



# DECILLION FINANCE LIMITED

Regd. Off.: 'MERCANTILE BUILDING', 'E' BLOCK, 2ND FLOOR, 9/12, LALBAZAR STREET, KOLKATA - 700 001  
PHONE : (O) 2248 5664 FAX : (033) 2243 9601 E-MAIL : [info@decillion.co.in](mailto:info@decillion.co.in) WEBSITE : [www.decillion.co.in](http://www.decillion.co.in)

CIN : L65999WB1995PLC067887

Date: 7<sup>th</sup> October, 2017

The Secretary,  
**BSE Limited**  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

The Secretary,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata - 700001

**Sub: Approval of Annual Report 2017**

Dear Sirs,

We would like to inform you that the members of the company at the 23<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2017, have considered, approved and adopted the consolidate and standalone Financial Statements of the Company comprising of audited Balance Sheet as on 31<sup>st</sup> March, 2017, the statement of Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Directors' and Auditors' thereon (together Annual Report 2017).

We request you to kindly take the above Annual Report 2017 on record as per Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) 2015.

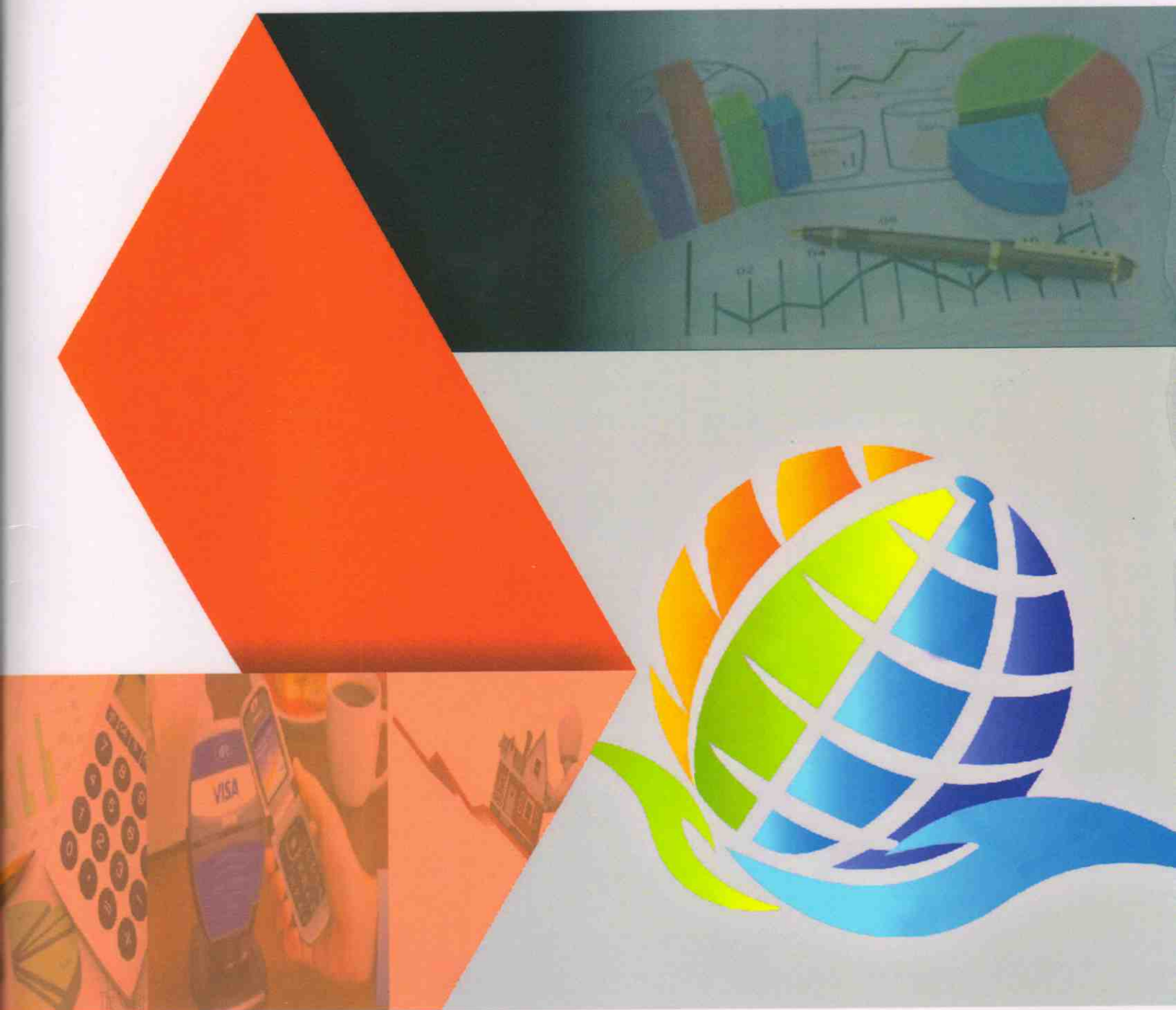
Thanking you.

