2021
ANNUAL REPORT

DHANDHO HOLDINGS
DHANDHO ZERO FEE FUNDS

DHANDHO

2021 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 Zero Fee Funds and 11 for the Junoon Zero Fee Funds.

Dhandho Holdings

Our attention at Dhandho Holdings continues to be two-fold: return investors' initial invested capital and grow and scale our key operating asset Dhandho Funds. In the first quarter of 2022, we completed our fourth cash distribution to investors, bringing the total capital returned to $121 million, or 80% of the original $152 million raised in 2014. For most of you who invested at the initial $10 per unit price, the $8/unit that has been distributed equates to 80% of the initial capital you put into Dhandho Holdings. We want to get this to 100% as soon as we can. No one is more eager to return the full principal of your investment than me.

The $2 per unit of value, or approx. $30 million, that remains in the Dhandho Holdings stub consists primarily of two buckets: 50% is in Tandem and 45% in our public stock holdings. As of March 31, 2022, this $2 stub was valued at an estimated $1.98 per unit for Dhandho Holdings LP investors and $1.91 per unit for Dhandho Holdings Qualified Purchaser LP investors. The difference in value between the two Dhandho Holdings vehicles is attributed to differences in the value of the public stocks, which are different in each fund.

The timing of our next distribution depends on cash we receive from Tandem and sales of our public stock holdings. Several of Tandem's businesses appear to be on good trajectories. The IPO of Tandem's largest holding, Outdoorsy, is likely in 2023 or 2024, but the business does seem to be doing well. Outdoorsy alone could return 50-100% of our total Tandem investment.

The few stocks that we still own in our portfolio are great businesses that have long runways. I'd rather not touch the portfolio today. I would not be surprised if our stock portfolio is valued meaningfully higher in the next few years.

Dhandho Funds is a high ROE business at scale that does not need much capital. Its zero fee nature gives it a sustainable competitive advantage, but also means that earnings will be volatile. It thus needs a Fort Knox balance sheet to ride out the lean periods.

While Dhandho Holdings will always want to maintain a Fort Knox balance sheet to lend stability to the Dhandho Funds business, it will prioritize dividends to all of you shareholders who have been so patient.

Dhandho Funds

We have about $110 million in assets under management across the Junoon and India Zero Fee Funds. The India Funds, which account for over 80% of AUM, had a banner 2021 and each was up over 43%, well ahead of the S&P 500 which was up an impressive 28.7%. We were within 11% of earnings fees at the end of December 2021. The funds gave up some of those gains in the volatile months of the first quarter of 2022, when they were down about 13.5%, vs. the S&P 500, which was down 4.6%. As a result, we moved further away from fee earning territory and the funds now need to increase at least 28-32% before fees are earned. I am confident they will get there. The India Funds are concentrated in exceptional businesses like Indian Energy Exchange (IEX), Edelweiss Financial and Micron. I am very bullish on the long-term performance and fee prospects of the India Funds.

Although Junoon is much smaller, it is still an important asset for us. Since inception, Junoon has earned fees in three years: $172k in 2017, $80k in 2018 and $28k in 2021. Junoon has a collection of 15-22 businesses that are for the most part "set it and forget it" holdings. It is a good supplement and/or complement to the S&P 500 as it side-steps the froth in the index. Unsurprisingly, Junoon did not keep up with the S&P 500 in 2021. The US fund delivered 14.9% and the offshore fund 11.5%. The funds also underperformed the S&P 500 by about 4 points in Q1 2022, largely driven by a fall in Micron, which has a significant weight. As of 3/31/22, the funds are 11-18% away from earning fees. I like Junoon and its picks and it should be a good compounding engine for its partners and for Dhandho Funds over the long run.

It is difficult to value a business like Dhandho Funds as its revenue is highly unpredictable. Despite this difficulty, our audits require us to make a good faith effort. Dhandho Funds was held on Dhandho Holdings' audited balance sheet at $2.6 million as of 12/31/21. This value is Dhandho Funds' $1.5 million book value plus an estimate of the discounted value of cash flows that can be expected from fees across a range of probability weighted scenarios. As the funds earn fees over the years, the value of Dhandho Funds will naturally rise.

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.

Alignment of Interests

My investment in Dhandho Holdings was worth about $6 million at the estimated 3/31/22 NAV and The Dakshana Foundation's interest was worth $0.6 million. My family, Fahad Missmar, Jaya Velicherla and The Dakshana Foundation own about 26% of Dhandho Holdings. It is important to note that Dhandho has never issued stock options or given units to management below fair value.

<u>The India Zero Fee Funds</u>

The India Zero Fee Funds had a rough start in its first few years, 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 US (net to investors)
10/1/17 - 12/31/17	6.6%	1.1%
1/1/18 - 12/31/18	-4.5%	-21.2%
1/1/19 - 12/31/19	31.5%	-4.3%
1/1/20 - 12/31/20	18.3%	3.4%
1/1/21 - 12/31/21	28.7%	43.7%
1/1/22 - 3/31/22	-4.6%	-13.5%
Annualized	15.9%	-0.4%
Cumulative	94.6%	-1.9%

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

	S&P 500	India Offshore (net to investors)
10/1/17 - 12/31/17	6.6%	0.5%
1/1/18 - 12/31/18	-4.5%	-20.2%
1/1/19 - 12/31/19	31.5%	-4.5%
1/1/20 - 12/31/20	18.3%	1.2%
1/1/21 - 12/31/21	28.7%	43.4%
1/1/22 - 3/31/22	-4.6%	-13.7%
Annualized	15.9%	-0.9%
Cumulative	94.6%	-4.0%

The India Funds had a blow-out year in 2021 in which they trounced the S&P 500 by almost 15 percentage points. Much of the outperformance in 2021 was driven by the India Funds' largest position, Indian Energy Exchange (IEX), which was up 3.5x in 2021. I discussed IEX in the 2020 Annual Report and in our Investor Deck. Other bets did well like Micron, but IEX was our primary workhorse in 2021. IEX did this despite headwinds from other businesses in the portfolio that did not do so well, including Alibaba, which we exited (see post-mortems below). The IEX asset drives home the point that we don't have to be right on all of our bets, just a few will be enough to give us great results.

"So you have flops. Maybe you're right 5 or 6 times out of 10. But if your winners go up 4- or 10- or 20-fold, it makes up for the ones where you lost 50%, 75%, or 100%."

- Peter Lynch

The India Funds had a rocky start to 2022 and fell 13.5-13.7% in Q1 2022, largely due to Mr. Market's jitters that battered businesses across the board. The India Funds' businesses were not spared and almost every name in our portfolio declined by more than 10% in the quarter. This included Micron and Edelweiss, exceptional businesses that fell 16% and 20%, respectively. Both reported exceptional numbers in recent months, are firing on all cylinders and have market values nowhere near their intrinsic value. But Mr. Market did not seem to care. Over the long run, the market is a weighing machine, and these valuations should correct.

Micron and Edelweiss are common holdings to Pabrai Funds, and I wrote about both in the 2021 Pabrai Annual Report in April 2022. I am including excerpts from that report that covers them here:

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Micron Technology

Micron is a market leader in Dynamic Random Access Memory (DRAM) and NAND memory chips. The DRAM market has three main players. Samsung has about half the market and the other half is split evenly between Micron and SK Hynix. Barriers to entry are very high and it is almost impossible to imagine a fourth player of size emerging in the next decade or more. One of the big attractions of investing in Micron was its leader, Sanjay Malhotra.

When Sanjay came on board, Micron was 1-2 years behind in DRAM and NAND technology versus Samsung and Hynix. This translates into being the highest cost producer with the lowest margins. Under Sanjay's leadership, Micron has caught up and then some. It is 6-12 months ahead of the other two players and is the cost leader. I never expected Micron to have a lower cost per bit than Samsung – ever! Due to its size, scale, and prowess, I expected Samsung to always be the low-cost producer. Because of the oligopoly, all three players do well, but I expected Samsung to always do the best. What is happening now is a gift from Sanjay.

When AWS or Azure build a data center, over 40% of the cost of each server and 30% of the total cost of the facility is memory. It is a tax on the cloud and Micron collects its share. These are very early days for cloud computing. It will grow and scale massively in the years ahead. While the DRAM market is very concentrated with great margins, the NAND market still has five significant players and lower margins. It needs to shrink to 3-4 players to become a better business. The barriers to entry for NAND are also a lot lower than DRAM, making it easier for a major Chinese player to emerge. The Micron thesis does not depend on the NAND market dynamics improving. That would be icing on the cake.

Micron has significant tailwinds in the years ahead. The cloud, 5G, AI, metaverse, and autonomous vehicles are all massive memory hogs and mostly embryonic today. Every self-driving car needs memory equivalent to a serious server. Work from home is here to stay and another shot in the arm for Micron. The likely increase in memory demand in the years ahead are staggering. At the same time, we are hitting the upper bounds of Moore's law. It is getting *harder to keep packing more memory into the same small footprints. I like the business and its leader. Get some popcorn and watch this fun show for a while.*

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Edelweiss Financial Services

Some of these valuations make no sense. Take Edelweiss for example. It has a market cap of $736 million. In early 2023, Edelweiss plans to IPO its wealth management business. Edelweiss owns 44% of the business. In 2020, PAG (from Singapore) bought a majority stake in the wealth management at a valuation of $600 million. The business is growing 40-50% annually and it may IPO at a valuation of a billion or two. Edelweiss' 44% stake would be worth at least $440. If we strip out $440 from Edelweiss' $736 million market cap, we are left with a stub value of under $300 million. Wealth management is just one of many businesses within the Edelweiss Group. The other businesses (Asset management, Asset Reconstruction, Insurance, Investment Banking etc.) are firing on all cylinders and worth multiples of what the wealth management business is worth.

