of Meeting	No. of Director entitled to attend meeting	No. of Directors present at the meeting
1	10.05.2024	3	3
2	26.06.2024	3	3
3	27.08.2024	3	3
4	13.11.2024	3	3
5	10.03.2025	3	3

Name of the Directors	Designation	No. of Meetings attended
Mr. Hemant Dharnidharka	Managing Director	5 out of 5
Mr. Jaideep Mitra	Non-Executive Independent Director	5 out of 5
Mr. Vinay Agarwal	Non-Executive Independent Director	5 out of 5

The Nomination and Remuneration Committee was constituted in the board meeting dated 10.08.2022 with following roles and responsibilities:

(1) 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;

(2) For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates.

(3) formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

(4) devising a policy on diversity of Board of Directors;

(5) 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.

(6) 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.

(7) recommend to the Board, all remuneration, in whatever form, payable to senior management

Composition & Meeting details of the Nomination and Remuneration Committee:



- Mr. Vinay Agarwal (Chairman & Independent Non-Executive Director)
- Mr. Jaideep Mittra (Independent Non-Executive Director)
- Ms. Preeti Saraogi (Director)
- **Stakeholders' Relationship Committee**

During the year reference, 3 (Three) meetings of NRC Committee were held as mentioned below:

Sr. No.	Date of Meeting	No. of Director entitled to attend meeting	No. of Directors present at the meeting
1	10.05.2024	3	3
2	27.08.2024	3	3
3	10.03.2025	3	3

Name of the Directors	Designation	No. of Meetings attended
Ms. Preeti Saraogi	Non-Executive Director	3 out of 3
Mr. Jaideep Mittra	Non-Executive Independent Director	3 out of 3
Mr. Vinay Agarwal	Non-Executive Independent Director	3 out of 3

The Stakeholders' Relationship Committee was constituted in the board meeting dated 10.08.2022 with following roles and responsibilities:

- (1) Resolving the grievances of the security holders of the listed entity 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.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrant/annual reports/statutory notices by the shareholders of the company

Composition & Meeting details of the Stakeholders' Relationship Committee:

- Mr. Vinay Agarwal (Chairman & Independent Non-Executive Director)
- Mr. Jaideep Mittra (Independent Non-Executive Director)
- Mr. Hemant Dharnidharka (Executive Director)



During the year reference, 1 (One) meetings of Stakeholders' Relationship Committee were held as mentioned below:

Sr. No.	Date of Meeting	No. of Director entitled to attend meeting	No. of Directors present at the meeting
1	10.03.2025	3	3

Name of the Directors	Designation	No. of Meetings attended
Mr. Hemant Dharnidharka	Managing Director	1 out of 1
Mr. Jaideep Mitra	Non-Executive Independent Director	1 out of 1
Mr. Vinay Agarwal	Non-Executive Independent Director	1 out of 1

26. SHAREHOLDER'S MEETING

During the financial year ended March 31, 2025, 1 (One) General Meetings were held. Further, details of the meetings are as under

Annual General Meeting (AGM) /Extra-Ordinary General Meeting (EGM)	Date of AGM	Location & Time	Special Resolution Passed At The Agm
AGM	23.09.2024	816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, H.A.L II STAGE, BANGALORE NORTH, KARNATAKA, 560008	ADOPTION OF ACCOUNTS UNDER SECTION 134 OF THE COMPANIES ACT, 2013
EOGM	18/03/2024	226BRIGADE METROPOLIS ARCADE, WHITEFIELD MAIN ROAD, GARUDACHARPALYA BANGALORE-560048	To Consider and Approve Increase in the Limit of Remuneration of Mr. Hemant Dharnidharka, Managing Director of the Company. 2. To Consider and Approve Increase in the Limit of Remuneration of Ms. Preeti Saraogi, Director of the Company. 3. Alteration in the Object Clause of Company.
AGM	18.09.2023	226 BRIGADE METROPOLIS ARCADE, WHITEFIELD MAIN ROAD, GARUDACHARPALYA BANGALORE-560048	ADOPTION OF ACCOUNTS UNDER SECTION 134 OF THE COMPANIES ACT, 2013
AGM	30.09.2022	226BRIGADE METROPOLIS ARCADE, WHITEFIELD MAIN ROAD, GARUDACHARPALYA BANGALORE-560048	ADOPTION OF ACCOUNTS UNDER SECTION 134 OF THE COMPANIES ACT, 2013



27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY TRANSACTIONS

In accordance with the provisions of Section 188 of the Act and rules made thereunder, the transactions entered with related parties are in the ordinary course of business and on an arm's length basis, the details with respect to the related party transactions are mentioned in the notes to the audited financial statements.

During the financial year under review, the company has not entered into material contract, arrangement or transaction with related party, as defined under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Related Party Transaction Policy of the Company. The Policy on Related party transaction is uploaded on the website of the Company. The web link of the same is <https://www.dharnicapital.com>.

Form AOC-2 as per the Related Party Transactions is not applicable to the Company.

28. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year, no complaint was received by the Company.

29. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Act, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

30. GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce:

Male Employees: 4

Female Employees: 2

Transgender Employees: 0

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**32. BSE COMPLIANCES:**

The Company was listed on SME Platform of BSE Exchange as on 31st January, 2023. Further, the Company has complied with all the applicable compliances with respect to the quarterly/yearly compliances to be done during the year.

33. LISTING FEES:

Your Company has paid requisite annual listing fees to Bombay Stock Exchange (BSE) where its equity shares are listed.

34. MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013.

35. SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable secretarial standards issued by the Institute of Company Secretaries of India.

36. AUDITORS AND AUDITORS' REPORT

- **Statutory Auditors**

M/S BSD & Co., Chartered Accountants (Firm Registration No. 000312S) were appointed as Statutory Auditors of the Company for a period of 5 (five) consecutive years, at the Annual General Meeting of Members held on 30.11.2021 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. They have confirmed their eligibility and qualifications required under the Act for holding office as Statutory Auditors of the Company.

The Statutory Auditor's Report forms part of the Annual Report. There is no audit qualification, reservation or adverse remark for the year under review. There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/ or Board under Section 143(12) of Act and Rules framed thereunder.

- **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Pursuant to Reg. 24A of Securities Exchange Board of India (Listing Obligation & Disclosure Requirement) (Amendments) Regulations, 2018, the Board of Directors of the Company had appointed M/s Ronak Jhuthawat & Co., Practicing Company Secretaries, Udaipur, to undertake the Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report for the financial year ended March 31, 2025, is annexed as "Annexure IV" and forms an integral part of this Report.

The said report, does not contain any qualification, reservation or adverse remark, and thus do not call for any further comments.

Further, the recommends to appoint M/s Ronak Jhuthawat & Co, as secretarial auditor for the 5 years i.e. 2025-26 to 2029-30.



37. INTERNAL AUDIT & INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has adequate internal control procedures commensurate with its size and nature of business. Your Company has clearly laid down policies, guidelines, and procedures that form a part of the internal control systems. The adequacy of the internal control systems encompasses the Company's business processes and financial reporting systems and is examined by the management as well as by its internal auditors at regular intervals.

The internal auditors conduct audits at regular intervals to identify the weaknesses and suggest improvements for better functioning. The observations and recommendations of the internal auditors are discussed by the Audit Committee to ensure timely and corrective action.

Your Company has appointed M/S BAGRODIA & CO., Chartered Accountants as an Internal Auditor of the Company, who reports to the Audit Committee and to the Board of Directors of the Company. The Internal Auditor conducts comprehensive audit of functional areas and operations of the Company to examine the adequacy of and compliance with policies, procedures, statutory and regulatory requirements. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

The audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism. The function also proactively recommends improvement in policies and processes, suggests streamlining of controls against various risks.

Your Company has laid down set of standards, processes and structure, which enables it to implement internal financial control across the Company and ensure that the same are adequate and operating effectively.

38. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143(12) of the Act any instances of fraud committed against the Company by its officers or employees.

39. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Act, for the financial year ended on March 31, 2025, the Directors hereby confirm that:

- in the preparation of the annual financial statements for the year ended March 31, 2025, the applicable accounting standards read with the requirements set out under Schedule III to the Act have been followed and there were no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care has for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that the financial controls were adequate and were operating effectively;
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and were adequate and operating effectively.

40. REPORT ON CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

The Company has taken adequate steps to adhere to all the stipulations laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and Rules thereto, as amended from time to time.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Disclosures as required under The Companies Act, 2013 and the Rules thereto, Company being listed on SME platform, is exempted from this provision.

41. MANGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management's Discussion and Analysis Report, for the year under review, is presented in as separate section forming part of this Annual Report.

42. CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable to the Company.

43. ANNUAL RETURN

Pursuant to section 92(3) read with Section 134(3)(a) of the Act, the Annual Return is available on the Company's website and can be accessed at <https://www.dharnicapital.com>.

44. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

45. ACKNOWLEDGEMENTS:

Your Board of Directors take this opportunity to express their appreciation to all stakeholders of the Company including the Ministry of Corporate Affairs, Securities and Exchange Board of India, the Government of India, Stock Exchanges and other Regulatory Authorities, Bankers, Lenders, Financial Institutions, Members, Credit Rating agencies, Customers of the Company for their continued support and trust. Your directors would like to express deep appreciation for the commitment shown by the employees in supporting the Company in achieving continued robust performance on all fronts.



In closing, we would like to thank all the investors as well as the communities we operate in who have reposed their trust in us and supported us in our journey.

For and on behalf of the Board of Directors

Sd/-
Hemant Dharnidharka
Managing Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Date: 02nd August, 2025
Place: Bangalore





Annexure 1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

Name of the subsidiary	Dharni Consulting Pvt Ltd
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2025
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	In lakhs
3. Share capital (Rs.)	801
4. Reserves & surplus	73.41
5. Total assets	1178.08
6. Total Liabilities	303.67
7. Investments	0
8. Turnover	51.25
9. Profit before taxation	75.58
10. Provision for taxation	19.03
11. Profit after taxation	56.55
12. Proposed Dividend	0
13. % of shareholding	100%

Note – The Company was incorporated as on 27.04.2022

For and on behalf of the Board

Hemant Dharnidharka
Managing Director
DIN: 07190229

Preeti Saraogi
Director
DIN: 07339758

Date: 02nd, August 2025
Place: Bangalore



Annexure 1

Form AOC-1

((Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/
associate companies/ joint ventures**

Part "A": Associate

Name of the subsidiary	Dhanayu Finance Pvt Ltd
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2025
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	In lakhs
3. Share capital (Rs.)	1240
4. Reserves & surplus	10.69
5. Total assets	1250.91
6. Total Liabilities	0.22
7. Investments	39
8. Turnover	45.39
9. Profit before taxation	14.29
10. Provision for taxation	3.60
11. Profit after taxation	10.69
12. Proposed Dividend	0
13. % of shareholding	49.28%

Note – The Company was incorporated as on 31.08.2024

For and on behalf of the Board

Hemant Dharnidharka
Managing Director
DIN: 07190229

Preeti Saraogi
Director
DIN: 07339758

Date: 02nd, August 2025

Place: Bangalore



Annexure II

DETAILS OF MANAGERIAL REMUNERATION

Information under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The statement of disclosure of Remuneration under sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:		
Ratio of remuneration of each Director of median remuneration of employee of the company for the FY-2024-25		
S.no	Requirements	Remuneration
1	Ratio of remuneration of each Director of median remuneration of employee of the company For the FY-24-25	Executive Director 1. Hemant Dharnidharka Non Executive Director 1. Preeti Saraogi
2	Percentage Increase/ (Decrease) in Remuneration of each director, CFO, CEO, CS, if any, in the Financial Year	Director 1. Hemant Dharnidharka NIL 2. Preeti Saraogi NIL KMP 1. Mr. Pramod Kumar Dharnidharka (CFO) NIL 2. Ms. Antima Kataria(CS) NIL
3	The Percentage Increase in the median Remuneration of Employees in Financial Year	NIL
4	No. of Permanent Employee on the roll of Company	2
5	Average percentile already made in the salaries of the 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 managerial remuneration.	The average percentage increase in remuneration of all employees (other than Key managerial personnel's (KMP's), KMP'S and other directors including MD was For the FY-2024-25) stood at NIL.
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is affirmed that the remuneration is as per the remuneration policy of the company



Note:

1. Calculation of remuneration have been made on comparable and annualized basis
2. The remuneration of KMP's was taken from Audited Financial statement for F.Y. 2024-25
3. Remuneration comprises of salary (Fixed and variable), allowances, perquisites/taxable Value of perquisites.