Yours faithfully,  
For **Decillion Finance Limited**

**Archana Mishra**  
Company Secretary.  
Encl: As above

# Annual Report

## 2016-2017



**DECILLION FINANCE LIMITED**

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## **Corporate Information**

### **Board of Directors**

Jitendra Kumar Goyal	Managing Director
Mahesh Kumar Bhalotia	Non-Executive Director
Nikunj Kanodia (Resigned on 18.04.2016)	Independent Non-Executive Director
Vishakha Mundhra (Resigned on 20.08.2016)	Non-Executive Independent Director
Mahesh Kumar Kejriwal (w.e.f. 30.04.2016)	Non-Executive Independent Director

### **Company Secretary**

Poonam Dalmia (Resigned on 23.04.2016)  
Rama Kant Mishra (Appointed w.e.f. 07.10.2016)  
(Resigned w.e.f. 04.04.2017)  
Archana Mishra (Appointed w.e.f. 17.07.2017)

### **Chief Financial Officer**

Rajesh Kumar Yadav

### **Audit Committee**

Mr. Mahesh Kumar Kejriwal	Non-Executive Independent Director
Mr. Jitendra Kumar Goyal	Executive Director
Mr. Mahesh Kumar Bhalotia	Non-Executive Director

### **Stakeholders Relationship Committee**

Mr. Mahesh Kumar Kejriwal	Non-Executive Independent Director
Mr. Jitendra Kumar Goyal	Executive Director
Mr. Mahesh Kumar Bhalotia	Non-Executive Director

### **Nomination & Remuneration Committee**

Mr. Mahesh Kumar Kejriwal	Non-Executive Independent Director
Mr. Mahesh Kumar Bhalotia	Non-Executive Director

### **Banker**

IDBI Bank  
ICICI Bank

### **Statutory Auditors**

**S. K. Rungta & Co.**  
Chartered Accountants  
2, Jagmohan Mullick Lane,  
Kolkata-700007

### **Secretarial Auditor**

Anand Khandelwal  
7/1A, Grant Lane, 2<sup>nd</sup> Floor  
Room No. 206, Kolkata-700012

### **Registrar & Share Transfer Agent**

Niche Technologies Private Limited  
DS11, Bagree Market, 5<sup>th</sup> Floor  
71, B.R.B. Basu Road, Kolkata-700001  
Phone No. : 91 33 2235 7270/7271  
Fax : 91 33 2215 6123  
Email : nichetechpl@nichetechpl.com

### **Registered Office**

Mercantile Building, Block-E, 2<sup>nd</sup> Floor,  
9/12, Lalbazar Street, Kolkata-700 001  
Tel : 91 33 2248 566, Fax : 91 33 2243 9601  
Website: www.decillion.co.in  
Email id: info@decillion.co.in

### **Corporate Identification Number**

L65999WB1995PLC067887



## DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: "Mercantile Building" Block E, 2<sup>nd</sup> Floor, 9/12, Lalbazar Street, Kolkata-700 001

Email: info@decillion.co.in; Website: www.decillion.co.in

### **NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Company will be held at the Registered Office of the Company at Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata - 700 001, on Saturday, the 23<sup>rd</sup> September, 2017 at 03.00 P.M. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidate Financial Statement) of the Company for the year ended 31<sup>st</sup> March, 2017 along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Mahesh Kumar Bhalotia (DIN: 00280743), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

#### **3. Appointment of Statutory Auditor**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s T.C. Mahawar & Co., Chartered Accountants (ICAI Firm Registration 322294E) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s S. K. Rungta & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the conclusion of Twenty-third Annual General Meeting upto to the conclusion of the Twenty-Eight Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

By Order of the Board  
Decillion Finance Limited

Jitendra Kumar Goyal  
Managing Director

Registered Office:  
Mercantile Building,  
Block-E, 2<sup>nd</sup> Floor, 9/12, Lalbazar Street,  
Kolkata - 700001  
CIN: L65999WB1995PLC067887  
Phone: 91 33 2248 5664  
Fax: 91 33 2243 9601  
E-mail: info@decillion.co.in  
Website: www.decillion.co.in  
Date: 30.05.2017

#### **NOTES:**

1. A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective must be lodged with the Company's Registered Office at least 48 hours before the commencement of the Meeting.





2. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 133 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their folio number on the attendance slip for attending the AGM and hand over the duly filled attendance slip(s) at the entrance to the venue.
4. The Cut-off date of eligible shareholders for dispatching / Emailing of Notice & Form is 28.07.2017.
5. A statement giving additional details of the Directors seeking re-appointment as set out in Resolution at Item No. 2. is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours upto the date of the Meeting.
7. The Register of members and Share Transfer Books of the Company will remain closed from **18<sup>th</sup> September, 2017 to 23<sup>rd</sup> September, 2017** (both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company and/or its Registrars & Share Transfer Agents.
9. Members holding shares in physical form are requested to intimate changes in their registered address mentioning full address in block letters with Pin Code of the Post Office, E-mail Id, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
10. Members desirous of making a nomination in respect of their shareholding, as permitted by section 72 of the Companies Act, 2013, are requested to write to the Registrar and Transfer Agent of the Company for the prescribed form.
11. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
12. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
13. Members/Proxies are requested to kindly take note of the following:
  - (i) Copies of Annual Report will not be distributed at the venue of the meeting.
  - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting.
  - (iii) Entry to the venue will be strictly on the basis of produce of duly completed and signed Attendance Slip; and
  - (iv) In all correspondences with the Company and/or the R & T Agent, Folio No. must be quoted.
14. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
15. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

**NICHE TECHNOLOGIES PRIVATE LIMITED**  
D-311 Bagree Market, 5<sup>th</sup> Floor  
71, B.R.B. Basu Road, Kolkata - 700001  
Phone No. : 033 22357270/71; Telefax : 033 22356823  
Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
16. Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website [www.decillion.co.in](http://www.decillion.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during normal business hours.



on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@dedillion.co.in](mailto:info@dedillion.co.in)

17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

#### 18. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on **20<sup>th</sup> September, 2017 (9:00 am IST)** and ends on **22<sup>nd</sup> September, 2017 (5:00 pm IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **16<sup>th</sup> September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]

(i) Open email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Open the internet browser and type the following: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder Login

(iv) If a Member is already registered with NSDL for e-voting then he/she can use his/her existing User-ID and Password.

(v) If a Member is logging in for the first time, he/she should enter the User-ID and Password provided in the Pdf file "remote e-voting.pdf" attached with the aforementioned e-mail as the initial password.

(vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(viii) Select "EVEN" of "Dedillion Finance Limited".

(ix) Now you are ready for remote e-voting as Cast Vote page opens.

(x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(xi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [akshandelia@rediffmail.com](mailto:akshandelia@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with



the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
  - (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15<sup>th</sup> September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/BTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 15<sup>th</sup> September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Anand Khandella, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.decillion.co.in](http://www.decillion.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Calcutta Stock Exchange Limited, BSE Limited, where the shares of the company are listed.

By Order of the Board  
Decillion Finance Limited

Registered Office:  
Mercantile Building,  
Block-E, 2<sup>nd</sup> Floor, 9/12, Lalbazar Street,  
Kolkata- 700001  
CIN: L65999WB1995PLC067887  
Phone: 91 33 2248 5664  
Fax: 91 33 2243 9601  
E-mail: [info@decillion.co.in](mailto:info@decillion.co.in)  
Website: [www.decillion.co.in](http://www.decillion.co.in)  
Date: 30.05.2017

Jitendra Kumar Goyal  
Managing Director



**Annexure to the Notice**

**Brief resume of director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No 2: Information about the Director, Mahesh Kumar Bhalotia**

Director Identification Number (DIN)	00280743
Date of Birth	01/01/1964
Nationality	Indian
Date of Appointment on Board	02/06/2003
Qualification	B.com (Hons)
Expertise in specific functional area	He has experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security, Market operations and related activities.
Shareholding in Decillion Finance Limited	NIL
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Decillion Finance Limited	2 (Membership)
Relationships between the Directors inter-se	N.A.