Edelweiss is likely to be a spinoff machine for the rest of the decade, spinning off at least four large businesses before 2030. These spinoffs will serve as catalysts to unlock the inherent underlying value in each of these businesses. Our job is to stay invested and hang on to all the shares sent our way.

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The India Funds are in great shape for the years to come. Approx. 85% of assets are in six compounders inside and outside India that have bright prospects and very long runways. We are very lucky to have assembled this dream team and bought them at the attractive valuations that were offered to us by Mr. Market over the years. Even if only half of these bets work out, the odds are good that the India Funds will deliver the bacon in the years ahead.

Post mortems

It is always instructive to drill down on a cross section of the businesses we no longer own.

Alibaba Group Holding Ltd

First Bought on:	1/14/2021
Last Sold on:	9/21/2021
Avg. Buy Price	$247.95
Avg. Sell Price:	$197.30
Total Amount Invested:	$8.2 million
Total Proceeds:	$6.6 million
Annualized Return:	-28.4%

20.4% realized loss over a holding period of 0.7 years.

Over the past decade, Alibaba has been instrumental in knitting together the tight fabric of digital businesses in China today. Jack Ma's unrivaled business acumen, and herculean execution abilities, created an online one-stop-shop for anything one could possibly want. He developed the muscle memory in a billion humans to go to Alibaba first when you needed to buy anything online. And Jack did this the right way - through a relentless focus on keeping his business asset-light, through deep alliances and strategic partnerships with a vast network of sellers, and crucially, third party logistics providers. Between 2000 and 2016, Alibaba was the only game in town, with 70%+ market share.

The landscape of ecommerce in China today has matured with new entrants and intensifying competition. However, Alibaba's Taobao and Tmall are still two of the best properties to own in China ecommerce, a space that is set to compound at double digits for a while. Generally, I hate the retail business. But Alibaba is more Google than Amazon; its internal data factory, AliMama, leverages troves of data to offer high-value, mission-critical targeted ads to sellers. Alibaba's ecommerce engine generates $30 billion of high margin operating profit, composed primarily of ads. This engine will continue to hum with Alibaba's vast scale, which includes $1.3 trillion GMV (twice the size of Amazon) across 830 million active customers. The value of Taobao and Tmall alone accounted for the market cap when we started buying (we were getting AliCloud and other assets for free). And this value is growing as the frequency and ticket size of the average customer continues to grow.

The business I like most at Alibaba however is cloud. The migration to the cloud is in its very early innings in China. The industry is an oligopoly and AliCloud is the undisputed leader commanding 35-40% of the market thanks to a 5-year head start over its nearest competitors (Huawei and Tencent). The cloud business is hugely capital intensive and requires massive scale to be profitable. This scale is a key source of the moat in this business. AliCloud is growing feverishly and alone could be worth more than the original market cap we bought our shares. The truckloads of cash that Alibaba generates is put to work in growing cloud, aggressively buying back shares, and testing new bets. Alibaba is a spawner and cannibal with a very long runway.

We bought Alibaba in early 2021, and by the fall, those shares had fallen by over ¼ due to the regulatory crackdown on Chinese tech. During this period, we also dug deeper into Tencent, which had lost a third of its value. In comparing the two, it became very clear that Tencent was the superior business, particularly given its ability to deploy capital into portfolio investments. With Tencent you not only get cash-gushing engines and a cloud business, but also Sequoia on steroids. Buying Tencent via Prosus, a Dutch holding company that owns 29% of Tencent and trades at a 50% discount to its look-thru NAV, gets you Tencent for another juicy markdown.

The India Funds sold Alibaba in 2021 and made the switch into Prosus. For the onshore fund this switch came with the added bonus of capturing a tax loss.

Shinoken Group Co., Ltd

First Bought on:	1/4/2021
Last Sold on:	4/1/2022
Avg. Buy Price	$11.26
Avg. Sell Price:	$8.35
Total Amount Invested:	$5.5 million
Total Proceeds:	$4.1 million
Annualized Return:	-18.8%

22.7% realized loss over a holding period of 1.2 years.

Shinoken is an asset-light real estate developer with a mission to help the everyday salaried employee in Japan morph into a coupon-clipping landlord. Hideaki Shinohara, its CEO and founder, was a “salaryman” himself and built the business to give similar folks a source of income in retirement. Shinoken constructs low-rise apartment buildings (6-8 units per building) on small, neglected, misshapen lots in prime, urban locations each within 10 minutes of a train station. The buildings are pre-sold to the salaryman buyers and delivered within 6-8 months. Shinoken underprices its buildings, giving it future pricing power and engendering goodwill among the newly minted landlords. The rental units are then leased to young professionals, who love their affordability, convenience, and location.

The practice of long-term, permanent employment is a unique feature of the Japanese labor force. By virtue of their guaranteed employment stability, salarymen can access low interest mortgages with very high LTVs (i.e., up to 100%), capturing a handsome spread between the loans' payback and the buildings' rental yield. The land also appreciates, giving the landlords an added kicker down the line. Despite their declining population, the Japanese have a healthy appetite for new homes due to a strong, cultural preference for new builds. A substantial 80%+ of residential purchases in Japan are of new dwellings (vs. 15% in the US and the UK). The preference for new houses is so high that after 30 years the structures are virtually worthless, but the land value increases, so people abandon or demolish the buildings. By then the mortgage is paid off and the salaryman owns appreciated land on which he/she can rebuild.

Shinoken locks most of the landlords into multi-year property management contracts, providing the company with rich recurring revenue. These contracts are optional, but most landlords go for it as it makes their life easy. Shinoken currently has over 42,000 units under management and adds several thousand to this base each year. Hideaki is a spawning machine. Over time, Shinoken has spawned other sticky revenue streams from these units, including providing rent guarantee insurance, liquid propane gas and electricity. These recurring revenue streams are wonderful businesses and now account for about 1/3 of total revenues. Shinoken also has a very profitable construction business, which it purchased in 2014 for a song, and has spawned many other ventures, including retirement homes, disability care, brokerages, and ventures in Indonesia.

The full business consistently generates $50 million in after-tax profit and has been pushing an increasingly higher proportion out to shareholders. Through a mix of modest buybacks and dividends, Shinoken's payout ratio has increased from 11% in 2017 to 45% in 2021. Despite these numbers, the market cap is less than $300 million, or a paltry P/E of 6.

But wait, there is more. Shinoken has at least $200 million of excess cash on its balance sheet. Given the stability of its cash flows, Shinoken could safely use the excess cash towards buybacks. When you strip out the excess cash (which should be aggressively applied to buybacks), the business trades for an effective P/E of 2. In reality, the company will not be able to buy back more than half the shares outstanding without moving the price. That is fine. Buybacks make sense for Shinoken even at multiples of the current stock price.

Over the last few years, one big change I made was to engage more deeply with the businesses we are invested in. We have built deep relationships with the management/founders/CEOs of all but two businesses in our portfolio. We typically engage with the companies right after they release quarterly numbers. We have gently nudged them periodically and some of them have taken our inputs and suggestions to heart and implemented them. It has been surprising to observe how effective gentle nudges have been once trust has been established. At Shinoken, we believe the move to increasing the payout ratio from 11% to 45% was influenced by our gentle nudges. We were successful in moving the needle even in a place like Japan! I believe Shinoken will continue to increase its payout ratio over time.

Because of Covid, I was never able to travel to Japan and meet Chairman Shinohara in person. I believe we would have established a far richer connection with Shinoken with a few in-person meetings. While we moved the needle, the elephant in the room is the excess cash on Shinoken's balance sheet that is growing larger every quarter. Without that cash balance being returned to shareholders, the market will likely always treat it as being for the employees and not the shareholders (like most Japanese businesses) and not ascribe a valuation to it.

There is a lot to like about Shinoken. We were underweight a few businesses that I had higher conviction in so we decided to tap Shinoken for that cash. My conclusion on Shinoken was that, even though it was very cheap, the market would likely take a jaundiced view till the company took the bull by the horns and returned the excess capital to shareholders. I very much hope we can be shareholders of Shinoken again.

The ideal playbook for Shinoken is to clone NVR. NVR is an asset light US home builder that gushes cash. At NVR, buybacks are religion. Every penny NVR does not need is used to buy back its shares. NVR has never paid a dividend; it has only bought back its own shares. This "cannibalism" (in Munger-speak) has been a consistent focus for 27 years, during which NVR has bought back a mind-blowing 78%+ of its shares outstanding.

NVR's share count was 15.3 million in 1994; it is less than 3.4 million today! During this period, although NVR's revenue has gone up 10x and its net income by 115x, its stock price has shot up almost 780x (as I write this missive; it was up 1,000x+ as of 12/31/21). The consistent buybacks, not the increase in sales or profits, caused the market to reward NVR big time. Even in periods of limited sales growth, NVR's stock has soared because of its consistent buybacks.

> *"Pay close attention to the cannibals."*
>
> \- Charlie Munger

Shinoken is an even better business than NVR. Shinoken has strong and growing recurring revenues while NVR might have just one transaction with a typical customer over their lifetime. These recurring revenues makes Shinoken's cash flows and business model very predictable and stable with low capital needs. A natural for buybacks. Chairman Shinohara is entrepreneurial, smart, and unconventional. I do believe he will eventually see the light and once we see definitive evidence of a switch, it will be back on our radar.

The Junoon Zero Fee Funds

Junoon's track record since inception in 2016 has been lackluster, but the fund's strategy has changed considerably since its launch. Junoon started its life as a portfolio of 100 stocks controlled by algorithms. This is not what Junoon is today. Over the years, we have made a series of "upgrades" to the fund's strategy and operating model. These tweaks have changed the nature of Junoon's portfolio and its approach. The most significant change occurred with the launch of *Junoon 4.0* in October 2020.