For, and on behalf of the Board

Sd/-

Hemant Dharnidharka

Managing Director

DIN: 07190229

Sd/-

Preeti Saraogi

Director

DIN: 07339758

Date: 02nd, August 2025

Place: Bangalore



ANNEXURE-III

NOMINATION AND REMUNERATION POLICY

Purpose of this Policy:

DHARNI CAPITAL SERVICES LIMITED ("Company") has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The purpose of this Policy is to establish and govern the procedure applicable:

- a) To evaluate the performance of the members of the Board.
- b) To ensure remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Definitions:

"Independent Directors" means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

"Nomination and Remuneration Committee" ("the Committee"), by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

"Senior Managerial Personnel/ Senior Management" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the Executive Directors, including all functional heads.

Composition of the Committee:

The composition of the Committee is / shall be in compliance with the provisions of Section 178 of the Act



and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Role of the Committee:

The Committee shall:

- Formulate criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and
- / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

The Term of the Directors including Managing/Whole time Director/ Independent Director shall be governed as per the provisions of the Act and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Whereas the term of the KMP (other than the Managing / Wholetime Director) and Senior Management



shall be governed by the prevailing HR policies of the Company.

EVALUATION

The Committee shall carry out evaluation of performance of every Director.

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process. The Framework for performance evaluation of Independent Directors and the Board is decided by Board and the Committee time to time.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Director, KMP and Senior Management:

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, the Chairman & Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, and which shall be decided by the Chairman & Managing Director based on the standard market practice and prevailing HR policies of the Company.

2) Remuneration to Non- Executive / Independent Directors:

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board/ shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.



ANNEXURE-IV

FORM MR-3

SECRETARIAL AUDIT REPORT

(For The Financial Year Ended March 31, 2025)

[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

DHARNI CAPITAL SERVICES LIMITED

(Formally known as "DHARNI CAPITAL SERVICES PRIVATE LIMITED")

816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD,

KODIHALLI, BANGALORE - 560008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Dharni Capital Services Limited (formally known as "Dharni Capital Services Private 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 my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period 01.04.2024 to 31.03.2025, 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:

I have examined the books, registers, papers, minute books, forms and returns filed and other records maintained by Dharni Capital Services Limited (hereinafter called "The Company") for the financial year ended on March 31, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - 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) Reg-



ulations, 2018;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the Financial Year under report:

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

5. I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- 6. During the period under review, the Company has complied with provisions of the Act, Rules, applicable Regulations, Guidelines, Standards, etc. mentioned above.

7. I further report that:

- A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors Independent Directors including one Woman Director. No changes in the composition of the Board of Directors took place during the period under review. The changes in the KMP were carried out in compliance with the provisions of the Act & Listing Regulations;
- B. Except in case of meetings convened at a shorter Notice, adequate notice was given to all directors to schedule the Board Meetings and the agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting;
- C. All decision at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be;
- 8. I further report that there are adequate systems and processes in the Company commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.
- 9. I further report that No event(s)/action(s) had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to hereinabove.

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



For Ronak Jhuthawat & Co
Practicing Company Secretary

Dr CS Ronak Jhuthawat
Partner
Membership No. F9738
C.P. No. 12094
Peer Review: 6592/2025
Unique Code : P2025RJ104300
UDIN:F009738G000796568

Date: 17th July, 2025
Place: Udaipur

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.



"ANNEXURE A"

To,

The Members

DHARNI CAPITAL SERVICES LIMITED

(Formally known as "DHARNI CAPITAL SERVICES PRIVATE LIMITED")

816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD,
KODIHALLI, BANGALORE - 560008

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ronak Jhuthawat & Co
Practicing Company Secretary

Dr CS Ronak Jhuthawat
Partner
Membership No. F9738
C.P. No. 12094
Peer Review: 6592/2025
Unique Code : P2025RJ104300
UDIN:F009738G000796568

Date: 17th July, 2025
Place: Udaipur



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members

DHARNI CAPITAL SERVICES LIMITED

(Formally known as "DHARNI CAPITAL SERVICES PRIVATE LIMITED")

816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD,
KODIHALLI, BANGALORE - 560008

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Dharni Capital Services Limited having CIN: L74120KA2015PLC084050 and having registered office at 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008 (hereinafter referred to as "The Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No	Name of Director	DIN	Date of Appointment
1	Mr. HEMANT DHARNIDHARKA	07190229	08.08.2022
2	Ms. PREETI SARAOGI	07339758	12.11.2015
3	Mr. JAIDEEP MITTRA	08233924	28.03.2022
4	Mr. VINAY AGARWAL	09630941	10.08.2022

For Ronak Jhuthawat & Co
Practicing Company Secretary

Dr CS Ronak Jhuthawat

Partner

Membership No. F9738

C.P. No. 12094

Peer Review: 6592/2025

Unique Code : P2025RJ104300

UDIN:F009738G000833869

Date: 22nd July, 2025

Place: Udaipur



INDEPENDENT AUDITORS'REPORT

To The Members of

M/S. DHARNI CAPITAL SERVICES LIMITED

(Formerly known as Dharni Online Services Private Limited and Dharni Capital Services Private Limited)

Report on the Standalone Financial Statements

Opinion:

We have audited the accompanying Standalone Ind AS Financial Statements of M/s. Dharni Capital Services Limited (Formerly known as Dharni Online Services Private Limited and Dharni Capital Services Private Limited), Bangalore ('the Company'), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 Ind AS financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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



Key Audit Matters	Auditor's Response
<p>Revenue recognition</p> <p>Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers.</p> <p>The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time.</p> <p>The company's revenue includes offering Diversified Financial services such as Mutual Fund Distribution services and Fixed Deposit Distribution services, Real Estate Brokerage services and Technical Consultancy and Outsourcing services and also offers a Technology enabled, comprehensive Investment and Financial services platform with end-to-end solutions critical for financial product distribution and presence across both online and offline channels</p>	<p>Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of this standard. We have also carried out substantive testing of the transactions.</p> <p>A) We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable Indian Accounting Standards.</p> <p>B) Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the company in determining the satisfaction of performance obligation over the time or at a point in time.</p> <p>C) Verified the appropriate evidence considered for determining the satisfaction of performance obligation towards transfer of promised goods or services.</p> <p>D) Verified the judgements used by the company in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed</p>

Other information

The other information comprises the information included in the Annual report but does not include the standalone Ind AS financial statements and our auditor's report thereon. The Company's Board of Directors is responsible for the other information.

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with



respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone Ind AS 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or



conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended 31 March 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books except for the matters stated in paragraph (h)(v) below on reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014.



- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive income), the statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of section 164(2) of the Act.
- (f) Our observation relating to maintenance of accounts and other matters connected therewith are stated in clause (b) above on reporting under Section 143(3) (b) and clause (h)(vi) below on reporting under Rule 11(g).
- (g) With respect to the adequacy of the Internal Financial Controls over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure – B'.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that, to the best of its knowledge and belief:
 - a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) No funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries, and
 - c) Based on such audit procedures that has been considered reasonable and appropriate in the circumstances performed by us on the Company, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.
 - d) No dividend has been declared or paid during the year by the company.



- v. Based on our examination, the company has used Tally accounting software for maintaining its books of account wherein the accounting software has the audit trail feature enabled from 08th May, 2024 onwards. Except for the period from 1st April, 2024 to 08th May, 2024, the audit trail facility has been operating throughout the period for all relevant transactions recorded in the software and we did not come across any instance of audit trail feature being tampered with during the course of our audit.

As audit trail feature is enabled first time during the current year, reporting on this clause will be applicable from next Financial Year.

For B S D & Co.
Chartered Accountants
Firm Registration No. 000312S

Bengaluru
28th April, 2025

Rishav Saraf
Partner
Membership No.:230591
UDIN:25230591BMLAVB1098

**TO THE MEMBERS OF DHARNI CAPITAL SERVICES LIMITED:****ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2025**

Referred to in paragraph 6(1) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date.

1. a) A. The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
B. The company does not have any intangible assets capitalized in the books.
- b) Property, Plant and Equipment have been physically verified by the management at regular intervals. No material discrepancies were noticed on such physical verification.
- c) According to the information and explanation given to us and on the basis of our verification, title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated during the year or are pending against the company as at March 31, 2025 for holding any benami property under the Benami transactions (Prohibition) act, 1988 (45 of 1988 as amended in 2016) and rules made thereunder.
2. a) According to the records of the Company examined by us and the information and explanations given to us, the Company does not hold any inventories. Thus, paragraph 3(ii)(a) of the Order is not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of ₹ five crore in aggregate from banks or financial institutions during the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company and hence not reported upon.
3. (a) According to the information and explanations given to us, except for giving loan to wholly owned subsidiary, the company has not made any investments or provided guarantee or security or granted any loans or guarantees or security to any firms, Limited Liability Partnerships or any other parties during the year.
 - A. During the year the company has given an unsecured advance of Rs. 420.22 lakhs to wholly owned subsidiary and the balance advance outstanding as at the end of the year is Rs. 107.84 respectively.
 - B. During the year, the company has not granted any loans or advances and has not provided any guarantees or security to parties other than subsidiaries, joint ventures and associates. The balance outstanding in respect of loans and advances as at the end of the year is Rs. 107.84 lakhs.



- (b) According to information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
 - (c) According to information and explanations given to us, in respect of loans and advances in the nature of loans, schedule of repayment of principal and payment of interest has been stipulated.
 - (d) In respect of loans and advances, there are no overdue amount as at the end of the year.
 - (e) According to information and explanations given to us, no loans or advances has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
 - (f) According to information and explanations given to us, except as stated in sub clause (a) (A) above, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
4. According to information and explanations given to us, in respect of investments, guarantees and security, the provisions of section 185 and 186 of the Act are complied with.
5. According to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
6. The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
7. a) According to the information and explanation given to us, the company, in general, is regular in depositing undisputed statutory dues (wherever applicable) including provident fund, employee's state insurance, income tax, sales tax, service tax, goods & service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with appropriate authorities. As at the end of the year there were no statutory dues which were outstanding for a period of more than six months from the date, they became payable.
- b) According to the information and explanation given to us, there are no dues of income tax, duty of customs, goods and service tax, which have not been deposited on account of any dispute.
8. According to information and explanations given to us, there are no transactions which are not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. (a) According to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the company is not declared as willful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loan from any lender during the year and there are no unutilised term loans at the beginning of the year. Accordingly, clause 3(ix) (c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us,



and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate companies.
10. a) The company has not made any initial public offer during the year.
- b) The company has not made any preferential allotment or private allotment of shares or convertible debentures (fully, partially or optionally convertible) during the year.
11. a) According to the information and explanations given to us, no fraud by the company and no fraud on the company by its officers/employees has been noticed or reported during the year under report.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) No whistle-blower complaints have been noticed or brought to our notice during the year.
12. As the company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, therefore the provisions of clause 3(xii) of the Order is not applicable to the company.
13. According to the information and explanation given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
14. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the company issued till date, for the period under audit.
15. According to the information and explanations given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company has not carried out any non-banking financial activities during the year. Hence reporting under sub-clauses (b) to (d) is not applicable.
17. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the order is not applicable to the Company.



19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. The company does not have any unspent amount that needs to be transferred to a Fund specified in Schedule VII to the Companies Act. Accordingly, clauses xx (a) and (b) of the Order are not applicable.