**MAP SHOWING LOCATION OF THE VENUE OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING**

Venue: Mercantile Building" Block E, 2<sup>nd</sup> Floor, 9/12, Lalbazar Street, Kolkata-700 001



Landmark : Opposite to Lalbazar Police Station.

**DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2016 - 2017**

To,  
The Members,

Your directors have pleasure in presenting their Twenty-third Annual Report on the business and operations of Decillion Finance Limited (the "Company") together with the audited statement of accounts for the year ended 31<sup>st</sup> March, 2017.

**Financial Highlights (Standalone And Consolidated)**

During the year under review, performance of your company as under:

Particulars	(Amount in ₹)	
	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
Revenue	1,50,41,934	94,31,744
Less: Expenditure	1,32,01,125	76,72,401
Profit/(Loss) before taxation	18,40,809	17,59,342
Less: Tax Expense	5,77,523	3,56,801
<b>Profit after tax</b>	<b>12,63,286</b>	<b>14,02,541</b>
Transfer to Special Reserve	2,52,657	2,80,508
Transfer to Contingent Provisions against Standard Assets	26,551	(57,347)
Balance brought forward from Previous year	6,84,794	(3,79,892)
Balance transferred to Balance Sheet	17,21,974	6,84,794

The consolidated performance of the group as per consolidated financial statements is as under:

Particulars	(Amount in ₹)	
	Year ended 31 <sup>st</sup> March 2017	Year ended 31 <sup>st</sup> March 2016
Revenue	1,50,41,934	94,83,288
Less: Expenditure	1,32,36,178	77,16,692
Profit/(Loss) before taxation	18,05,756	17,66,596
Less: Tax Expense	5,77,523	3,62,135
<b>Profit after tax</b>	<b>12,28,233</b>	<b>14,04,461</b>
Share of Profit / (Loss) transferred to Minority Interest	(8,608)	(10)
Balance Profit / (Loss) C/F to the next year	17,11,849	7,01,114

**Operational Review**

Gross revenues increased from ₹ 94,31,744 to ₹ 1,50,41,934 having a growth of around 59.48%. Profit before taxation was ₹ 18,40,809 against ₹ 17,59,342 in the previous year. The percentage of profit before tax has increased by 4.63% as compared to previous year.

**Material Changes & Commitments**

No material changes and commitments have occurred from the date of close of the financial year till the date of this Report, which affect the financial position of the Company.

**Dividend**

With the view to conserve the resources of Company, the Directors are not recommending any dividend.

**Transfer to Reserves**

Your Directors propose to transfer nil amount to the General Reserves.

**Changes in Share Capital**

During the Financial Year 2016-17, there has been no change in the share capital of the Company. The Share Capital of the company is 3,50,00,000 divided into 35,00,000 Equity shares of Rs. 10 each.



### **Financial Liquidity**

Cash and cash equivalent as on March 31, 2017 was 66,17,717 (previous year 48,94,132). The Company's working capital management is based on a well-organized process of continuous monitoring and controls.

### **Deposits**

The Company being a Non-Banking Financial Company has not accepted any public deposits falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed there under and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

### **Particulars of Loan, Guarantees and Investments Under Section 186**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 as it is exempted from the applicability of the provision of Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meeting of Board and its Powers) Amendment Rules, 2015 as your Company is NBFC registered with RBI whose principal business inter alia includes financing of companies.

The details of the investments made by the Company are given in the notes to the financial statements.

### **Internal Control Systems and Their Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Director.

### **Vigil Mechanism / Whistle Blower Policy**

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which is available on the Company's website [www.decillion.co.in](http://www.decillion.co.in)

### **Details of Subsidiary**

As on March 31, 2017, the Company had two Indian subsidiaries. In compliance with Accounting Standard 21, your Company has prepared its consolidated financial statements, which forms part of this annual report. Pursuant to the provision of section 129(3) of the Companies Act, 2013, a separate statement containing the salient features of the subsidiary companies in the prescribed form AOC-1 (Annexure IV) is a part of the consolidated financial statement. The accounts of the subsidiary companies will be available to any member seeking such information at any point of time. The financial statement of the Company along with the accounts of the subsidiaries will be available at the website of the Company namely [www.decillion.co.in](http://www.decillion.co.in) and kept open for inspection at the registered office of the Company.