Junoon 4.0 reduced the portfolio to 15-22 businesses and eliminated the shackles of the algorithm's total control over buy and sell decisions, moving that function to humans. This had the effect of dramatically lowering Junoon's turnover and thus helped us avoid disrupting the compounding engine unnecessarily. In *Junoon 4.0*'s first year, October 2020 - October 2021, the onshore fund delivered 43% and the offshore fund 34%, both net of fees and expenses, vs. 30% for the S&P 500.

Junoon was effectively flat in Q4 2021 and fell in Q1 2022 due to price action in a few of its larger positions, like Micron and Edelweiss (explained in the India Funds' section above). As a result, between October 2020 and April 2022, Junoon onshore delivered 35% and offshore 26%, vs. 37.7% for the S&P 500. Although performance is below that of the S&P 500, it is still acceptable given that it was achieved without being exposed to the frothy high flyers of the S&P 500, whose historic rise helped catapult the index.

Junoon currently has an excellent collection of 15 businesses concentrated in names that we know well. They have exceptional economics and have good odds to outperform the index in the years ahead. The S&P 500 is a great choice for most investors. Junoon is an excellent alternative and/or supplement to the S&P 500 and a safer long-term bet.

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 – 12/31/21	28.7%	14.9%
1/1/22 – 3/31/22	-4.6%	-8.4%
Annualized	16.4%	7.5%
Cumulative	139.6%	51.7%

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 – 12/31/21	28.7%	11.5%
1/1/22 – 3/31/22	-4.6%	-8.6%
Annualized	16.4%	6.5%
Cumulative	139.6%	43.4%

April 2022 Portfolio Evaluation Window

On April 1st of every year, the Junoon algorithms are run, and a list of possible replacement candidates are generated across Cannibals, Cloned Ideas and Spawners. We evaluate that list and decide to make changes only if they will *meaningfully* improve the overall mix of compounders. It's a high bar.

On April 1, 2022, we made the following changes to our 15 stock portfolio:

- In Dhandho Junoon LP (Junoon US), we sold Coca Cola Icecek and Sabanci Holdings and put the proceeds towards a 10% position in a new undisclosed compounder and a 6% position in Rain Industries (India).

- In Dhandho Junoon Offshore, we sold Sabanci Holdings and most of Coca Cola Icecek, and put the proceeds towards an 8% position in the undisclosed compounder. We also sold Restaurant Brands to start a 2% position in Rain.

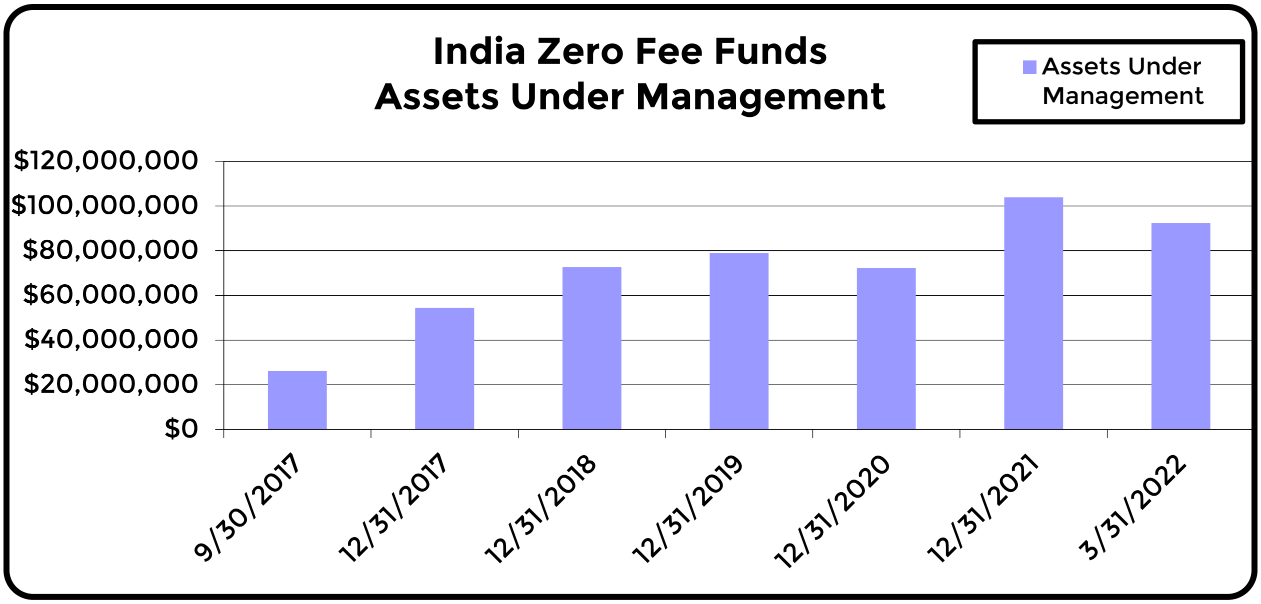
Here are the new portfolio weightings for the components of each Junoon fund. The portfolios of the two funds differ slightly based on historic purchases due to cash availability (e.g., because of the timing of each fund's subscriptions and redemptions). It's an exceptional group and I am excited to be owners of these businesses:

Portfolio Weights Following April 2022 Rebalance

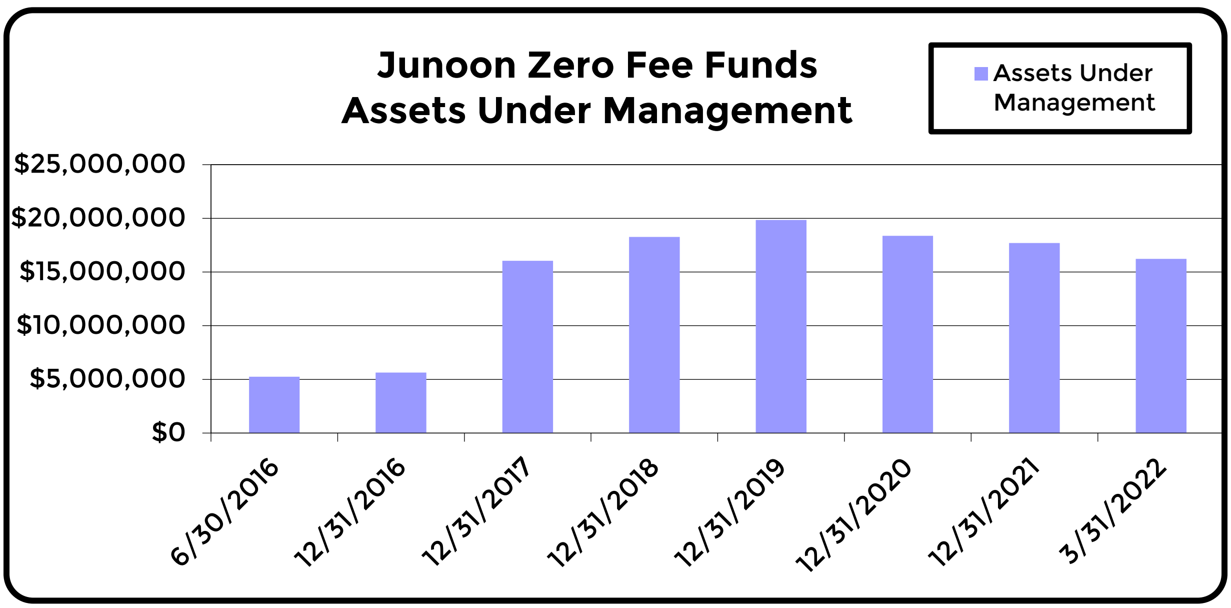
	Business	Bucket	Junoon US	Junoon Offshore
1	Micron Technology	Cannibal; Cloned Idea	25.8%	20.1%
2	Alphabet	Cannibal; Cloned Idea; Spawner	20.4%	15.9%
3	Edelweiss Financial Services (India)	Cloned Idea; Spawner	12.3%	13.1%
4	Undisclosed Compounder	Cloned Idea; Spawner	10.1%	7.8%
5	BYD (China)	Cloned Idea; Spawner	7.0%	6.2%
6	Chipotle Mexican Grill	Cannibal; Cloned Idea	6.5%	5.8%
7	Microsoft	Cannibal; Cloned Idea; Spawner	6.4%	5.0%
8	Rain Industries (India)	Cloned Idea; Spawner	6.1%	1.6%
9	Berkshire Hathaway	Cannibal; Cloned Idea; Spawner	1.5%	5.7%
10	Starbucks	Cannibal; Cloned Idea; Spawner	0.9%	3.6%
11	Alibaba Group (China)	Cloned Idea; Spawner	0.8%	4.8%
12	Twitter	Cloned Idea	0.7%	2.9%
13	Topicus	Spin-Off	0.6%	0.4%
14	Restaurant Brands International	Cloned Idea; Spawner	0.5%	0.0%
15	Marriott International	Cannibal; Cloned Idea; Spawner	0.4%	6.4%
16	Coca-Cola Icecek (Turkey)	Cloned Idea	0.0%	0.8%

Assets Under Management

There is $92.4 million in assets under management in the India Zero Fee Funds as of April 1, 2022.



There is $16.2 million in assets under management in the Junoon Zero Fee Funds as of April 1, 2022.



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 the Dhandho India Zero Fee Funds in 2021.

Dhandho Funds collected $27,877 in fees from Junoon onshore, which was entirely reinvested in that fund (deepening our alignment with our investors).

<u>2021 Annual Meeting Transcript and Presentation</u>

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

[2021 Annual Meeting Transcript]

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

https://vimeo.com/608504474

<u>An Exceptional Team</u>

Fahad, Jaya, Kimberly, Pauline, Anu, Miloni and Aprajita 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.