For B S D & Co.
Chartered Accountants
Firm Registration No. 000312S

Bengaluru
28th April, 2025

Rishav Saraf
Partner
Membership No.:230591
UDIN:25230591BMLAVB1098



ANNEXURE – B TO THE INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2025

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Controls over financial reporting of M/s. Dharni Capital Services Limited (Formerly known as Dharni Online Services Private Limited and Dharni Capital Services Private Limited), Bangalore ('the Company') as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for ex-



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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B S D & Co.
Chartered Accountants
Firm Registration No. 000312S

Bengaluru
28th April, 2025

Rishav Saraf
Partner
Membership No.:230591
UDIN:25230591BMLAVB1098

**Dharni Capital Services Limited**

(Formerly known as Dharni Online Services Private Limited
and Dharni Capital Services Private Limited)

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

Standalone Balance Sheet as at 31st March, 2025

Amounts (in Lakhs)

	Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
	ASSETS			
1	Non-Current Assets			
	(a) Property, Plant and Equipment	2	83.41	95.04
	(b) Capital Work-in-Progress	2	-	-
	(c) Financial Assets			
	(i) Investments	3	1,531.67	1,059.98
	(d) Deferred Tax Assets (Net)	4	1.32	1.03
	(e) Loans	5	107.84	-
2	Current Assets			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Trade Receivables	6	0.17	12.46
	(ii) Cash and Cash Equivalents	7	2.38	93.85
	(c) Current Tax Assets (Net)	8	-	3.87
	(d) Other Current Assets	9	377.19	466.43
	Total Assets		2,103.98	1,732.66
	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	10	203.70	203.70
	(b) Other Equity	11	1,831.50	1,509.95
	Liabilities			
2	Non-Current Liabilities		-	-
3	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	12	37.81	-



Amounts (in Lakhs)

	Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
	(ii) Trade Payables	13	0.48	0.14
	(b) Other current liabilities	14	27.59	18.42
	(c) Provisions	15	0.25	0.45
	(d) Current Tax Liabilities (Net)	16	2.65	-
	Total Equity and Liabilities		2,103.98	1,732.66

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVB1098

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005

**Dharni Capital Services Limited**

(Formerly known as Dharni Online Services Private Limited
and Dharni Capital Services Private Limited)

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

Standalone Statement of Profit and Loss for the year ended 31st March, 2025

Amounts (in Lakhs)

	Particulars	Note No.	For the Year ended 31st March 2025	For the Year ended 31st March 2024
I	Revenue From Operations	17	601.11	819.81
II	Other Income	18	121.28	106.13
III	Total Income (I+II)		722.39	925.94
IV	EXPENSES			
	Cost of Materials Consumed		-	-
	Employee Benefits Expense	19	82.51	90.58
	Finance Costs	20	2.94	0.02
	Depreciation and Amortization Expense	1	14.69	14.01
	Other Expenses	21	194.52	429.67
	Total Expenses (IV)		294.66	534.28
V	Profit/(Loss) Before Tax (III-IV)		427.73	391.66
VI	Tax Expense:			
	(1) Current Tax		107.94	99.05
	(2) Deferred Tax		-0.29	0.33
	(3) Tax of Earlier Years		-1.47	-1.57
	(4) MAT Credit Entitlement		-	-
VII	Profit (Loss) for the Period (V-VI)		321.55	293.85
VIII	Other Comprehensive Income			
	(i) Items that will not be reclassified to Profit/Loss			
	-Additional Depreciation due to change in estimate		-	-
	(ii) Income tax relating to above			
	-Deferred Tax on above		-	-
	(i) Items that will be reclassified to Profit/Loss		-	-
	(ii) Income tax relating to above		-	-
IX	Other Comprehensive Income for the Period		-	-



Amounts (in Lakhs)

	Particulars	Note No.	For the Year ended 31st March 2025	For the Year ended 31st March 2024
X	Total Comprehensive Income for the Period (VII+IX)		321.55	293.85
X	Earnings per Equity Share	21		
	(1) Basic		1.58	1.44
	(2) Diluted		1.58	1.44

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVB1098

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005

**Dharni Capital Services Limited**

(Formerly known as Dharni Online Services Private Limited
and Dharni Capital Services Private Limited)

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

Standalone Statement of Cash Flows for the year ended 31st March, 2025

Amounts (in Lakhs)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit\ (loss) Before Tax	427.73	391.66
	Adjustments for:		
	Depreciation	14.69	14.01
	Interest & Finance Charges	2.94	0.02
	Less: Non operating Income		
	Dividend Received	0.00	(1.38)
	Interest Received	(121.28)	(103.55)
	Other non operating income	0.00	(1.20)
	Operating Profit before Working Capital Changes	324.08	299.56
	Adjustments for:		
	Decrease/(Increase) in Trade Receivables	12.29	(11.68)
	Decrease/(Increase) in Short term Advances	0.00	0.00
	Decrease/(Increase) in Current Tax Assets	(99.95)	(103.82)
	Decrease/(Increase) in Inventories	0.00	0.00
	Increase/(Decrease) in Short term Borrowings	37.81	0.00
	Increase/(Decrease) in Payables	0.34	(1.62)
	Increase/(Decrease) in Other Current Liabilities	9.17	12.81
	Increase/(Decrease) in Long Term Provisions	0.00	0.00
	Increase/(Decrease) in Short Term Provisions	(0.20)	0.20
	Cash generated from operations	283.54	195.45
	Income Tax paid		
	Net Cash flow from Operating activities	283.54	195.45
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets(Including amount Spent on Capital Work-In-Progress)	(3.07)	(36.25)
	Sale proceeds from Fixed Assets	0.01	1.74
	Decrease/(Increase) in Investments	(471.69)	(873.99)
	Decrease/(Increase) other Non-Current Assets	89.24	(426.30)
	Decrease/(Increase) Loans	(107.84)	0.00



		Amounts (in Lakhs)	
	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
	Add: Dividend Received	0.00	1.38
	Add: Interest Received	121.28	103.55
	Add: Other non operating income	0.00	1.20
	Net Cash used in Investing activities	(372.07)	(1,228.67)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase\ (Decrease) in Long term Borrowings	0.00	0.00
	Increase in Share Capital (including Security Premium)	0.00	0.00
	Interest paid	(2.94)	(0.02)
	Net Cash used in financing activities	(2.94)	(0.02)
	Net change in cash & Cash Equivalents(A+B+C)	(91.47)	(1,033.24)
	Cash and Cash equivalents at Beginning of the year	93.85	1,127.09
	Cash and Cash equivalents at the end of the year	2.38	93.85
	Net change in cash & Cash Equivalents	(91.47)	(1,033.24)

Note:

1. Cash Flow Statement has been prepared under Indirect Method as set out in Indian Accounting Standard 7

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVB1098

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005

**Dharni Capital Services Limited**

(Formerly known as Dharni Online Services Private Limited
and Dharni Capital Services Private Limited)

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

Standalone Statement of Changes in Equity for the year ended 31st March, 2025

A. Equity Share Capital		
Authorised equity share capital	Amounts (in Lakhs)	
Particulars	Number of shares	Amount (lakhs)
As at 1st April 2023	21,000,000	210
Increase during the year	-	-
As at 31st March 2024	21,000,000	210
Increase during the year	-	-
As at 31st March 2025	21,000,000	210

Subscribed and Paid up share capital		Amounts (in Lakhs)	
Particulars	Note No.	Number of shares	Amount (lakhs)
As at 1st April 2023	10	20,370,000	204
Increase during the year		-	-
As at 31st March 2024		20,370,000	204
Increase during the year		-	-
As at 31st March 2025		20,370,000	204

Authorised equity share capital		Amounts (in Lakhs)		
		Reserves and Surplus		
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April 2023	1,020.30	0.00	195.80	1,216.10
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00
Restated balance at the beginning of the reporting period	0.00	0.00	0.00	0.00
Current Year Profit/ Loss	0.00	0.00	293.85	293.85
Other Comprehensive Income	0.00	0.00	0.00	0.00
Any other change - Shares issued at premium	0.00	0.00	0.00	0.00
Less: Utilized during the year	0.00	0.00	0.00	0.00



Authorised equity share capital	Amounts (in Lakhs)			
	Reserves and Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance at the 31st March 2024	1,020.30	0.00	489.65	1,509.95
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00
Restated balance at the beginning of the reporting period	0.00	0.00	0.00	0.00
Current Year Profit/ Loss	0.00	0.00	321.55	321.55
Other Comprehensive Income	0.00	0.00	0.00	0.00
Any other change - Shares issued at premium	0.00	0.00	0.00	0.00
Less: Utilized during the year	0.00	0.00	0.00	0.00
Balance at the 31st March 2025	1,020.30	0.00	811.20	1,831.50

Note:

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVB1098

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005



Dharni Capital Services Limited
816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008
CIN : L74120KA2015PLC084050

Note No. 2: Property, Plant and Equipment										
S. No.	Particulars	Gross Block			Depreciation			Net Block		WDV as on 31.03.2024
		Value at the beginning 01.04.2024	Addition during the year	Deduction during the year	Value at the end 31.03.2025	Value at the beginning 01.04.2024	Depreciation/ Ammortization	Disposals	Value at the end 31.03.2025	WDV as on 31.03.2025
I	Tangible Assets									
1	Equipment	0.86	0.66	0.00	1.52	0.06	0.14	0.00	0.20	1.32
2	Furnitures & Fixtures	2.44	0.22	0.00	2.66	0.75	0.79	0.00	1.54	1.12
3	Vehicles	39.58	0.00	0.00	39.58	13.07	8.28	0.00	21.35	18.23
4	Plant and Machinery	2.41	1.15	0.00	3.56	0.63	0.62	0.00	1.25	2.32
5	Computer and Peripherals	6.23	1.04	0.01	7.26	4.06	1.83	0.00	5.89	1.37
6	Land and Building	65.82	0.00	0.00	65.82	3.75	3.02	0.00	6.77	59.05
	Total (F.Y 2024-25)	117.35	3.07	0.01	120.40	22.31	14.69	0.00	37.00	83.41
	Total (F.Y 2023-24)	97.89	36.25	16.79	117.35	23.35	14.01	15.05	22.31	95.04

Note No. 2: Property, Plant and Equipment										
S. No.	Particulars	Gross Block			Depreciation			Net Block		WDV as on 31.03.2023
		Value at the beginning 01.04.2023	Addition during the year	Deduction during the year	Value at the end 31.03.2024	Value at the beginning 01.04.2023	Depreciation/ Ammortization	Disposals	Value at the end 31.03.2024	WDV as on 31.03.2024
I	Tangible Assets									
1	Equipment	0.00	0.86	0.00	0.86	0.00	0.06	0.00	0.06	0.80
2	Furnitures & Fixtures	0.24	2.20	0.00	2.44	0.00	0.75	0.00	0.75	1.69
3	Vehicles	29.00	27.38	16.79	39.58	20.70	7.43	15.05	13.07	26.51
4	Plant and Machinery	0.01	2.40	0.00	2.41	0.01	0.62	0.00	0.63	1.78
5	Computer and Peripherals	2.82	3.41	0.00	6.23	2.07	1.99	0.00	4.06	2.18
6	Land and Building	65.82	0.00	0.00	65.82	0.57	3.18	0.00	3.75	62.07
	Total (F.Y 2023-24)	97.89	36.25	16.79	117.35	23.35	14.01	15.05	22.31	95.04
	Total (F.Y 2022-23)	29.82	68.07	0.00	97.89	18.65	4.70	0.00	23.35	74.54