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the [www.decillion.co.in](http://www.decillion.co.in).

### **Material Subsidiaries**

None of the subsidiaries mentioned in above paragraph is a material subsidiary whose income or net worth in the immediately preceding accounting year exceeds twenty percent of the consolidated income or net worth respectively of the Company and its subsidiaries. The Board of Directors of the Company has approved a Policy for determining material subsidiary in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy has been uploaded on the Company's website at [http://www.decillion.co.in/policy/DOC\\_177112.Policy%20on%20Material%20Subsidiaries%20%20of%20DFL.pdf](http://www.decillion.co.in/policy/DOC_177112.Policy%20on%20Material%20Subsidiaries%20%20of%20DFL.pdf).

### **Consolidated Financial Statements**

The Consolidated Financial Statements of the Company for the year 2017 are prepared in compliance with the applicable provisions of the Companies Act, 2013, and as stipulated under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements together with the Auditors' Report thereon form part of the Annual Report.

The consolidated profit before tax of the Company and its subsidiaries amounted to 18,05,756 for the Company's financial year ended March, 2017 as compared to 17,66,596 for the previous year.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

#### **Change in Directorship of the Company**

Mr. Mahesh Kumar Kejriwal (DIN: 07382906) was appointed as an Additional Independent Non Executive Director of the Company on 30th April, 2016 to hold office upto the date of ensuing Annual General Meeting. Further, at the 22<sup>nd</sup> AGM, shareholders



approve the appointment of Mr. Mahesh Kumar Kejriwal for appointment as Independent Director at the ensuing Annual General Meeting.

During the year, the Board of Directors has accepted the resignation of Mr. Nikunj Kanodia, Director of the Company with effect from April 18, 2016 and Ms. Vishakha Mundhra, Additional Independent Woman Director with effect from August 20, 2016.

The Board of Directors has placed on record its warm appreciation of the rich contribution made by them.

The Board of Directors has also accepted the resignation of Mrs. Poonam Dalmia, Company Secretary of the Company with effect from April 23, 2016. The Board of Directors has placed on record the appreciation of the services provided by her during her tenure.

Mr. Rama Kant Mishra was appointed as the Company Secretary w.e.f 20.08.2016 but due to unavoidable circumstances he had to resign for the post of Company Secretary w.e.f 4<sup>th</sup> April, 2017. The company also took a note of his valuable service rendered to the Company. Further, based on the consent letter and subsequent interview Miss. Archana Mishra was appointed as the Company Secretary w.e.f 17.07.2017.

#### **Directors coming up for retirement by rotation**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Mahesh Kumar Bhalotia retired by rotation and being eligible offered himself for reappointment as Directors.

#### **Independent Directors**

In accordance with Section 149(7) of the Companies Act 2013, each Independent Director has given a written declaration to the Company confirming that he meets the criteria of independence as mentioned under Section 149(5) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Key Managerial Persons**

Pursuant to the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the following are the Key Managerial Persons as on 31.03.2017:

1. Mr. Rajesh Kumar Yadav, Chief Financial Officer.
2. Mr. Jitendra Kumar Goyal, Managing Director.
3. Mr. Rama Kant Mishra, Company Secretary. (Resigned w.e.f 04.04.2017)

#### **Managerial Remuneration**

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached here as Annexure VI and forms a part of the Directors' Report.

There are no employees who are in receipt of remuneration in excess of the limit specified under section 134(3) (g) read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **Board Induction, Training And Familiarisation Programme For Independent Directors**

At the time of appointment of the Director, a formal letter of appointment is given to him which inter-alia explains the role, functions, and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the various compliances required from him as a Director under the various provisions of the Companies Act 2013, Regulation 25 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2011, the Code of Conduct of the Company and other relevant regulations.

The Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the business drivers, they are updated through presentations at Board Meetings about the Financials of the company and also about the new product launches. They are also provided booklets about the business and operations of the company. The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors. The details of the Board Familiarization programme for the Independent Directors can be accessed in the website of the Company viz: [www.decillion.co.in](http://www.decillion.co.in).