<u>2022 Annual Meetings – Tentative Dates</u>

Covid-permitting, we are excited for the return of our in-person annual meeting in 2022! We intend to have two annual meetings held sequentially in 2022: an in-person meeting in Austin, Texas and a virtual meeting. These meetings will cover Pabrai Funds, Dhandho Holdings and Dhandho Funds.

The **In-Person Austin** meeting is tentatively scheduled to be held on **Saturday, September 10th, 2022** at 4:00 PM Central Time. The location will be determined and announced in this section of a future letter to partners. Similar to our annual meetings pre-Covid, the Austin meeting will be followed by a cocktail hour with refreshments and light food served. Stay tuned for more details!

Agenda for the Austin 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

The **Virtual** meeting is tentatively scheduled to be held via video conference on **Saturday, September 24th, 2022** at 2:00 PM Central Time. Confirmed guests will receive instructions via email on how to attend the virtual meeting.

Agenda for the virtual meeting:
2:00 – 4:00 PM Central Time: Presentation and Q&A
The invites will go out electronically via email in July 2022. 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. I look forward to seeing you in September.

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 +1.512.999.7110 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 LP Performance History (Net to Investors)

No. of Units	Date	NAV	Cumulative Capital Returned	NAV + Capital Returned
11,216,447	03/31/2014	$10.00	$0.00	$10.00
11,216,447	12/31/2014	$9.93	$0.00	$9.93
11,216,447	12/31/2015	$8.36	$0.00	$8.36
11,146,447	12/31/2016	$8.73	$0.00	$8.73
11,145,609	12/31/2017	$4.92	$5.00	$9.92
11,143,443	12/31/2018	$4.12	$5.00	$9.12
11,122,506	12/31/2019	$3.73	$6.00	$9.73
11,100,968	12/31/2020	$2.64	$7.50	$10.14
11,100,968	12/31/2021	$2.68	$7.50	$10.18
11,100,968	03/31/2022	$1.98* *estimate*	$8.00	$9.98

Dhandho Holdings Qualified Purchaser LP Performance History (Net to Investors)

No. of Units	Date	NAV	Cumulative Capital Returned	NAV + Capital Returned
3,621,240	03/31/2014	$10.00	$0.00	$10.00
4,002,192	12/31/2014	$9.93	$0.00	$9.93
4,072,192	12/31/2015	$8.36	$0.00	$8.36
4,072,192	12/31/2016	$8.73	$0.00	$8.73
4,072,192	12/31/2017	$4.92	$5.00	$9.92
4,072,192	12/31/2018	$4.11	$5.00	$9.11
4,071,304	12/31/2019	$3.72	$6.00	$9.72
4,070,472	12/31/2020	$2.59	$7.50	$10.09
4,070,472	12/31/2021	$2.54	$7.50	$10.04
4,070,472	03/31/2022	$1.91* *estimate*	$8.00	$9.91

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
5,732,076	06/30/2021	$8.93
5,851,736	09/30/2021	$10.45
5,669,254	12/31/2021	$11.33
5,778,923	03/31/2022	$9.81

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
3,846,110	06/30/2021	$8.88
3,935,976	09/30/2021	$10.56
3,558,914	12/31/2021	$11.12
3,717,861	03/31/2022	$9.60

Appendix C

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

No. of Units	Date	NAV
425,000	07/1/2016	$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
845,401	06/30/2021	$16.17
643,301	09/30/2021	$16.02
634,549	12/31/2021	$16.57
636,526	03/31/2022	$15.17

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

No. of Units	Date	NAV
99,998	07/1/2016	$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
464,443	06/30/2021	$15.62
464,443	09/30/2021	$15.20
458,071	12/31/2021	$15.69
458,071	03/31/2022	$14.34

Dhandho Holdings, L.P.

REPORT OF INDEPENDENT AUDITORS
AND
AUDITED FINANCIAL STATEMENTS

December 31, 2021

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December 31, 2021

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Report of independent auditors

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

Opinion

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, 2021, and the related statements of operations, of changes in partners' capital, and of cash flows for the year then ended, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2021, 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.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are required to be independent of the Partnership and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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Report of independent auditors (continued)

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

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

PricewaterhouseCoopers

April 13, 2022

Dhandho Holdings, L.P.
Statement of Assets, Liabilities and Partners’ Capital
December 31, 2021
(expressed in United States dollars)

		2021
ASSETS		
Cash	$	50,002
Due from brokers		237,229
Investments, at fair value (cost $22,833,990)		29,428,919
Interest and dividends receivable		65,437
Prepaid expenses		7,908
Due from affiliates		2,108
Total assets	$	29,791,603
LIABILITIES AND PARTNERS' CAPITAL		
Accrued operating expenses		93,691
Total liabilities		93,691
Partners' capital		
General partner		-
Limited partners (11,100,692 units at $2.68 per unit)		29,697,912
Total partners' capital		29,697,912
Total liabilities and partners' capital	$	29,791,603

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

Dhandho Holdings, L.P.
Statement of Operations
Year ended December 31, 2021
(expressed in United States dollars)

		2021
Investment Income:		
Dividends (net of withholding tax of $65,699)	$	348,406
Interest income		208
Total Investment Income		348,614
Expense:		
Interest expense		4,704
Professional fees		62,566
Management fees		161,128
Administration fees		80,000
Total expenses		308,398
Net Investment income		40,216
Net realized and unrealized gain/(loss) on investments		
Net realized gain from investments		1,870,053
Net realized gain on foreign currency transactions		7,340
Net change in unrealized appreciation on investments (net of accrued capital gains tax reversal of $2,388)		(1,471,751)
Net realized and unrealized gain (loss) on investments		405,642
Net increase in partners' capital resulting from operations	$	445,858

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, 2021
(expressed in United States dollars)

		General Partner		Limited Partners		Total
Balance January 1, 2021	$	-	$	29,252,790	$	29,252,790
Capital contributions				1,313,996		1,313,996
Capital withdrawals				(1,314,732)		(1,314,732)
Increase in partners' capital resulting from operations		-		445,858		445,858
Balance, December 31, 2021	$	-	$	29,697,912	$	29,697,912

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

Dhandho Holdings, L.P.
Statement of Cash Flows
Year Ended December 31, 2021
(expressed in United States dollars)

		2021
Cash Flows from Operating Activities		
Net increase in partners' equity resulting from operations	$	445,858
Adjustments to reconcile net increase in partners' equity resulting from operations to net cash provided by operating activities:		
Net realized gain from investments		(1,870,053)
Net change in unrealized appreciation on investments		1,474,139
Purchase of equity investments		(12,725,713)
Sale of equity investments		8,136,348
Purchase of investment in other private investments		(1,025,444)
Payments received from return of capital from investments in private equity fund		1,135,641
Change in other assets and liabilities:		
Due from brokers		4,441,596
Interest and dividends receivable		(25,877)
Prepaid expense		7,200
Due from affiliates		14,587
Accrued operating and trading expenses		18,636
Net cash provided by operating activities		26,918
Cash Flows from Financing Activities		
Partner withdrawals		(736)
Net cash used in financing activities		(736)
Net increase in cash		26,182
Cash:		
Beginning of year		23,820
End of year	$	50,002

Supplemental information:

Non-cash financial activities not included herein consist of partner contributions and withdrawals as a result of transfers between limited partners. Refer to notes 4 for further information.	$	1,313,996

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

Dhandho Holdings, L.P.
Condensed Schedule of Investments
December 31, 2021
(expressed in United States dollars)

Number of Shares		Value as a Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
67,000	Micron Technology Inc.	21.02%	$ 2,646,050	$ 6,241,050
	Total United States	21.02%	2,646,050	6,241,050
	India			
	Financial Services			
2,960,000	Edelweiss Financial Services Limited	9.66%	2,701,017	2,868,275
	Total India	9.66%	2,701,017	2,868,275
	Japan			
	Real Estate			
236,000	Shinoken Group Co., Ltd.	6.40%	2,713,629	1,900,878
	Total Japan	6.40%	2,713,629	1,900,878
	Korea			
	Financial Services			
130,097	Nice Holdings Co., Ltd.	5.89%	2,282,194	1,749,380
	Total Korea	5.89%	2,282,194	1,749,380
	The Netherlands			
	Communication Services			
24,019	Prosus N.V.	6.76%	2,183,163	2,008,421
	Total The Netherlands	6.76%	2,183,163	2,008,421
	Turkey			
	Financial Services			
2,233,000	Anadolu Hayat Emeklilik AS	6.82%	2,869,707	2,024,967
	Total Turkey	6.82%	2,869,707	2,024,967
	Total Common Stocks	56.55%	15,395,760	16,792,971

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

Dhandho Holdings, L.P.
Condensed Schedule of Investments
December 31, 2021
(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. The Partnership owns 73.24% of Dhandho Funds, LLC.	Member Units (73 units)	6.48%	$ 1,729,198	$ 1,925,808
Monti Kids, Inc.				
Corporation organized to provide early-childhood educational toys.	Preferred Stock (61,033 shares)	0.18%	36,620	53,099
Total private operating companies		6.66%	1,765,818	1,978,907
Private equity funds				
Tandem Fund III, LP *		35.88%	5,672,412	10,657,041
Total investments, at fair value		99.09%	$ 22,833,990	$ 29,428,919

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, 2021 partners' capital.

Company Name	Investment	Value as a Percentage of Partners' Capital	Cost	Fair Value
Outdoorsy, Inc.		18.82%	$ 452,835	$ 5,587,948

* 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 which ceased its operation on August 25, 2021. The General Partner is a limited liability company domiciled in the State of Texas and 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 14.18%.

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 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.

Due from Brokers - The amount shown as a due to brokers represents a receivable from brokers as of December 31, 2021. For the year ended December 31, 2021 due from broker is $237,229.

