2020
ANNUAL REPORT

DHANDHO HOLDINGS
DHANDHO ZERO FEE FUNDS

DHANDHO

2020 Annual Report

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Dear Partner:

This annual report covers Dhandho Holdings and the Dhandho Zero Fee Funds. Although the various entities are separate and have unique mandates, they are affiliated: Dhandho Funds, which is the general partner that manages the India Zero Fee Funds and Junoon Zero Fee Funds, is a subsidiary of Dhandho Holdings. There are plenty of investors who have invested in more than one of these vehicles. This merged approach will optimize your reading time and perhaps help save a tree or two.

Investors in the Dhandho Zero Fee Funds can skip ahead to page 4 for the India Fund and 7 for Junoon.

<u>Dhandho Holdings</u>

In 2017, we realized Dhandho Holdings was a mistake and began the arduous task of trying to put the toothpaste back in the tube. Since then, our focus has been liquidating our investments and returning the $152 million of your initial invested capital. The largest and most illiquid of our holdings was Stonetrust Insurance, a private insurance company we purchased for $63.5 million. Fortunately, we were able to sell Stonetrust in 2018 to a wonderful buyer, Francis Chou, and we received all payments to close that transaction in 2020 for a final purchase price of $68.4 million. Francis loves Stonetrust and we are thrilled to have moved on. The sale was a win-win. I wish all my mistakes ended so well.

Over the past 3 years, we have returned 75% of your initial investment, or $7.50 per unit of the initial $10 per unit that most of you invested. The remaining 1/4 of your initial capital, or about $40 million, is currently invested in a liquid portfolio of a few stocks (65% of the pie) and an illiquid venture fund, Tandem Fund III (the remaining 35%). The value of your remaining initial capital in Dhandho Holdings is currently valued at $2.59 per unit – slightly above breakeven.

Tandem is expecting to have a major liquidity event in at least one of its holdings this year. I discussed this in my April 2021 Letter to Partners. I am pasting that excerpt below here:

One of Tandem's holdings, <u>Outdoorsy</u>, is planning to go public later this year. Based on our look-through ownership, we own about 0.50% of the business. Our 3/31 estimated NAV of $2.59 per unit reflects Tandem's valuation of Outdoorsy at $1.6 billion, a discount to its likely eventual valuation of $1.85 billion. If Outdoorsy was valued at $1.85 billion, our estimated 3/31 NAV would increase to $2.68 per unit. At a valuation of $2 billion, Dhandho's Outdoorsy stake alone will return 100% of its investment in Tandem. We will get shares in a publicly traded Outdoorsy, which we can sell subject to lock-ups. Most of these sales could be tax-exempt due to the Qualified Small Business Stock (QSBS) treatment under the tax code if held through March 2022. It tastes great and is less filling! Once we've sold our Outdoorsy shares, our plan is to distribute that to you. The next distribution is likely to occur in Q2 2022.

Tandem has two more companies that may go the SPAC route or raise more capital or be acquired. However, these deals are a lot smaller with significantly higher uncertainties. They do have several other interesting investments as well, but all of them have a wide range of future outcomes including being liquidated.

The latest information we have on Outdoorsy is that they plan to do an IPO in the fall (subject to market conditions). They have strong interest from many blue-chip investment banks (including Goldman Sachs) to be the lead underwriter. There is plenty of uncertainty around the Outdoorsy IPO, including its valuation and listing date. The good news is that their business has never been stronger. Americans vacationing by road in RVs has zoomed during the pandemic and some of these changes are likely to persist for a while. By the time the lockups expire in 2022, Outdoorsy could be valued at $500 million or $5 billion.

Whenever we have meaningful liquidity from any of our Tandem holdings, including Outdoorsy, we plan to send the proceeds to you. I am hoping the next distribution is in 2022 and exceeds $2.50/unit, so that we have returned all of the original capital. Once the initial capital is returned, Dhandho Holdings will operate as a dividend-paying entity, distributing proceeds from its investment portfolio, as well as excess cash from performance fees earned by the Dhandho Funds GP.

Dhandho Funds

In the 5 years since the Dhandho Funds GP launched, it has only earned $254,000 in performance fees from Junoon. Of this amount, $177,500 was reinvested in Junoon's US fund, and that is worth $210,000 today. The Dhandho Funds GP only earns its 25% performance fee when either of the India Funds or Junoon breaches its respective 6% annual hurdle, with high water marks. The 0/6/25 fee structure is the exact same one I have at Pabrai Funds. Junoon was dancing around fee-earning territory in early 2021 but ended Q1 2021 below its threshold. The India Funds have had a great 12 months, outpacing the S&P 500 by 20 percentage points, but are still approx. 45% below their fee thresholds.

Although I expect both Zero Fee Funds to earn meaningful fees for Dhandho Funds in the years to come, virtually no value is ascribed to the GP interest in our current NAV. It is difficult to value a business with lumpy and unpredictable cash flows like Dhandho Funds. We prefer to go the conservative approach and reflect it at its book value, which consists of the small, reinvested interest in Junoon and operating cash. When we earn fees and reinvest them, the value of the GP interest will grow in our NAV as well. Across India and Junoon, we have about $100 million in assets under management. I expect assets to continue to grow through a combination of better performance and inflows. Stay tuned.

Although I do not recommend that anyone sell their Dhandho units, we do have a mechanism to help you sell your units if you want liquidity or want to move on. Insiders (excluding me) will have a preference to further align interests. Please email Fahad Missmar (fm@dhandhofunds.com) if this is of interest. You can assume any sale will take place at the last estimated quarterly NAV which was $2.59/unit on 3/31/21. At this time there is strong interest among insiders and outsiders to acquire more Dhandho units.

Alignment of Interests

My investment in Dhandho Holdings was worth about $7.9 million at the estimated 3/31/21 NAV and The Dakshana Foundation's interest was worth $0.7 million. My family, Fahad Missmar, Jaya Velicherla and The Dakshana Foundation own about 25% of Dhandho Holdings. It is important to note that Dhandho has never issued stock options or given units to management below fair value.

The India Zero Fee Funds

The India Zero Fee Funds had a rough start, but I do believe they have turned the corner and are off to the races:

Dhandho India Zero Fee Fund LP (US Qualified Purchasers) Performance Summary:

	S&P 500	India Small Cap Index	India US (net to investors)
10/1/17 - 12/31/17	**6.6%**	**22.1%**	**1.1%**
1/1/18 - 12/31/18	**-4.5%**	**-29.9%**	**-21.2%**
1/1/19 - 12/31/19	**31.5%**	**-8.9%**	**-4.3%**
1/1/20 - 12/31/20	**18.3%**	**28.8%**	**3.4%**
1/1/21 - 3/31/21	**6.2%**	**13.9%**	**6.7%**
Annualized	**16.0%**	**3.9%**	**-4.8%**
Cumulative	**68.3%**	**14.5%**	**-15.8%**

Dhandho India Zero Fee Fund Offshore Ltd. (Offshore/IRA Investors) Performance Summary:

	S&P 500	India Small Cap Index	India Offshore (net to investors)
10/1/17 - 12/31/17	**6.6%**	**22.1%**	**0.5%**
1/1/18 - 12/31/18	**-4.5%**	**-29.9%**	**-20.2%**
1/1/19 - 12/31/19	**31.5%**	**-8.9%**	**-4.5%**
1/1/20 - 12/31/20	**18.3%**	**28.8%**	**1.2%**
1/1/21 - 3/31/21	**6.2%**	**13.9%**	**6.6%**
Annualized	**16.0%**	**3.9%**	**-5.3%**
Cumulative	**68.3%**	**14.5%**	**-17.3%**

The India Zero Fee Funds had an exceptional 12 months ending 3/31/21, returning 70-77% vs. 56% for the S&P 500. The outperformance can be attributed to the rise of three key holdings: Indian Energy Exchange (IEX), Micron and Rain Industries. These three stocks together now account for a little over 50% of the value of the India Funds. We only put 10% of our assets at cost in each business, but the run up in their values, as well as redemption-driven sales and portfolio movements, has increased their portion of the pie. We have no problem with that. I couldn't be more thrilled with our level of concentration in these three businesses. They will each do quite well from here. The remaining 50% of the portfolio is invested in 6 businesses inside and outside India. Most of what we own are growing pies that we intend to hold on to for a very long time.

> *"If you know how to value businesses, it's crazy to own 50 stocks or 40 stocks or 30 stocks, probably because there aren't that many wonderful businesses understandable to a single human being in all likelihood. To forego buying more of some super-wonderful business and instead put your money into #30 or #35 on your list of attractiveness just strikes Charlie and me as madness."*
>
> - Warren E. Buffett, 1996 Berkshire Hathaway Annual Meeting

Rain Industries:

The India Funds acquired about 80% of their existing position in Rain when it was sporting a $490 million market cap in late 2019. At the time, Rain had fallen 75% from a peak of $2 billion in 2018 without any change in my estimation of its intrinsic value. Rain's market cap is $820 million today.

I shared some thoughts on Rain and its incredible leader Jagan Reddy in my 2020 Pabrai Annual Report. I am pasting a few excerpts here:

Jagan is a very good capital allocator and has been transforming Rain for the last two decades from a commodity producer into a business with two durable moats:

1. *In the commodity businesses, he has made Rain one of the lowest cost producers. When Rain's competitors lose money, Rain breaks even. A low-cost commodity producer is a good business. Rain has had no unprofitable years since we've owned it – a claim none of its competitors can make.*
2. *Jagan is expanding Rain's portfolio of high margin oligopolistic specialty chemicals.*

I wondered in 2018 whether selling Rain then was going to lead to missing out on significantly greater returns in the future as Jagan worked his magic. It has been a volatile ride. Rain went from a $175 million market cap in 2015 to over $2 billion in 2018 to $250 million in March 2020, as the pandemic decimated stock prices, to $820 million today.

Rain is a good but not a great business. It does have a great capital allocator and leader, but the core business has many undesirable traits. Given all the retained earnings the business has redeployed from 2015-2021, I believe Rain is meaningfully undervalued today. We will eventually sell it all - hopefully at a meaningfully higher price.

Indian Energy Exchange Limited (IEX)

Over 20% of the pie in each of the India Funds is in IEX. I hope we are smart enough to hold on to every precious share of IEX for a very long time.

Indian Energy Exchange Limited

First Bought on:	6/6/2018
Avg. Buy Price:	$2.41
FMV on 5/14/21:	$5.09
Total Amount Invested:	$9.2 million
Current Value (includes dividends received):	$19.4 million
Annualized Return:	29.1%

111.7% unrealized gain over a holding period of 2.9 years.

IEX is an amazing business. Founded in 2008, IEX is the dominant power exchange in India. Dominant is an understatement. IEX has 98% market share. Currently around 4% of all the power consumed in India is bought and sold through IEX. It is a very digital business with 60% of revenues coming through as *after-tax* net income. India's power consumption will likely grow with GDP at a rate of 6-8% a year. Historically, power generators sold most of their power to distribution companies (DISCOMs) through long-term Power Purchase Agreements (PPAs) which are take or pay contracts with annual rate hikes. The negotiated rates in these PPAs are mostly in the Rs. 4-6/kWh range. IEX's recent clearing price on power bought on its exchange is well under Rs. 3/kWh. The PPAs create massive terminal liabilities and obligations for the DISCOMs. Channeling Miller Lite, IEX tastes great and is less filling. It is a no-brainer for DISCOMs to buy as much of the power they need as possible through IEX.

If India consumes 100 units of power a year and 4 units are purchased through IEX, a year from now 107 units might be consumed. Most of these additional 7 units are not going to go the PPA route. A good portion of it will be bought and sold through IEX. Even if just 2 of the 7 units end up going through IEX, it means IEX would be growing at 50% a year. In addition, as PPAs expire, not all of them renew. You get the picture.

But wait! There is more. IEX recently set up the Indian Gas Exchange (IGX) as a subsidiary to allow the trading of natural gas in a similar fashion. India's electric grid is connected to Bangladesh, Nepal, Bhutan etc., but historically the cross-border grid connections were weak. These are all being strengthened to allow massive increases in cross-border power sales. Bangladesh, for example, has notoriously high power rates and IEX will be able to supply massive amounts of Indian power to DISCOMs in Bangladesh from across India. IEX has many tail winds.

IEX also face headwinds. Their tariffs are regulated, and the regulator can see the fat margins that IEX has and could mandate reductions thereof. Other power exchanges in India are trying to get traction, but network effects have only made them weaker. Here too the regulator may prefer 2-3 players with similar market share and cause that to happen.

We bought our IEX shares for \$2.41/share, and they are now over \$5/share. The two India Funds own 1.2% of IEX. As India's power consumption mushrooms over the decades ahead, it could end up that maybe 20-40% of all the power consumed in India is transacted through IEX. And, on a look through basis, we'd get a piece of the action on 0.25 - 0.50% of all the power consumed in India. Long and strong!

The Junoon Zero Fee Funds

Junoon has done quite well over the past 12 months and the two funds are up 66-75% during this period, vs. 56% for the S&P 500. Since we made our latest strategy upgrade to *Junoon 4.0* on October 1, 2020, the funds are up 29-35%, vs. 19% for the S&P 500.

Dhandho Junoon LP (US Qualified Purchasers) Performance Summary:

	S&P 500	Junoon US (net to investors)
7/1/16 - 12/31/16	**7.8%**	**12.9%**
1/1/17 - 12/31/17	**21.8%**	**15.6%**
1/1/18 - 12/31/18	**-4.5%**	**-16.2%**
1/1/19 – 12/31/19	**31.5%**	**14.6%**
1/1/20 – 12/31/20	**18.3%**	**15.1%**
1/1/21 – 3/31/21	**6.2%**	**5.3%**
Annualized	**16.6%**	**9.2%**
Cumulative	**107.2%**	**51.9%**

Dhandho Junoon Offshore Limited (Offshore/IRA Investors) Performance Summary:

	S&P 500	Junoon Offshore (net to investors)
7/1/16 - 12/31/16	**7.8%**	**12.6%**
1/1/17 - 12/31/17	**21.8%**	**17.8%**
1/1/18 - 12/31/18	**-4.5%**	**-16.2%**
1/1/19 – 12/31/19	**31.5%**	**13.9%**
1/1/20 – 12/31/20	**18.3%**	**11.3%**
1/1/21 – 3/31/21	**6.2%**	**3.6%**
Annualized	**16.6%**	**8.3%**
Cumulative	**107.2%**	**45.8%**

In 2020, I went through a significant reset in my approach to investing to move away from discounted pies towards growing compounders. More than any fund that I manage, the Junoon Zero Fee Funds were probably the earliest and biggest beneficiaries of my reset. Junoon has the willingness and flexibility to implement changes quickly if it reaches a bona fide breakthrough like the one we had in 2020.

A core part of Junoon's DNA is the relentless pursuit of *kaizen*, or continuous improvement. Over the past 5 years, Dhandho Funds has poured thousands of man hours of back-testing and R&D into the algorithms that underlie Junoon's stock picking. The hard work came to a head in 2020 when it became painfully clear that Junoon was selling exceptional businesses way too early, missing out on significant compounding opportunities. The sell recommendations of the algorithms were unnecessarily disrupting

Junoon's compounding engine. My personal *kaizen* investing journey then collided with Junoon's. The road to nirvana was to buy and hold growing pies. *Junoon 4.0* was born.

I discussed my 2020 evolution as an investor in the 2020 Pabrai Funds Annual Report, and I am pasting an excerpt of that discussion below.

> *"For the individual or institution really out to make a fortune in the stock market, it can be argued that every sale is a confession of error."*
>
> - *Thomas W. Phelps, author of* *100 to 1 in the Stock Market*

Forgive me Thomas for I have sinned. And not just once or twice but scores of times. While I cannot change the past, I can certainly make amends in the future.

When I began my journey as a value investor in 1994, I was a buy and hold investor focused on high-growth businesses with powerful tailwinds. This was natural for me as I had experienced first-hand the marvels of owning a business with superior economics and growth. My first successful startup, TransTech, took less than $100,000 in debt and equity to get going and was soon generating multiples of that initial investment in annual cashflows - all while growing at a breakneck pace. Just three years after it got going, a portion of the business was sold for over $1.5 million. And a year later, sales were back to the same level as before the sale.

After taxes, I was left with an extra $1 million from the sale and I decided to invest it in common stocks. From 1994-2000, that $1 million grew to over $13 million. While there were many winners and more than a few losers, most of the returns came from two investments that went up over 100x. Mr. Phelps would approve.

Of course, there were plenty of dumb moves as well. In 1995, I invested $40,000 of the $1 million in the Indian stock market. I was so impressed with my Indian broker, Kotak Mahindra, that I invested $2400 in Kotak's listed shares. For the next five years, it was flat and, for no good reason, I exited the Kotak position. Had I just kept those shares, they would now be worth more than $1.2 million. I missed out on more than a 500x return due to an inexplicable urge to act. Kotak has subsequently become one of the largest and most successful private banks in India. After 26 years, the relationship continues. Kotak is the primary broker and custodian for Pabrai Funds in India.

It is interesting to note that I made four bets in India in 1995 and three of them eventually went up over 100x. I only captured one of these hundred baggers. As it turned out, the other two needed to be held for more than a quarter century (and counting) to get to the promised land. Even with all the returns coming from one bet, the $40,000 turned into over $1.6 million by 2000. There was no good reason for me to sell Blue Dart (the Fedex of India) either in 2000. Sorry Thomas. I live and learn.

When Pabrai Funds started in mid-1999, I was deeply concerned about the dot-com bubble and stretched valuations. I changed tactics and focused on unsexy Grahamian businesses which had all but been abandoned by investors chasing pets.com. It worked very well. From 1999-2007, Pabrai Funds had no down years and was up over 29% annualized net to investors. Every dollar turned into $8 after all fees and expenses. We then hit a major air pocket during the financial crisis and all the funds were down 65+%. While we had strong performance from 2009-17, I should have switched back to growth investing many years ago. Great growing pies will virtually always trounce discounted pies. Better late than never.

2020 year was a year of renaissance for me. I read Phelps' exceptional book as well as all the Nomad Partnership letters. Nick Sleep (of Nomad) and Thomas helped me refine and redefine my view on compounders and selling. I am eternally grateful to both of them.

> *"The truly brilliant investors weren't investors;*
> *they were entrepreneurs that didn't sell."*
>
> - *Nick Sleep, Nomad Investment Partnership*

As we saw with the Kotak and Blue Dart examples, compounders rarely go straight up. One needs to have the mindset of the founder and be willing to hold on to these wonderful businesses for decades. The key questions to ask are:

1. *What is the destination of the business in a decade or two?*
2. *Is the business getting better? Is the moat getting wider and deeper?*
3. *Is the valuation reasonable?*

Capitalism is nothing but creative destruction. Eventually virtually all businesses will perish and disappear. And eventually everything needs to be sold. There is an art and science to holding on to these great businesses for the long haul but not necessarily forever.

Junoon 4.0:

Once the epiphanies were clear, Junoon switched gears and launched *Junoon 4.0* in October 2020. Junoon would no longer blindly follow the sell recommendations of its algorithms. In April of every year, we would evaluate the businesses that were recommended by Junoon's algorithms, and only make replacements if they met a high bar of improving the overall quality of long-term compounders in the portfolio.