	Dharni Capital Services Limited Standalone Notes annexed to and forming part of the Financial Statements
	Particulars
1A	<p>Corporate Information:</p> <p>The Company was incorporated on 12-11-2015. The Company Identification Number (CIN) allotted to the company after incorporation was U74120KA2015PTC084050. Further the Company got listed in the Financial Year 2021-22 and the Company Identification Number (CIN) allotted to the company is L74120KA2015PLC084050. The company is engaged in offering Diversified Financial services such as Mutual Fund Distribution services and Fixed Deposit Distribution services, Real Estate Brokerage services and Technical Consultancy and Outsourcing services and also offers a Technology enabled, comprehensive Investment and Financial services platform with end to end solutions critical for financial product distribution and presence across both online and offline channels.</p>
1B	<p>Significant accounting policies:</p> <p>a) Basis of Preparation and Presentation of Financial Statements</p> <p>The financial statements of the company have been prepared in accordance with the Indian Accounting Standards("Ind AS") as notified by the Ministry of corporate Affairs pursuant to section 133 of the companies Act, 2013 ("Act") , the companies (Indian Accounting Standards) Rules, 2015, as amended, and other applicable provisions of the Act.</p> <p>The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity have been prepared and presented in the format prescribed in the Division II of the Schedule III to the Companies Act, 2013. Statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 Statement of Cash Flows. The disclosure requirements with respect to the items in the Balance Sheet and Statement of Profit and Loss Account are presented by way of notes forming part of financial statements.</p> <p>The Company has considered a period of twelve months as the operating cycle for classification of assets and liabilities as current and non-current.</p> <p>Basis of Measurement</p> <p>These financial statements have been prepared based on accrual and going concern principles following the historical cost conventions except for those financial assets and liabilities that are measured at fair value.</p> <p>b) Key Estimates & Assumptions</p> <p>In preparing these Ind AS compliant financial statements, the Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities (including contingent liabilities), income and expenses. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable and a continuous evaluation is done on the estimation and judgements based on historical experience and other factors.</p> <p>c) Foreign Currency Translations and Transactions</p> <p>Foreign currency transactions are translated into the functional currency using the exchange rates on the dates of the transactions. Foreign exchange gain and loss arising from the settlement of these transactions, and from the translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the statement of Profit and Loss. Non - monetary items that are measured based on historical cost in a foreign currency are</p>



Dharni Capital Services Limited Standalone Notes annexed to and forming part of the Financial Statements															
Note No.	Particulars														
	<p>translated at the exchange rate on the date of the transaction. The company has not entered into any foreign exchange forward contracts during the year.</p> <p>d) Inventories</p> <p>Value of inventories are measured at lower of cost or net realisable value. The cost of inventories is assigned by using First in first out method.</p> <p>e) Revenue recognition</p> <p>i) Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of Goods and Services Tax and net of returns and trade allowances, if any.</p> <p>ii) Revenue is recognized based on the nature of the activity to the extent it is probable that the economic benefit will flow to the company and the revenue can be reliably measured with the reasonable certainty of its recovery. Export incentives, if any, from Government is accounted for on receipt basis.</p> <p>g) Property, Plant and Equipment(PPE)</p> <p><i>Recognition and Measurement</i></p> <p>PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE other than freehold land is stated at original cost including import duties, non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition for its intended use, net of tax/duty credits availed, if any, after deducting rebates and trade discounts, less accumulated depreciation and accumulated impairment losses, if any. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items(major components) of PPE.</p> <p><i>Depreciation & Amortisation</i></p> <p>Depreciation on PPE for the year has been provided on all assets on Written down Value Method, pro rata to the period of use, as per the useful lives prescribed in schedule II to the Companies Act, 2013.</p> <p>The following are the useful lives of the various classes of the property, plant and equipment</p> <table> <tr> <th>Class description</th><th>Useful life</th></tr> <tr> <td>Plant and Equipment</td><td>15</td></tr> <tr> <td>Furnitures & Fixtures</td><td>10</td></tr> <tr> <td>Vehicles</td><td>6</td></tr> <tr> <td>Plant and Machinery</td><td>15</td></tr> <tr> <td>Office Equipment</td><td>5</td></tr> <tr> <td>Computer and Peripherals</td><td>3</td></tr> </table> <p>h) Share Capital</p> <p>Ordinary shares are classified as equity. Costs directly attributable to issuance of new ordinary shares are charged to profit and loss account on the basis of predetermined period in equal proportions.</p>	Class description	Useful life	Plant and Equipment	15	Furnitures & Fixtures	10	Vehicles	6	Plant and Machinery	15	Office Equipment	5	Computer and Peripherals	3
Class description	Useful life														
Plant and Equipment	15														
Furnitures & Fixtures	10														
Vehicles	6														
Plant and Machinery	15														
Office Equipment	5														
Computer and Peripherals	3														



	Dharni Capital Services Limited Standalone Notes annexed to and forming part of the Financial Statements	
Note No.	Particulars	
	i) Taxes on Income Income tax expense/income comprises of current income tax expense/income and deferred tax expense/income. It is recognised in the statement of Profit and Loss except to the extent it relates to the items directly recognised in Other Comprehensive Income or in Equity. Current tax is the expected income tax payable/recoverable in respect of the taxable profit/(tax loss) for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in respect of temporary differences between the carrying values of assets and liabilities for financial reporting purposes and the amount used for tax purposes.	
	j) Provisions and Contingent Liabilities Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability, using a current pre-tax rate that reflects the current market assessment of the time value of money and risks specific to the obligation. The unwinding of the discount is recognised as finance cost. Contingent liabilities are disclosed in the notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Provisions and Contingent Liabilities are reviewed at each Balance Sheet date and adjusted to reflect the best estimates.	
	k) Segment Information i) The Company provides Financial and Management Consulting Services.	
	l) Related Party Disclosures List of related parties where control exists and also related parties with whom transactions have taken place and relationships	
	Nature of relationship	Name of related parties
	Subsidiaries	1) Dharni Consulting Pvt Ltd.
	Associates	1) Dhanayu Finance Private Limited
	Directors	1) Preeti Saraogi
		2) Jaideep Mittra
		3) Vinay Agarwal



Note No.	Particulars						
	Nature of relationship			Name of related parties			
	Key Managerial Person			1) Hemant Dharnidharka			
				2) Pramod kumar Dharnidharka (CFO)			
				3) Antima Kataria (CS)			
				4) Disha Jain (CS)			
	Relatives of Director/KMP			1) Khushboo Kanodia			
				2) Payal Mohta			
	J) Ratios						
	Ratio	Numerator	Denominator	Current Period	Previous Period	Change in Ratio > 25%	Reason
	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	5.52	30.33	-82%	Note(i)
	Debt-Equity Ratio (in times)	Debt consists of Loan	Total Equity	0.02	-	100%	Note(ii)
	Debt Service Coverage Ratio (in times)	Earning Available for Debt Service = Net profit before Taxes	Debt Service = Interest & Lease Payment + Principal Payment	NA	NA	-	-
	Return on Equity Ratio (in %)	Net Profit After Tax	Average Total Equity	17.15%	17.15%	0.03%	-
Inventory Turn-over Ratio	Sales	Average Inventory	NA	NA	-	-	
Trade Receivables Turnover Ratio (in times)	Revenue from Operations	Average Trade Receivable	95.19	123.84	-23.14%	-	
Trade Payables Turnover Ratio (in times)	Net Credit Purchases	Average Trade Payable	NA	NA	-	-	
Net Capital Turnover Ratio (in times)	Revenue from Operations	Average Working Capital = Total Current Assets - Total Current liabilities	-67.20	-17.59	282.06%	Note(i)	
Net Profit Ratio (in %)	Profit After Tax	Revenue from Operations	53.49%	35.84%	49.24%	Note(iv)	
Return on Capital Employed (in %)	Profit Before Interest and Tax	Capital Employed = Net Worth + Total Debt + Deferred Tax Liability	21.16%	22.86%	-7.42%	-	



Note No.	Particulars						
	J) Ratios						
	Ratio	Numerator	Denominator	Current Period	Previous Period	Change in Ratio > 25%	Reason
	Return on Investment (in %)	Income Generated from Invested Funds	Net Income on Investment/ Cost of Investment	7.92%	10.01%	-20.92%	-
	Note (i) Increase in Debt service ratio is on account of increase in borrowings during the current year. (ii) Decrease in Trade receivables turnover ratio is on account of decrease in revenue from operations during the year. (iii) Decrease in Trade payables ratios is on account of decrease in trade payables during the year. (iv) Decrease in Return on investment is on account of increase in investment during the year.						

Note No.	Particulars	31.03.2025	31.03.2024
3	Financial Assets		
	(i) Investments		
	(a) Investments in Equity Instruments		
	- Dharni Consulting Pvt Ltd.	801.00	801.00
	- Market Value	801.00	801.00
	- Dhanayu Finance Pvt Ltd	611.10	0.00
	- Market Value	611.10	0.00
	- Stellach Management Private Limited	2.50	2.50
	- Market Value	2.50	2.50
	- Akme Shares	30.00	30.00
	- Market Value	28.12	30.00
	- Aparoksha Financial Services P Ltd - Loan2Wheels	6.00	18.50
	- Market Value	6.00	18.50
	(b) Investments in Debentures & Bonds		
	- CCD of Stellach Management Private Limited	22.50	22.50
	- Market Value	22.50	22.50
	- Krazybee Debentures	0.00	120.46
	- Market Value	0.00	120.46
	- 1 Market linked NCD of Piramal Enterprise Ltd @ 8%	0.00	10.00
	- Market Value	10.00	10.00
	- Morphe Foxtrot	25.00	25.00
	- Market Value	25.00	25.00
	- 1 unlisted NCD Incore Debenture 1 jun 2025	10.00	10.00
	- Market Value	10.00	10.00
	- 1 unlisted NCD of Svantra Microfin Pvt Ltd @ 11.77	10.23	10.23
	- Market Value	10.23	10.23



Note No.	Particulars	31.03.2025	31.03.2024
	(c) Investments in Mutual Fund		
	- Aditya Birla Sun Life Mutual Fund	12.92	9.54
	- Market Value	14.73	10.65
	- ICICI Floating Interest Fund	0.00	0.05
	- Market Value	0.00	0.05
	- ICICI Pru Bluechip Fund	0.42	0.20
	- Market Value	0.46	0.22
		1,531.67	1,059.98
	*Listed investments are at market value		
	*Unlisted investments cost is taken as market value.		
4	Deferred tax assets(net)		
	Reconciliation of Deferred Tax Assets/Liabilities (Net)		
	Opening balance of Deferred Tax Assets(net)	1.03	1.36
	Changes during the Year in Profit & Loss		
	a) Deferred Tax Assets:		
	Tax on Difference between Book Balance and Tax Balance of Fixed Asset	0.29	0.00
	On Account of Employee Benefits [Net]	0.00	0.00
	On other timing differences	0.00	0.00
	b) Deferred Tax Liabilities:		
	Difference between Book Balance and Tax Balance of Fixed Asset	0.00	0.33
	Changes during the Year in Other Comprehensive Income		
	a) Deferred Tax Assets:		
	On Account of Fixed Assets	0.00	0.00
	Closing balance of deferred tax assets(net)	1.32	1.03
5	Other Non-Current Asset		
	Loans		
	Loan given to related party (Dharni Consulting Pvt Ltd)	107.84	0.00
		107.84	0.00
6	Trade Receivables (Current)		
	i) Unsecured, Considered good	0.17	12.46
	ii) Debts due by Private Companies in which Director is Interested	0.00	0.00
		0.17	12.46
	Less: Allowance for bad and doubtful debts	0.00	0.00
		0.17	12.46



Note No.	Particulars	31.03.2025		31.03.2024	
	Trade Receivables Ageing Schedule	31.03.2025		31.03.2024	
	Trade Receivables	< 6 months	> 6 months	< 6 months	> 6 months
	(i) Undisputed Trade Receivables considered good	0.17	0.00	12.46	0.00
	(ii) Undisputed Trade Receivables which have significant increase in credit risk	0.00	0.00	0.00	0.00
	(iii) Undisputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00
	(iv) Disputed Trade Receivables – considered good	0.00	0.00	0.00	0.00
	(v) Disputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00
	(vi) Disputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00
		0.17	0.00	12.46	0.00
7	Cash and Cash Equivalents				
	Cash in Hand			0.49	2.51
	Balance with Banks- in Current Account			1.89	8.86
	Balance with Banks- with less than 12 months maturity			0.00	82.48
				2.38	93.85
8	Current Tax Assets(Net)				
	TDS & Advance Tax			0.00	102.97
	Less: Provision for Tax			0.00	(99.05)
	IT Refund Receivable			0.00	0.00
	TCS Receivable			0.00	0.00
				0.0	3.92
				0.17	12.46