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 Dhandho Funds, LLC ("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 United States, Indian, Korean, Japanese, Turkish and Amsterdam 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. The Partnership reversed the accrued tax expense of $2,388 during 2021 and had no accrued tax expenses related to unrealized Indian capital gains for the year ended December 31, 2021. 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. The investments in common stock traded on the Japanese exchange are subject to 15.3% tax on interest and dividend income. Dividends from listed stocks held by individual shareholders with 3% or more stakes are subject to 20.4% withholding tax. Exemption and reduced rates for income may be available depending on the specific double tax treaty arrangements between Japan and the foreign investor's country of residence. Non-resident investors are not subject to capital gains tax. 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 10%. 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. The investments in common stock traded on the Amsterdam Euronext exchange are subject to withholding-based taxation. Dividends are subject to Dutch dividend withholding tax at the rate of 15%. Provisions of tax treaties are reserved. However, shareholders may qualify for an exemption from or reduction of Dutch dividend withholding tax based on relevant tax treaties concluded by the Netherlands.

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, 2021, open tax years include the tax years ended December 31, 2019 through December 31, 2021. 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, 2021. 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.

(expressed in United States dollars)

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.

During the year ended December 31, 2021, 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, 2021			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments				
Common stock	$ 16,792,971	$ -	$ -	$ 16,792,971
Private operating companies	-	-	1,978,907	1,978,907
Total investments	$ 16,792,971	$ -	$ 1,978,907	$ 18,771,878

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, 2021.

As of December 31, 2021, the Partnership owns 73.24% of the outstanding members' units of DF with an estimated market value of approximately $1,925,808. 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, 2021, the Partnership owns 61,033 shares of the outstanding preferred stock of Monti with an estimated market value of approximately $53,099.

(expressed in United States dollars)

At December 31, 2021, the Partnership's investment in the Tandem as measured at NAV as practical expedient was $10,657,041.

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.

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

Level 3 Investments - December 31, 2021

	Balance at January 1, 2021	Purchases	Distributions	Realized Gain/(Loss)	Unrealized Gain/(Loss)	Balance at December 31, 2021
Dhandho Funds LLC	$ 585,176	945,295			395,337	$ 1,925,808
Monti Kids, Inc.	47,835	-	-	-	5,264	53,099
Total	$ 633,011	$945,295	$ -	$ -	$ 400,601	$ 1,978,907

The following table presents the qualitative unobservable inputs used to value Level 3 investments at December 31, 2021:

Level 3 Investments - December 31, 2021

	Fair Value	Valuation Technique	Unobservable Input	Range of inputs
Dhandho Funds LLC	1,925,808	Discounted Cash Flow	Discount Rate Annual Growth Rate Annual Performance Rate	13.50% 10% - 15% 6% - 12%
Monti Kids, Inc.	53,099	Recent Transaction	N/A	N/A
Total	$ 1,978,907			

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, 2021, the General Partner processed withdrawals in the amount of $736 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.

(expressed in United States dollars)

Units Summary

Balance January 1, 2021	11,100,968.48
Subscription of Units	-
Withdrawal of Units	(275.06)
Transfer in of Units	502,325.38
Transfer out of Units	(502,325.38)
Balance, December 31, 2021	11,100,693.42

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, 2021, the Partnership due from (to) related parties was as follows:

	Due From	Due To	Net
Dhandho Holdings Offshore Ltd.	$ 2,108	-	$ 2,108
Total due from related parties	$ 2,108	$ -	$ 2,108

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, 2021, $161,128 of management fees were charged to the Partnership.

As of December 31, 2021, the affiliates of the General Partner (including Dhandho Holdings Offshore Ltd.) held 52.24% of the Partnership's interest.

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 which was fully funded as of December 31, 2021.

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	$	2.64
Income from investment operations[1]		
Net investment gain		0.02
Net realized gain /(loss) and net change in unrealized appreciation / (depreciation)		0.03
Investment management fee		(0.01)
Net asset value, end of year	$	2.68
Total return		
Total return		1.52 %
Ratios to average limited partners' capital		
Operating Expenses		1.06 %
Net investment income		0.14 %

(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 13, 2022.

From January 1, 2022 through April 13, 2022, the Partnership distributed approximately $5,550,000 to its partners.

Dhandho Holdings Qualified Purchaser, L.P.

REPORT OF INDEPENDENT AUDITORS
AND
AUDITED FINANCIAL STATEMENTS

December 31, 2021

Dhandho Holdings Qualified Purchaser, L.P.
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Report of independent auditors

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

Opinion

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, 2021, and the related statements of operations, of changes in partners' capital, and of cash flows for the year then ended, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2021, 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.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are required to be independent of the Partnership and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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pwc

Report of independent auditors (continued)

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

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

PricewaterhouseCoopers

April 13, 2022

Dhandho Holdings Qualified Purchaser, L.P.
Statement of Assets, Liabilities and Partners' Capital
December 31, 2021
(expressed in United States dollars)

		2021
ASSETS		
Cash	$	50,000
Due from broker		26,776
Investments, at fair value (cost $8,159,207)		10,313,616
Prepaid expenses		4,576
Interest and dividends receivable		24,707
Total assets	$	10,419,675
LIABILITIES AND PARTNERS' CAPITAL		
Accrued operating expenses	$	67,659
Total liabilities		67,659
Partners' capital		
General partner		-
Limited partners (4,070,472 units at $2.54 per unit)		10,352,016
Total partners' capital		10,352,016
Total liabilities and partners' capital	$	10,419,675

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

Dhandho Holdings Qualified Purchaser, L.P.
Statement of Operations
Year ended December 31, 2021
(expressed in United States dollars)

		2021
Investment Income:		
Dividends (net of wittholding tax of $28,022)	$	157,783
Interest income		148
Total Investment Income		157,931
Expense:		
Interest expense		1,740
Professional fees		23,090
Management fees		58,872
Administration fees		40,000
Total expenses		123,702
Net Investment income		34,229
Net realized and unrealized gain/(loss) on investments		
Net realized gain from investments		536,843
Net realized gain on foreign currency transactions		10,581
Net change in unrealized appreciation on investments		(781,706)
Net realized and unrealized gain (loss) on investments		(234,282)
Net decrease in partners' capital resulting from operations	$	(200,053)

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, 2021
(expressed in United States dollars)

		General Partner		Limited Partners		Total
Balance January 1, 2021	$	-	$	10,552,069	$	10,552,069
Decrease in partners' capital resulting from operations		-		(200,053)		(200,053)
Balance, December 31, 2021	$	-	$	10,352,016	$	10,352,016

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, 2021
(expressed in United States dollars)

		2021
Cash Flows from Operating Activities		
Net decrease in partners' equity resulting from operations	$	(200,053)
Adjustments to reconcile net decrease in partners' equity resulting from operations to net cash provided by operating activities:		
Net realized gain from investments		(536,843)
Net change in unrealized appreciation on investments		781,706
Purchase of equity investments		(4,711,172)
Sale of equity investments		3,029,997
Purchase of investment in other private investments		(374,670)
Payments received from return of capital from investments in private equity fund		414,934
Change in other assets and liabilities:		
Due from broker		1,620,971
Prepaid expenses		2,749
Due to affiliate		(14,587)
Interest and dividends receivable		(8,515)
Accrued operating expenses		18,348
Net cash provided by operating activities		22,865
Net increase in cash		22,865
Cash:		
Beginning of year		27,135
End of year	$	50,000

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

Dhandho Holdings Qualified Purchaser, L.P.
Condensed Schedule of Investments
December 31, 2021
(expressed in United States dollars)

Number of Shares		Value as a Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
25,000	Micron Technology Inc.	22.50%	$ 985,954	$ 2,328,750
	Total United States	22.50%	985,954	2,328,750
	Japan			
	Real Estate			
85,000	Shinoken Group Co., Ltd.	6.61%	1,007,365	684,638
	Total Japan	6.61%	1,007,365	684,638
	Korea			
	Financial Services			
52,800	Nice Holdings Co., Ltd.	6.86%	924,284	709,988
	Total Korea	6.86%	924,284	709,988
	The Netherlands			
	Communication Services			
9,610	Prosus N.V.	7.76%	854,581	803,569
	Total The Netherlands	7.76%	854,581	803,569
	Turkey			
	Financial Services			
1,290,000	Anadolu Hayat Emeklilik AS.	11.30%	1,669,279	1,169,820
	Total Turkey	11.30%	1,669,279	1,169,820
	Total Common Stocks	55.02%	5,441,463	5,696,765

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

Dhandho Holdings Qualified Purchaser, L.P.
Condensed Schedule of Investments
December 31, 2021
(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)	6.80%	631,812	703,641
Monti Kids, Inc.				
Corporation organized to provide early-childhood educational	Preferred Stock			
toys.	(22,300 shares)	0.19%	13,380	19,401
Total private operating companies		6.98%	645,192	723,042
Private equity funds				
Tandem Fund III, LP *		37.61%	2,072,552	3,893,809
Total investment, at fair value		99.62%	$ 8,159,207	$ 10,313,616

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.		19.72%	$ 165,454	$ 2,041,693

* 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 which ceased its operation on August 25, 2021. The General Partner is a limited liability company domiciled in the State of Texas and 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 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, 2021. For the year ended December 31, 2021 due from broker is $26,776.

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 Dhandho Funds, LLC ("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 United States, Korean, Japanese, Turkish and Amsterdam exchanges and, therefore, may be subject to taxes levied in each country. 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. The investments in common stock traded on the Japanese exchange are subject to 15.3% tax on interest and dividend income. Dividends from listed stocks held by individual shareholders with 3% or more stakes are subject to 20.4% withholding tax. Exemption and reduced rates for income may be available depending on the specific double tax treaty arrangements between Japan and the foreign investor's country of residence. Non-resident investors are not subject to capital gains tax. 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 10%. 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. The investments in common stock traded on the Amsterdam Euronext exchange are subject to withholding-based taxation. Dividends are subject to Dutch dividend withholding tax at the rate of 15%. Provisions of tax treaties are reserved. However, shareholders may qualify for an exemption from or reduction of Dutch dividend withholding tax based on relevant tax treaties concluded by the Netherlands.