On April 1, 2021, Junoon ran its annual rebalancing algorithms, which offered up a selection of potential businesses to replace the ones in our existing portfolio. We evaluated the picks and made only these tweaks as of the April 1st rebalance:

- Sell Cimsa Cimento (Turkey), Wendys, and Constellation Software

- Allocate proceeds to Alibaba Group (new addition) and Edelweiss Financial Services (India)

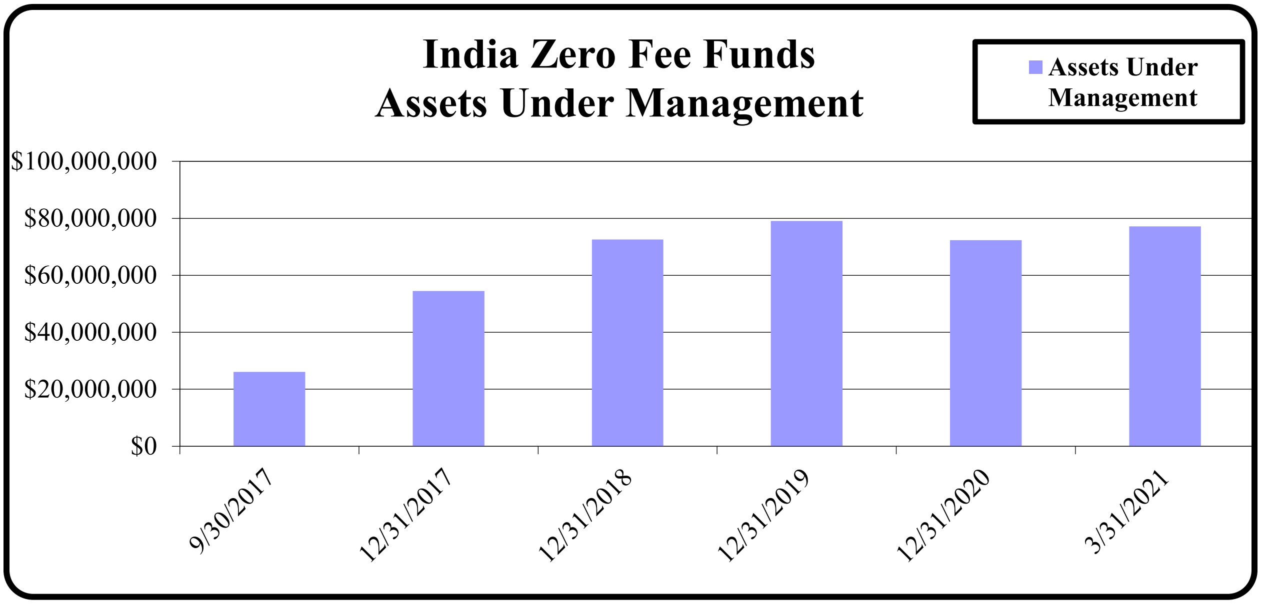
Dhandho Junoon LP's portfolio as of April 1, 2021 is listed below. These are all high-quality businesses. This mix represents a powerful alternative to a broad index like the S&P 500. We will evaluate the portfolio next on April 1, 2022, when the algorithms give us another set of businesses to consider.

Business	**Bucket**	**Weight**
Micron Technology	Cannibal; Cloned Idea	23%
Coca-Cola Içecek (Turkey)	Cloned Idea	15%
Alphabet	Cannibal; Cloned Idea; Spawner	11%
Marriott International	Cannibal; Cloned Idea; Spawner	5%
BYD (China)	Cloned Idea; Spawner	5%
Twitter	Cloned Idea	5%
Chipotle Mexican Grill	Cannibal; Cloned Idea	4%
Alibaba Group (China)	Cloned Idea; Spawner	4%
Starbucks	Cannibal; Cloned Idea; Spawner	4%
Berkshire Hathaway	Cannibal; Cloned Idea; Spawner	4%
Edelweiss Financial Services	Cloned Idea; Spawner	4%
Microsoft	Cannibal; Cloned Idea; Spawner	4%
Restaurant Brands International	Cloned Idea; Spawner	4%
Haci Ömer Sabanci (Turkey)	Cloned Idea; Spawner	3%
Topicus	Spin-Off	0.4%
Cash (to be allocated to Edelweiss Financial Services)		5%

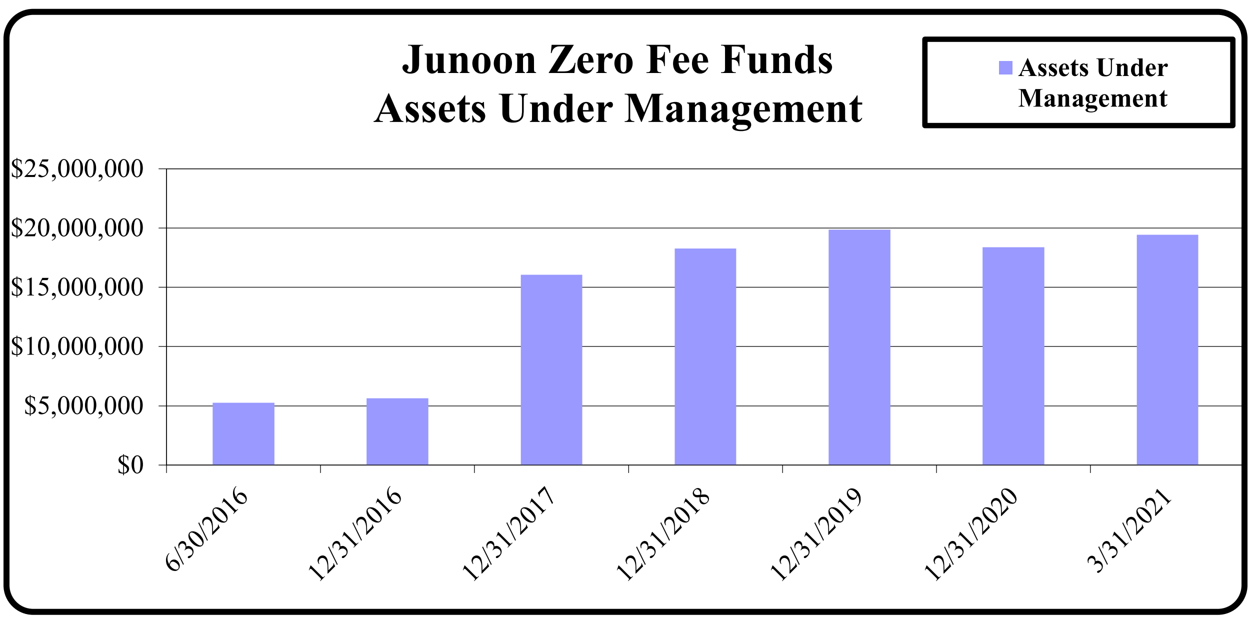
I am excited about the road that lies ahead for Junoon. If you have an allocation to the S&P 500, this is a great time to move some or all of it to Junoon.

Assets Under Management

There is $78.4 million in assets under management in the India Zero Fee Funds as of April 1, 2021.



There is $19.4 million in assets under management in the Junoon Zero Fee Funds as of April 1, 2021.



The Zero Fee Structure

The fee structure of the Dhandho India Zero Fee Funds and Junoon Zero Fee Funds is a reflection both of our commitment to generating value for investors and our belief in our product. We only get paid if the funds deliver better than 6% annualized. There are no management fees. Just performance fees, which are 0% until a 6% annualized return is delivered; above 6% investors keep ¾ of the gains and Dhandho Funds keeps ¼. For example, if a fund is up 10% in a year, Dhandho Funds gets 1% of AUM as a performance fee. If it is up 5%, we get nothing. It is a win-win proposition that puts us in full alignment with you.

No performance fees were earned by any of the funds in 2020.

2020 Annual Meeting Transcript and Presentation

The Annual Meeting presentation slides and transcript are posted on our website. Here is the link to the transcript:

2020 Annual Meeting Transcript

The transcript is best read in conjunction with the presentation slides (the password to the video is "Munger"):

https://vimeo.com/457923174

An Exceptional Team

Fahad, Jaya, Valerie, Kimberly, Yogini and Miloni are simply a delight to work with. I have nothing but praise for the crew at Liccar, and Mike Froy at Dentons. Along with our offshore legal advisors Conyers, Dill and Pearman, our auditors, the Cayman PwC team under Brian Rando are a pleasure to work with. Ajay Desai and his group at UBS is our primary broker and custodian, and they are also very much a part of our team. Also part of our team is Kotak Mahindra, our custodian and broker for the India stock portfolio. I am blessed to be able to work with these exceptional groups in Irvine, Chicago, BVI, Cayman Islands and India. It makes my job a pure joy.

2021 Annual Meetings – Tentative Dates

There will be two annual meetings held sequentially in Orange County, California & virtually. These meetings will cover Pabrai Funds, Dhandho Holdings and Dhandho Funds.

Prior to the California meeting, we will have the 7th Annual Gran Fondo Dhandho Bike Ride. It's a scenic ride around the Newport Estuary with views of the Pacific Ocean in Newport Beach, California. Biking can be a dangerous activity; we only want folks who are decent bikers on the ride. The ride begins at Starbucks in Newport Beach at 8:15 AM, and ends there around 10:30 AM. For folks that just wanna chill, you can come to the Starbucks at 10:30 AM and hang out with us bikers.

Here is a link to the Starbucks location:

http://www.starbucks.com/store/18175/us/jamboree-bristol/3601-jamboree-road-newport-beach-ca-926602961

Several out-of-towners have rented bikes from The Path Bike Shop. Here is a link to their website: http://www.thepathbikeshop.com/. They have a great selection of bikes and will deliver and pick up the bikes from your hotel. Bikers are best off staying at the Newport Beach Marriott Bayview, as it is less than 0.5 miles from our Starbucks rendezvous point. Here is a link to the hotel's website: http://www.marriott.com/hotels/travel/npbst-newport-beach-marriott-bayview/.

I hope you'll join me on Saturday morning to experience some of the magic of Southern California.

The **California** meeting is tentatively scheduled to be on **Saturday, September 11th, 2021** at 4:00 PM at:

Soka University
Performing Arts Center
1 University Drive, Aliso Viejo, California 92656 Tel. +1949.480.4000

Soka University has a spectacular campus nestled in the scenic hills of Aliso Viejo. It is a 20-minute drive from Orange County Airport (SNA), and about an hour drive from LAX.

There is a fantastic Marriott Club Sport hotel about 3 miles from Soka University:

Marriott Renaissance ClubSport
50 Enterprise
Aliso Viejo, CA 92656
Reservations: 800-468-3571
Phone: 949-643-6700

There are many hotels in the area. Here is a link to other hotels near Soka University:

https://www.soka.edu/hotels-near-soka

Agenda for the California meeting:

4:00 – 4:30 PM:	Meet and Greet
4:30 – 6:30 PM:	Presentation and Q&A
6:30 – 7:15 PM:	Cocktail Hour

In lieu of dinner in California, we'll have an extended cocktail hour with expanded appetizers (multiple food stations), and lots of tables to sit and chat.

The **Virtual** meeting is tentatively scheduled to be held via video conference on **Saturday, September 18th, 2021** at 12:00 PM Pacific Time. Confirmed guests will receive instructions via email on how to attend the virtual meeting.

Agenda for the virtual meeting:
12:00 – 2:00 PM Pacific Time: Presentation and Q&A

The invites will go out electronically via email in July 2021. Look for it in your inbox! If you don't receive it, please contact invite@pabraifunds.com. Your significant other and young kids are welcome to attend. As we are now a Registered Investment Advisor, the SEC requires that all guests must be "accredited investors," which includes your adult kids (22 years or older). The invitation is non-transferable.

Stay healthy and safe. I look forward to seeing you in September.

Thanks for your continued interest, referrals and support. Feel free to call me at +1949.453.0609 or email me at mpabrai@dhandhofunds.com with any queries or comments.

Warm regards,

Mohnish Pabrai

Note: Various indices are included throughout this letter for reference. Reference to an index or benchmark does not imply that the strategy will achieve returns, experience volatility, or have other results similar to the index. As an example, the Dhandho Zero Fee Funds may invest in foreign securities, however the indices presented only include U.S. securities.

Appendix A

Dhandho Holdings Performance History (Net to Investors)

No. of Units	Date	NAV[1]	Cumulative Capital Returned	NAV + Capital Returned
14,837,687	03/31/2014	$10.00	$0.00	$10.00
15,218,640	12/31/2014	$9.93	$0.00	$9.93
15,288,640	12/31/2015	$8.36	$0.00	$8.36
15,218,640	12/31/2016	$8.73	$0.00	$8.73
15,217,801	12/31/2017	$4.92	$5.00	$9.92
15,215,635	12/31/2018	$4.12	$5.00	$9.12
15,193,811	12/31/2019	$3.73	$6.00	$9.73
15,171,441	12/31/2020	$2.64	$7.50	$10.14
15,171,441	03/31/2021	$2.59**estimate*	$7.50	$10.09**estimate*

Appendix B

Dhandho India Zero Fee Fund LP's Performance History (Net to Investors)

No. of Units	Date	NAV
1,830,217	10/01/2017	$10.00
3,183,760	12/31/2017	$10.11
5,334,464	12/31/2018	$7.97
5,758,774	12/31/2019	$7.63
5,589,506	12/31/2020	$7.89
5,732,076	03/31/2021	$8.42

Dhandho India Zero Fee Fund Offshore Ltd. Performance History (Net to Investors)

No. of Units	Date	NAV
780,489	10/01/2017	$10.00
2,218,439	12/31/2017	$10.05
3,747,823	12/31/2018	$8.02
4,586,341	12/31/2019	$7.66
3,642,747	12/31/2020	$7.75
3,649,036	03/31/2021	$8.27

[1] The NAV listed in this chart represents the NAV of Dhandho Holdings LP ("DHLP"), in which the majority of investor's interests are held. The NAV of Dhandho Holdings Qualified Purchaser LP ("DHQP") may differ slightly.

Appendix C

Dhandho Junoon LP's Performance History (Net to Investors)

No. of Units	Date	NAV
425,000	07/01/2016	$10.00
400,000	12/31/2016	$11.29
582,360	12/31/2017	$13.05
849,508	12/31/2018	$10.94
853,033	12/31/2019	$12.53
801,139	12/31/2020	$14.42
829,456	03/31/2021	$15.19

Dhandho Junoon Offshore Ltd. Performance History (Net to Investors)

No. of Units	Date	NAV
99,998	07/01/2016	$10.00
99,998	12/31/2016	$11.26
638,352	12/31/2017	$13.26
808,442	12/31/2018	$11.11
724,336	12/31/2019	$12.65
482,830	12/31/2020	$14.08
464,443	03/31/2021	$14.58

Dhandho Holdings, L.P.

REPORT OF INDEPENDENT AUDITORS
AND
AUDITED FINANCIAL STATEMENTS

December 31, 2020

Dhandho Holdings, L.P.
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December 31, 2020

Report of Independent Auditors

To the General Partner of Dhandho Holdings, L.P.

We have audited the accompanying financial statements of Dhandho Holdings, L.P. (the “Partnership”), which comprise the statement of assets, liabilities and partners’ capital, including the condensed schedule of investments, as of December 31, 2020, and the related statements of operations, of changes in partners’ capital, and of cash flows for the year then ended.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Partnership’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dhandho Holdings, L.P. as of December 31, 2020, and the results of its operations, changes in its partners’ capital, and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers

April 29, 2021

PricewaterhouseCoopers, 18 Forum Lane, Camana Bay, P.O. Box 258, Grand Cayman, KY1- 1104, Cayman Islands
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Dhandho Holdings, L.P.
Statement of Assets, Liabilities and Partners' Capital
December 31, 2020
(expressed in United States dollars)

		2020
ASSETS		
Cash	$	23,820
Due from brokers		4,678,825
Investments, at fair value (cost $16,484,768)		24,553,837
Interest and dividends receivable		39,560
Prepaid expenses		15,108
Due from affiliates		16,695
Total assets	$	29,327,845
LIABILITIES AND PARTNERS' CAPITAL		
Accrued operating expenses		75,055
Total liabilities		75,055
Partners' capital		
General partner		-
Limited partners (11,100,968 units at $2.64 per unit)		29,252,790
Total partners' capital		29,252,790
Total liabilities and partners' capital	$	29,327,845

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

Dhandho Holdings, L.P.
Statement of Operations
Year ended December 31, 2020
(expressed in United States dollars)

		2020
Investment Income:		
Dividends	$	49,929
Interest income		234
Total Investment Income		50,163
Expense:		
Interest expense		7,012
Professional fees		83,623
Management fees		153,804
Administration fees		96,000
Total expenses		340,439
Net Investment loss		(290,276)
Net realized and unrealized gain/(loss) on investments		
Net realized gain from investments		500,101
Net realized gain on foreign currency transactions		64,583
Net change in unrealized appreciation on investments		1,204,554
Re-measurement of provision for impairment of receivable from sale of private company		2,990,900
Net realized and unrealized gain (loss) on investments		4,760,138
Net increase in partners' capital resulting from operations	$	4,469,862

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

Dhandho Holdings, L.P.
Statement of Changes in Partners' Capital
Year Ended December 31, 2020
(expressed in United States dollars)

	General Partner	Limited Partners	Total
Balance January 1, 2020	$ -	$ 41,501,422	$ 41,501,422
Capital withdrawals	-	(34,734)	(34,734)
Capital distributions		(16,683,760)	(16,683,760)
Increase in partners' capital resulting from operations	-	4,469,862	4,469,862
Balance, December 31, 2020	$ -	$ 29,252,790	$ 29,252,790

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

Dhandho Holdings, L.P.
Statement of Cash Flows
Year Ended December 31, 2020
(expressed in United States dollars)

		2020
Cash Flows from Operating Activities		
Net increase in partners' equity resulting from operations	$	4,469,862
Adjustments to reconcile net increase in partners' equity resulting from operations to net cash provided by operating activities:		
Net realized gain from investments		(500,101)
Net change in unrealized appreciation on investments		(1,204,554)
Re-measurement of provision for impairment of receivable from sale of private company		(2,990,900)
Purchase of equity investments		(7,500,340)
Sale of equity investments		25,270,994
Purchase of investment in other private investments		(1,046,011)
Payments received on receivable from sale of private company		6,999,191
Change in other assets and liabilities:		
Due from brokers		(4,678,825)
Interest and dividends receivable		(39,560)
Prepaid expense		(3,136)
Due from affiliates		(14,587)
Accrued operating and trading expenses		(6,604)
Due to broker		(1,997,450)
Net cash provided by operating activities		16,757,979
Cash Flows from Financing Activities		
Partner withdrawals		(109,023)
Partner capital distributions		(16,683,760)
Net cash used in financing activities		(16,792,783)
Net decrease in cash		(34,804)
Cash:		
Beginning of year		58,624
End of year	$	23,820

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

Dhandho Holdings, L.P.
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Number of Shares		Value as a Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
118,295	Micron Technology Inc.	30.40%	$ 4,634,366	$ 8,893,418
	Total United States	30.40%	4,634,366	8,893,418
	India			
	Financial Services	1.90%	563,893	557,176
	Korea			
	Financial Services			
240,000	Nice Holdings Company LTD	14.69%	4,269,257	4,296,325
	Total Korea	14.69%	4,269,257	4,296,325
	Total Common Stocks	46.99%	9,467,516	13,746,919

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

Dhandho Holdings, L.P.
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Company Name	Investment	Value as a Percentage of Partners' Capital	Cost	Fair Value
Private operating companies				
Dhandho Funds, LLC				
Limited Liability Company engaged in investment advisory.	Member Units			
The Partnership owns 73.24% of Dhando Funds, LLC.	(73 units)	2.00%	$ 783,903	$ 585,176
Monti Kids, Inc.				
Corporation organized to provide early-childhood educational	Preferred Stock			
toys.	(61,033 shares)	0.16%	36,620	47,835
Total private operating companies		2.16%	820,523	633,011
Private equity funds				
Tandem Fund III, LP *		34.78%	6,196,729	10,173,907
Total investments, at fair value		83.94%	$ 16,484,768	$ 24,553,837

The following is a disclosure of the Partnership's proportionate interest in underlying investments of other private equity funds that exceed 5% of the Partnership's December 31, 2020 partners' capital.