Note No.	Particulars	31.03.2025	31.03.2024
9	Other Current Assets		
	Advances receivable in cash or in kind	0.00	0.01
	IPO Capitalised Expenses	6.12	9.17
	Interest Receivable	0.00	0.84
	ICICI Bank FD	0.00	0.00
	Granary Wholesale Private Limited - ICD	300.00	400.00
	Prestige Park Grove Flat	28.07	16.19
	Sobha Neopolis Flat 15003	42.90	25.17
	Rent and Security Deposit	0.10	15.05
		377.19	466.43
10	Equity Share Capital		
	i) Authorised share capital		
	2,10,00,000 Equity shares (31.03.2024: 2,10,00,000) of Rs. 1/- each	210.00	210.00
		210.00	210.00
	ii) Issued, subscribed & fully paid share capital		
	2,03,70,000 Equity shares (31.03.2024: 2,03,70,000) of Rs. 1/- each	203.70	203.70
		203.70	203.70
	The Company has one class of equity shares having a par value of Rs.1/-. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held. The dividend, if any, is proposed by the Board is subject to approval by the Share Holders. The dividend is declared and paid in Indian Rupees. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.		
	Details of share holders holding more than 5% shares		
	Name of the Share Holder	31.03.2025	31.03.2024
		No. of shares	%age
		No. of shares	%age
	Hemant Dharnidharka	13,950,000	68.48%
	Reconciliation of no. of shares		
	Shares outstanding as at the beginning of the year		
	Less : Brought-back		
	Add : Issued during the year		
	Shares outstanding as at the end of the year		
		20,370,000	20,370,000

Note No.	Particulars	31.03.2025	31.03.2024			
11	Other Equity					
	a) Retained Earnings					
	Opening balance .i.e. Statement of Profit & Loss	489.65	195.80			
	Profit/(Loss) for the period	321.55	293.85			
	Less: Utilized during the year for previous year	0.00	0.00 t			
		811.20	489.65			
	b) Security Premium Account					
	Opening balance	1,020.30	1020.30			
	Add: Received during the year	0.00	0.00			
	Less: Utilized during the year	0.00	0.00			
	1,020.30	1,020.30				
	1,831.50	1,509.95				
12	Borrowings (Current)					
	Secured Loans					
	a) Loans from banks Bank Overdraft (Secured against mortgage of immovable property)	37.81	0.00			
	37.81	0.000				
13	Trade Payables (Current)					
	Total outstanding dues of Micro Enterprises and Small Enterprises	0.00	0.00			
	Total outstanding dues of creditors other than Micro and Small Enterprises	0.48	0.14			
		0.48	0.14			
	Particular	31th March 2025				Total
		Outstanding for following period from due date of payment				
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	
	MSME	0.00	0.00	0.00	0.00	0.00
	Others	0.48	0.00	0.00	0.00	0.48
	Disputed dues-MSME	0.00	0.00	0.00	0.00	0.00
	Dispued dues-Others	0.00	0.00	0.00	0.00	0.00

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Note No.	Particulars	31.03.2025	31.03.2024
16	Current Tax Liability (Net)		
	Provision for Tax	107.94	
	Less: TDS & Advance Tax	-105.29	-
	IT Refund Receivable	-	-
	TCS Receivable	0.00	0.05
		2.65	0.05
17	Revenue From Operations		
	Commission Received	239.86	588.78
	Professional Services	361.25	231.03
		601.11	819.81
18	Other Income		
	Interest received on FDs	1.65	39.14
	Interest from REIT	0.00	0.52
	Dividend Income	0.00	1.38
	SPV proceeds from REIT	0.00	1.20
	Interest from NCD	3.30	2.50
	Interest from Incor Debentures	0.93	1.20
	Interest from Morphe Foxtrot	1.85	1.86
	Interest from Stellach	1.85	1.77
	Short Term Capital Gains	3.92	2.60
	Long Term Capital Gain on Bonds and Equity	1.69	(0.61)
	Interest from Krazybee	4.77	13.15
	Interest from ICD-Granary Wholesale pvt. Ltd.	96.39	39.19
	Interest from Aaproksha Financials	1.82	2.23
	Misc Income	3.11	0.00
		121.28	106.13
19	Employee Benefit Expenses		
	Salary	80.43	90.58
	Gratuity Expense	2.08	0.00
		82.51	90.58
20	Finance Costs		
	Bank Charges	1.16	0.01
	Interest Expenses	1.78	0.01
		2.94	0.02



Note No.	Particulars	31.03.2025	31.03.2024
21	Other Expenses		
	Audit fees	0.50	0.75
	Business Promotion Expenses	4.36	4.50
	Commission Paid	37.76	139.00
	Electricity	0.91	1.49
	Compliance Fees	1.06	6.35
	Insurance	0.32	1.07
	IT Services	0.80	2.02
	Office Expenses	0.85	1.33
	Postage, telephone and telegram	1.84	0.68
	Printing & stationery	1.11	0.72
	Professional/consultancy charges	134.78	248.09
	Zerodha Expenses	0.01	0.16
	Rent	0.82	14.35
	Office Maintainance	1.02	0.06
	Repairs & Maintainance	2.63	1.78
	Director Fees	0.00	0.22
	Amortisation Expensese	3.06	3.06
	Travelling & Conveyance	2.68	4.04
	Written off	0.01	0.00
		194.52	429.67
	Total other expenses(a+b)	194.52	429.67
22	Earnings per share		
	Basic earnings per share is computed by dividing Net Profit after tax (attributable to equity share holders) by weighted average number of equity shares outstanding for the period. Dilutive earnings per share is not calculated as the company has not issued any dilutive potential equity shares.		
	Particulars	31.03.2025	31.03.2024
	Nominal value of shares of Rs.10/- each		
	Profit/(Loss) after tax	321.55	293.85
	Average no. of shares outstanding	20,370,000	20,370,000
	Basic earnings per share	1.58	1.44
	Diluted earnings per share	1.58	1.44
23	Contingent liabilities and commitments- Nil		
24	Payment to auditors		
	For audit	0.54	0.54
	For tax audit	0.00	0.00
	For other services	0.20	0.20
		0.74	0.74



Note No.	Particulars		31.03.2025	31.03.2024
25	Earnings per share Basic earnings per share has been calculated by dividing the profit/(loss) attributable to di- nary equity holders by the weighted average number of ordinary shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit or loss for e period attributable to equity shareholders and the weighted average number of shares out- standing during the period are adjusted for the effect of all dilutive potential equity shares.			
26	Income & Expenditure in foreign currency Inflow of foreign Currency: FOB Value of Exports during the year is Rs. 0/- Outflow of foreign Currency: CIF Value of Imports: Nil Travelling Expenses: Nil Overseas Commission etc.: Nil			
27	Details of related party transactions during the Financial year ended 31 Mar, 2024 and bal- ances outstanding as at 31 Mar, 2025:			
	Particulars		2024-25	2023-24
	Transactions during the year (Net)			
	Key Managerial Person	Transaction		
	Hemant Dharnidharka	Salary	36.00	36.00
	Hemant Dharnidharka	Reimbursement on behalf of company	0.12	1.36
	Preeti Saraogi	Salary	36.00	36.00
	Disha Jain	Salary	0.00	0.70
	Antima Kataria	Salary	1.68	0.83
	Related Party			
	Khushboo Kanodia	Professional Fees	0.00	18.31
	Payal Mohta	Professional Fees	0.00	6.61
	Vinay Agarwal	Director Fee	0.00	0.22
	Hemant Dharnidharka	Loan to related party	70.00	0.00
	Hemant Dharnidharka	Repayment of Loan to related party	70.00	0.00
	Balance outstanding at the end of the year			
	Key Managerial Person	Transaction		
	Dharni Consulting Pvt Ltd. (Subsidiary)	Loans	107.84	0.00
	Hemant Dharnidharka	Reimbursement	0.12	0.00
	Dharni Consulting Pvt Ltd. (Subsidiary)	Investment	801.00	801.00
	Dhanayu Finance Pvt Ltd (Joint Venture)	Investment	611.10	0.00



Note No.	Particulars	31.03.2025	31.03.2024
28	Previous year's figures have been re-grouped/re-arranged whenever necessary to make them comparable with current year's figures.		
29	Amounts in paises have been rounded off to the nearest Rupee lakhs (presented along with two decimals.)		

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVB1098

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005



INDEPENDENT AUDITORS'REPORT

To the members of M/s. Dharni Capital Services Limited: Report on the Consolidated Financial Statements

Opinion:

We have audited the accompanying consolidated financial statements of M/s. Dharni Capital Services Limited, Bangalore (hereinafter referred to as "the Holding Company") which comprise the Consolidated Balance Sheet as at 31st March 2025, the Consolidated Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity, the Consolidated Statement of Cash Flow for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the Act read with the company's (Indian Accounting standard Rules) 2015, as amended and accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2025 of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion:

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI), and we have fulfilled our other ethical responsibilities in accordance with provision of the companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key audit matters:

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

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon:

The holding company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditors' report thereon. The Boards' Report is expected to be made available to us after that date.

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





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

When we read the Boards' Report, if we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

Management's Responsibility for the Consolidated Financial Statements

The holding company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the entities included in the financial statements in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies/entities whose financial statements/information is included in the holding company's are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of said entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements 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.

In preparing the consolidated financial statements, the respective Board of Directors of the companies/entities whose financial statements/information is included in the holding company are responsible for assessing the respective company's/entity'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 said companies/entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies/entities whose financial statements/information is included in the holding company's financial statement are also responsible for overseeing the financial reporting process of the companies/entities.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements:

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

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



- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls 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 and its subsidiary company which is incorporated in India, has adequate internal financial controls system 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 companies/entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

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

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

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

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



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

Other Matters:

We have audited the financial statements / financial information of Dharni Consulting Private Limited (hereinafter referred to as "the Subsidiary company"), whose financial statements / financial information reflect total assets of Rs. 1178.08 lakhs as at 31st March, 2025, total revenues for the year of Rs. 191.40 lakhs and net cash outflows amounting to Rs. 386.39 lakhs for the year ended on that date, as considered in the consolidated financial statements.

The consolidated financial statement also includes the Holding Company's net profit of Rs 7.13 Lakhs for the year ended 31st March 2025 in respect of M/s Dhanayu Finance Private Limited (hereinafter referred to as "the Associate company"), whose financial statement have been audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report to the extent applicable that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books except for the matters stated in paragraph (h)(vi) below on reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014.
- (c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and the Consolidated I Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the respective Subsidiary Company and Associate Company, none of the directors of the Holding company, its Subsidiary company and Associate Company are covered under this report is disqualified as on 31st March, 2025 from being appointed as a director in terms of section 164(2) of the Act.
- (f) Our observation relating to maintenance of accounts and other matters connected therewith are stated in clause (b) above on reporting under Section 143(3) (b) and clause (h)(vi) below on reporting



under Rule 11(g).

- (g) With respect to adequacy of internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in Annexure -A. Our opinion is not modified in respect of adequacy and operating effectiveness of the Group companies and its associate company.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its consolidated financial statements in note no 24
 - ii. The Holding company, its subsidiary and associate company did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31st March, 2025.
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary and associate company incorporated in India, during the year ended 31st March, 2025.
 - iv. (a) the Management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (b) the Management has represented that, to the best of their knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clauses (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The holding company and subsidiary company have not declared or paid any dividend during the year.
- vi. Based on our examination, the company has used Tally accounting software for maintaining its books of account wherein the accounting software has the audit trail feature enabled from 08th May, 2024 onwards for the holding company and from 10th October, 2024 for the subsidiary company. Except for the period from 1st April, 2024 to 08th May, 2024 for the holding company and from 1st April, 2024 to 10th October, 2024 for the subsidiary company, the audit trail facility has been operating throughout the period for all relevant transactions recorded in the software



and we did not come across any instance of audit trail feature being tampered with during the course of our audit.

As audit trail feature is enabled first time during the current year, reporting on this clause will be applicable from next Financial Year.

For B S D & Co.
Chartered Accountants
Firm Registration No. 000312S

Bengaluru
28th April, 2025

Rishav Saraf
Partner
Membership No. 230591
UDIN:25230591BMLAVC5071



ANNEXURE – A TO THE AUDITORS' REPORT:

Annexure "A" Referred to in paragraph (g) - Report on Other Legal and Regulatory Requirements of our report of even date on the consolidated accounts for the year ended 31st March 2025 of M/s. Dharni Capital Services Limited.