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, 2021, open tax years include the tax years ended December 31, 2019 through December 31, 2021. 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, 2021. 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.

(expressed in United States dollars)

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.

During the year ended December 31, 2021, 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, 2021			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments				
Common stock	$ 5,696,765	$ -	$ -	$ 5,696,765
Private operating companies	-	-	723,042	723,042
Total investments	$ 5,696,765	$ -	$ 723,042	$ 6,419,807

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, 2021.

As of December 31, 2021, the Partnership owns 26.76% of the outstanding members' units of DF with an estimated market value of approximately $703,641. 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, 2021, the Partnership owns 22,300 shares of the outstanding preferred stock of Monti with an estimated market value of approximately $19,401.

At December 31, 2021, the Partnership's investment in the Tandem as measured at NAV as practical expedient was $3,893,809.

(expressed in United States dollars)

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.

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

Level 3 Investments - December 31, 2021

	Balance at January 1, 2021	Purchases	Distributions	Realized Gain/Loss	Unrealized Gain/Loss	Balance at December 31, 2021
Dhandho Funds LLC	$ 213,808	345,386			144,447	$ 703,641
Monti Kids, Inc.	17,478	-		-	1,923	19,401
Total	$ 231,286	$ 345,386	$ -	$ -	$ 146,370	$ 723,042

The following table presents the qualitative unobservable inputs used to value Level 3 investments at December 31, 2021:

Level 3 Investments - December 31, 2021

	Fair Value	Valuation Technique	Unobservable Input	Range of inputs
Dhandho Funds LLC	703,641	Discounted Cash Flow	Discount Rate Annual Growth Rate Annual Performance Rate	13.50% 10% - 15% 6% - 12%
Monti Kids, Inc.	19,401	Recent Transaction	N/A	N/A
Total	$ 723,042			

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, 2021, the General Partner processed no withdrawals 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, 2021, three Limited Partners held approximately 47% of the total Partners’ capital.

Units Summary

Balance January 1, 2021	4,070,472.44
Subscription of Units	-
Withdrawal of Units	-
Transfer in of Units	-
Transfer out of Units	-
Balance, December 31, 2021	4,070,472.44

5. RELATED PARTY TRANSACTIONS

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, 2021, $58,872 of management fees were charged to the Partnership.

As of December 31, 2021, the affiliates of the General Partner held 37.94% of the Partnership's interest.

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 which was fully funded as of December 31, 2021.

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.

(expressed in United States dollars)

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.

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	$	2.59	
Income from investment operations[1]			
Net investment loss		0.02	
Net realized gain /(loss) and net change in unrealized appreciation / (depreciation)		(0.06)	
Investment management fee		(0.01)	
Net asset value, end of year	$	2.54	
Total return			
Total return		(1.90)	%
Ratios to average limited partners' capital			
Operating Expenses		1.20	%
Net investment income		0.33	%

(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 13, 2022.

From January 1, 2022 through April 13, 2022, the Partnership distributed approximately $2,035,000 to its partners.

Dhandho India Zero Fee Fund, L.P.

Financial Statements
For the Year Ended December 31, 2021

Dhandho India Zero Fee Fund, L.P.
Index
December 31, 2021

Report of independent auditors

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

Opinion

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, 2021, and the related statements of operations and of changes in partners' capital for the year then ended, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2021, 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.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are required to be independent of the Partnership and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Report of independent auditors (continued)

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

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

PricewaterhouseCoopers

March 21, 2022

Dhandho India Zero Fee Fund, L.P.
Statement of Assets, Liabilities and Partners' Capital
December 31, 2021
(expressed in United States dollars)

Assets	
Cash	$ 2,759,130
Investments, at fair value (cost $44,028,302)	67,480,019
Dividends receivable	105,832
Other assets	3,980
Total assets	70,348,961
Liabilities	
Subscriptions received in advance	2,777,500
Redemptions payable	4,949,041
Accrued expenses and other liabilities	1,256,652
Total liabilities	8,983,193
Partners' capital	
Limited partners (5,415,024 units at $11.33 per unit)	61,365,768
Total partners' capital	61,365,768
Total liabilities and partners' capital	$ 70,348,961

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, 2021
(expressed in United States dollars)

Investment income	
Dividend income (net of withholding tax of $82,129)	$ 414,867
Interest income	271
Total investment income	415,138
Expenses	
Professional fees	79,752
Administration fee	30,000
Other expense	5,306
Total expenses	115,058
Net investment income	300,080
Net realized and unrealized gain / (loss) on investments	
Net realized (loss) on investments (net of capital gains tax of $279,166)	(260,315)
Net realized gain on foreign currency transactions	53,529
Net change in unrealized appreciation on investments (net of accrued capital gains tax of $1,180,149)	19,696,213
Net realized and unrealized gain / (loss) on investments	19,489,427
Net increase in partners' capital resulting from operations	$ 19,789,507

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, 2021
(expressed in United States dollars)

	General Partner	Limited Partners	Total
Balance, December 31, 2020	$ -	$ 43,875,302	$ 43,875,302
Contributions (287,594 units)	-	2,650,000	2,650,000
Withdrawals (436,712 units)	-	(4,949,041)	(4,949,041)
Net increase in partners' capital from operations	-	19,789,507	19,789,507
Balance, December 31, 2021	$ -	$ 61,365,768	$ 61,365,768

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

Dhandho India Zero Fee Fund, L.P.
Condensed Schedule of Investments
December 31, 2021
(expressed in United States dollars)

Number of Shares		Value as Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
144,000	Micron Technologies Inc.	21.92%	$ 6,247,774	$ 13,453,468
	Total United States	21.92%	6,247,774	13,453,468
	India			
	Chemicals			
2,925,850	Rain Industries Limited	15.39%	5,687,492	9,442,735
	Financial Services			
4,369,525	Edelweiss Financial Services Limited	6.90%	6,647,116	4,234,121
6,801,000	Indian Energy Exchange Limited	37.70%	6,204,365	23,139,098
	Real Estate Property Development			
914,717	Sunteck Realty Ltd	9.86%	5,681,866	6,050,102
	Total India	69.85%	24,220,839	42,866,056
	Japan			
	Real Estate	4.40%	3,753,974	2,697,474
	Total Japan	4.40%	3,753,974	2,697,474
	Korea			
	Financial Services	3.07%	2,564,652	1,882,543
	Total Korea	3.07%	2,564,652	1,882,543
	The Netherlands			
	Communciation Services			
69,500	Prosus N.V.	9.47%	6,132,123	5,811,451
	Total The Netherlands	9.47%	6,132,123	5,811,451
	Turkey			
	Financial Services	1.21%	1,080,930	745,988
	Real Estate	0.04%	28,010	23,039
	Total Turkey	1.25%	1,108,940	769,027
	Total Investments	109.96%	$ 44,028,302	$ 67,480,019

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 Fund Services ("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 United States, Indian, Korean, Amsterdam, Turkish and Japanese 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, 2021, the Partnership incurred tax expenses of $279,166 on realized gains and accrued tax expenses of $1,180,149 related to unrealized Indian capital gains which are not due until realized. 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. The investments in common stock traded on the Amsterdam Euronext exchange are subject to withholding-based taxation. Dividends are subject to Dutch dividend withholding tax at the rate of 15%. Provisions of tax treaties are reserved. However, shareholders may qualify for an exemption from or reduction of Dutch dividend withholding tax based on relevant tax treaties concluded by the Netherlands. 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 10%. 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. The investments in common stock traded on the Japanese exchange are subject to 15.3% tax on interest and dividend income. Dividends from listed stocks held by individual shareholders with 3% or more stakes are subject to 20.4% withholding tax. Exemption and reduced rates for income may be available depending on the specific double tax treaty arrangements between Japan and the foreign investor's country of residence. Non-resident investors are not subject to capital gains tax.

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, 2021, open tax years include the tax years ended from December 31, 2019 through December 31, 2021. 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, 2021. 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 $4,949,041 represent the remaining amount due for redemptions as of December 31, 2021.

Subscriptions received in advance
The amount shown as subscriptions received in advance of $2,777,500 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, 2021, 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, 2021			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stock	$ 67,480,019	$ -	$ -	$ 67,480,019
	$ 67,480,019	$ -	$ -	$ 67,480,019

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, 2021 the Partnership had subscriptions of $2,650,000.

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, 2021, the General Partner approved partners' withdrawal requests of $4,949,041 of which $4,949,041 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, 2021 the General Partner earned no performance allocation.

6. Related Party

At December 31, 2021, the General Partner held no interest in the Partnership.

7. Principal Limited Partner

At December 31, 2021, 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, 2021. 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	$	7.89	
Income from investment operations[1]			
Net investment income / (loss)		0.05	
Net realized gain/(loss) and net change in unrealized appreciation/(depreciation)		3.39	
General Partner allocation		-	
Limited Partner unit value, end of year	$	11.33	
Total return			
Total return before General Partner allocation		43.72	%
General Partner allocation		-	
Total return after General Partner allocation		43.72	%
Ratios to average limited partners' capital			
Operating Expenses		0.18	%
General Partner allocation		-	%
Total operating expenses and General Partner allocation		0.18	%
Net investment income		0.58%	%

(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 21, 2022.

From January 1, 2022 through March 21, 2022 the Partnership received capital contributions of approximately $2,887,500 of which $2,777,500 was received in advance.

Dhandho India Zero Fee Fund Offshore Ltd.