Company Name	Investment	Value as a Percentage of Partners' Capital	Cost	Fair Value
Outdoorsy, Inc.		17.57%	$ 470,358	$ 5,140,859

* Objective of private equity fund: Primarily invest in securities of privately held companies building innovative technology businesses. Redemption terms: Voluntary redemptions are not permitted. The Fund will continue until March 8, 2023 unless extended by agreement of the partners or is terminated prior thereto under circumstances provided for in the LP Agreement dated January 7, 2015.

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

1. ORGANIZATION

Dhandho Holdings, L.P. (the “Partnership”) is a limited partnership organized in December 2013, pursuant to the laws of the State of Delaware. The purpose of the Partnership is to make equity investments in privately and publicly held businesses. In February 2014, the Partnership had its first closing with total contributed capital of approximately $112,165,000.

The affairs of the Partnership are managed by its general partner. Effective November 16, 2020, the Partnership's general partner was changed to Dalal Street, LLC (the "General Partner") from Dhandho GP, LLC, a subsidiary of the General Partner. Both the General Partner and Dhandho GP, LLC are limited liability companies organized under the laws of the State of California and are controlled by Mohnish Pabrai. The General Partner is an investment adviser registered with the U.S. Securities and Exchange Commission.

The General Partner holds Limited Partner interest of 15.08%.

The General Partner has the overall responsibility for the management of the Partnership and provides portfolio management and administrative services. The General Partner is paid a Management Fee, as described in note 5.

The Partnership owned 73.24% of the outstanding stock of Dhandho Holdings Corp (“DHC”), a corporation organized under the laws of the Commonwealth of Puerto Rico on October 31, 2014 for the purpose of investing in private and public enterprises. The remaining outstanding stock of DHC was owned by Dhandho Holdings Qualified Purchaser, LP (“DHQPLP”), a related entity, which is also managed by the General Partner. Shortly after its formation, the Partnership contributed $111.3 million to DHC. Effective December 31, 2014, DHC acquired 100% of the outstanding common stock of Stonetrust Commercial Insurance Company and subsidiary (together, “Stonetrust”) for approximately $35 million and contributed an additional $30 million to Stonetrust. Stonetrust is domiciled in the State of Nebraska and is engaged in providing workers compensation insurance.

On September 29, 2017, DHC entered into a Stock Purchase Agreement to sell Stonetrust for $70.4 million. The sale closed on January 1, 2018. Under the terms of the Stock Purchase Agreement, DHC received a payment of $40 million at the closing of the transaction and an additional $15 million came due 135 days after the closing date. The final $15.4 million (the “Holdback Payments”) is paid out in payments over the course of four years as a warranty for future adverse development that may take place in the reserves at Stonetrust allocated to claims existing prior to closing. Interest will accrue on any payments not made when due. Assuming no adverse development, the Holdback Payments over the four years are paid $2 million per year on the first three anniversary dates of closing, and then $2 million plus the additional amount due to DHC on the fourth anniversary date.

On December 19, 2018, DHC distributed the balance of the receivables from the sale of Stonetrust up to the Partnership and DHQPLP in proportion to each entity's ownership of DHC, with the Partnership receiving $5,107,584 and DHQPLP receiving $1,866,179. The gross value of the receivables at DHC at the time of the distribution was $16.8 million, consisting of $1.4 million due from the $15 million tranche due in May 2018, and $15.4 million in Holdback Payments. The distribution was done at the receivables' fair value, which was determined to be $7.0 million after considering impairments to account for risks. During 2019, $5.4 million in payments was received by the Partnership and DHQPLP consisting of the remaining $1.4 million due from the $15 million tranche due in May 2018, the $2 million Holdback Payment due on December 31, 2018 and the $2 million Holdback Payment due on December 31, 2019. During 2019, $0.3 million in accrued interest was received related to the late payment of $4.9 million of the $15 million tranche due in May 2018, of which $3.5 million was received in 2018 and $1.4 million was received in 2019, and the $2 million Holdback Payment due on December 31, 2018, which was received in 2019. This receivable was settled during the year ended December 31, 2020 and the partnership received approximately $7,000,000 from Stonetrust.

Effective December 20, 2019, DHC was dissolved. All remaining assets were transferred to Partnership and DHQPLP according to their respective ownership percentages.

The Limited Partnership Agreement (the "Agreement") provides for one class of Limited Partner Interest, which corresponds to the dollar amount of the Limited Partner's investment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of the Partnership, which conform to U.S. GAAP include the following:

Basis of Presentation **-** Management has evaluated the Partnership's structure, objectives and activities and has determined that the Partnership meets the characteristics of an investment company. As such, the Partnership's financial statements apply the guidance set forth in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946, *Financial Services – Investment Companies*.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the General Partner to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ significantly from those estimates.

Cash and Cash Equivalents **-** The Partnership considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Due From Affiliate – The amount shown as due from affiliate represents $2,108 overpaid by the Partnership in 2018 to Dhandho Holdings Offshore Ltd. for redemption proceeds and

$14,587 paid to Dhandho Funds, LLC ("DF") on behalf of DHQPLP.

Due from Brokers - The amount shown as a due to brokers represents a receivable from brokers as of December 31, 2020. For the year ended December 31, 2020 due from broker is $4,678,825.

Security Valuation - Investments listed on a national securities exchange are valued at their last sales price on the date of valuation on the primary exchange. In the event no such price is available for such date, then the last reported sale price within the last five-day period preceding the valuation date is utilized. If no such price is reported, then the security will be valued at the representative bid price at the close of business on the valuation date.

Investments whose market quotations are not readily available are valued at fair value as determined in good faith under procedures established by the General Partner. Because of the inherent uncertainty of valuation, the estimate of fair value may differ from the values that would have been used had a ready market existed and the differences could be material. Money market funds are valued at net asset value per share, which approximates fair value. Notwithstanding the foregoing, if in the reasonable judgment of the Partnership, in its sole discretion, the listed price for any security held by the Partnership does not accurately reflect the value of such security, the Partnership may value such security at a price which is greater or less than the quoted market price for such security.

Valuation of Investments - The Partnership values its investments DF and Monti Kids, Inc. ("Monti") at fair value as determined in good faith by the General Partner in accordance with ASC 820. Because of inherent uncertainty of valuations, estimated values may differ significantly from values that would have been used had a ready market for the investment existed, and the difference could be material.

Security Transactions and Income and Expense Recognition - Investment transactions are recorded on trade date. Income and expenses are recorded on the accrual basis and dividend income and capital gain distributions are recorded on the ex-dividend date net of foreign dividend withholding taxes. Realized gains and losses are recorded on the specific identification method.

Foreign Currency Transactions - Assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the year-end exchange rates. Purchases and sales of these assets and liabilities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Partnership does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of investments held.

Income Taxes - No provision is made in the accompanying financial statements for liabilities for federal, state or local income taxes since such liabilities are not the responsibility of the Partnership. Each partner is required to report on his/her income tax return his/her proportionate share of the items of income and deduction of the Partnership.

The Partnership executes trades on the Indian and Korean exchanges and, therefore, may be subject to taxes levied in each country. The investments in common stock traded on the Indian exchange are subject to short-term capital gains tax at 15% and long-term capital gain tax at 10%. Dividends are subject to dividend withholding tax at 20%. Prior to April 1, 2018 long-term capital gains were not subject to tax. As of December 31, 2020, $2,388 was accrued for these taxes. The Fund intends to hold the Indian securities for the long-term. The investments in common stock traded on the Korean exchange are subject to 22% tax on interest and dividend income. Capital gains tax is exempted if holdings are less than 25% of outstanding shares on the Korean exchange and the securities transaction is executed through the Korean exchange, not the over-the-counter market. If holdings are more than 25% of outstanding shares on the Korean exchange or if the trade is executed through the over-the-counter market, a 22% standard rate or 11% of sales proceeds (including resident tax), whichever is lower, will be levied. For countries with double taxation treaties, the treaty rate prevails only if it is more favorable than the standard rate.

Management has continued to evaluate the application of Accounting Standards Codification ("ASC") 740, "Income Taxes", and has determined that no reserves for uncertain tax positions were required to have been recorded as a result of the adoption of ASC 740. Open tax years are those that are open for exam by taxing authorities. As of December 31, 2020, open tax years include the tax years ended December 31, 2017 through December 31, 2020. The Partnership is not aware of any examinations in progress. The Partnership has reviewed all open tax years and major jurisdictions and concluded that the adoption of these financial reporting rules resulted in no effect to the Partnership's financial position or results of operations. There is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on the tax return for the fiscal year ended December 31, 2020. The Partnership is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefit will significantly change in the next twelve months.

3. FAIR VALUE MEASUREMENT

The Partnership has adapted financial reporting rules that establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access at the measurement date;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;

Level 3 Inputs that are unobservable

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the General Partner. The General Partner considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the General Partner's perceived risk of that instrument. Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, include active listed equities, and certain money market securities. The General Partner does not adjust the quoted price for such instruments, even in situations where the Partnership holds a large position and a sale could reasonably impact the quoted price. Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs, are classified within level 2. These include investment-grade corporate bonds and less liquid listed equities. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The inputs used by the General Partner in estimating the value of the level 3 investment include the original transaction price, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the General Partner in the absence of market information. The fair value measurement of level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the General Partner due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Partnership's results of operations.

As permitted under U.S. GAAP, the General Partner uses, as a practical expedient, the net asset valuations provided by the underlying private investment company to value its investment in other funds when the net asset valuation of the investments are calculated in a manner consistent with U.S. GAAP for investment companies. However, if it is probable that the Partnership will sell an investment at an amount different from the net asset valuation or in other situations where the practical expedient is not available, the Partnership considers other factors in addition to the net asset valuation, such as features of the investment, including subscription and redemption rights, expected discounted cash flows, transactions in the secondary market, bids received from potential buyers, and overall market conditions in its determination of fair value.

(expressed in United States dollars)

During the year ended December 31, 2020, there were no such adjustments to fair value recorded. In accordance with ASU 2015-07, the Partnership's investment in other investment companies has not been categorized in the fair value hierarchy nor in a roll forward of investment activity.

The following table presents the financial instruments carried on the Statement of Assets, Liabilities and Partners' Capital by level:

	Assets at Fair Value as of December 31, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments				
Common stock	$ 13,746,919	$ -	$ -	$ 13,746,919
Private operating companies	-	-	633,011	633,011
Total investments	$ 13,746,919	$ -	$ 633,011	$ 14,379,930

There were no transfers in and out of either Level 1, Level 2 or Level 3 as of or during the year ended December 31, 2020.

As of December 31, 2020, the Partnership owns 73.24% of the outstanding members' units of DF with an estimated market value of approximately $585,176. DF is a limited liability company organized under the laws of the state of Delaware and is the General Partner of other funds managed by Mohnish Pabrai. DF was valued by the General Partner at the price that would be received in a current sale, using expected discounted cash flows.

As of December 31, 2020, the Partnership owns 61,033 shares of the outstanding preferred stock of Monti with an estimated market value of approximately $47,835.

At December 31, 2020, the Partnership's investment in the Tandem as measured at NAV as practical expedient was $10,173,907.

The General Partner values the Partnership's Level 3 investments on a quarterly basis using the net asset valuation. The management of the General Partner reviews information about the underlying assets of the Level 3 investments and arrives at a consensus about their valuation.

(expressed in United States dollars)

The following table summarized the changes in assets presented at fair value using Level 3 inputs:

Level 3 Investments - December 31, 2020

	Balance at January 1, 2020	Purchases	Distributions	Realized Gain/(Loss)	Unrealized Gain/(Loss)	Balance at December 31, 2020
Dhandho Funds LLC	$ 879,790	313,611	(119,690)	(46,005)	(442,530)	$ 585,176
Monti Kids, Inc.	47,835	-	-	-	-	47,835
Total	$ 927,625	$313,611	$ (119,690)	$ (46,005)	$ (442,530)	$ 633,011

The following table presents the qualitative unobservable inputs used to value Level 3 investments at December 31, 2020:

Level 3 Investments - December 31, 2020

	Fair Value	Valuation Technique	Unobservable Input	Range of inputs
Dhandho Funds LLC	585,176	Discounted Cash Flow	Discount Rate Annual Growth Rate Annual Performance Rate	13.50% 10% - 15% 6% - 12%
Monti Kids, Inc.	47,835	Recent Transaction	N/A	N/A
Total	$ 633,011			

4. PARTNERS' CAPITAL

Subscriptions and Units - All Limited Partners of the Partnership must be “accredited investors” as defined in the Investment Company Act of 1940. In exchange for each Partner’s subscription to the Partnership, the Partnership issues Units, which represent an undivided proportionate interest in the assets and liabilities of the Partnership. Units were initially issued at $10 on March 1, 2014 and are subsequently offered at Net Asset Value Per Unit. As of any valuation date, the Net Asset Value Per Unit is determined by dividing the Partners’ Capital of the Partnership by the total number of Units outstanding.

Withdrawals - The Partnership does not permit redemptions by Limited Partners; however, Limited Partners may transfer their interests to other investors with the approval of the General Partner.

During the year ended December 31, 2020, the General Partner processed withdrawals in the amount of $34,734 for certain Limited Partners in connection with taxes incurred by such Limited Partners.

Transfers - Interests are not transferable without the consent of the General Partner.

Distributions - The General Partner may cause the Partnership to make distributions to the Limited Partners before the dissolution of the Partnership at such times and in such amounts as it determines in its sole discretion.

Allocations of Profits and Losses - Allocations of net increase/decrease in Partners' Capital to partners are made in accordance with the Limited Partnership Agreement (the "Agreement"), which calls for such allocations to be generally proportional to contributed capital. Net Profits, which includes net changes in unrealized appreciation or depreciation of investments and realized investment gains or losses and income and expense, are generally allocated at least annually and each time new Units are issued/redeemed, in proportion to the Units held at the beginning of such fiscal period. The allocation will be first, 100% to the Limited Partners until the allocation equals the aggregate of their respective capital contributions to the partnership. After this first condition is met, net increases in Partners' capital will be allocated 90% to the Limited Partners, pro rata in accordance with their respective capital contributions, and 10% to the General Partner, which is referred as the General Partner's "Carried Interest". The General Partner may determine when to distribute or to retain realized gains on investments. The General Partner has decided to permanently waive its collection of Carried Interest in the Partnership and DHQPLP. This waiver does not impact at all the General Partner’s right to and ownership of its share of pro-rata carried interest earned by DF by virtue of the General Partner’s look-through ownership of DF.

Units Summary

Balance January 1, 2020	11,122,506.37
Subscription of Units	-
Withdrawal of Units	(21,537.89)
Transfer in of Units	-
Transfer out of Units	-
Balance, December 31, 2020	11,100,968.48

(expressed in United States dollars)

5. RELATED PARTY TRANSACTIONS

The Partnership is a member of a group of affiliated companies and has transactions and relationships with members of the group. As of December 31, 2020, the Partnership due from (to) related parties was as follows:

	Due From		Due To		Net	
Dhandho Holdings Offshore Ltd.	$	2,108		-	$	2,108
Dhandho Holdings Qualified Purchaser, L.P.	$	14,587			$	14,587
Total due from related parties	$	16,695	$	-	$	16,695

The General Partner charges a management fee in consideration for the services it provides to the Partnership and all normal overhead expenses of the General Partner. In general, the annual management fee is an amount set by the General Partner, not to exceed 1% of the aggregate amount of capital contributions of all Limited Partners. For the year ended December 31, 2020, $153,804 of management fees was charged to the Partnership.

As of December 31, 2020, the affiliates of the General Partner (including Dhandho Holdings Offshore Ltd.) held 50.90% of the Partnership's interest.

The Partnership engaged in cross transactions with other funds managed by Mohnish Pabrai in securities that are illiquid or subject to regulatory ownership limits. These cross transactions were at market prices and achieved business and investment purposes for the relevant funds. During 2020 the Partnership sold securities totaling $4.9 million to related entities.

6. COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Partnership enters into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Partnership's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Partnership that have not yet occurred. However, based on experience, the Partnership expects the risk of loss to be remote.

The Partnership's total commitments in Tandem is $7,324,000 out of which $366,200 is unfunded as of December 31, 2020.

7. RISK

The Partnership's investing activities expose it to various types of risks that are associated with the financial instruments and markets in which it invests. The significant types of financial risks to which the Partnership is exposed include, but are not limited to market risk, price risk/nature of investment, interest rate risk, liquidity risk, currency risk, emerging market risk, credit risk and other additional risks. Certain aspects of those risks are addressed below.

Market Risk

Market risk encompasses the potential for both losses and gains and includes price risk and interest rate risk.

Price Risk/Nature of Investment

Certain of the Partnership's investments are long-term and highly illiquid and there is no assurance that the Partnership will achieve its investment objectives including targeted returns. Due to the illiquidity of the investments, valuation of the assets may be difficult, as there generally will be no established markets for these assets. As the Partnership's financial instruments are carried at fair value with fair value changes recognized in the Statement of Operations, all changes in market conditions will directly affect the net asset value of the Partnership.

Interest Rate Risk

The Partnership and the Partnership's portfolio companies may invest in fixed income securities and/or debt. Any change to the interest rates relevant to particular securities may result in the inability to secure similar returns on the expiration of contracts or the sale of securities. In addition, changes to prevailing rates or changes in expectations of future rates may result in an increase or decrease in the value of the securities held. In general, if interest rates rise, the value of the fixed interest securities will decline. A decline in interest rates will in general have the opposite effect.

Liquidity Risk

Certain of the Partnership’s portfolio companies are privately held. As a result, there is no readily available secondary market for the Partnership's interests in such portfolio companies, and those interests will be subject to legal restrictions on transfer. Therefore, there is no assurance that the Partnership will be able to realize liquidity for such investments in a timely manner, if at all. The Partnership faces liquidity risk from DF, Tandem and Monti.

Currency Risk

The Partnership invests in assets and liabilities denominated in foreign currencies which are translated into U.S. dollar amounts at the year-end exchange rates. The value of these assets and liabilities are exposed to fluctuations in the foreign currencies as compared to the US dollar.

Emerging Markets Risk

Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to these securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in more developed international markets. For example, emerging markets may be subject to, among other risks, greater market volatility; lower trading volume and liquidity; greater social, political and economic uncertainty; governmental controls on foreign investments and limitations on repatriation of invested capital; lower disclosure, corporate governance, auditing and financial reporting standards; fewer protections of property rights; restrictions on the transfer of securities or currency; and settlement and trading practices that differ from U.S. markets and markets of more developed countries. Each of these factors may impact the ability of the Partnership to buy, sell or otherwise transfer securities, adversely affect the Partnership and cause the Partnership to decline in value.

Credit Risk

The Partnership and its portfolio companies may include the acquisition of debt securities. Investment portfolios with debt securities are subject to credit risk. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risks may change over the life of an instrument. Securities that are rated by rating agencies are often reviewed and may be subject to downgrade, which generally results in a decline the market value of such Securities.

Covid-19/Epidemic Risk

Beginning in January 2020, global financial markets have experienced and may continue to experience significant volatility resulting from the spread of a novel coronavirus known as COVID-19. The outbreak of COVID-19 has resulted in travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, the economies of certain nations and individual issuers, all of which may negatively impact the Partnership's performance.