Report on Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of M/s Dharni Capital Services Limited (hereinafter referred to as "the Holding Company") and its subsidiary company & associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies and its associate companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the holding company and its associate company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the aforesaid entities.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that -

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the holding company, its subsidiary and its associate companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B S D & Co.
Chartered Accountants
Firm Registration No. 000312S

Bengaluru
28th April, 2025

Sd/-
Rishav Saraf
Partner
Membership No. 230591
UDIN:25230591BMLAVC5071



Dharni Capital Services Limited

(Formerly known as Dharni Online Services Private Limited
and Dharni Capital Services Private Limited)

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

Consolidated Balance Sheet as at 31st March, 2025

Amounts (in Lakhs)

	Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
	ASSETS			
1	Non-Current Assets			
	(a) Property, Plant and Equipment	2	1,226.59	695.04
	(b) Capital Work-in-Progress	2	-	-
	(c) Financial Assets			
	(i) Investments	3	737.80	258.98
	(ii) Other Financial Assets	4	7.61	-
	(d) Deferred Tax Assets (Net)	5	1.32	1.03
	(e) Other Non-Current Assets	6	-	-
2	Current Assets			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Trade Receivables	7	26.25	12.46
	(ii) Cash and Cash Equivalents	8	3.55	481.41
	(c) Current Tax Assets (Net)	9	-	1.36
	(d) Other Current Assets	10	377.19	466.43
	Total Assets		2,380.31	1,916.71
	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	11	203.70	203.70
	(b) Other Equity	12	1,912.04	1,526.81
	Liabilities			
2	(a) Financial Liabilities			
	(i) Borrowings	13	170.00	-



Amounts (in Lakhs)

	Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
3	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	14	37.81	-
	(ii) Trade Payables	15	0.48	167.13
	(b) Other current liabilities	16	51.37	18.42
	(c) Provisions	17	2.30	0.65
	(d) Current Tax Liabilities (Net)	18	2.61	-
	Total Equity and Liabilities		2,380.31	1,916.71

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVC5071

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005



Dharni Capital Services Limited

(Formerly known as Dharni Online Services Private Limited
and Dharni Capital Services Private Limited)

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

**Consolidated Statement of Profit and Loss for the year ended
31st March, 2025**

Amounts (in Lakhs)

	Particulars	Note No.	For the Year ended 31st March 2025	For the Year ended 31st March 2024
I	Revenue From Operations	19	652.36	819.81
II	Other Income	20	261.43	137.66
III	Total Income (I+II)		913.79	957.47
IV	EXPENSES			
	Cost of Materials Consumed		-	-
	Employee Benefits Expense	21	130.20	90.58
	Finance Costs	22	3.12	0.02
	Depreciation and Amortization Expense	2	14.69	14.01
	Other Expenses	23	262.47	438.68
	Total Expenses (IV)		410.48	543.29
V	Profit/(Loss) Before share of profit of an joint venture Tax (III-IV)		503.31	414.18
VI	Tax Expense:			
	(1) Current Tax		126.97	104.71
	(2) Deferred Tax		-0.29	0.33
	(3) Tax of Earlier Years		-1.47	-1.57
	Total Tax Expenses		125.21	103.47
VII	Profit (Loss) for the Year (V-VI)		378.10	310.71
VIII	Share of profit of an Associate, net of tax		7.13	
IX	Total Profit after tax and JV profit net of tax		385.23	310.71
	Other Comprehensive Income			
	(i) Items that will not be reclassified to Profit/Loss			
	-Additional Depreciation due to change in estimate		-	-
	(ii) Income tax relating to above			
X	-Deferred Tax on above		-	-
	(i) Items that will be reclassified to Profit/Loss		-	-
	(ii) Income tax relating to above		-	-



Amounts (in Lakhs)

	Particulars	Note No.	For the Year ended 31st March 2025	For the Year ended 31st March 2024
XII	Total Comprehensive Income for the Period (X+XII)		385.23	310.71
XIII	Earnings per Equity Share	24		
	(1) Basic		1.89	1.53
	(2) Diluted		1.89	1.53

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVC5071

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005



Dharni Capital Services Limited

(Formerly known as Dharni Online Services Private Limited
and Dharni Capital Services Private Limited)

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

Consolidated Statement of Cash Flows for the year ended 31st March, 2025

Amounts (in Lakhs)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit\ (loss) Before Tax	510.44	414.18
	Adjustments for:		
	Depreciation	14.69	14.01
	Interest & Finance Charges	3.12	0.02
	Less: Non operating Income		
	Dividend Received	0.00	(1.38)
	Interest Received	(261.43)	(135.08)
	Other non operating income	0.00	(1.20)
	Operating Profit before Working Capital Changes	266.82	290.55
	Adjustments for:		
	Decrease/(Increase) in Trade Receivables	(13.79)	(11.68)
	Decrease/(Increase) in Other Financial Assets	(7.61)	
	Decrease/(Increase) in Short term Advances	0.00	0.00
	Decrease/(Increase) in Current Tax Assets	(121.53)	(106.97)
	Decrease/(Increase) in Inventories	0.00	0.00
	Increase/(Decrease) in Short term Borrowings	37.81	0.00
	Increase/(Decrease) in Payables	(166.65)	165.37
	Increase/(Decrease) in Other Current Liabilities	32.95	12.81
	Increase/(Decrease) in Long Term Provisions	0.00	0.00
	Increase/(Decrease) in Short Term Provisions	1.65	0.40
	Cash generated from operations	29.65	350.48
	Income Tax paid		
	Net Cash flow from Operating activities		350.48
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets(Including amount Spent on Capital Work-In-Progress)	(546.24)	(636.25)
	Sale proceeds from Fixed Assets	0.00	1.74
	Decrease/(Increase) in Investments	(478.82)	(73.99)



		Amounts (in Lakhs)	
	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
	Decrease/(Increase) other Non-Current Assets	89.24	(426.30)
	Add: Dividend Received	0.00	1.38
	Add: Interest Received	261.43	135.08
	Add: Other non operating income	0.00	1.20
	Net Cash used in Investing activities	(674.39)	(997.14)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase\ (Decrease) in Long term Borrowings	170.00	0.00
	Increase in Share Capital (including Security Premium)	0.00	0.00
	Interest paid	(3.12)	(0.02)
	Net Cash used in financing activities	166.88	(0.02)
	Net change in cash & Cash Equivalents(A+B+C)	(477.86)	(646.68)
	Cash and Cash equivalents at Beginning of the year	481.41	1128.09
	Cash and Cash equivalents at the end of the year	3.55	481.41
	Net change in cash & Cash Equivalents	(477.86)	(646.68)

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVC5071

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005



Dharni Capital Services Limited

816, 7th Floor, Oxford Tower, HAL Old Airport Road, Bangalore - 560008

CIN : L74120KA2015PLC084050

Consolidated Statement of Changes in Equity for the year ended 31st March, 2025

A. Equity Share Capital		
Authorised equity share capital	Amounts (in Lakhs)	
Particulars	Number of shares	Amount (lakhs)
As at 1st April 2023	21,000,000	210.00
Increase during the year	0	0.00
As at 31st March 2024	21,000,000	210.00
Increase during the year	0	0.00
As at 31st March 2025	21,000,000	210.00

Subscribed and Paid up share capital			
Particulars	Note No.	Number of shares	Amount (lakhs)
As at 1st April 2023	10	20,370,000	203.70
Increase during the year		0	0
As at 31st March 2024		20,370,000	203.70
Increase during the year		0	0.00
As at 31st March 2025		20,370,000	203.70

Authorised equity share capital			Amounts (in Lakhs)	
	Reserves and Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April 2022	0.00	0.00	195.80	195.80
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00
Restated balance at the beginning of the reporting period	0.00	0.00	0.00	0.00
Current Year Profit/ Loss	0.00	0.00	293.85	310.71
Other Comprehensive Income	0.00	0.00	0.00	0.00
Any other change - Shares issued at premuim	1,020.30	0.00	0.00	1,020.30
Less: Utilized during the year	0.00	0.00	0.00	0.00



Authorised equity share capital			Amounts (in Lakhs)	
	Reserves and Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance at the 31st March 2023	1,020.30	0.00	506.51	1,526.81
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00
Restated balance at the beginning of the reporting period	0.00	0.00	0.00	0.00
Current Year Profit/ Loss	0.00	0.00	378.10	378.10
Other Comprehensive Income	0.00	0.00	0.00	0.00
Any other change - Shares issued at premuim	0.00	0.00	0.00	0.00
Less: Utilized during the year	0.00	0.00	0.00	0.00
Balance at the 31st March 2024	1,020.30	0.00	884.61	1,904.91

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
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CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005



Dharni Capital Services Limited
226, Brigade Metropolis Arcade, Garudacharpalya, Whitefield Road, Near ITPL, Bangalore-560048.
CIN : L74120KA2015PLC084050

Note No. 2: Property, Plant and Equipment											
		Gross Block				Depreciation				Net Block	
S. No.	Particulars	Value at the beginning 01.04.2024	Addition during the year	Deduction during the year	Value at the end 31.03.2025	Value at the beginning 01.04.2024	Depreciation/ Ammortiza- tion	Disposals	Value at the end 31.03.2025	WDV as on 31.03.2025	WDV as on 31.03.2024
I	Tangible Assets										
1	Equipment	0.86	0.66	0.00	1.52	0.06	0.14	0.00	0.20	1.32	0.80
2	Furnitures & Fixtures	2.44	0.22	0.00	2.66	0.75	0.79	0.00	1.54	1.12	1.69
3	Vehicles	39.58	0.00	0.00	39.58	13.07	8.28	0.00	21.35	18.23	26.51
4	Plant and Machinery	2.41	1.15	0.00	3.56	0.63	0.62	0.00	1.25	2.32	1.78
5	Computer and Peripherals	6.23	1.04	0.01	7.26	4.06	1.83	0.00	5.89	1.37	2.18
6	Land and Building	665.82	543.18	0.00	1209.00	3.75	3.02	0.00	6.77	1202.23	662.07
	Total (Current Period)	717.35	546.25	0.01	1263.58	22.31	14.69	0.00	37.00	1226.59	695.04
	Total (F.Y 2023-24)	97.89	636.25	16.79	717.35	23.35	14.01	15.05	22.31	695.04	74.54

Note No. 2: Property, Plant and Equipment											
		Gross Block				Depreciation				Net Block	
S. No.	Particulars	Value at the beginning 01.04.2023	Addition during the year	Deduction during the year	Value at the end 31.03.2024	Value at the beginning 01.04.2023	Depreciation/ Ammortiza- tion	Disposals	Value at the end 31.03.2024	WDV as on 31.03.2024	WDV as on 31.03.2023
I	Tangible Assets										
1	Equipment	0.00	0.86	0.00	0.86	0.00	0.06	0.00	0.06	0.80	0.00
2	Furnitures & Fixtures	0.24	2.20	0.00	2.44	0.00	0.75	0.00	0.75	1.69	0.24
3	Vehicles	29.00	27.38	16.79	39.58	20.70	7.43	15.05	13.07	26.51	8.30
4	Plant and Machinery	0.01	2.40	0.00	2.41	0.01	0.62	0.00	0.63	1.78	0.00
5	Computer and Peripherals	2.82	3.41	0.00	6.23	2.07	1.99	0.00	4.06	2.18	0.75
6	Land and Building	65.82	600.00	0.00	665.82	0.57	3.18	0.00	3.75	662.07	65.25
	Total (Current Period)	97.89	636.25	16.79	717.35	23.35	14.01	15.05	22.31	695.04	74.54
	Total (F.Y 2022-23)	29.82	68.07	0.00	97.89	18.65	4.70	0.00	23.35	74.54	11.17