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December 31, 2021

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Report of independent auditors

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

Opinion

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, 2021, and the related statements of operations and of changes in net assets for the year then ended, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2021, 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.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are required to be independent of the Fund and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fund's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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Report of independent auditors (continued)

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

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fund's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

PricewaterhouseCoopers

March 21, 2022

Dhandho India Zero Fee Fund Offshore Ltd.
Statement of Assets and Liabilities
December 31, 2021
(expressed in United States dollars)

Assets	
Cash	$ 6,371,126
Receivable for investments sold	684,211
Investments, at fair value (cost $24,790,315)	37,934,221
Dividends receivable	62,836
Other assets	68,366
Total assets	45,120,760
Liabilities	
Subscriptions received in advance	600,000
Accrued expenses	742,071
Other liabilities	10,049
Redemptions payable	5,792,992
Total liabilities	7,145,112
Net assets	$ 37,975,648
Net assets consist of:	
Management shares (100 authorized; 100 issued and outstanding)	$ 1
Shares (3,415,031 issued and outstanding)	37,975,647
Total net assets	$ 37,975,648
Net asset value per share	$ 11.12

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, 2021
(expressed in United States dollars)

Investment income	
Dividend income (net of withholding tax of $75,624)	$ 332,199
Interest income	345
Total investment income	332,544
Expenses	
Professional fees	80,827
Administration fee	25,000
Other expense	10,049
Interest expense	6
Total expenses	115,882
Net investment income	216,662
Net realized and unrealized gain on investments	
Net realized gain on investments (net of capital gains tax of $192,542)	1,439,225
Net realized gain on foreign currency transactions	57,760
Net change in unrealized appreciation on investments (net of accrued capital gains tax of $667,318)	11,060,249
Net realized and unrealized gain on investments	12,557,234
Net increase in net assets resulting from operations	$ 12,773,896

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, 2021
(expressed in United States dollars)

Increase in net assets from operations	
Net investment income	$ 216,662
Net realized gain on investments (net of capital gains tax of $192,542)	1,439,225
Net realized gain on foreign currency transactions	57,760
Net change in unrealized appreciation on investments	11,060,249
Net increase in net assets resulting from operations	12,773,896
Capital transactions	
Subscriptions of common shares (501,278 shares)	4,363,994
Redemptions of common shares (570,946 shares)	(6,180,664)
Net change in net assets resulting from capital transactions	(1,816,670)
Net increase in net assets for the year	10,957,226
Net assets at:	
Beginning of year	27,018,422
End of year	$ 37,975,648

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

Dhandho India Zero Fee Fund Offshore Ltd.
Condensed Schedule of Investments
December 31, 2021
(expressed in United States dollars)

Number of Shares		Value as Percentage of Partners' Capital	Cost	Fair Value
	Common Stocks			
	United States			
	Semiconductor			
86,000	Micron Technologies Inc.	21.09%	$ 4,518,471	$ 8,010,900
	Total United States	21.09%	4,518,471	8,010,900
	India			
	Financial Services			
4,800,000	Indian Energy Exchange Limited	43.00%	3,828,402	16,331,079
4,053,050	Edelweiss Financial Services Limited	10.34%	4,599,634	3,927,453
	Real Estate Property Development			
352,000	Sunteck Realty Ltd	6.13%	2,309,397	2,328,191
	Total India	59.47%	10,737,433	22,586,723
	Japan			
	Real Estate	3.22%	1,726,988	1,222,128
	Total Japan	3.22%	1,726,988	1,222,128
	Korea			
	Financial Services	4.25%	2,199,442	1,613,608
	Total Korea	4.25%	2,199,442	1,613,608
	The Netherlands			
	Communication Services			
	Prosus N.V.	7.62%	3,158,650	2,892,179
	Total The Netherlands	7.62%	3,158,650	2,892,179
	Turkey			
	Financial Services	4.24%	2,449,331	1,608,683
	Total Turkey	4.24%	2,449,331	1,608,683
	Total Common Stocks	99.89%	$ 24,790,315	$ 37,934,221

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. 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 Fund Services (“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 United States, Indian, Korean, Amsterdam, Turkish and Japanese 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, 2021, the Fund incurred tax expenses of $192,542 on realized gains and accrued tax expenses of $667,318 related to unrealized Indian capital gains which are not due until realized. For the year ended December 31, 2021, the Fund is expecting to receive a refund of $46,000 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. The investments in common stock traded on the Amsterdam Euronext exchange are subject to withholding-based taxation. Dividends are subject to Dutch dividend withholding tax at the rate of 15%. Provisions of tax treaties are reserved. However, shareholders may qualify for an exemption from or reduction of Dutch dividend withholding tax based on relevant tax treaties concluded by the Netherlands. 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 10%. 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. The investments in common stock traded on the Japanese exchange are subject to 15.3% tax on interest and dividend income. Dividends from listed stocks held by individual shareholders with 3% or more stakes are subject to 20.4% withholding tax. Exemption and reduced rates for income may be available depending on the specific double tax treaty arrangements between Japan and the foreign investor's country of residence. Non-resident investors are not subject to capital gains tax.

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, 2021, open tax years include the tax years ended December 31, 2019 through December 31, 2021. 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, 2021.

Receivable for investments sold
The amount shown as a receivable for investments sold represents a net receivable to brokers for unsettled sales of securities as of December 31, 2021. As of December 31, 2021 receivable for investments sold is $684,211.

Redemptions Payable
The Fund accounts for subscriptions, allocations and redemptions on a per share basis. The amounts shown as redemptions payable of $5,792,992 represent the remaining amount due for redemptions as of December 31, 2021.

Subscriptions received in advance
The amounts shown as subscriptions received in advance of $600,000 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, 2021, 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, 2021 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, 2021			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stocks	$ 37,934,221	$ -	$ -	$ 37,934,221
	$ 37,934,221	$ -	$ -	$ 37,934,221

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, 2021 the Fund had subscriptions of $4,363,994.

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, 2021, the Investment Manager approved shareholder's redemption requests of $6,180,664 of which $5,792,992 was paid out subsequent to year-end.

Transfers
Interests are not transferable without the consent of the Board of the Fund.

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, 2021, the Investment Manager did not earn any investment management fee.

6. Related Party

At December 31, 2021, the Investment Manager held no interest in the Fund.

7. Principal Shareholders

At December 31, 2021, six shareholders held approximately 39% 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, 2021. 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	$	7.75	
Income from investment operations[1]			
Net investment income		0.06	
Net realized gain/(loss) and unrealized appreciation/(depreciation) on investments		3.31	
Net asset value, end of year	$	11.12	
Total return			
Total return before investment management fees		43.42	%
Investment management fees		-	
Total return after investment management fees		43.42	%
Ratios to average net assets			
Operating expenses		0.35	%
Investment management Fees		-	%
Total operating expenses and investment management fees		0.35	%
Net investment income		0.66	%

(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 21, 2022.

From January 1, 2022 through March 21, 2022 the Fund received capital contributions of approximately $1,600,000 of which $600,000 was received in advance.

Dhandho Junoon LP

Financial Statements

For the Year Ended December 31, 2021

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Report of independent auditors

To the General Partner of Dhandho Junoon LP

Opinion

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, 2021, and the related statements of operations and of changes in partners' capital for the year then ended, including the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2021, 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.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are required to be independent of the Partnership and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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Report of independent auditors (continued)

To the General Partner of Dhandho Junoon LP

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

PricewaterhouseCoopers

March 21, 2022

Dhandho Junoon LP
Statement of Assets, Liabilities and Partners' Capital
December 31, 2021
(expressed in United States dollars)

Assets	
Cash	$ 52,710
Investments, at fair value (cost $6,627,068)	10,671,476
Dividends receivable	4,145
Total assets	10,728,331
Liabilities	
Subscriptions received in advance	30,000
Redemptions payable	175,000
Accrued expenses and other liabilities	40,616
Total liabilities	245,616
Partners' capital	
General partner (15,504 units at $16.57 per unit)	256,853
Limited partners (617,234 units at $16.57 per unit)	10,225,862
Total partners' capital	10,482,715
Total liabilities and partners' capital	$ 10,728,331

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

Dhandho Junoon LP
Statement of Operations
For the year ended December 31, 2021
(expressed in United States dollars)

Investment income	
Dividend income (net of withholding tax of $22,738)	$ 162,421
Interest income	85
Total investment income	162,506
Expenses	
Professional fees	28,726
Administration fee	24,000
Other expense	11,203
Total expenses	63,929
Net investment income	98,577
Net realized and unrealized gain/(loss) on investments	
Net realized gain on investments	847,234
Net realized loss on foreign currency transactions	(15,157)
Net change in unrealized gain on investments (net of accrued capital gains tax of $7,180)	751,428
Net realized and unrealized gain/(loss) on investments	1,583,505
Net increase in partners' capital resulting from operations	$ 1,682,082

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, 2021
(expressed in United States dollars)

	General Partner	Limited Partners	Total
Balance, January 1, 2021	$ 198,711	$ 11,323,873	$ 11,522,584
Contributions (80,831 units)	-	1,270,000	1,270,000
Withdrawals (248,875 units)	-	(3,991,951)	(3,991,951)
Net increase in partners' capital from operations	30,729	1,651,353	1,682,082
Performance allocation to General Partner	-	(27,413)	(27,413)
Reinvestment of performance allocation (1,724 units)	27,413	-	27,413
Balance, December 31, 2021	$ 256,853	$ 10,225,862	$ 10,482,715

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

Dhandho Junoon LP
Condensed Schedule of Investments
December 31, 2021
(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.	19.18%	939,929	2,011,045
	Other	0.70%	77,572	73,474
	Consumer Cyclical			
391	Chipotle Mexican Grill Inc	6.52%	240,523	683,566
	Other	1.00%	76,662	105,273
	Financials	1.14%	85,172	119,600
	Lodging	1.10%	64,141	115,668
	Semiconductors			
32,439	Micron Technology Inc	28.83%	1,446,927	3,021,692
	Technology			
1,995	Microsoft Corporation	6.40%	415,020	670,958
	Total United States	64.88%	3,345,946	6,801,276
	Canada			
	Consumer Cyclical	0.60%	34,046	63,407
	Consumer Discretionary	0.98%	97,587	103,156
	Total Canada	1.59%	131,633	166,563
	China			
	Consumer Cyclical			
23,300	BYD Company Limited	7.60%	364,879	796,743
	Other	0.84%	159,145	87,718
	Total China	8.44%	524,024	884,461
	India			
	Financial Services			
1,517,168	Edelweiss Financial Services Limited	14.02%	1,410,014	1,470,154
	Total India	14.02%	1,410,014	1,470,154
	Turkey			
	Consumer Staples			
188,000	Coca-Coca Icecek AS	12.00%	1,118,449	1,258,041
	Financials	0.87%	97,002	90,981
	Total Turkey	12.87%	1,215,451	1,349,022
	Total Common Stocks	101.80%	$ 6,627,068	$ 10,671,476

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. Additionally, the Partnership utilizes Kotak Mahindra Bank Limited and 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.