(expressed in United States dollars)

8. FINANCIAL HIGHLIGHTS

Financial highlights are calculated for a Limited Partner unit outstanding for the entire period. An individual Limited Partner's return and ratios may vary based on timing of capital transactions. The ratios are computed based on the average Limited Partners' capital, calculated for all Limited Partners as a group.

Selected per unit data			
Net asset value, beginning of year	$	3.73	
Income from investment operations[(1)]			
Net investment loss		(0.01)	
Net realized gain /(loss) and net change in unrealized appreciation / (depreciation)		0.43	
Investment management fee		(0.01)	
Distribution made during the year		(1.50)	
Net asset value, end of year	$	2.64	
Total return			
Total return before performance allocation		36.31	%
Performance allocation		0.00	
Total return after performance allocation		36.31	%
Ratios to average limited partners' capital			
Operating Expenses		1.29	%
Performance allocation		0.00	
Total operating expenses and performance allocation		1.29	%
Net investment loss		(1.10)	%

(1) Calculated using the average number of units outstanding during the year.

9. SUBSEQUENT EVENTS

The Partnership evaluated subsequent events through the issuance of the Partnership's Financial Statements on April 29, 2021.

Dhandho Holdings Qualified Purchaser, L.P.

REPORT OF INDEPENDENT AUDITORS
AND
AUDITED FINANCIAL STATEMENTS

December 31, 2020

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pwc

Report of Independent Auditors

To the General Partner of Dhandho Holdings Qualified Purchaser, L.P.

We have audited the accompanying financial statements of Dhandho Holdings Qualified Purchaser, L.P. (the “Partnership”), which comprise the statement of assets, liabilities and partners’ capital, including the condensed schedule of investments, as of December 31, 2020, and the related statements of operations, of changes in partners’ capital, and of cash flows for the year then ended.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Partnership’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dhandho Holdings Qualified Purchaser, L.P. as of December 31, 2020, and the results of its operations, changes in its partners capital, and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers

April 29, 2021

PricewaterhouseCoopers, 18 Forum Lane, Camana Bay, P.O. Box 258, Grand Cayman, KY1- 1104, Cayman Islands
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Dhandho Holdings Qualified Purchaser, L.P.
Statement of Assets, Liabilities and Partners' Capital
December 31, 2020
(expressed in United States dollars)

		2020
ASSETS		
Cash	$	27,135
Due from broker		1,647,747
Investments, at fair value (cost $5,981,454)		8,917,569
Prepaid expenses		7,324
Interest and dividends receivable		16,192
Total assets	$	10,615,967
LIABILITIES AND PARTNERS' CAPITAL		
Accrued operating and trading expenses	$	49,311
Due to affiliate		14,587
Total liabilities		63,898
Partners' capital		
General partner		-
Limited partners (4,070,472 units at $2.59 per unit)		10,552,069
Total partners' capital		10,552,069
Total liabilities and partners' capital	$	10,615,967

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

Dhandho Holdings Qualified Purchaser, L.P.
Statement of Operations
Year ended December 31, 2020
(expressed in United States dollars)

		2020
Investment Income:		
Dividends	$	19,980
Interest income		145
Total Investment Income		20,125
Expense:		
Interest expense		2,562
Professional fees		29,872
Management fees		56,196
Administration fees		46,000
Total expenses		134,630
Net Investment loss		(114,505)
Net realized and unrealized gain/(loss) on investments		
Net realized gain from investments		107,667
Net realized (loss) on foreign currency transactions		(4,493)
Net change in unrealized appreciation on investments		437,031
Re-measurement of provision for impairment of receivable from sale of private company		1,092,798
Net realized and unrealized gain (loss) on investments		1,633,003
Net increase in partners' capital resulting from operations	$	1,518,498

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

Dhandho Holdings Qualified Purchaser, L.P.
Statement of Changes in Partners' Capital
Year Ended December 31, 2020
(expressed in United States dollars)

		General Partner		Limited Partners		Total
Balance January 1, 2020	$	-	$	15,141,859	$	15,141,859
Capital withdrawals				(1,332)		(1,332)
Capital distributions		-		(6,106,956)		(6,106,956)
Increase in partners' capital resulting from operations		-		1,518,498		1,518,498
Balance, December 31, 2020	$	-	$	10,552,069	$	10,552,069

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

Dhandho Holdings Qualified Purchaser, L.P.
Statement of Cash Flows
Year Ended December 31, 2020
(expressed in United States dollars)

		2020
Cash Flows from Operating Activities		
Net increase in partners' equity resulting from operations	$	1,518,498
Adjustments to reconcile net increase in partners' equity resulting from operations to net cash provided by operating activities:		
Net realized gain from investments		(107,667)
Net change in unrealized appreciation on investments		(437,031)
Re-measurement of provision for impairment of receivable from sale of private company		(1,092,798)
Purchase of equity investments		(2,718,425)
Sale of equity investments		9,157,295
Purchase of investment in other private investments		(382,185)
Payments received on receivable from sale of private company		2,557,324
Change in other assets and liabilities:		
Due from broker		(1,647,747)
Prepaid expenses		(5,535)
Due to affiliate		14,587
Interest and dividends receivable		(16,192)
Due to broker		(760,267)
Accrued operating and trading expenses		5,718
Net cash provided by operating activities		6,085,575
Cash Flows from Financing Activities		
Partner withdrawals		(4,635)
Partner capital distributions		(6,106,956)
Net cash used in financing activities		(6,111,591)
Net decrease in cash		(26,016)
Cash:		
Beginning of year		53,151
End of year	$	27,135

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

Dhandho Holdings Qualified Purchaser, L.P.
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Number of Shares		Value as a Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
42,705	Micron Technologies Inc.	30.43%	$ 1,672,937	$ 3,210,562
	Total United States	30.43%	1,672,937	3,210,562
	Korea			
	Financial Services			
98,229	Nice Holdings Company Ltd	16.66%	1,744,587	1,758,432
	Total Korea	16.66%	1,744,587	1,758,432
	Total Common Stocks	47.09%	3,417,524	4,968,994

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

Dhandho Holdings Qualified Purchaser, L.P.
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Company Name	Investment	Value as a Percentage of Partners' Capital	Cost	Fair Value
Private operating companies				
Dhandho Funds, LLC				
Limited Liability Corporation engaged in investment advisory.	Member Units			
The Partnership owns 26.76% of Dhandho Funds, LLC.	(27 units)	2.03%	286,426	213,808
Monti Kids, Inc.				
Corporation organized to provide early-childhood educational	Preferred Stock			
toys.	(22,300 shares)	0.17%	13,380	17,478
Total private operating companies		2.19%	299,806	231,286
Private equity funds				
Tandem Fund III, LP *		35.23%	2,264,124	3,717,289
Total investment, at fair value		84.51%	$ 5,981,454	$ 8,917,569

The following is a disclosure of the Partnership's proportionate interest in underlying investments of other private equity funds that exceed 5% of the Partnership's December 31, 2020 partners' capital.

Company Name	Investment	Value as a Percentage of Partners' Capital	Cost	Fair Value
Outdoorsy, Inc.		17.80%	$ 171,857	$ 1,878,340

* Objective of private equity fund: Primarily invest in securities of privately held companies building innovative technology businesses. Redemption terms: Voluntary redemptions are not permitted. The Fund will continue until March 8, 2023 unless extended by agreement of the partners or is terminated prior thereto under circumstances provided for in the LP Agreement dated January 7, 2015.

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

1. ORGANIZATION

Dhandho Holdings Qualified Purchaser, L.P. (the "Partnership") is a limited partnership organized in February 2014, pursuant to the laws of the State of Delaware. The purpose of the Partnership is to make equity investments in privately and publicly held businesses. In February 2014, the Partnership had its first closing with total contributed capital of $36,212,400. In April 2014, a second closing of $4,000,000 brought contributed capital to $40,212,400.

The affairs of the Partnership are managed by its general partner. Effective November 16, 2020, the Partnership's general partner was changed to Dalal Street, LLC (the "General Partner") from Dhandho GP, LLC, a subsidiary of the General Partner. Both the General Partner and Dhandho GP, LLC are limited liability companies organized under the laws of the State of California and are controlled by Mohnish Pabrai. The General Partner is an investment adviser registered with the U.S. Securities and Exchange Commission.

The General Partner holds Limited Partner interest of 36.65% directly and through Mohnish Pabrai.

The General Partner has the overall responsibility for the management of the Partnership and provides portfolio management and administrative services. The General Partner will be paid a Management Fee described in note 5.

The Partnership owned 26.76% of the outstanding stock of Dhandho Holdings Corp ("DHC"), a corporation organized under the laws of the Commonwealth of Puerto Rico on October 31, 2014 for the purpose of investing in private and public enterprises. The remaining outstanding stock of DHC was owned by Dhandho Holdings, LP ("DHLP"), a related entity, which is also managed by the General Partner. Shortly after its formation, the Partnership contributed $39.9 million to DHC. Effective December 31, 2014, DHC acquired 100% of the outstanding common stock of Stonetrust Commercial Insurance Company and subsidiary (together, "Stonetrust") for approximately $35 million and contributed an additional $30 million to Stonetrust. Stonetrust is domiciled in the State of Nebraska and is engaged in providing workers compensation insurance.

On September 29, 2017, DHC entered into a Stock Purchase Agreement to sell Stonetrust for $70.4 million. The sale closed on January 1, 2018. Under the terms of the Stock Purchase Agreement, DHC received a payment of $40 million at the closing of the transaction and an additional $15 million came due 135 days after the closing date. The final $15.4 million (the "Holdback Payments") is paid out in payments over the course of four years as a warranty for future adverse development that may take place in the reserves at Stonetrust allocated to claims existing prior to closing. Interest will accrue on any payments not made when due. Assuming no adverse development, the Holdback Payments over the four years are paid $2 million per year on the first three anniversary dates of closing, and then $2 million plus the additional amount due to DHC on the fourth anniversary date.

On December 19, 2018, DHC distributed the balance of the receivables from the sale of Stonetrust up to the Partnership and DHLP. in proportion to each entity's ownership of DHC, with the Partnership receiving $1,866,179 and DHLP receiving $5,107,584. The gross value of the receivables at DHC at the time of the distribution was $16.8 million, consisting of $1.4 million due from the $15 million tranche due in May 2018, and $15.4 million in Holdback Payments. The distribution was done at the receivables' fair value, which was determined to be $7.0 million after considering impairments to account for risks. During 2019, $5.4 million in payments was received by DHLP and DHQPLP consisting of the remaining $1.4 million due from the $15 million tranche due in May 2018, the $2 million Holdback Payment due on December 31, 2018 and the $2 million Holdback Payment due on December 31, 2019. During 2019, $0.3 million in accrued interest was received related to the late payment of $4.9 million of the $15 million tranche due in May 2018, of which $3.5 million was received in 2018 and $1.4 million was received in 2019, and the $2 million Holdback Payment due on December 31, 2018, which was received in 2019. This receivable was settled during the year ended December 31, 2020 and the partnership received approximately $2,550,000 from Stonetrust.

Effective December 20, 2019, DHC was dissolved. All remaining assets were transferred to the Partnership and to DHLP. according to their respective ownership percentages.

The Limited Partnership Agreement (the "Agreement") provides for one class of Limited Partner Interest, which corresponds to the dollar amount of the Limited Partner's investment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of the Partnership, which conform to U.S. GAAP include the following:

Basis of Presentation – Management has evaluated the Partnership's structure, objectives and activities and has determined that the Partnership meets the characteristics of an investment company. As such, the Partnership's financial statements apply the guidance set forth in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946, *Financial Services – Investment Companies*.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the General Partner to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ significantly from those estimates.

Cash and Cash Equivalents - The Partnership considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Due from Broker – The amount shown as a due from broker represents a receivable to brokers as of December 31, 2020. For the year ended December 31, 2020 due from broker is $1,647,747.

Due to Affiliate - The amount shown as due to affiliates represents payments by DHLP to Dhandho Funds, LLC ("DF") on behalf of the Partnership.

Security Valuation - Investments listed on a national securities exchange are valued at their last sales price on the date of valuation on the primary exchange. In the event no such price is available for such date, then the last reported sale price within the last five-day period preceding the valuation date is utilized. If no such price is reported, then the security will be valued at the representative bid price at the close of business on the valuation date. Investments whose market quotations are not readily available are valued at fair value as determined in good faith under procedures established by the General Partner. Because of the inherent uncertainty of valuation, the estimate of fair value may differ from the values that would have been used had a ready market existed and the differences could be material. Money market funds are valued at net asset value per share, which approximates fair value. Notwithstanding the foregoing, if in the reasonable judgment of the Partnership, in its sole discretion, the listed price for any security held by the Partnership does not accurately reflect the value of such security, the Partnership may value such security at a price which is greater or less than the quoted market price for such security.

Valuation of Investments - The Partnership values its investments in DF and Monti Kids, Inc. (“Monti”) at fair value as determined in good faith by the General Partner in accordance with ASC 820. Because of inherent uncertainty of valuations, estimated values may differ significantly from values that would have been used had a ready market for the investment existed, and the difference could be material.

Security Transactions and Income and Expense Recognition - Investment transactions are recorded on trade date. Income and expenses are recorded on the accrual basis and dividend income and capital gain distributions are recorded on the ex-dividend date net of foreign dividend withholding taxes. Realized gains and losses are recorded on the specific identification method.

Foreign Currency Transactions - Assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the year-end exchange rates. Purchases and sales of these assets and liabilities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Partnership does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of investments held.

Income Taxes No provision is made in the accompanying financial statements for liabilities for federal, state or local income taxes since such liabilities are not the responsibility of the Partnership. Each partner is required to report on his/her income tax return his/her proportionate share of the items of income and deduction of the Partnership.

The Partnership executes trades on the Indian and Korean exchanges and, therefore, may be subject to taxes levied in each country. The investments in common stock traded on the Indian exchange are subject to short-term capital gains tax at 15% and long-term capital gain tax at 10%. Dividends are subject to dividend withholding tax at 20%. Prior to April 1, 2018 long-term capital gains were not subject to tax. As of December 31, 2020, $0 was accrued for these taxes. The investments in common stock traded on the Korean exchange are subject to 22% tax on interest and dividend income. Capital gains tax is exempted if holdings are less than 25% of outstanding shares on the Korean exchange and the securities transaction is executed through the Korean exchange, not the over-the-counter market. If holdings are more than 25% of outstanding shares on the Korean exchange or if the trade is executed through the over-the-counter market, a 22% standard rate or 11% of sales proceeds (including resident tax), whichever is lower, will be levied. For countries with double taxation treaties, the treaty rate prevails only if it is more favorable than the standard rate. The Securities Exchange Board of India ("SEBI") issued updated Operating Guidelines dated November 5, 2019 (the "Guidelines"), which took effect on December 31, 2020. The Partnership reviewed the Guidelines with Kotak, its broker-dealer in India, in 2020 and determined that the Partnership did not comply with one of the conditions related to the composition of its investors. Given its attractive opportunity set of investments outside of India, the Partnership decided to liquidate its equity investments in India prior to the deadline to comply with the Guidelines and redeploy that capital into the publicly traded securities of non-India businesses.

Management has continued to evaluate the application of Accounting Standards Codification (“ASC”) 740, “Income Taxes”, and has determined that no reserves for uncertain tax positions were required to have been recorded as a result of the adoption of ASC 740. Open tax years are those that are open for exam by taxing authorities. As of December 31, 2020, open tax years include the tax years ended December 31, 2017 through December 31, 2020. The Partnership is not aware of any examinations in progress. The Partnership has reviewed all open tax years and major jurisdictions and concluded that the adoption of these financial reporting rules resulted in no effect to the Partnership's financial position or results of operations. There is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on the tax return for the fiscal year ended December 31, 2020. The Partnership is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefit will significantly change in the next twelve months.

3. FAIR VALUE MEASUREMENT

The Partnership has adapted financial reporting rules that establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access at the measurement date;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;

Level 3 Inputs that are unobservable.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the General Partner. The General Partner considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the General Partner's perceived risk of that instrument. Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, include active listed equities, and certain money market securities. The General Partner does not adjust the quoted price for such instruments, even in situations where the Partnership holds a large position and a sale could reasonably impact the quoted price. Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs, are classified within level 2. These include investment-grade corporate bonds and less liquid listed equities. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The inputs used by the General Partner in estimating the value of the level 3 investment include the original transaction price, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the General Partner in the absence of market information. The fair value measurement of level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the General Partner due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Partnership's results of operations.

As permitted under U.S. GAAP, the General Partner uses, as a practical expedient, the net asset valuations provided by the underlying private investment company to value its investment in other funds when the net asset valuation of the investments are calculated in a manner consistent with U.S. GAAP for investment companies. However, if it is probable that the Partnership will sell an investment at an amount different from the net asset valuation or in other situations where the practical expedient is not available, the Partnership considers other factors in addition to the net asset valuation, such as features of the investment, including subscription and redemption rights, expected discounted cash flows, transactions in the secondary market, bids received from potential buyers, and overall market conditions in its determination of fair value.

(expressed in United States dollars)

During the year ended December 31, 2020, there were no such adjustments to fair value recorded. In accordance with ASU 2015-07, the Partnership's investment in other investment companies has not been categorized in the fair value hierarchy nor in a roll forward of investment activity.

The following table presents the financial instruments carried on the Statement of Assets and Liabilities and Partners' Capital by level:

	Assets at Fair Value as of December 31, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments				
Common stock	$ 4,968,994	$ -	$ -	$ 4,968,994
Private operating companies	-	-	231,286	231,286
Total investments	$ 4,968,994	$ -	$ 231,286	$ 5,200,280

There were no transfers in and out of either Level 1, Level 2 or Level 3 as of or during the year ended December 31, 2020.

As of December 31, 2020, the Partnership owns 26.76% of the outstanding members' units of DF with an estimated market value of approximately $213,808. DF is a limited liability company organized under the laws of the state of Delaware and is the General Partner of other funds managed by Mohnish Pabrai. DF was valued by the General Partner at the price that would be received in a current sale, using expected discounted cash flows.

As of December 31, 2020, the Partnership owns 22,300 shares of the outstanding preferred stock of Monti with an estimated market value of approximately $17,478.

At December 31, 2020, the Partnership's investment in the Tandem as measured at NAV as practical expedient was $3,717,289.

The General Partner values the Partnership's Level 3 investments on a quarterly basis using the net asset valuation. The management of the General Partner reviews information about the underlying assets of the Level 3 investments and arrives at a consensus about their valuation.

(expressed in United States dollars)

The following table summarized the changes in assets presented at fair value using Level 3 inputs:

Level 3 Investments - December 31, 2020

	Balance at January 1, 2020	Purchases	Distributions	Realized Gain/Loss	Unrealized Gain/Loss	Balance at December 31, 2020
Dhandho Funds LLC	$ 321,452	114,586	(43,732)	(16,812)	(161,686)	$ 213,808
Monti Kids, Inc.	17,478	-		-	-	17,478
Total	$ 338,930	$ 114,586	$ (43,732)	$ (16,812)	$ (161,686)	$ 231,286

The following table presents the qualitative unobservable inputs used to value Level 3 investments at December 31, 2020:

Level 3 Investments - December 31, 2020

	Fair Value	Valuation Technique	Unobservable Input	Range of inputs
Dhandho Funds LLC	213,808	Discounted Cash Flow	Discount Rate Annual Growth Rate Annual Performance Rate	13.50% 10% - 15% 6% - 12%
Monti Kids, Inc.	17,478	Recent Transaction	N/A	N/A
Total	$ 231,286			

4. PARTNER'S CAPITAL

Subscriptions and Units - All Limited Partners of the Partnership must be “qualified purchasers” as defined in the Investment Company Act of 1940. In exchange for each Partner’s subscription to the Partnership, the Partnership issues Units, which represent an undivided proportionate interest in the assets and liabilities of the Partnership. Units were initially issued at $10 on March 1, 2014 and are subsequently offered at Net Asset Value Per Unit. As of any valuation date, the Net Asset Value Per Unit is determined by dividing the Partners’ Capital of the Partnership by the total number of Units outstanding.