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	Dharni Capital Services Limited Consolidated Notes annexed to and forming part of the Financial Statements															
Note No.	Particulars															
	<p>translated at the exchange rate on the date of the transaction. The company has not entered into any foreign exchange forward contracts during the year.</p> <p>d) Inventories</p> <p>Value of inventories are measured at lower of cost or net realisable value. The cost of inventories is assigned by using First in first out method.</p> <p>e) Revenue recognition</p> <p>i) Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of Goods and Services Tax and net of returns and trade allowances, if any.</p> <p>ii) Revenue is recognized based on the nature of the activity to the extent it is probable that the economic benefit will flow to the company and the revenue can be reliably measured with the reasonable certainty of its recovery. Export incentives, if any, from Government is accounted for on receipt basis.</p> <p>g) Property, Plant and Equipment(PPE)</p> <p><i>Recognition and Measurement</i></p> <p>PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE other than freehold land is stated at original cost including import duties, non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition for its intended use, net of tax/duty credits availed, if any, after deducting rebates and trade discounts, less accumulated depreciation and accumulated impairment losses, if any. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items(major components) of PPE</p> <p><i>Depreciation & Amortisation</i></p> <p>Depreciation on PPE for the year has been provided on all assets on Written down Value Method, pro rata to the period of use, as per the useful lives prescribed in schedule II to the Companies Act, 2013.</p> <p>The following are the useful lives of the various classes of the property, plant and equipment</p> <table><tr><th>Class description</th><th>Useful life</th></tr><tr><td>Plant and Equipment</td><td>15</td></tr><tr><td>Furnitures & Fixtures</td><td>10</td></tr><tr><td>Vehicles</td><td>6</td></tr><tr><td>Plant and Machinery</td><td>15</td></tr><tr><td>Office Equipment</td><td>5</td></tr><tr><td>Computer and Peripherals</td><td>3</td></tr></table> <p>h) Share Capital</p> <p>Ordinary shares are classified as equity. Costs directly attributable to issuance of new ordinary shares are charged to profit and loss account on the basis of predetermined period in equal proportions.</p>		Class description	Useful life	Plant and Equipment	15	Furnitures & Fixtures	10	Vehicles	6	Plant and Machinery	15	Office Equipment	5	Computer and Peripherals	3
Class description	Useful life															
Plant and Equipment	15															
Furnitures & Fixtures	10															
Vehicles	6															
Plant and Machinery	15															
Office Equipment	5															
Computer and Peripherals	3															



Dharni Capital Services Limited Consolidated Notes annexed to and forming part of the Financial Statements																																		
Note No.	Particulars																																	
	<p>i) Taxes on Income</p> <p>Income tax expense/income comprises of current income tax expense/income and deferred tax expense/income. It is recognized in the statement of Profit and Loss except to the extent it relates to the items directly recognized in Other Comprehensive Income or in Equity.</p> <p>Current tax is the expected income tax payable/recoverable in respect of the taxable profit/ (tax loss) for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.</p> <p>Deferred tax is recognized in respect of temporary differences between the carrying values of assets and liabilities for financial reporting purposes and the amount used for tax purposes.</p> <p>j) Provisions and Contingent Liabilities</p> <p>Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability, using a current pre-tax rate that reflects the current market assessment of the time value of money and risks specific to the obligation. The unwinding of the discount is recognized as finance cost.</p> <p>Contingent liabilities are disclosed in the notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.</p> <p>Provisions and Contingent Liabilities are reviewed at each Balance Sheet date and adjusted to reflect the best estimates.</p> <p>k) Segment Information</p> <p>i) The Company provides Financial and Management Consulting Services.</p>																																	
	<p>iii) Ratios</p> <table> <tr> <th>Ratio</th><th>Numerator</th><th>Denominator</th><th>Current Period</th><th>Previous Period</th><th>Change in Ratio > 25%</th><th>Reason</th></tr> <tr> <td>Current Ratio (in times)</td><td>Total Current Assets</td><td>Total Current Liabilities</td><td>7.17</td><td>5.16</td><td>0.39</td><td>-</td></tr> <tr> <td>Debt-Equity Ratio (in times)</td><td>Debt consists of Loan</td><td>Total Equity</td><td>0.08</td><td>NA</td><td>100%</td><td>Note(i)</td></tr> <tr> <td>Debt Service Coverage Ratio (in times)</td><td>Earning Available for Debt Service = Net profit before Taxes</td><td>Debt Service = Interest & Lease Payment + Principal Payment</td><td>NA</td><td>NA</td><td>-</td><td>-</td></tr> </table>						Ratio	Numerator	Denominator	Current Period	Previous Period	Change in Ratio > 25%	Reason	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	7.17	5.16	0.39	-	Debt-Equity Ratio (in times)	Debt consists of Loan	Total Equity	0.08	NA	100%	Note(i)	Debt Service Coverage Ratio (in times)	Earning Available for Debt Service = Net profit before Taxes	Debt Service = Interest & Lease Payment + Principal Payment	NA	NA	-	-
Ratio	Numerator	Denominator	Current Period	Previous Period	Change in Ratio > 25%	Reason																												
Current Ratio (in times)	Total Current Assets	Total Current Liabilities	7.17	5.16	0.39	-																												
Debt-Equity Ratio (in times)	Debt consists of Loan	Total Equity	0.08	NA	100%	Note(i)																												
Debt Service Coverage Ratio (in times)	Earning Available for Debt Service = Net profit before Taxes	Debt Service = Interest & Lease Payment + Principal Payment	NA	NA	-	-																												



Note No.	Particulars						
	J) Ratios						
	Ratio	Numerator	Denominator	Current Period	Previous Period	Change in Ratio > 25%	Reason
	Return on Equity Ratio (in %)	Net Profit After Tax	Average Total Equity	17.87%	17.95%	-0.47%	-
	Inventory Turnover Ratio	Sales	Average Inventory	NA	NA	-	-
	Trade Receivables Turnover Ratio (in times)	Revenue from Operations	Average Trade Receivable	33.70	123.84	-73%	Note(ii)
	Trade Payables Turnover Ratio (in times)	Net Credit Purchases	Average Trade Payable	3.13	5.19	-40%	Note(iii)
	Net Capital Turnover Ratio (in times)	Revenue from Operations	Average Working Capital = Total Current Assets - Total Current liabilities	2.09	1.06	98%	Note(ii)
	Net Profit Ratio (in %)	Profit After Tax	Revenue from Operations	57.96%	37.90%	52.92%	Note(ii)
	Return on Capital Employed (in %)	Profit Before Interest and Tax	Capital Employed = Net Worth + Total Debt + Deferred Tax Liability	23.94%	23.94%	0.00%	-
	Return on Investment (in %)	Income Generated from Invested Funds	Net Income on Investment/ Cost of Investment	35.43%	53.15%	-33.34%	Note(iv)
	<p>Note (i) Increase in Debt service ratio is on account of increase in borrowings during the current year.</p> <p>(ii) Decrease in Trade receivables turnover ratio is on account of decrease in revenue from operations during the year.</p> <p>(iii) Decrease in Trade payables ratios is on account of decrease in trade payables during the year.</p> <p>(iv) Decrease in Return on investment is on account of increase in investment during the year.</p>						



Note No.	Particulars	31.03.2025	31.03.2024
3	Financial Assets		
	(i) Investments		
	(a) Investments in Equity Instruments		
	Dhanayu Finance Pvt Ltd	618.23	0.00
	Market Value	618.23	0.00
	Stellach Management Private Limited	2.50	2.50
	Market Value	2.50	2.50
	Akme Shares	30.00	30.00
	Market Value	28.12	30.00
	Aparoksha Financial Services P Ltd - Loan2Wheels	6.00	18.50
	Market Value	6.00	18.50
	(b) Investments in Debentures & Bonds		
	CCD of Stellach Management Private Limited	22.50	222.50
	Market Value	22.50	22.50
	400 Bonds of Piramal Capital Housing Finance Ltd @ 6.75%	0.00	0.00
	Market Value	0.00	0.00
	Krazybee Debentures	0.00	120.46
	Market Value	0.00	120.46
	1 Market linked NCD of Piramal Enterprise Ltd @ 8%	0.00	10.00
	Market Value	0.00	10.00
	Morphe Foxtrot	25.00	25.00
	Market Value	25.00	25.00
	1 unlisted NCD Incore Debenture 1 jun 2025	10.00	10.00
	Market Value	10.00	10.00
	1 unlisted NCD of Svatanttra Microfin Pvt Ltd @ 11.77%	10.23	10.23
	Market Value	10.23	10.23
	(c) Investments in Mutual Fund		
	Aditya Birla Sun Life Mutual Fund	12.92	9.54
	Market Value	14.73	10.65
	ICICI Floating Interest Fund	0.00	0.05
	Market Value	0.00	0.05
	ICICI Pru Bluechip Fund	0.42	0.20
	Market Valuet	0.46	0.22
		737.80	258.98
	*Listed investments are at market value		
	*Unlisted investments cost is taken as market value.		
4	(ii) Other Financial Assets		
	Fixed Deposits with IDFC Bank (Maturity more than 1 year)	7.61	0
		7.61	0



Note No.	Particulars	31.03.2025	31.03.2024		
5	Deferred tax assets(net)				
	Reconciliation of Deferred Tax Assets/Liabilities (Net)				
	Opening balance of Deffered Tax Assets(net)	1.03	1.36		
	Changes during the Year in Profit & Loss				
	a) Deferred Tax Assets:				
	Tax on Difference between Book Balance and Tax Balance of Fixed Asset	0.29	0.00		
	On Account of Employee Benefits [Net]	0.00	0.00		
	On other timing differences	0.00	0.00		
	b) Deferred Tax Liabilities:				
	Difference between Book Balance and Tax Balance of Fixed Asset	0.00	0.33		
	Changes during the Year in Other Comprehensive Income				
	a) Deferred Tax Assets:				
	On Account of Fixed Assets	0.00	0.00		
	Closing balance of deferred tax assets(net)	1.32	1.03		
6	Other Non-Current Asset				
	Fixed Deposits with IDFC Bank (Maturity more than 1 year)	0.00	0.00		
		0.00	0.00		
6	Trade Receivables (Current)				
	i) Unsecured, Considered good	26.25	12.46		
	ii) Debts due by Private Companies in which Director is Interested	0.00	0.00		
		26.25	12.46		
	Less: Allowance for bad and doubtful debts	26.25	0.00		
		26.25	12.46		
Trade Receivables Ageing Schedule		31.03.2025		31.03.2024	
Trade Receivables		< 6 months	> 6 months	< 6 months	> 6 months
(i) Undisputed Trade Receivables considered good		26.25	0.00	12.46	0.00
(ii) Undisputed Trade Receivables which have significant increase in credit risk		0.00	0.00	0.00	0.00
(iii) Undisputed Trade Receivables – credit impaired		0.00	0.00	0.00	0.00



Note No.	Particulars	31.03.2025	31.03.2024
	Trade Receivables Ageing Schedule	31.03.2025	31.03.2024
	Trade Receivables	< 6 months	> 6 months
	(iv) Disputed Trade Receivables-considered good	26.25	0.00
	(v) Disputed Trade Receivables which have significant increase in credit risk	0.00	0.00
	(vi) Disputed Trade Receivables-credit impaired	0.00	0.00
		26.25	0.00
8	Cash and Cash Equivalents		
	Cash in Hand	0.78	2.71
	Balance with Banks- in Current Account	2.77	9.86
	Balance with Banks- with less than 12 months maturity	0.00	468.84
		3.55	481.41
9	Current Tax Assets(Net)		
	TDS & Advance Tax	105.29	106.12
	Less: Provision for Tax	107.90	104.71
		(2.61)	1.41
10	Other Current Assets		
	Advances receivable in cash or in kind	0.00	0.01
	IPO Capitalised Expenses	6.12	9.17
	Interest Receivable	0.00	0.84
	Granary Wholesale Private Limited - ICD	300.00	400.00
	Prestige Park Grove Flat	28.07	16.19
	Sobha Neopolis Flat 15003	42.90	25.17
	Rent and Security Deposit	0.10	15.05
		377.19	466.43
11	Equity Share Capital		
	i) Authorised share capital		
	2,10,00,000 Equity shares (31.03.2024: 2,10,00,000) of Rs. 1/- each	210.00	210.00
		210.00	210.00