The Partnership has also entered into an agreement with Liccar Fund Services ("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 United States, Indian, Turkish and Chinese 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, 2021, the Partnership accrued tax expenses of $7,180 related to unrealized Indian capital gains which are not due until realized. The Partnership intends to hold the Indian securities for the 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 10%. The investments in common stock traded on the Chinese exchange are subject to withholding based taxation applicable on capital gains and interest for equities. The current tax rate is 10% for equity securities. Dividends are subject to dividend withholding tax at the rate of 10%. 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, 2021, open tax years include the tax years ended from December 31, 2019 through December 31, 2021. 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, 2021.

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 amount shown as redemptions payable of $175,000 represents the amount payable for redemptions payable.

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, 2021, 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, 2021 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, 2021			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stock	$ 10,671,476	$ -	$ -	$ 10,671,476
	$ 10,671,476	$ -	$ -	$ 10,671,476

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, 2021 the Partnership had subscriptions of $1,270,000.

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, 2021, the General Partner approved partners' withdrawal requests of $3,991,951 of which $175,000 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 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, 2021 the General Partner earned a performance allocation of $27,413, which it has elected to reinvest in the Partnership. As the allocation was earned, additional unites were issued at the then Net Asset Value Per Unit.

6. Related Party

At December 31, 2021, the General Partner held approximately 2% of the net asset value of the total equity.

7. Principal Limited Partner

At December 31, 2021, seven limited partners held approximately 60% 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, 2021. 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	$	14.42	
Income from investment operations[1]			
Net investment income / (loss)		0.13	
Net realized gain/(loss) and net change in unrealized appreciation/(depreciation)		2.06	
General Partner allocation		(0.04)	
Limited Partner unit value, end of year	$	16.57	
Total return			
Total return before General Partner allocation		15.13	%
General Partner allocation		(0.24)	
Total return after General Partner allocation		14.89	%
Ratios to average limited partners' capital			
Operating Expenses		0.55	%
General Partner allocation		0.24	%
Total operating expenses and General Partner allocation		0.79	%
Net investment income		0.85%	%

(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 21, 2022.

From January 1, 2022 through March 21, 2022 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, 2021

Dhandho Junoon Offshore Ltd.
Index
December 31, 2021

Report of independent auditors

To the Board of Directors of Dhandho Junoon Offshore Ltd.

Opinion

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, 2021, and the related statements of operations and of changes in net assets for the year then ended, including the related notes (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2021, 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.

Basis for opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are required to be independent of the Fund and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fund’s ability to continue as a going concern for one year after the date the financial statements are available to be issued.

pwc

Report of independent auditors (continued)

To the Board of Directors of Dhandho Junoon Offshore Ltd.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fund's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

PricewaterhouseCoopers

March 21, 2022

Dhandho Junoon Offshore Ltd.
Statement of Assets and Liabilities
December 31, 2021
(expressed in United States dollars)

Assets		
Cash	$	539
Investments, at fair value (cost $5,112,967)		7,309,062
Dividends receivable (Net of withholding tax of $1,033)		2,755
Other assets		6,449
Total assets		7,318,805
Liabilities		
Accrued expenses		29,697
Redemptions payable		100,000
Payable to Investment Manager		89
Total liabilities		129,786
Net assets	$	7,189,019
Net assets consist of:		
Management shares (100 authorized; 100 issued and outstanding)	$	1
Shares (458,071 issued and outstanding)		7,189,018
Total net assets	$	7,189,019
Net asset value per share	$	15.69

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

Dhandho Junoon Offshore Ltd.
Statement of Operations
For the year ended December 31, 2021
(expressed in United States dollars)

Investment income		
Dividend income (net of withholding tax of $13,681)	$	68,987
Interest income		21
Total investment income		69,008
Expenses		
Professional fees		24,992
Administration fee		20,000
Other expense		4,480
Total expenses		49,472
Net investment gain		19,536
Net realized and unrealized gain/(loss) on investments		
Net realized gain on investments		114,509
Net realized (loss) on foreign currency transactions		(4,566)
Net change in unrealized appreciation on investments (net of accrued capital gains tax of $2,730)		630,380
Net realized and unrealized gain/(loss)on investments		740,323
Net increase in net assets resulting from operations	$	759,859

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, 2021
(expressed in United States dollars)

Decrease in net assets from operations	
Net investment gain	$ 19,536
Net realized gain on investments	114,509
Net realized (loss) on foreign currency transactions	(4,566)
Net change in unrealized appreciation on investments	630,380
Net increase in net assets resulting from operations	759,859
Capital transactions	
Redemptions of common shares (24,759 shares)	(368,050)
Net change in net assets resulting from capital transactions	(368,050)
Net increase in net assets for the year	391,809
Net assets at:	
Beginning of year	6,797,210
End of year	$ 7,189,019

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

Dhandho Junoon Offshore Ltd.
Condensed Schedule of Investments
December 31, 2021
(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.	14.89%	494,290	1,070,628
	Other	2.90%	222,117	208,665
	Consumer Cyclical			
239	Chipotle Mexican Grill Inc	5.81%	146,314	417,832
	Other	4.23%	222,749	304,122
	Financials	4.37%	223,324	314,249
	Lodging			
	Marriott International, Inc.	5.49%	220,830	394,924
	Semiconductors			
17,258	Micron Technology Inc	22.36%	765,046	1,607,583
	Technology			
	Other	4.96%	222,131	356,836
	Total United States	65.01%	2,516,801	4,674,839
	Canada			
	Consumer Cyclical	0.47%	18,019	33,557
	Consumer Discretionary	3.28%	223,646	236,106
	Total Canada	3.75%	241,665	269,663
	China			
	Consumer Cyclical			
14,000	BYD Company Limited	6.66%	219,737	478,730
	Other	4.71%	637,170	338,672
	Total China	11.37%	856,907	817,402
	India			
	Financial Services			
1,098,458	Edelweiss Financial Services Limited	14.81%	1,051,135	1,064,419
	Total India	14.81%	1,051,135	1,064,419
	Turkey			
	Consumer Staples	3.85%	227,084	276,468
	Financials	2.87%	219,375	206,271
	Total Turkey	6.72%	446,459	482,739
	Total Common Stocks	101.66%	$ 5,112,967	$ 7,309,062

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. Additionally, the Fund utilizes Kotak Mahindra Bank Limited and 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.

The Fund has also entered into an agreement with Liccar Fund Services (“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 United States, Indian, Turkish and Chinese 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 tax at 20%. Prior to April 1, 2018 long-term capital gains were not subject to tax. As of December 31, 2021, the Fund accrued tax expenses of $2,730 related to unrealized Indian capital gains which are not due until realized. The Fund intends to hold the Indian securities for the 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 10%. The investments in common stock traded on the Chinese exchange are subject to withholding based taxation applicable on capital gains and interest for equities. The current tax rate is 10% for equity securities. Dividends are subject to dividend withholding tax at the rate of 10%. 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, 2021, open tax years include the tax years ended from December 31, 2019 through December 31, 2021. 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, 2021. 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. The amount shown as redemptions payable of $100,000 represents the amount payable for redemptions payable.

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, 2021, 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, 2021			
	Level 1	Level 2	Level 3	Total
Common stock	$ 7,309,062	$ -	$ -	$ 7,309,062
	$ 7,309,062	$ -	$ -	$ 7,309,062

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 Board of the Fund.

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, 2021, six shareholders held 87% 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, 2021. 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	$	14.08	
Income from investment operations[1]			
Net investment income		0.04	
Net realized gain/(loss) and net change in unrealized depreciation		1.57	
Investment management fee		-	
Net asset value, end of year	$	15.69	
Total return			
Total return before investment management fee		11.48	%
Investment management fee		0.00	
Total return after investment management fee		11.48	%
Ratios to average net assets			
Operating expenses		0.71	%
Investment management fee		-	%
Total operating expenses and investment management fee		0.71	%
Net investment income		0.28	%

(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 21, 2022.

Team Dhandho

MOHNISH PABRAI
Chairman & Chief Executive Officer

Austin, Texas

FAHAD MISSMAR, *Chief Financial Officer*
JAYA BHARATH VELICHERLA, *Vice President, Quantitative Analysis*
KIMBERLY ENGLEMAN, *Office Manager*
ANU GUPTA, *Admin Team Lead Consultant,* **MILONI MAMNIYA,** *Administrative Consultant,*
PAULINE JIN, *Administrative Assistant,* **APRAJITA AHUJA,** *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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