Withdrawals - The Partnership does not permit redemptions by Limited Partners; however, Limited Partners may transfer their interests to other investors with the approval of the General Partner.

During the year ended December 31, 2020, the General Partner processed withdrawals in the amount of $1,332 for certain Limited Partners in connection with taxes incurred by such Limited Partners.

(expressed in United States dollars)

Transfers - Interests are not transferable without the consent of the General Partner.

Distributions - The General Partner may cause the Partnership to make distributions to the Limited Partners before the dissolution of the Partnership at such times and in such amounts as it determines in its sole discretion.

Allocations of Profits and Losses - Allocations of net increase/decrease in Partners' Capital to partners are made in accordance with the Limited Partnership Agreement (the "Agreement"), which calls for such allocations to be generally proportional to contributed capital. Net Profits, which includes net changes in unrealized appreciation or depreciation of investments and realized investment gains or losses and income and expense, are generally allocated at least annually and each time new Units are issued/redeemed, in proportion to the Units held at the beginning of such fiscal period. The allocation will be first, 100% to the Limited Partners until the allocation equals the aggregate of their respective capital contributions to the partnership. After this first condition is met, net increases in Partners' capital will be allocated 90% to the Limited Partners, pro rata in accordance with their respective capital contributions, and 10% to the General Partner, which is referred as the General Partner's "Carried Interest". The General Partner may determine when to distribute or to retain realized gains on investments. The General Partner has decided to permanently waive its collection of Carried Interest in DHLP and the Partnership. This waiver does not impact at all the General Partner’s right to and ownership of its share of pro-rata carried interest earned by DF by virtue of the General Partner’s look-through ownership of DF.

At December 31, 2020, three Limited Partners held approximately 47% of the total Partners’ capital.

Units Summary

Balance January 1, 2020	4,071,304.27
Subscription of Units	-
Withdrawal of Units	(831.83)
Transfer in of Units	-
Transfer out of Units	-
Balance, December 31, 2020	4,070,472.44

(expressed in United States dollars)

5. RELATED PARTY TRANSACTIONS

The Partnership is a member of a group of affiliated companies and has transactions and relationships with members of the group. As of December 31, 2020, the Partnership due to related parties was as follows:

	Due From	Due To	Net
Dhandho Holdings, L.P.	$ -	$ 14,587	$ 14,587
Total due to related parties	$ -	$ 14,587	$ 14,587

The General Partner charges a management fee in consideration for the services it provides to the Partnership and all normal overhead expenses of the General Partner. In general, the annual management fee is an amount set by the General Partner, not to exceed 1% of the aggregate amount of capital contributions of all Limited Partners. For the year ended December 31, 2020, $56,196 of management fees was charged to the Partnership.

As of December 31, 2020, the affiliates of the General Partner held 37.94% of the Partnership's interest.

The Partnership engaged in cross transactions with other funds managed by Mohnish Pabrai in securities that are illiquid or subject to regulatory ownership limits. These cross transactions were at market prices and achieved business and investment purposes for the relevant funds. During 2020 the Partnership sold securities totaling $1.8 million to related entities.

6. COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Partnership enters into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Partnership's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Partnership that have not yet occurred. However, based on experience, the Partnership expects the risk of loss to be remote. The Partnership's total commitments in Tandem is $2,676,000 out of which $133,800 is unfunded as of December 31, 2020.

7. RISK

The Partnership's investing activities expose it to various types of risks that are associated with the financial instruments and markets in which it invests. The significant types of financial risks to which the Partnership is exposed include, but are not limited to market risk, price risk/nature of investment, interest rate risk, liquidity risk, currency risk, emerging market risk, credit risk and other additional risks. Certain aspects of those risks are addressed below.

Market Risk

Market risk encompasses the potential for both losses and gains and includes price risk and interest rate risk.

Price Risk/Nature of Investment

The Partnership's investments are long-term and highly illiquid and there is no assurance that the Partnership will achieve its investment objectives including targeted returns. Due to the illiquidity of the investments, valuation of the assets may be difficult, as there generally will be no established markets for these assets. As the Partnership's financial instruments are carried at fair value with fair value changes recognized in the Statement of Operations, all changes in market conditions will directly affect the net asset value of the Partnership.

Interest Rate Risk

The Partnership and the Partnership's portfolio companies may invest in fixed income securities and/or debt. Any change to the interest rates relevant to particular securities may result in the inability to secure similar returns on the expiration of contracts or the sale of securities. In addition, changes to prevailing rates or changes in expectations of future rates may result in an increase or decrease in the value of the securities held. In general, if interest rates rise, the value of the fixed interest securities will decline. A decline in interest rates will, in general, have the opposite effect.

Liquidity Risk

Certain of the Partnership’s portfolio companies are privately held. As a result, there is no readily available secondary market for the Partnership's interests in such portfolio companies, and those interests will be subject to legal restrictions on transfer. Therefore, there is no assurance that the Partnership will be able to realize liquidity for such investments in a timely manner, if at all. The Partnership faces liquidity risk from DF, Tandem and Monti.

Currency Risk

The Partnership invests in assets and liabilities denominated in foreign currencies which are translated into U.S. dollar amounts at the year-end exchange rates. The value of these assets and liabilities are exposed to fluctuations in the foreign currencies as compared to the US dollar.

Emerging Markets Risk

Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to these securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in more developed international markets. For example, emerging markets may be subject to, among other risks, greater market volatility;

lower trading volume and liquidity; greater social, political and economic uncertainty; governmental controls on foreign investments and limitations on repatriation of invested capital; lower disclosure, corporate governance, auditing and financial reporting standards; fewer protections of property rights; restrictions on the transfer of securities or currency; and settlement and trading practices that differ from U.S. markets and markets of more developed countries. Each of these factors may impact the ability of the Partnership to buy, sell or otherwise transfer securities, adversely affect the Partnership and cause the Partnership to decline in value.

Credit Risk

The Partnership and its portfolio companies may include the acquisition of debt securities. Investment portfolios with debt securities are subject to credit risk. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risks may change over the life of an instrument. Securities that are rated by rating agencies are often reviewed and may be subject to downgrade, which generally results in a decline the market value of such security.

Covid-19/Epidemic Risk

Beginning in January 2020, global financial markets have experienced and may continue to experience significant volatility resulting from the spread of a novel coronavirus known as COVID-19. The outbreak of COVID-19 has resulted in travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, the economies of certain nations and individual issuers, all of which may negatively impact the Partnership's performance.

(expressed in United States dollars)

8. FINANCIAL HIGHLIGHTS

Financial highlights are calculated for a Limited Partner unit outstanding for the entire period. An individual Limited Partner's return and ratios may vary based on timing of capital transactions. The ratios are computed based on the average Limited Partners' capital, calculated for all Limited Partners as a group.

Selected per unit data			
Net asset value, beginning of year	$	3.72	
Income from investment operations[1]			
Net investment loss		(0.01)	
Net realized gain /(loss) and net change in unrealized appreciation / (depreciation)		0.39	
Investment management fee		(0.01)	
Distribution made during the year		(1.50)	
Net asset value, end of year	$	2.59	
Total return			
Total return before performance allocation		34.99	%
Performance allocation		0.00	
Total return after performance allocation		34.99	%
Ratios to average limited partners' capital			
Operating Expenses		1.40	%
Performance allocation		0.00	
Total operating expenses and performance allocation		1.40	%
Net investment loss		(1.19)	%

(1) Calculated using the average number of units outstanding during the year.

9. SUBSEQUENT EVENTS

The Partnership evaluated subsequent events through the issuance of the Partnership's Financial Statements on April 29, 2021.

Dhandho India Zero Fee Fund, L.P.

Financial Statements

For the Year Ended December 31, 2020

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Report of Independent Auditors

To the General Partner of Dhandho India Zero Fee Fund, L.P.

We have audited the accompanying financial statements of Dhandho India Zero Fee Fund, L.P. (the "Partnership"), which comprise the statement of assets, liabilities and partners' capital, including the condensed schedule of investments, as of December 31, 2020, and the related statements of operations and of changes in partners' capital for the year then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Partnership's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dhandho India Zero Fee Fund, L.P. as of December 31, 2020, and the results of its operations and changes in its partners' capital for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers

March 25, 2021

PricewaterhouseCoopers, 18 Forum Lane, Camana Bay, P.O. Box 258, Grand Cayman, KY1- 1104, Cayman Islands
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Dhandho India Zero Fee Fund, L.P.
Statement of Assets, Liabilities and Partners' Capital
December 31, 2020
(expressed in United States dollars)

Assets	
Cash	$ 8,098,580
Investments, at fair value (cost $37,233,746)	39,809,103
Dividends receivable	29,586
Other assets	67,638
Total assets	48,004,907
Liabilities	
Subscriptions received in advance	200,000
Redemptions payable	3,860,953
Accrued expenses and other liabilities	68,652
Total liabilities	4,129,605
Partners' capital	
Limited partners (5,564,142 units at $7.89 per unit)	43,875,302
Total partners' capital	43,875,302
Total liabilities and partners' capital	$ 48,004,907

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

Dhandho India Zero Fee Fund, L.P.
Statement of Operations
For the Year Ended December 31, 2020
(expressed in United States dollars)

Investment income	
Dividend income (net of withholding tax of $28,165)	$ 268,500
Interest income	3,620
Total investment income	272,120
Expenses	
Professional fees	84,049
Administration fee	30,000
Other expense	5,306
Total expenses	119,355
Net investment income	152,765
Net realized and unrealized gain/(loss) on investments	
Net realized (loss) on investments	(11,657,406)
Net realized (loss) on foreign currency transactions	(51,935)
Net change in unrealized appreciation on investments	13,796,467
Net realized and unrealized gain/(loss) on investments	2,087,126
Net increase in partners' capital resulting from operations	$ 2,239,891

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

Dhandho India Zero Fee Fund, L.P.
Statement of Changes in Partners' Capital
For the Year Ended December 31, 2020
(expressed in United States dollars)

	General Partner	Limited Partners	Total
Balance, December 31, 2019	$ -	$ 41,327,605	$ 41,327,605
Contributions (674,171 units)	-	4,427,390	4,427,390
Withdrawals (529,635 units)	-	(4,119,584)	(4,119,584)
Net increase in partners' capital from operations	-	2,239,891	2,239,891
Balance, December 31, 2020	$ -	$ 43,875,302	$ 43,875,302

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

Dhandho India Zero Fee Fund, L.P.
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Number of Shares		Value as Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
126,702	Micron Technologies Inc.	21.71%	$ 4,900,003	$ 9,525,454
	Total United States	21.71%	4,900,003	9,525,454
	India			
	Chemicals			
2,446,290	Rain Industries Limited	9.68%	4,400,131	4,246,055
	Financial Services			
4,790,000	Edelweiss Financial Services Limited	10.24%	7,790,090	4,494,707
2,040,000	Indian Energy Exchange Limited	14.50%	4,810,159	6,364,040
	Healthcare			
302,000	Piramal Enterprises Limited	13.46%	3,205,801	5,905,969
	Real Estate Property Development			
736,275	Sunteck Realty Ltd	7.99%	4,800,322	3,506,835
976,000	Kolte-Patil Developers Limited	7.43%	4,762,588	3,259,853
	Total India	63.30%	29,769,091	27,777,459
	Korea			
	Financial Services			
140,000	Nice Holdings Company Ltd.	5.71%	2,564,652	2,506,190
	Total Korea	5.71%	2,564,652	2,506,190
	Total Common Stocks	90.72%	$ 37,233,746	$ 39,809,103
	Total Investments	90.72%	$ 37,233,746	$ 39,809,103

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

1. Organization

Dhandho India Zero Fee Fund, L.P. (the “Partnership”), a Delaware limited partnership, was organized on May 17, 2017 and commenced operations on October 1, 2017. The Partnership will continue indefinitely until wound up in accordance with the provisions of the Partnership’s Limited Partnership Agreement.

Dhandho Funds, LLC serves as the Partnership’s General Partner (the "General Partner") and is responsible for the management of the Partnership’s assets. Effective December 1, 2020, the General Partner retained Dalal Street, LLC, a related entity and a registered investment advisor with the U.S. Securities and Exchange Commission, to provide investment sub-advisory services to the Fund in order to meet regulatory rules in India. The Partnership’s investment objective is to earn long-term appreciation by investing at least 2/3 of its assets (at cost) in marketable securities of companies that are publicly listed in India and/or have significant operations in India (“Indian Companies”) or in cash and cash equivalents, and up to 1/3 of its assets (at cost) in marketable securities of Indian Companies and non-Indian Companies. The Partnership may engage in any and all activities necessary or incidental to the accomplishment of the foregoing and any and all of the Partnership’s activities or objectives may be modified, subject to the provisions of the Partnership’s Limited Partnership Agreement, in the discretion of the General Partner.

The Partnership utilizes UBS Securities LLC (“UBS”) as its principal broker-dealer and maintains its cash and investments with UBS. Additionally, the Partnership utilizes Kotak Mahindra Bank Limited and UBS Financial Services Inc. All subscriptions and proceeds from investors are received into the UBS account. All redemptions and disbursements are made from the Northbrook Bank and Trust -Wintrust Funds Group account.

The Partnership has also entered into an agreement with Liccar to perform all general administrative tasks of the Partnership, including keeping the financial records, preparation of reports to Limited Partners and approval of all disbursements.

2. Significant Accounting Policies

Method of Reporting

The Partnership’s financial statements are presented in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The General Partner has evaluated the structure, objectives and activities of the Partnership and determined that the Partnership meets the characteristics of an investment company.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the General Partner to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from the estimates included in the financial statements.

Contingencies and Commitments

In the normal course of business, the Partnership enters into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Partnership’s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Partnership that have not yet occurred. However, based on experience, the General Partner expects the risk of material loss to be remote.

Security Valuation
Securities that are listed on an exchange and are freely transferable shall be valued at their last sales price on such exchange on the date of determination, or, if no sales occurred on such day, at the "bid" price on such exchange at the close of business on such day and if sold short at the "asked" price at the close of business on such day. Investments whose market quotations are not readily available are valued at fair value as determined in good faith under procedures established by the General Partner. Because of the inherent uncertainty of valuation, the estimate of fair value may differ from the values that would have been used had a ready market existed and the differences could be material. Money market funds are valued at net asset value per share, which approximates fair value. Notwithstanding the foregoing, if in the reasonable judgment of the Partnership, in its sole discretion, the listed price for any security held by the Partnership does not accurately reflect the value of such security, the Partnership may value such security at a price which is greater or less than the quoted market price for such security.

Security Transactions and Income and Expense Recognition
Investment transactions are recorded on the trade date. Income and expenses are recorded on the accrual basis and dividend income and capital gain distributions are recorded on the ex-dividend date net of foreign dividend withholding taxes. Realized gains and losses are recorded on the specific identification method.

Foreign Currency Transactions
Assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the year-end exchange rates. Purchases and sales of these assets and liabilities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Partnership does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of investments held.

Income Taxes
No provision is made in the accompanying financial statements for liabilities for federal, state or local income taxes since such liabilities are not the responsibility of the Partnership. Each partner is required to report on his/her income tax return his/her proportionate share of the items of income and deduction of the Partnership.

The Partnership executes trades on the Indian and Korean exchanges and, therefore, may be subject to taxes levied in each country. The investments in common stock traded on the Indian exchange are subject to short-term capital gains tax at 15% and long-term capital gain tax at 10%. Dividends are subject to dividend withholding tax at 20%. Prior to April 1, 2018 long-term capital gains were not subject to tax. For the year ended December 31, 2020, the Partnership is expecting to receive $42,918 of Indian taxes paid on capital gains. The Partnership intends to hold the Indian securities for the long-term. The investments in common stock traded on the Korean exchange are subject to 22% tax on interest and dividend income. Capital gains tax is exempted if holdings are less than 25% of outstanding shares on the Korean exchange and the securities transaction is executed through Korean exchange, not the over-the-counter market. If holdings are more than 25% of outstanding shares on the Korean exchange or if the trade is executed through the over-the-counter market, a 22% standard rate or 11% of sales proceeds (including resident tax), whichever is lower, will be levied.

Management has continued to evaluate the application of Accounting Standards Codification ("ASC") 740, "Income Taxes", and has determined that no reserves for uncertain tax positions were required to have been recorded as a result of the adoption of ASC 740. Open tax years are those that are open for exam by taxing authorities. As of December 31, 2020, open tax years include the tax years ended from December 31, 2017 through December 31, 2020. The Partnership is not aware of any examinations in progress. The Partnership has reviewed all open tax years and major jurisdictions and concluded that the adoption of these financial reporting rules resulted in no effect to the Partnership's financial position or results of operations. There is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on the tax return for the fiscal year ended December 31, 2020. The Partnership is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefit will significantly change in the next twelve months.

Redemptions Payable
The Partnership accounts for subscriptions, allocations and redemptions on a per share basis. The amounts shown as redemptions payable of $3,860,953 represent the remaining amount due for redemptions as of December 31, 2020.

Subscriptions received in advance
The amount shown as subscriptions received in advance of $200,000 represents the amount received in advance for subscriptions.

Statement of Cash Flows
The Partnership has elected not to provide a Statement of Cash Flows as permitted by the Financial Accounting Standards Board's Accounting Standards Codification (ASC) 230-10-15, “Statement of Cash Flows-Exemption of Certain Enterprises and Classification of Cash Flows from Certain Securities Acquired for Resale.”

3. Fair Value Measurement

The Partnership complies with financial reporting rules that establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access at the measurement date;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;

Level 3 Inputs that are unobservable.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “observable” requires significant judgment by the General Partner. The General Partner considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the General Partner's perceived risk of that instrument.

Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, include active listed equities, and certain money market securities. The General Partner does not adjust the quoted price for such instruments, even in situations where the General Partner holds a large position and a sale could reasonably impact the quoted price.

Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs, are classified within level 2. These include investment-grade corporate bonds and less liquid listed equities. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The inputs used by the General Partner in estimating the value of the level 3 investment include the original transaction price, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash flows. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the General Partner in the absence of market information. The fair value measurement of level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the General Partner due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Partnership's results of operations.

For the year ended December 31, 2020, the Partnership had no investments classified within Level 3. There were no transfers in or out of either Level 1 or Level 2 as of or during that period as well.

The following table presents the financial instruments carried on the Statement of Assets and Liabilities and Partners' Capital by level:

	Assets at Fair Value as of December 31, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stock	$ 39,809,103	$ -	$ -	$ 39,809,103
	$ 39,809,103	$ -	$ -	$ 39,809,103

4. Partners' Capital

Subscriptions and Units

Each Limited Partner of the Partnership must qualify as an "accredited investor" within the meaning of Regulation D under the Securities Act of 1933 and a "qualified purchaser" as defined under the Investment Company Act of 1940. In exchange for each Partner's subscription to the Partnership, the Partnership issues Units, which represent an undivided proportionate interest in the assets and liabilities of the Partnership. Units were initially issued at $10 and are subsequently offered at Unit Value. As of any valuation date, the Unit Value is determined by dividing the Partners' Capital of the Partnership by the total number of Units outstanding. The General Partner, in its sole discretion, shall determine the minimum initial investment by each Limited Partner of the Fund, as well as minimum additional investment amounts. For the year ended December 31, 2020 the Partnership had subscriptions of $4,427,390.