Note No.	Particulars	31.03.2025	31.03.2024		
	ii) Issued, subscribed & fully paid share capital 2,03,70,000 Equity shares (31.03.2024: 2,03,70,000) of Rs. 1/- each	203.70	203.70		
		203.70	203.70		
The Company has one class of equity shares having a par value of Rs.1/-. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held. The dividend, if any, is proposed by the Board is subject to approval by the Share Holders. The dividend is declared and paid in Indian Rupees. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.					
	Details of share holders holding more than 5% shares				
	Name of the Share Holder	31.03.2025		31.03.2024	
		No. of shares	%age	No. of shares	%age
	Hemant Dharnidharka	13,950,000	68.48%	13,950,000	68.48%
	Reconciliation of no. of sharest			31.03.2025	31.03.2024
	Shares outstanding as at the beginning of the year			20,370,000	15,000,000
	Less : Brought-back			0	0
	Add : Issued during the yeart			0	5,370,000
	Shares outstanding as at the end of the year			20,370,000	20,370,000
Note No	Particulars	31.03.2025	31.03.2024		
12	Other Equity				
	a) Retained Earnings				
	Opening balance .i.e. Statement of Profit & Loss	506.51	195.80		
	Profit/(Loss) for the period	385.23	310.71		
	Less: Utilized during the year for previous year	0.00	0.00		
		891.74	506.51		
	b) Security Premium Account				
	Opening balance	1,020.30	0.00		
	Add: Received during the year	0.00	1,020.30		
	Less: Utilized during the yeart	0.00	0.00		
		1,020.30	1,020.30		
		1,912.04	1,526.81		



Note No.	Particulars	31.03.2025	31.03.2024			
13	Borrowings (Non Current)					
	Unsecured Loans					
	a) Loans from related parties*					
	Secured Loan (Non current maturities)	-	0.00			
	Unsecured Loan (Current maturities)	170.00	-			
		170.00	0.00			
	Less: Current Maturities	0.00	0.00			
		170.00	0.00			
		170.00	0.00			
14	Borrowings (Current)					
	Secured Loans					
	a Loans from banks					
	Bank Overdraft (Secured against mortgage of immovable property)	37.81	0.00			
		37.81	0.00			
15	Trade Payables (Current)					
	Total outstanding dues of Micro Enterprises and Small Enterprises	0.00	0.00			
	Total outstanding dues of creditors other than Micro and Small Enterprises	0.48	167.13			
		0.48	167.13			
Particular		31th March 2025			Total	
		Outstanding for following period from due date of payment				
		Less than 1 Year	1-2 Years	2-3 years	More than 3 Years	
MSME		0.00	0.00	0.00	0.00	0.00
Others		0.48	0.00	0.00	0.00	0.48
Disputed dues-MSME		0.00	0.00	0.00	0.00	0.00
Dispued dues-Others		0.00	0.00	0.00	0.00	0.00
Particular		31th March 2024				Total
		Outstanding for following period from due date of payment				
		Less than 1 Year	1-2 Years	2-3 years	More than 3 Years	
MSME		0.00	0.00	0.00	0.00	0.00
Others		167.13	0.00	0.00	0.00	167.13
Disputed dues-MSME		0.00	0.00	0.00	0.00	0.00
Dispued dues-Others		0.00	0.00	0.00	0.00	0.00



Note No.	Particulars	31.03.2025	31.03.2024
	Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	i) Information related to micro, small and medium enterprises	0.00	0.00
	a) Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.00	0.00
	b) Interest due thereon remaining unpaid to the supplier as at the end of the year	0.00	0.00
	c) The amount of Interest paid along with the amount of principal payment made to the supplier beyond the appointed day during the year	0.00	0.00
	d) The amount of interest due or payable for the year.	0.00	0.00
	e) Interest accrued and remaining unpaid at the end of the year.	0.00	0.00
	f) Interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid	0.00	0.00
	ii) The identification of vendors as a 'Supplier' under the Micro, Small and Medium Enterprises Development Act, 2006, has been done on the basis of the information to the extent provided by the vendors of the Company.	0.00	0.00
16	Other Current Liabilities		
	Salary Payables	18.80	-
	Employee Contribution PF	0.70	-
	PT Payables	0.10	-
	TDS Payables : Salary	0.14	-
	GST Payables	4.04	-
	Advance received from customers	2.21	-
	Other statutory liabilities	24.91	18.42
	Interest payables	0.47	0.00
		51.37	18.42
17	Provisions (Current)		
	Audit Fees Payable	0.50	0.65
	Provision for Retirement Benefit	1.80	0.00
		2.30	0.65



Note No.	Particulars	31.03.2025	31.03.2024
18	Current Tax Liability (Net)		
	TDS Payable	0.00	0.05
		0.00t	0.05
19	Revenue From Operations		
	Commission Received	239.86	588.78
	Professional Services	412.50	231.03
	Technical Services	0.00	0.00
	Export Services	0.00	0.00
		652.36	819.81
20	Other Income		
	Interest received on FDs	1.65	39.14
	Interest from REIT	0.00	0.52
	Dividend Income	0.00	1.38
	SPV proceeds from REIT	0.00	1.20
	Interest from NCD	3.30	2.50
	Interest from Incor Debentures	0.93	1.20
	Interest from Morphe Foxtrot	1.85	1.86
	Interest from Stellach	1.85	1.77
	Short Term Capital Gains	3.92	2.60
	Long Term Capital Gain on Bonds and Equity	1.69	(0.61)
	Interest from Krazybee	4.77	13.15
	Interest from ICD-Granary Wholesale pvt. Ltd.	96.39	39.19
	Interest from Aaproksha Financials	1.82	2.23
	Interest From Manyata Developers Pvt Ltd.	69.09	22.19
	Interest From Total Green Homes LLP	68.12	9.34
	Interest Income IDFC Fd	1.13	0.00
	Short Term Capital Gain on Debt MF	1.81	0.00
	Misc Income	3.11 t	0.00 t
		261.43	137.66
21	Employee Benefit Expenses		
	Salary	128.12	90.58
	Gratuity Expense	2.08	0.00
		130.20	90.58



Note No.	Particulars	31.03.2025	31.03.2024
22	Finance Costs		
	Bank Charges	1.16	0.01
	Interest Expenses	1.78	0.01
	Interest Paid on Income Tax	0.18	0.00
		3.12	0.02
23	Other Expenses		
	Audit fees	0.96	0.95
	Business Promotion Expenses	4.36	4.50
	Commission Paid	53.76	139.00
	Electricity	0.91	1.49
	Fees	1.02	14.52
	Insurance	0.32	1.07
	IT Services	0.80	2.02
	Office Expenses	0.85	1.33
	Postage, telephone and telegram	1.84	0.68
	Printing & stationery	1.11	0.72
	Professional/consultancy charges	183.26	248.73
	Rates and taxes	0.14	0.00
	Zerodha Expenses	0.01	0.16
	Rent	0.82	14.35
	Office Maintainance	2.71	0.06
	Repairs & Maintainance	2.63	1.78
	Director Fees	0.00	0.22
	Amortisation Expensese	3.06	3.06
	Travelling & Conveyance	3.90	4.04
	Written off	0.01	0.00
		262.47	438.68
	Total other expenses(a+b)	262.47	438.68
24	Earnings per share		
	Basic earnings per share is computed by dividing Net Profit after tax (attributable to equity share holders) by weighted average number of equity shares outstanding for the period. Dilutive earnings per share is not calculated as the company has not issued any dilutive potential equity shares.		
	Particulars	31.03.2025	31.03.2024
	Nominal value of shares of Rs.10/- each		
	Profit/(Loss) after tax	385.23	310.71
	Average no. of shares outstanding	20,370,000	20,370,000
	Basic earnings per share	1.89	1.53
	Diluted earnings per share	1.89	1.53



Note No.	Particulars	31.03.2025	31.03.2024
25	Contingent liabilities and commitments- Nil		
26	Payment to auditors		
	For audit	0.54	0.54
	For tax audit	0.00	0.00
	For other services	0.20	0.20
		0.74	0.74
27	Earnings per share Basic earnings per share has been calculated by dividing the profit/(loss) attributable to dinary equity holders by the weighted average number of ordinary shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit or loss for e period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.		
28	Income & Expenditure in foreign currency Inflow of foreign Currency: FOB Value of Exports during the year is Rs. 0/- Outflow of foreign Currency: CIF Value of Imports: Nil Travelling Expenses: Nil Overseas Commission etc.: Nil		
29	Details of related party transactions during the Financial year ended 31 Mar, 2024 and balances outstanding as at 31 Mar, 2025: List of related parties where control exists and also related parties with whom transactions have taken place and relationships		
	Nature of relationship	Name of related parties	
	Associates	1) Dhanayu Finance Private Limited	
	Directors	1) Preeti Saraogi 2) Jaideep Mittra 3) Vinay Agarwal 4) Hemant Dharnidharka	
	Key Managerial Person	1) Pramod kumar Dharnidharka (CFO) 2) Antima Kataria (CS) 3) Disha Jain (CS)	
	Relatives of Director/KMP	1) Khushboo Kanodia 2) Payal Mohta	



Note No.	Particulars		31.03.2025	31.03.2024
Note No.	Particulars		2024-25	2023-24
	Transactions during the year (Net)			
	Related Party	Transaction		
	Hemant Dharnidharka	Salary	36.00	36.00
	Hemant Dharnidharka	Reimbursement on behalf of company	0.12	1.36
	Preeti Saraogi	Salary	36.00	36.00
	Disha Jain	Salary	0.00	0.70
	Antima Kataria	Salary	1.68	0.83
	Khushboo Kanodia	Professional Fees	0.00	18.31
	Payal Mohta	Professional Fees	0.00	6.61
	Vinay Agarwal	Director Fee	0.00	0.22
	Hemant Dharnidharka	Loan to related party	70.00	0.00
	Hemant Dharnidharkat	Repayment of Loan to related party	70.00	0.00
	Balance outstanding at the end of the year			
	Key Managerial Person	Transaction		
	Hemant Dharnidharka	Reimbursement	0.12	0.00
	Dhanayu Finance Pvt Ltd (Associate)	Investment	618.23	0.00
30	Deferred Tax Expenses In Accordance with the Accounting Standards on "Income Taxes" issued by the Institute of Chartered Accountant of India, The Company has recognized the Deferred tax liabilities on account of depreciation differences. The breakup of net deferred tax liabilities recognized is furnished here under			
	Particulars	Current Year	Previous Year	
	Deferred Tax Asset/ (Liability)	1.03	1.36	
	Time Difference on account of Depreciation & Other Inadmissible Expenditure			
	Less: Deferred tax asset/(Deffered Tax Liability) accounted for	0.29	-0.33	
	during the year			
	Net Deferred tax asset/(liability) closing balance	1.32	1.03	
31	The holding Company has identified that there is no material impairment of assets and as such no provision is required as per Indian Accounting Standards.			



Note No	Particulars	31.03.2025	31.03.2024
32	The holding Company and it's subsidiary has not done any transactions with parties registered under MSME so there is no outstanding amount due to MSME.		
33	There is no tax assessment under The Income Tax Act, 1961 for non-disclosure or surrender of undisclosed income during the year.		
34	The holding and it's subsidiary company has not traded nor invested in the Virtual Currency - Crypto Currency during the year		
35	Previous year's figures have been re-grouped/re-arranged whenever necessary to make them comparable with current year's figures.		
36	Amounts in paises have been rounded off to the nearest Rupee lakhs (presented along with two decimals.)		

See accompanying notes to the financial statements

Place: Bangalore
Date: 28th April, 2025

For and on behalf of Dharni Capital Services Ltd

As per our report of even date
For B S D & Co.,
Chartered Accountants
Firm Regn No: 000312S

Sd/-
Hemant Dharnidharka
Director
DIN: 07190229

Sd/-
Preeti Saraogi
Director
DIN: 07339758

Sd/-
Rishav Saraf
Partner
Membership No: 230591
UDIN:25230591BMLAVC5071

Sd/-
Pramod Kumar Dharnidharka
CFO

Sd/-
Antima Kataria
Company Secretary
MN: A53005





**DHARNI Capital
Services Limited**

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