Withdrawals
Subsequent to 90 days after an investor's initial investment in the Partnership, an investor may, once a year, effective December 31st, request the withdrawal of all or a portion of his Units, upon at least 60 days prior written notice to the General Partner; provided that no partial withdrawal which would reduce an investor's capital account below $100,000 will be accepted. The Partnership, in its discretion, may at any time redeem all or a portion of the Units of any investor. Withdrawals may be paid in cash or, at the discretion of the General Partner, in marketable securities of the Partnership at their fair market value. Withdrawals made with effective dates other than December 31st will be made based on the unaudited Net Asset Value as of the last business day prior to the effective date, and true-ups will be made as promptly as possible once the audited net asset value is available to the extent of any differences between the unaudited and audited net asset value. During the year ended December 31, 2020, the General Partner approved partners' withdrawal requests of $4,119,584 of which $3,860,953 was paid out subsequent to year end.

Transfers
Interests are not transferable without the consent of the General Partner.

Distributions
The Partnership does not intend to make distributions of income to its Partners.

5. General Partner Allocation

The General Partner is entitled to a performance allocation equal to 25% of the amount by which the increase, if any, in the Net Asset Value Per Unit exceeds 6% on a annual basis over the "High Water Mark" in effect immediately prior to the applicable valuation date. The valuation date is defined as the last day of each fiscal quarter and the day immediately preceding the date upon which a capital contribution of the Partnership or withdrawal of capital in excess of $25,000 is made. The "High Water Mark" initially means the Net Asset Value Per Unit of $10, and is adjusted, as of each valuation date, to equal the greater of (a) the High Water Mark immediately prior to such valuation date, increased at a per annum rate of 6% or (b) the Net Asset Value Per Unit as of such valuation date.

During the year ended December 31, 2020 the General Partner earned no performance allocation.

6. Related Party

At December 31, 2020, the General Partner held no interest in the Partnership.

The Partnership engaged in cross transactions with related entities in securities that are illiquid or subject to regulatory ownership limits. These cross transactions were at market prices and achieved business and investment purposes for the relevant funds. For the year ended December 31, 2020, the Partnership purchased securities worth $378,793 from various related entities.

7. Principal Limited Partner

At December 31, 2020, no limited partners held more than 5% of the total partners' capital.

8. Risks

Market and Credit Risks
The success of any investment activity is influenced by general economic and financial conditions that may affect the level and volatility of security prices and interest rates. As recent events have demonstrated, unexpected volatility, illiquidity, governmental action, currency devaluation, or other events in the U.S. or global markets in which the Partnership may directly or indirectly hold positions could impair the Partnership's ability to carry out its business and could cause the Partnership to incur substantial losses.

The Partnership's trading activities expose the Partnership to both market risk, the risks from changes in fair value, and credit risk, the risk of failure by another party to perform according to the terms of a contract.

Market risk is the potential for changes in fair value of financial instruments from market changes, including fluctuations in market prices. Market risk is directly affected by the volatility and liquidity in the markets in which the related underlying assets are traded.

Credit risk exists from the possibility of loss from the failure of the counterparty to perform according to the terms of a contract.

The Partnership has a substantial portion of its assets on deposit with brokers in connection with its trading of certain investments and its cash management activities. In the event of a financial institution's insolvency, recovery of the Partnership assets on deposit may be limited.

Currency Risks
The Partnership invests in assets and liabilities denominated in foreign currencies which are translated into U.S. dollar amounts at the year-end exchange rates. The value of these assets and liabilities are exposed to fluctuations in the foreign currencies as compared to the US dollar.

Emerging Market Risk
Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to these securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in more developed international markets. For example, emerging markets may be subject to, among other risks, greater market volatility; lower trading volume and liquidity; greater social, political and economic uncertainty; governmental controls on foreign investments and limitations on repatriation of invested capital; lower disclosure, corporate governance, auditing and financial reporting standards; fewer protections of property rights; restrictions on the transfer of securities or currency; and settlement and trading practices that differ from U.S. markets and markets of more developed countries. Each of these factors may impact the ability of the Partnership to buy, sell or otherwise transfer securities, adversely affect the Partnership and cause the Partnership to decline in value.

Covid-19/Epidemic Risk
Beginning in January 2020, global financial markets have experienced and may continue to experience significant volatility resulting from the spread of a novel coronavirus known as COVID-19. The outbreak of COVID-19 has resulted in travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, the economies of certain nations and individual issuers, all of which may negatively impact the Partnership's performance.

9. Financial Highlights

Financial highlights are calculated for a Limited Partner unit outstanding for the year ended December 31, 2020. An individual Limited Partner's return and ratios may vary based on timing of capital transactions. The ratios are computed based on the average Limited Partners' capital, calculated for all Limited Partners as a group.

Selected per unit data			
Limited Partner unit value, beginning of year	$	7.63	
Income from investment operations[1]			
Net investment income / (loss)		0.03	
Net realized gain/(loss) and net change in unrealized appreciation/(depreciation)		0.23	
Performance allocation		-	
Limited Partner unit value, end of year	$	7.89	
Total return			
Total return before performance allocation		3.41	%
Performance allocation		-	
Total return after performance allocation		3.41	%
Ratios to average limited partners' capital			
Operating Expenses		0.26	%
Performance allocation		-	%
Total operating expenses and performance allocation		0.26	%
Net investment gain		0.42%	%

(1) Calculated using the average number of units outstanding during the year.

10. Subsequent Events

The Partnership has evaluated subsequent events through the issuance of the Partnership's financial statements on March 25, 2021.

From January 1, 2021 through March 25, 2021 the Partnership received capital contributions of approximately $300,000 of which $200,000 was received in advance.

Dhandho India Zero Fee Fund Offshore Ltd.

Financial Statements
December 31, 2020

Dhandho India Zero Fee Fund Offshore Ltd.
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December 31, 2020

Report of Independent Auditors

To the Board of Directors of Dhandho India Zero Fee Fund Offshore Ltd.

We have audited the accompanying financial statements of Dhandho India Zero Fee Fund Offshore Ltd. (the "Fund"), which comprise the statement of assets and liabilities, including the condensed schedule of investments, as of December 31, 2020, and the related statements of operations and of changes in net assets for the year then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Fund's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dhandho India Zero Fee Fund Offshore Ltd. as of December 31, 2020, and the results of its operations and changes in its net assets for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers

March 25, 2021

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Dhandho India Zero Fee Fund Offshore Ltd.
Statement of Assets and Liabilities
December 31, 2020
(expressed in United States dollars)

Assets		
Cash	$	6,013,302
Receivable for investments sold		796,769
Investments, at fair value (cost $29,667,152)		31,083,491
Dividends receivable		47,518
Other assets		55,009
Total assets		37,996,089
Liabilities		
Subscriptions received in advance		410,000
Accrued expenses		61,859
Other liabilities		23,336
Redemptions payable		10,482,472
Total liabilities		10,977,667
Net assets	$	27,018,422
Net assets consist of:		
Management shares (100 authorized; 100 issued and outstanding)	$	1
Shares (3,484,699 issued and outstanding)		27,018,421
Total net assets	$	27,018,422
Net asset value per share	$	7.75

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

Dhandho India Zero Fee Fund Offshore Ltd.
Statement of Operations
Year Ended December 31, 2020
(expressed in United States dollars)

Investment income	
Dividend income (net of withholding tax of $26,929)	$ 227,726
Interest income	5,191
Total investment income	232,917
Expenses	
Professional fees	66,622
Administration fee	30,000
Other expense	10,048
Total expenses	106,670
Net investment income	126,247
Net realized and unrealized gain (loss) on investments	
Net realized (loss) on investments	(8,791,262)
Net realized gain on foreign currency transactions	51,650
Net change in unrealized appreciation on investments	9,765,144
Net realized and unrealized gain (loss) on investments	1,025,532
Net increase in net assets resulting from operations	$ 1,151,779

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

Dhandho India Zero Fee Fund Offshore Ltd.
Statement of Changes in Net Assets
Year Ended December 31, 2020
(expressed in United States dollars)

Increase in net assets from operations	
Net investment income	$ 126,247
Net realized (loss) on investments	(8,791,262)
Net realized gain on foreign currency transactions	51,650
Net change in unrealized appreciation on investments	9,765,144
Net increase in net assets resulting from operations	1,151,779
Capital transactions	
Subscriptions of common shares (489,222 shares)	3,045,279
Redemptions of common shares (1,351,977 shares)	(10,482,472)
Net change in net assets resulting from capital transactions	(7,437,193)
Net decrease in net assets for the year	(6,285,414)
Net assets at:	
Beginning of year	33,303,836
End of year	$ 27,018,422

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

Dhandho India Zero Fee Fund Offshore Ltd.
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Number of Shares		Value as Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
94,173	Micron Technologies Inc.	26.20%	$ 3,700,020	$ 7,079,926
	Total United States	26.20%	3,700,020	7,079,926
	India			
	Chemicals			
1,844,252	Rain Industries Limited	11.85%	3,300,108	3,201,090
	Financial Services			
1,600,000	Indian Energy Exchange Limited	18.47%	3,828,402	4,991,404
3,800,000	Edelweiss Financial Services Limited	13.20%	6,318,535	3,565,739
	Healthcare			
235,000	Piramal Enterprises Limited	17.01%	2,610,903	4,595,704
	Real Estate Property Development			
547,416	Sunteck Realty Ltd	9.65%	3,600,304	2,607,310
736,000	Kolte-Patil Developers Limited	9.10%	3,543,373	2,458,250
	Total India	79.28%	23,201,625	21,419,497
	Korea			
	Financial Services			
120,000	Nice Holdings Company Ltd	7.95%	2,199,442	2,148,162
	Telecommunication	1.61%	566,065	435,906
	Total Korea	9.56%	2,765,507	2,584,068
	Total Common Stocks	115.04%	$ 29,667,152	$ 31,083,491
	Total Investments	115.04%	$ 29,667,152	$ 31,083,491

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

1. Organization

Dhandho India Zero Fee Fund Offshore Ltd. (the "Fund"), a British Virgin Islands Corporation, was organized on June 1, 2017 and commenced operations on October 1, 2017. The Fund will continue indefinitely until wound up in accordance with the provisions of the Fund's Articles of Association.

The Fund has been recognized as a professional fund under the Securities and Investment Business Act, (British Virgin Islands) (the "Funds Act"). The shares of a "professional fund" as defined in the Funds Act may be made available (including issued or transferred) to persons who are "professional investors" within the meaning of the Funds Act and on the basis that investment in the Fund by each investor is not less than $100,000.

Dhandho Funds, LLC serves as the Fund's Investment Manager (the "Investment Manager") and is responsible for the management of the Fund's assets. Effective December 1, 2020, the Investment Manager retained Dalal Street, LLC, a related entity and a registered investment advisor with the U.S. Securities and Exchange Commission, to provide investment sub-advisory services to the Fund in order to meet regulatory rules in India. The Fund will seek to earn long-term appreciation by investing at least 2/3 of its assets (at cost and exclusive of future redemptions) in marketable securities of companies that are publicly listed in India and/or have significant operations in India ("Indian Companies") or cash and cash equivalents, and up to 1/3 of its assets (at cost and exclusive of future redemptions) in marketable securities of Indian Companies and non-Indian Companies.

The Fund utilizes UBS Securities LLC ("UBS") as its principal broker-dealer and maintains its cash and investments with UBS. Additionally, the Fund utilizes Kotak Mahindra Bank Limited and UBS Financial Services Inc. All subscriptions and proceeds from investors are received into the UBS account, and all redemptions and disbursements are made from the Northbrook Bank and Trust - Wintrust Funds Group account.

The Fund has also entered into an agreement with Liccar to perform all general administrative tasks of the Fund, including keeping the financial records, preparation of reports to shareholders and approval of all disbursements.

2. Significant Accounting Policies

Method of Reporting

The Fund's financial statements are presented in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The Investment Manager has evaluated the structure, objectives and activities of the Fund and determined that the Fund meets the characteristics of an investment company.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from the estimates included in the financial statements.

Contingencies and Commitments
In the normal course of business, the Fund enters into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Investment Manager expects the risk of material loss to be remote.

Security Valuation
Securities that are listed on an exchange and are freely transferable shall be valued at their last sales price on such exchange on the date of determination, or, if no sales occurred on such day, at the "bid" price on such exchange at the close of business on such day and if sold short at the "asked" price at the close of business on such day. Investments whose market quotations are not readily available are valued at fair value as determined in good faith under procedures established by the Investment Manager. Because of the inherent uncertainty of valuation, the estimate of fair value may differ from the values that would have been used had a ready market existed and the differences could be material. Money market funds are valued at net asset value per share, which approximates fair value. Notwithstanding the foregoing, if in the reasonable judgment of the Fund, in its sole discretion, the listed price for any security held by the Fund does not accurately reflect the value of such security, the Fund may value such security at a price which is greater or less than the quoted market price for such security.

Security Transactions and Income and Expense Recognition
Investment transactions are recorded on the trade date. Income and expenses are recorded on the accrual basis and dividend income and capital gain distributions are recorded on the ex-dividend date net of foreign dividend withholding taxes. Realized gains and losses are recorded on the specific identification method.

Foreign Currency Transactions
Assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the year-end exchange rates. Purchases and sales of these assets and liabilities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of investments held.

Income Taxes
The Fund has conducted and intends to conduct its operations so that it will not be engaged in a United States trade or business and, therefore, will not be subject to United States federal income tax on its net income from United States sources, except for United States withholding tax at a 30% rate on United States source dividend income received. Generally, there is no withholding on portfolio interest income and capital gains derived from United States securities.

The Fund executes trades on the Indian and Korean exchanges and, therefore, may be subject to taxes levied in each country. The investments in common stock traded on the Indian exchange are subject to short-term capital gains tax at 15% and long-term capital gain tax at 10%. Dividends are subject to dividend withholding tax at 20%. Prior to April 1, 2018 long-term capital gains were not subject to tax. For the year ended December 31, 2020, the Fund is expecting to receive $16,050 of Indian taxes paid on capital gains. The Fund intends to hold the Indian securities for the long-term. The investments in common stock traded on the Korean exchange are subject to 22% tax on interest and dividend income. Capital gains tax is exempted if holdings are less than 25% of outstanding shares on the Korean exchange and the securities transaction is executed through Korean exchange, not the over-the-counter market. If holdings are more than 25% of outstanding shares on the Korean exchange or if the trade is executed through the over-the-counter market, a 22% standard rate or 11% of sales proceeds (including resident tax), whichever is lower, will be levied.

Under the current British Virgin Islands legislation, the Fund is not required to pay taxes in the British Virgin Islands on income or capital gains. Because the Fund is not subject to taxation in the British Virgin Islands and it is management's opinion that its method of operations does not result in its being subject to income taxes, no provision for taxes has been made in these financial statements.

Management has continued to evaluate the application of Accounting Standards Codification ("ASC") 740, "Income Taxes", and has determined that no reserves for uncertain tax positions were required to have been recorded as a result of the adoption of ASC 740. Open tax years are those that are open for exam by taxing authorities. As of December 31, 2020, open tax years include the tax years ended December 31, 2017 through December 31, 2020. The Fund is not aware of any examinations in progress. The Fund has reviewed all open tax years and major jurisdictions and concluded that the adoption of these financial reporting rules resulted in no effect to the Fund's financial position or results of operations. There is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on the tax return for the fiscal year ended December 31, 2020.

Redemptions Payable
The Fund accounts for subscriptions, allocations and redemptions on a per share basis. The amounts shown as redemptions payable of $10,482,472 represent the remaining amount due for redemptions as of December 31, 2020.

Subscriptions received in advance
The amounts shown as subscriptions received in advance of $410,000 represents the amount of subscription received in advance.

Statement of Cash Flows
The Fund has elected not to provide a Statement of Cash Flows as permitted by the Financial Accounting Standards Board's Accounting Standards Codification (ASC) 230-10-15, "Statement of Cash Flows-Exemption of Certain Enterprises and Classification of Cash Flows from Certain Securities Acquired for Resale."

3. Fair Value Measurement

The Fund complies with financial reporting rules that establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access at the measurement date;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;

Level 3 Inputs that are unobservable.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the Investment Manager. The Investment Manager considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the Investment Manager's perceived risk of that instrument.

Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, include active listed equities, and certain money market securities. The Investment Manager does not adjust the quoted price for such instruments, even in situations where the Investment Manager holds a large position and a sale could reasonably impact the quoted price.

Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs, are classified within level 2. These include investment-grade corporate bonds and less liquid listed equities. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The inputs used by the Investment Manager in estimating the value of the level 3 investment include the original transaction price, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash flows. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the Investment Manager in the absence of market information. The fair value measurement of level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the Investment Manager due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Fund's results of operations.

For the year ended December 31, 2020, the Fund had no investments classified within Level 3. There were no transfers in or out of either Level 1 or Level 2 for the year ended December 31, 2020 as well.

The following table presents the financial instruments carried on the Statement of Assets and Liabilities by level:

	Assets at Fair Value as of December 31, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stocks	$ 31,083,491	$ -	$ -	$ 31,083,491
	$ 31,083,491	$ -	$ -	$ 31,083,491

4. Share Capital

Non-Voting Common Shares
The Fund is authorized to issue an unlimited number of non-voting shares without a par value (the “Shares”). The Shares were offered at an initial price of $10 per share, and are thereafter offered at the then net asset value of such shares. The Shares have no voting rights, but do participate in all profits and losses of the Fund, including net changes in unrealized appreciation or depreciation of investments and realized investment gains or losses and income and expense (including the investment management fee as described in Note 5). Such profits and losses are generally allocated at least annually and each time new Shares are issued and redeemed.

The net asset value of a Share is determined by dividing the net assets attributable to the Shares by the total number of Shares outstanding.

The Investment Manager, in its sole discretion, shall determine the minimum initial investment by each investor in the Fund but not less than the statutory minimum, currently $100,000 for initial subscriptions. Minimum additional amounts are determined by the Investment Manager at its discretion. For the year ended December 31, 2020 the Fund had subscriptions of $3,045,279.

Management Shares
The Fund has authorized 100 shares of voting, non-participating Management Shares without par value. The Management Shares, which are the sole voting shares, are not entitled to participate in any profits or income of the Fund. The Management Shares are redeemable at $0.01 and are owned by the Investment Manager.

Redemptions
Subsequent to 90 days after an investor’s initial investment in the Fund, an investor may, annually, effective on the December 31st, request the redemption of all or a portion of his Shares, upon at least 60 days prior written notice to the Investment Manager; provided that no partial withdrawal which would reduce an investor’s capital account below $100,000 will be accepted. The Fund, in its discretion, may at any time redeem all or a portion of the Shares of any investor. Redemptions may be paid in cash or, at the discretion of the Investment Manager, in marketable securities of the Fund at their fair market value. Redemptions made with effective dates other than December 31st will be made based on the unaudited Net Asset Value as of the last business day prior to the effective date, and true-ups will be made as promptly as possible once the audited net asset value is available to the extent of any differences between the unaudited and audited net asset value. During the year ended December 31, 2020, the Investment Manager approved shareholder's redemption requests of $10,482,472 of which all was paid out subsequent to year end.

Transfers
Interests are not transferable without the consent of the Investment Manager.

Distributions
The Fund does not intend to make distributions of income to its Shareholders.

5. Investment Management Fee

An investment management fee will be payable to the Investment Manager from time to time, but no less frequently than quarterly, in an amount equal to 25% of the amount by which the increase, if any, in the net asset value of the Fund at the time such investment management fee becomes payable exceeds 1.5%, on a quarterly basis, of the net asset value of the Fund at the time such investment management fee was most recently paid to the Investment Manager, except that no investment management fee will be paid unless at the time such investment management fee becomes payable the net asset value of a Share is at its historic highest value after giving effect to distributions, if any, to investors by the Fund and any share split or share dividends with respect to Shares of the Fund.

An Investment Management Fee will become payable to the Investment Manager on the last day of each quarter and on the final trading day immediately preceding (i) any investment in Shares of the Fund by a new or existing investor and (ii) any redemption by an investor of all or any portion of such investor's Shares of the Fund (or transfer of ownership of such investor's Shares of the Fund not solicited by the Investment Manager).

For the year ended December 31, 2020, the Investment Manager did not earn any investment management fee.

6. Related Party

At December 31, 2020, the Investment Manager held no interest in the Fund.

The Fund engaged in cross transactions with related entities in securities that are illiquid or subject to regulatory ownership limits. These cross transactions were at market prices and achieved business and investment purposes for the relevant funds. For the year ended December 31, 2020, the Fund purchased securities worth $619,838 from various related entities.

7. Principal Shareholders

At December 31, 2020, six shareholders held approximately 42% of the net asset value of the total Common Shares issued.

8. Risks

Market and Credit Risks

The success of any investment activity is influenced by general economic and financial conditions that may affect the level and volatility of security prices and interest rates. As recent events have demonstrated, unexpected volatility, illiquidity, governmental action, currency devaluation, or other events in the U.S. or global markets in which the Fund may directly or indirectly hold positions could impair the Fund's ability to carry out its business and could cause the Fund to incur substantial losses.

The Fund's trading activities expose the Fund to both market risk, the risks from changes in fair value, and credit risk, the risk of failure by another party to perform according to the terms of a contract.

Market risk is the potential for changes in fair value of financial instruments from market changes, including fluctuations in market prices. Market risk is directly affected by the volatility and liquidity in the markets in which the related underlying assets are traded.

Credit risk exists from the possibility of loss from the failure of the counterparty to perform according to the terms of a contract.

The Fund has a substantial portion of its assets on deposit with brokers in connection with its trading of certain investments and its cash management activities. In the event of a financial institution's insolvency, recovery of the Fund assets on deposit may be limited.

Currency Risks
The Fund invests in assets and liabilities denominated in foreign currencies which are translated into U.S. dollar amounts at the year-end exchange rates. The value of these assets and liabilities are exposed to fluctuations in the foreign currencies as compared to the US dollar.

Emerging Market Risk
Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to these securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in more developed international markets. For example, emerging markets may be subject to, among other risks, greater market volatility; lower trading volume and liquidity; greater social, political and economic uncertainty; governmental controls on foreign investments and limitations on repatriation of invested capital; lower disclosure, corporate governance, auditing and financial reporting standards; fewer protections of property rights; restrictions on the transfer of securities or currency; and settlement and trading practices that differ from U.S. markets and markets of more developed countries. Each of these factors may impact the ability of the Fund to buy, sell or otherwise transfer securities, adversely affect the Fund and cause the Fund to decline in value.

Covid-19/Epidemic Risk
Beginning in January 2020, global financial markets have experienced and may continue to experience significant volatility resulting from the spread of a novel coronavirus known as COVID-19. The outbreak of COVID-19 has resulted in travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, the economies of certain nations and individual issuers, all of which may negatively impact the Fund's performance.

9. Financial Highlights

Financial highlights are calculated for a Share outstanding for the year ended December 31, 2020. An individual investor's return and ratios may vary based on the timing of capital transactions. Ratios are computed based on average monthly net assets.

		Common Shares	
Selected per share data			
Net asset value, begining of year	$	7.66	
Income from investment operations[1]			
Net investment income		0.03	
Net realized gain/(loss) and unrealized appreciation/(depreciation) on investments		0.06	
Net asset value, end of year	$	7.75	
Total return			
Total return before management fees		1.21	%
Management fees		-	
Total return after management fees		1.21	%
Ratios to average net assets			
Operating expenses		0.37	%
Management Fees		-	%
Total operating expenses and management fees		0.37	%
Net investment gain		0.44	%

(1) Calculated using the average number of shares outstanding during the year.

10. Subsequent Events

The Fund has evaluated subsequent events through the issuance of the Fund's financial statements on March 25, 2021.

From January 1, 2021 through March 25, 2021 the Fund received capital contributions of approximately $1,277,400 of which $410,000 was received in advance.

Dhandho Junoon LP

Financial Statements
For the Year Ended December 31, 2020

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Report of Independent Auditors

To the General Partner of Dhandho Junoon LP

We have audited the accompanying financial statements of Dhandho Junoon LP (the "Partnership"), which comprise the statement of assets, liabilities and partners' capital, including the condensed schedule of investments, as of December 31, 2020, and the related statements of operations and of changes in partners' capital for the year then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Partnership's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dhandho Junoon LP as of December 31, 2020, and the results of its operations and changes in its partners' capital for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers

March 25, 2021

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Dhandho Junoon LP
Statement of Assets, Liabilities and Partners' Capital
December 31, 2020
(expressed in United States dollars)

Assets	
Cash	$ 886,515
Investments, at fair value (cost $9,111,946)	12,397,747
Dividends receivable	4,177
Other assets	12,139
Total assets	13,300,578
Liabilities	
Subscriptions received in advance	30,000
Redemptions payable	1,692,020
Other liabilities	23,109
Accrued expenses and other liabilities	32,865
Total liabilities	1,777,994
Partners' capital	
General partner (13,780 units at $14.42 per unit)	198,711
Limited partners (785,279 units at $14.42 per unit)	11,323,873
Total partners' capital	11,522,584
Total liabilities and partners' capital	$ 13,300,578

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

Dhandho Junoon LP
Statement of Operations
For the year ended December 31, 2020
(expressed in United States dollars)

Investment income		
Dividend income (net of withholding tax of $2,427)	$	92,916
Interest income		718
Total investment income		93,634
Expenses		
Professional fees		29,311
Administration fee		23,000
Other expense		15,403
Total expenses		67,714
Net investment income		25,920
Net realized and unrealized gain/(loss) on investments		
Net realized (loss) on investments		(1,401,422)
Net realized gain on foreign currency transactions		2,429
Net change in unrealized gain on investments		3,144,283
Net realized and unrealized gain/(loss) on investments		1,745,290
Net increase in partners' capital resulting from operations	$	1,771,210

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

Dhandho Junoon LP
Statement of Changes in Partners' Capital
For the year ended December 31, 2020
(expressed in United States dollars)

	General Partner	Limited Partners	Total
Balance, January 1, 2020	$ 172,675	$ 9,626,512	$ 9,799,187
Contributions (230,168 units)	-	2,510,000	2,510,000
Withdrawals (213,117 units)	-	(2,557,813)	(2,557,813)
Net increase in partners' capital from operations	26,036	1,745,174	1,771,210
Balance, December 31, 2020	$ 198,711	$ 11,323,873	$ 11,522,584

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

Dhandho Junoon LP
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Number of Shares		Value as Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Communication Services			
695	Alphabet Inc CL C	10.57%	939,929	1,217,558
	Other	4.26%	414,092	491,411
	Consumer Discretionary			
44,364	Wendys Co	8.44%	1,038,180	972,459
	Other*	9.24%	656,798	1,065,015
	Financials	3.98%	421,389	458,871
	Lodging			
4,493	Marriott International Inc New CL A	5.14%	411,694	592,717
	Semiconductors			
32,439	Micron Technology Inc	21.17%	1,446,927	2,438,764
	Technology	3.85%	415,020	443,728
	Total United States	66.65%	5,744,029	7,680,523
	Canada			
	Consumer Discretionary	3.88%	420,476	447,631
	Technology	4.16%	422,173	479,519
	Total Canada	8.04%	842,649	927,150
	China			
	Consumer Discretionary			
26,500	BYD CO LTD SER H CNY	6.03%	414,991	694,459
	Total China	6.03%	414,991	694,459
	Turkey			
	Basic Materials	4.95%	415,663	570,806
	Consumer Staples			
216,451	Coca-Coca Icecek A ORD	16.61%	1,268,683	1,913,846
	Financials			
396,742	Haci Omer Sabanci Holding	5.30%	425,931	610,963
	Total Turkey	26.86%	2,110,277	3,095,615
	Total Common Stocks	107.58%	$ 9,111,946	$ 12,397,747

* No one security represents greater than 5%.

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

1. Organization

Dhandho Junoon LP (the “Partnership”), a Delaware limited partnership, was organized on April 18, 2016 and commenced operations on July 1, 2016. The Partnership will continue indefinitely until wound up in accordance with the provisions of the Partnership’s Limited Partnership Agreement.

Dhandho Funds, LLC serves as the Partnership 's General Partner (the "General Partner") and is responsible for the management of the Partnership's assets. The Partnership will seek to earn long-term appreciation by investing in common equity securities leveraging a proprietary rules-based stock-picking algorithm named the Dhandho Junoon Algorithm (the "Algorithm"). The General Partner reserves the right to modify any and all parameters of the Algorithm no more frequently than on a quarterly basis. Since the launch of the Partnership, the General Partner has made several changes to the strategy, including a reduction in the number of stocks from 100 to a range of 15-22. In addition, effective October 1, 2020, the General Partner no longer makes investment decisions generated by the Algorithm; all investment decisions are made by the team members of the General Partner, using the Algorithm as a tool to buy or sell securities on behalf of the Partnership.

The Partnership utilizes UBS Financial Services Inc. (“UBS”) as its principal broker-dealer and maintains its cash and investments with UBS Securities LLC. All subscriptions and proceeds from investors are received into the Northbrook Bank & Trust – Wintrust Funds Group (“Wintrust”) account, and all redemptions and disbursements are made from the Wintrust account. Additionally, the Partnership utilizes Kotak Mahindra Bank Limited and UBS Securities LLC.

The Partnership has also entered into an agreement with Liccar to perform all general administrative tasks of the Partnership, including keeping the financial records, preparation of reports to Limited Partners and approval of all disbursements.

2. Significant Accounting Policies

Method of Reporting

The Partnership’s financial statements are presented in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The General Partner has evaluated the structure, objectives and activities of the Partnership and determined that the Partnership meets the characteristics of an investment company.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the General Partner to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from the estimates included in the financial statements.

Contingencies and Commitments

In the normal course of business, the Partnership enters into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Partnership’s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Partnership that have not yet occurred. However, based on experience, the General Partner expects the risk of material loss to be remote.

Security Valuation
Securities that are listed on an exchange and are freely transferable shall be valued at their last sales price on such exchange on the date of determination, or, if no sales occurred on such day, at the "bid" price on such exchange at the close of business on such day and if sold short at the "asked" price at the close of business on such day. Investments whose market quotations are not readily available are valued at fair value as determined in good faith under procedures established by the General Partner. Because of the inherent uncertainty of valuation, the estimate of fair value may differ from the values that would have been used had a ready market existed and the differences could be material. Money market funds are valued at net assets value per share, which approximates fair value. Notwithstanding the foregoing, if in the reasonable judgment of the Partnership, in its sole discretion, the listed price for any security held by the Partnership does not accurately reflect the value of such security, the Partnership may value such security at a price which is greater or less than the quoted market price for such security.

Security Transactions and Income and Expense Recognition
Investment transactions are recorded on the trade date. Income and expenses are recorded on the accrual basis and dividend income and capital gain distributions are recorded on the ex-dividend date net of foreign dividend withholding taxes. Realized gains and losses are recorded on the specific identification method.

Foreign Currency Transactions
Assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the year-end exchange rates. Purchases and sales of these assets and liabilities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Partnership does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of investments held.

Income Taxes
No provision is made in the accompanying financial statements for liabilities for federal, state or local income taxes since such liabilities are not the responsibility of the Partnership. Each partner is required to report on his/her income tax return his/her proportionate share of the items of income and deduction of the Partnership.

The Partnership executes trades on the Turkish exchange and, therefore, may be subject to taxes levied in that country. The investments in common stock traded on the Turkish exchange are subject to withholding based taxation applicable on capital gains and interest for equities and fixed income securities purchased on or after January 1, 2006. The current tax rate is zero for equities and 10% for fixed income securities. Dividends are subject to dividend withholding tax at the rate of 15%. Provisions of tax treaties are reserved. For countries with double taxation treaties, the treaty rate prevails only if it is more favorable than the standard rate.

Management has continued to evaluate the application of Accounting Standards Codification ("ASC") 740, "Income Taxes", and has determined that no reserves for uncertain tax positions were required to have been recorded as a result of the adoption of ASC 740. Open tax years are those that are open for exam by taxing authorities. As of December 31, 2020, open tax years include the tax years ended from December 31, 2017 through December 31, 2020. The Partnership is not aware of any examinations in progress. The Partnership has reviewed all open tax years and major jurisdictions and concluded that the adoption of these financial reporting rules resulted in no effect to the Partnership's financial position or results of operations. There is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on the tax return for the fiscal year ended December 31, 2020. The

Partnership is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefit will significantly change in the next twelve months.

Redemptions Payable
The Partnership accounts for subscriptions, allocations and redemptions on a per share basis.

Subscriptions received in advance
Subscription received in advance represents the amount of subscriptions received in advance. The amount shown as subscriptions received in advance of $30,000 represents the amount received in advance for subscriptions.

Statement of Cash Flows
The Partnership has elected not to provide a Statement of Cash Flows as permitted by the Financial Accounting Standards Board's Accounting Standards Codification (ASC) 230-10-15, “Statement of Cash Flows-Exemption of Certain Enterprises and Classification of Cash Flows from Certain Securities Acquired for Resale.”

3. Fair Value Measurement

The Partnership complies with financial reporting rules that establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access at the measurement date;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;

Level 3 Inputs that are unobservable.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “observable” requires significant judgment by the General Partner. The General Partner considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the General Partner's perceived risk of that instrument.

Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, include active listed equities, and certain money market securities. The General Partner does not adjust the quoted price for such instruments, even in situations where the General Partner holds a large position and a sale could reasonably impact the quoted price.

Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs, are classified within level 2. These include investment-grade corporate bonds and less liquid listed equities. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The inputs used by the General Partner in estimating the value of the level 3 investment include the original transaction price, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash flows. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the General Partner in the absence of market information. The fair value measurement of level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the General Partner due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Partnership's results of operations.

For the year ended December 31, 2020, the Partnership had no investments classified within Level 3. There were no transfers in or out of either Level 1 or Level 2 during year ended December 31, 2020 as well.

The following table presents the financial instruments carried on the Statement of Assets and Liabilities and Partners' Capital by level:

	Assets at Fair Value as of December 31, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stock	$ 12,397,747	$ -	$ -	$ 12,397,747
	$ 12,397,747	$ -	$ -	$ 12,397,747

4. Partners' Capital

Subscriptions and Units

Each Limited Partner of the Partnership must qualify as an "accredited investor" within the meaning of Regulation D under the Securities Act of 1933 and a "qualified purchaser" as defined under the Investment Company Act of 1940. In exchange for each Partner's subscription to the Partnership, the Partnership issues Units, which represent an undivided proportionate interest in the assets and liabilities of the Partnership. Units were initially issued at $10 and are subsequently offered at Unit Value. As of any valuation date, the Unit Value is determined by dividing the Partners' Capital of the Partnership by the total number of Units outstanding. The General Partner, in its sole discretion, shall determine the minimum initial investment by each Limited Partner of the Partnership, as well as minimum additional investment amounts. For the year ended December 31, 2020 the Partnership had subscriptions of $2,510,000.

Withdrawals

Subsequent to 90 days after an investor's initial investment in the Partnership, an investor may, once a quarter, effective on the last day of the corresponding quarter, request the withdrawal of all or a portion of his Shares, upon at least 60 days prior written notice to the General Partner;

provided that no partial withdrawal which would reduce an investor's capital account below $100,000 will be accepted. The Partnership, in its discretion, may at any time withdraw all or a portion of the Shares of any investor. Withdrawal may be paid in cash or, at the discretion of the General Partner, in marketable securities of the Partnership at their fair market value. Withdrawals made with effective dates other than December 31st will be made based on the unaudited Net Asset Value as of the last business day prior to the effective date, and true-ups will be made as promptly as possible once the audited net asset value is available to the extent of any differences between the unaudited and audited net asset value. For the year ended December 31, 2020, the General Partner approved partners' withdrawal requests of $2,557,813 of which $1,692,020 was paid out subsequent to yearend.

Transfers
Interests are not transferable without the consent of the General Partner.

Distributions
The Partnership does not intend to make distributions of income to its Partners.

5. General Partner Allocation

The General Partner is entitled to a performance allocation equal to 25% of the amount by which the increase, if any, in the Net Asset Value Per Unit exceeds 1.5% on a quarterly basis over the "High Water Mark" in effect immediately prior to the applicable valuation date. The valuation date is defined as the last day of each fiscal quarter and the day immediately preceding the date upon which a capital contribution of the Partnership or withdrawal of capital in excess of $25,000 is made. The "High Water Mark" initially means the Net Asset Value Per Unit of $10, and is adjusted, as of each valuation date, to equal the greater of (a) the High Water Mark immediately prior to such valuation date, increased at a per annum rate of 6% or (b) the Net Asset Value Per Unit as of such valuation date.

During the year ended December 31, 2020 the General Partner earned no performance allocation.

6. Related Party

At December 31, 2020, the General Partner held approximately 2% of the net asset value of the total equity.

7. Principal Limited Partner

At December 31, 2020, seven limited partners held 67% of the total partners' capital.

8. Risks

Market and Credit Risks
The success of any investment activity is influenced by general economic and financial conditions that may affect the level and volatility of security prices and interest rates. As recent events have demonstrated, unexpected volatility, illiquidity, governmental action, currency devaluation, or other events in the U.S. or global markets in which the Partnership may directly or indirectly hold positions could impair the Partnership's ability to carry out its business and could cause the Partnership to incur substantial losses.

The Partnership's trading activities expose the Partnership to both market risk, the risks from changes in fair value, and credit risk, the risk of failure by another party to perform according to the terms of a contract.

Market risk is the potential for changes in fair value of financial instruments from market changes, including fluctuations in market prices. Market risk is directly affected by the volatility and liquidity in the markets in which the related underlying assets are traded.

Credit risk exists from the possibility of loss from the failure of the counterparty to perform according to the terms of a contract.

The Partnership has a substantial portion of its assets on deposit with brokers in connection with its trading of certain investments and its cash management activities. In the event of a financial institution's insolvency, recovery of the Partnership assets on deposit may be limited.

Currency Risks
The Partnership invests in assets and liabilities denominated in foreign currencies which are translated into U.S. dollar amounts at the year-end exchange rates. The value of these assets and liabilities are exposed to fluctuations in the foreign currencies as compared to the US dollar.

Covid-19/Epidemic Risk
Beginning in January 2020, global financial markets have experienced and may continue to experience significant volatility resulting from the spread of a novel coronavirus known as COVID-19. The outbreak of COVID-19 has resulted in travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, the economies of certain nations and individual issuers, all of which may negatively impact the Partnership's performance.

9. Financial Highlights

Financial highlights are calculated for a Limited Partner unit outstanding for the year ended December 31, 2020. An individual Limited Partner’s return and ratios may vary based on timing of capital transactions. The ratios are computed based on the average Limited Partners' capital, calculated for all Limited Partners as a group.

Selected per unit data			
Limited Partner unit value, beginning of year	$	12.53	
Income from investment operations[1]			
Net investment income / (loss)		0.03	
Net realized gain/(loss) and net change in unrealized appreciation/(depreciation)		1.86	
Performance allocation		-	
Limited Partner unit value, end of year	$	14.42	
Total return			
Total return before performance allocation		15.08	%
Performance allocation		-	
Total return after performance allocation		15.08	%
Ratios to average limited partners’ capital			
Operating Expenses		0.77	%
Performance allocation		0.00	%
Total operating expenses and performance allocation		0.77	%
Net investment income / (loss)		0.29%	%

[1] Calculated using the average number of units outstanding during the year.

10. Subsequent Events

The Partnership has evaluated subsequent events through the issuance of the Partnership's financial statements on March 25, 2021.

From January 1, 2021 through March 25, 2021 the Partnership received capital contributions of approximately $30,000 of which $30,000 was received in advance.

Dhandho Junoon Offshore Ltd.

Financial Statements
For the Year Ended December 31, 2020

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Report of Independent Auditors

To the Board of Directors of Dhandho Junoon Offshore Ltd.

We have audited the accompanying financial statements of Dhandho Junoon Offshore Ltd. (the “Fund”), which comprise the statement of assets and liabilities, including the condensed schedule of investments, as of December 31, 2020, and the related statements of operations and of changes in net assets for the year then ended.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Fund’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dhandho Junoon Offshore Ltd. as of December 31, 2020, and the results of its operations and changes in its net assets for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers

March 25, 2021

PricewaterhouseCoopers, 18 Forum Lane, Camana Bay, P.O. Box 258, Grand Cayman, KY1- 1104, Cayman Islands
T: +1 (345) 949 7000, F: +1 (345) 949 7352, www.pwc.com/ky

Dhandho Junoon Offshore Ltd.
Statement of Assets and Liabilities
December 31, 2020
(expressed in United States dollars)

Assets		
Cash	$	578,004
Investments, at fair value (cost $5,056,831)		6,619,815
Dividends receivable (Net of withholding tax of $555)		1,664
Other assets		13,061
Total assets		7,212,544
Liabilities		
Payable for securities purchased		377,392
Other liabilities		13,443
Accrued expenses		24,410
Payable to Investment Manager		89
Total liabilities		415,334
Net assets	$	6,797,210
Net assets consist of:		
Management shares (100 authorized; 100 issued and outstanding)	$	1
Shares (482,830 issued and outstanding)		6,797,209
Total net assets	$	6,797,210
Net asset value per share	$	14.08

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

Dhandho Junoon Offshore Ltd.
Statement of Operations
For the year ended December 31, 2020
(expressed in United States dollars)

Investment income	
Dividend income (net of withholding tax of $16,227)	$ 50,290
Interest income	319
Total investment income	50,609
Expenses	
Professional fees	25,905
Administration fee	20,000
Other expense	8,961
Total expenses	54,866
Net investment (loss)	(4,257)
Net realized and unrealized gain/(loss) on investments	
Net realized (loss) on investments	(1,493,351)
Net realized (loss) on foreign currency transactions	(218)
Net change in unrealized appreciation on investments	1,481,501
Net realized and unrealized gain/(loss)on investments	(12,068)
Net decrease in net assets resulting from operations	$ (16,325)

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

Dhandho Junoon Offshore Ltd.
Statement of Changes in Net Assets
For the year ended December 31, 2020
(expressed in United States dollars)

Decrease in net assets from operations	
Net investment (loss)	$ (4,257)
Net realized (loss) on investments	(1,493,351)
Net realized (loss) on foreign currency transactions	(218)
Net change in unrealized appreciation on investments	1,481,501
Net decrease in net assets resulting from operations	(16,325)
Capital transactions	
Subscriptions of common shares (3,421 shares)	31,013
Redemptions of common shares (244,927 shares)	(2,380,979)
Net change in net assets resulting from capital transactions	(2,349,966)
Net decrease in net assets for the year	(2,366,291)
Net assets at:	
Beginning of year	9,163,501
End of year	$ 6,797,210

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

Dhandho Junoon Offshore Ltd.
Condensed Schedule of Investments
December 31, 2020
(expressed in United States dollars)

Number of Shares		Value as Percentage of Net Assets	Cost	Fair Value
	Common Stocks			
	United States			
	Communication Services			
370	Alphabet Inc CL C	9.54%	494,290	648,196
	Other	3.85%	222,117	261,436
	Consumer Discretionary			
23,549	Wendys Co	7.59%	545,965	516,194
	Other*	8.97%	369,063	609,572
	Financials	3.59%	223,324	243,695
	Lodging	4.64%	220,830	315,289
	Semiconductors			
17,258	Micron Technology Inc	19.09%	765,046	1,297,456
	Technology	3.47%	222,131	235,988
	Total United States	60.74%	3,062,766	4,127,826
	Canada			
	Consumer Discretionary	3.50%	223,646	237,778
	Technology	3.74%	223,598	254,093
	Total Canada	7.24%	447,244	491,871
	China			
	Consumer Discretionary			
14,000	BYD CO LTD SER H CNY	5.40%	219,737	366,884
	Total China	5.40%	219,737	366,884
	India			
	Financial Services			
689,033	Edelweiss Financial Services Limited	9.51%	659,500	646,556
	Total India	9.51%	659,500	646,556
	Turkey			
	Basic Materials	4.47%	221,125	303,658
	Consumer Staples			
41,315	Coca-Coca Icecek A ORD	5.37%	227,084	365,305
	Financials	4.67%	219,375	317,715
	Total Turkey	14.51%	667,584	986,678
	Total Common Stocks	97.40%	$ 5,056,831	$ 6,619,815

* No one security represents greater than 5%.

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

1. Organization

Dhandho Junoon Offshore Ltd. (the “Fund”), a British Virgin Islands Corporation, was organized on February 3, 2016 and commenced operations on July 1, 2016. The Fund will continue indefinitely until wound up in accordance with the provisions of the Fund’s Articles of Association.

The Fund has been recognized as a professional fund under the Securities and Investment Business Act, 2010 (British Virgin Islands) (the “Funds Act”). The shares of a “professional fund” as defined in the Funds Act may be made available (including issued or transferred) to persons who are “professional investors” within the meaning of the Funds Act and on the basis that investment in the Fund by each investor is not less than $100,000.

Dhandho Funds, LLC serves as the Fund's investment Manager (the "Investment Manager") and is responsible for the management of the Fund's assets. The Fund will seek to earn long-term appreciation by investing in common equity securities leveraging a proprietary rules-based stock-picking algorithm named the Dhandho Junoon Algorithm (the "Algorithm"). The Investment Manager reserves the right to modify any and all parameters of the Algorithm no more frequently than on a quarterly basis. Since the launch of the Fund, the Investment Manager has made several changes to the strategy, including a reduction in the number of stocks from 100 to a range of 15-22. In addition, effective October 1, 2020, the Investment Manager no longer makes investment decisions generated by the Algorithm; all investment decisions are made by the team members of the Investment Manager, using the Algorithm as a tool to buy or sell securities on behalf of the Fund.

The Fund utilizes UBS Financial Services Inc. (“UBS”) as its principal broker-dealer and maintains its cash and investments with UBS Securities LLC. All subscriptions and proceeds from investors are received into the Northbrook Bank & Trust – Wintrust Funds Group (“Wintrust”) account, and all redemptions and disbursements are made from the Wintrust account. Additionally, the Fund utilizes Kotak Mahindra Bank Limited and UBS Securities LLC.

The Fund has also entered into an agreement with Liccar to perform all general administrative tasks of the Fund, including keeping the financial records, preparation of reports to shareholders and approval of all disbursements.

2. Significant Accounting Policies

Method of Reporting

The Fund’s financial statements are presented in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The Investment Manager has evaluated the structure, objectives and activities of the Fund and determined that the Fund meets the characteristics of an investment company.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from the estimates included in the financial statements.

Contingencies and Commitments
In the normal course of business, the Fund enters into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Investment Manager expects the risk of material loss to be remote.

Security Valuation
Securities that are listed on an exchange and are freely transferable shall be valued at their last sales price on such exchange on the date of determination, or, if no sales occurred on such day, at the "bid" price on such exchange at the close of business on such day and if sold short at the "asked" price at the close of business on such day. Investments whose market quotations are not readily available are valued at fair value as determined in good faith under procedures established by the Investment Manager. Because of the inherent uncertainty of valuation, the estimate of fair value may differ from the values that would have been used had a ready market existed and the differences could be material. Money market funds are valued at net assets value per share, which approximates fair value. Notwithstanding the foregoing, if in the reasonable judgment of the Fund, in its sole discretion, the listed price for any security held by the Fund does not accurately reflect the value of such security, the Fund may value such security at a price which is greater or less than the quoted market price for such security.

Security Transactions and Income and Expense Recognition
Investment transactions are recorded on the trade date. Income and expenses are recorded on the accrual basis and dividend income and capital gain distributions are recorded on the ex-dividend date net of foreign dividend withholding taxes. Realized gains and losses are recorded on the specific identification method.

Foreign Currency Transactions
Assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the year-end exchange rates. Purchases and sales of these assets and liabilities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions. The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of investments held.

Income Taxes
The Fund has conducted and intends to conduct its operations so that it will not be engaged in a United States trade or business and, therefore, will not be subject to United States federal income tax on its net income from United States sources, except for United States withholding tax at a 30% rate on United States source dividend income received. Generally, there is no withholding on portfolio interest income and capital gains derived from United States securities.

Under the current British Virgin Islands legislation, the Fund is not required to pay taxes in the British Virgin Islands on income or capital gains. Because the Fund is not subject to taxation in the British Virgin Islands and it is management's opinion that its method of operations does not result in its being subject to income taxes, no provision for taxes has been made in these financial statements.

The Fund executes trades on the Indian and Turkish exchanges and, therefore, may be subject to taxes levied in each country. The investments in common stock traded on the Indian exchange are subject to short-term capital gains tax at 15% and long-term capital gains tax at 10%. Dividends are subject to dividend withholding at 20%. The Fund intends to hold the Indian securities for long-term. The investments in common stock traded on the Turkish exchange are subject to withholding based taxation applicable on capital gains and interest for equities and fixed income securities purchased on or after January 1, 2006. The current tax rate is zero for equities and 10% for fixed income securities. Dividends are subject to dividend withholding tax at the rate of 15%. Provisions of tax treaties are reserved. For countries with double taxation treaties, the treaty rate prevails only if it is more favorable than the standard rate.

Management has continued to evaluate the application of Accounting Standards Codification ("ASC") 740, "Income Taxes", and has determined that no reserves for uncertain tax positions were required to have been recorded as a result of the adoption of ASC 740. Open tax years are those that are open for exam by taxing authorities. As of December 31, 2020, open tax years include the tax years ended from December 31, 2017 through December 31, 2020. The Fund is not aware of any examinations in progress. The Fund has reviewed all open tax years and major jurisdictions and concluded that the adoption of these financial reporting rules resulted in no effect to the Fund's financial position or results of operations. There is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on the tax return for the fiscal year ended December 31, 2020. The Fund is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefit will significantly change in the next twelve months.

Redemptions Payable
The Fund accounts for subscriptions, allocations and redemptions on a per share basis.

Subscriptions received in advance
Subscription received in advance represents the amount of subscriptions received in advance.

Statement of Cash Flows
The Fund has elected not to provide a Statement of Cash Flows as permitted by the Financial Accounting Standards Board's Accounting Standards Codification (ASC) 230-10-15, "Statement of Cash Flows-Exemption of Certain Enterprises and Classification of Cash Flows from Certain Securities Acquired for Resale."

3. Fair Value Measurement

The Fund complies with financial reporting rules that establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access at the measurement date;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;

Level 3 Inputs that are unobservable.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the Investment Manager. The Investment Manager considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the Investment Manager's perceived risk of that instrument.

Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, include active listed equities, and certain money market securities. The Investment Manager does not adjust the quoted price for such instruments, even in situations where the Investment Manager holds a large position and a sale could reasonably impact the quoted price.

Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs, are classified within level 2. These include investment-grade corporate bonds and less liquid listed equities. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The inputs used by the Investment Manager in estimating the value of the level 3 investment include the original transaction price, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash flows. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the Investment Manager in the absence of market information. The fair value measurement of level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the Investment Manager due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Fund's results of operations.

For the year ended December 31, 2020, the Fund had no investments classified within Level 3. There were no transfers in or out of either Level 1 or Level 2 as of or during that period as well.

The following table presents the financial instruments carried on the Statement of Assets and Liabilities by level:

	Assets at Fair Value as of December 31, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stock	$ 6,619,815	$ -	$ -	$ 6,619,815
	$ 6,619,815	$ -	$ -	$ 6,619,815

4. Share Capital

Non-Voting Common Shares
The Fund is authorized to issue an unlimited number of non-voting shares without a par value (the "Shares"). The Shares were offered at an initial price of $10 per share, and are thereafter offered at the then net asset value of such shares. The Shares have no voting rights, but do participate in all profits and losses of the Fund, including net changes in unrealized appreciation or depreciation of investments and realized investment gains or losses and income and expense (including the investment management fee as described in Note 5). Such profits and losses are generally allocated at least annually and each time new Shares are issued and redeemed.

The net asset value of a Share is determined by dividing the net assets attributable to the Shares by the total number of Shares outstanding.

The Investment Manager, in its sole discretion, shall determine the minimum initial investment by each investor in the Fund but not less than the statutory minimum, currently $100,000 for initial subscriptions. Minimum additional amounts are determined by the Investment Manager at its discretion.

Management Shares
The Fund has authorized 100 shares of voting, non-participating Management Shares without par value. The Management Shares, which are the sole voting shares, are not entitled to participate in any profits or income of the Fund. The Management Shares are redeemable at $0.01 and are owned by the Investment Manager.

Redemptions
Subsequent to 90 days after an investor's initial investment in the Fund, an investor may, once a quarter, effective on the last day of the corresponding quarter, request the redemption of all or a portion of his Shares, upon at least 60 days prior written notice to the Investment Manager; provided that no partial withdrawal which would reduce an investor's capital account below $100,000 will be accepted. The Fund, in its discretion, may at any time redeem all or a portion of the Shares of any investor. Redemptions may be paid in cash or, at the discretion of the Investment Manager, in marketable securities of the Fund at their fair market value. Withdrawals made with effective dates other than December 31st will be made based on the unaudited Net Asset Value as of the last business day prior to the effective date, and true-ups will be made as promptly as possible once the audited net asset value is available to the extent of any differences between the unaudited and audited net asset value.

Transfers
Interests are not transferable without the consent of the Investment Manager.

Distributions
The Fund does not intend to make distributions of income to its Shareholders.

5. Investment Management Fee

An investment management fee will be payable to the Investment Manager from time to time, but no less frequently than quarterly, in an amount equal to 25% of the amount by which the increase, if any, in the net asset value of the Fund at the time such investment management fee becomes payable exceeds 1.5%, on a quarterly basis, of the net asset value of the Fund at the time such investment management fee was most recently paid to the Investment Manager, except that no investment management fee will be paid unless at the time such investment management fee becomes payable the net asset value of a Share is at its historic highest value after giving effect to distributions, if any, to investors by the Fund and any share split or share dividends with respect to Shares of the Fund.

An Investment Management Fee will become payable to the Investment Manager on the last day of each quarter and on the final trading day immediately preceding (i) any investment in Shares of the Fund by a new or existing investor and (ii) any redemption by an investor of all or any portion of such investor's Shares of the Fund (or transfer of ownership of such investor's Shares of the Fund not solicited by the Investment Manager).

6. Principal Shareholders

At December 31, 2020, six shareholders held 82% of the net asset value of the total Common Shares issued.

7. Risks

Market and Credit Risks

The success of any investment activity is influenced by general economic and financial conditions that may affect the level and volatility of security prices and interest rates. As recent events have demonstrated, unexpected volatility, illiquidity, governmental action, currency devaluation, or other events in the U.S. or global markets in which the Fund may directly or indirectly hold positions could impair the Fund's ability to carry out its business and could cause the Fund to incur substantial losses.

The Fund's trading activities expose the Fund to both market risk, the risks from changes in fair value, and credit risk, the risk of failure by another party to perform according to the terms of a contract.

Market risk is the potential for changes in fair value of financial instruments from market changes, including fluctuations in market prices. Market risk is directly affected by the volatility and liquidity in the markets in which the related underlying assets are traded.

Credit risk exists from the possibility of loss from the failure of the counterparty to perform according to the terms of a contract.

The Fund has a substantial portion of its assets on deposit with brokers in connection with its trading of certain investments and its cash management activities. In the event of a financial institution's insolvency, recovery of the Fund assets on deposit may be limited.

Currency Risks

The Fund invests in assets and liabilities denominated in foreign currencies which are translated into U.S. dollar amounts at the year-end exchange rates. The value of these assets and liabilities are exposed to fluctuations in the foreign currencies as compared to the US dollar.

Covid-19/Epidemic Risk

Beginning in January 2020, global financial markets have experienced and may continue to experience significant volatility resulting from the spread of a novel coronavirus known as COVID-19. The outbreak of COVID-19 has resulted in travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, the economies of certain nations and individual issuers, all of which may negatively impact the Fund's performance.

8. Financial Highlights

Financial highlights are calculated for a Share outstanding for the year ended December 31, 2020. An individual investor's return and ratios may vary based on the timing of capital transactions. Ratios are computed based on average monthly net assets and have not been annualized.

	Common Shares	
Selected per share data		
Net asset value, beginning of year	$ 12.65	
Income from investment operations[1]		
Net investment (loss)	(0.01)	
Net realized gain/(loss) and net change in unrealized depreciation	1.44	
Investment management fee	-	
Net asset value, end of year	$ 14.08	
Total return		
Total return before investment management fee	11.28	%
Investment management fee	(0.00)	
Total return after investment management fee	11.28	%
Ratios to average net assets		
Operating expenses	0.86	%
Investment management fee	-	%
Total operating expenses and investment management fee	0.86	%
Net investment (loss)	(0.07)	%

[1] Calculated using the average number of shares outstanding during the year.

9. Subsequent Events

The Fund has evaluated subsequent events through the issuance of the Fund's financial statements on March 25, 2021.

Team Dhandho

MOHNISH PABRAI
Chairman & Chief Executive Officer

Irvine, California

FAHAD MISSMAR, *Chief Financial Officer*
JAYA BHARATH VELICHERLA, *Vice President, Quantitative Analysis*
VALERIE MAGURSKY, *Senior Administrative Assistant*
KIMBERLY ENGLEMAN, *Administrative Assistant*
YOGINI RAO, ***Administrative Consultant,*** **MILONI MAMNIYA,** ***Administrative Consultant***

Dhandho Advisory Board

TERRY ADAMS, *Irvine, California*
NAVNEET CHUGH, *Fullerton, California*
SRINI PULAVARTI, *Los Angeles, California*

Auditor

PRICEWATERHOUSECOOPERS

Broker & Custodian

UBS AG, *The Desai Group*
KOTAK MAHINDRA BANK LIMITED, *India*

General Counsel

DENTONS US LLP, *Chicago*
CONYERS DILL & PEARMAN, *British Virgin Islands*
FINSEC LAW ADVISORS, *India*

Tax, Accounting & Administration

MICHAEL J. LICCAR & CO., LLC

Tax

BDO
PIETRANTONI MENDEZ & ALVAREZ LLC (PMA)

DHANDHO

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