#### **BOARD EFFECTIVENESS**

##### **Familiarisation Program for the Independent Directors**

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company





has put in place a Familiarization Programme for independent Directors to familiarize them with the working of the Company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the Company operates business model etc. Details of the Familiarization Programme are explained in the Corporate Governance Report and are also available on the Company's website at: [www.decillion.co.in](http://www.decillion.co.in).

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

#### **Performance Evaluation**

The Nomination and Remuneration Committee (NRC) of your Company has formulated and laid down criteria for performance Evaluation of the Board (including Committees) and every director (including Independent Directors and Chairman & Managing Director) pursuant to provision of Section 134, Section 149 read with code of Independent Directors (schedule iv) and section 178 of the companies Act, 2013 and Regulation 19(4) read with Part D of schedule II of SEBI Listing Regulations 2015 covering inter-alia the following parameters namely:

1. Board Evaluation - degree of fulfilment of key responsibilities; Board culture and dynamics
2. Board Committee Evaluation - effectiveness of meetings; committee dynamics.
3. Individual Director Evaluation (including Ids) - contribution at Board Meetings.

Further, the Chairman and Managing Director is evaluated on key aspects of the role which includes inter-alia effective leadership to the Board and adequate guidance to the CEOs.

#### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's Remuneration Policy is available on the Company's website at [www.decillion.co.in](http://www.decillion.co.in) and also forms part of Directors Report as **Annexure II**.

#### **MEETINGS**

##### **Number Of Board Meetings**

During the Financial Year 2016-17, seven (07) meetings of the Board of Directors of the Company were held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

##### **Audit Committee**

The Chairman of the Committee is an Independent Director. The Committee met Four (04) times during the year. Details of the role and responsibilities of the Audit Committee, the particulars of meetings held and attendance of the Members at such Meetings are given in the Corporate Governance Report.

##### **Meetings of Independent Directors**

A separate meeting of the Independent Directors was held on 14th February, 2017. Mr. Mahesh Kumar Kejriwal was elected as the Lead Independent Director of the Company. Details of the separate meeting of the Independent Directors held and attendance of Independent Directors are provided in the Report on Corporate Governance forming part of this report.

##### **Particulars of Contracts or Arrangements With Related Parties**

All Related party transactions that were entered into during the financial year were on an arms length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company during the year that would have required shareholder approval under Clause 49 of the Listing Agreement. All related party transactions are reported to the Audit Committee. Prior approval of the Audit Committee is obtained on a yearly basis for the transactions which are planned and/or repetitive in nature and omnibus approvals are taken within limits laid down for unforeseen transactions. The disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. The Policy on Related Party transactions as approved by the Board has been uploaded on the Company's Website and may be accessed at the link [http://www.decillion.co.in/policy/DOC\\_177781.DECILLION\\_RPT-policy\\_2015.pdf](http://www.decillion.co.in/policy/DOC_177781.DECILLION_RPT-policy_2015.pdf)

The details of the transactions with related parties during 2016-17 are provided in the accompanying financial statements.



None of the Independent Directors had any pecuniary relationship or transactions with the Company during the year under review.

#### **Statutory Auditor**

M/s. S. K. Rungta & Co., Chartered Accountants (FRN: 308081E), Kolkata, were appointed as Statutory Auditors of the Company from the conclusion of the Annual General Meeting held on 30.09.2014 until the conclusion of 23rd Annual General Meeting to be held in the year 2017. The term of appointment of M/s. S. K. Rungta & Co, Chartered Accountants will complete at the conclusion of the forthcoming AGM. The Board took on record its appreciation of service rendered by them during their tenure as Statutory Auditors of the Company.

M/s T. C. Mahawar & Co, Chartered Accountants have been proposed to be appointed as statutory auditors of the Company at the ensuing Annual General Meeting for a period of five years from the conclusion of the ensuing 23rd AGM till the conclusion of 28th AGM of the Company. The said firm has given its consent and declared that they are not disqualified to be appointed as statutory auditors.

Report of M/s. S. K. Rungta & Co, Chartered Accountants and statutory auditor's report does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

#### **Auditor's Certificate On Corporate Governance**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the auditor's certificate on corporate governance is enclosed as Annexure V to the Board's Report. The auditor's certificate for fiscal 2017 does not contain any qualification, reservation or adverse remark.

#### **Secretarial Auditor**

Mr. Anand Khandelja, Practising Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for Financial Year 2016-17 forms a part of the Directors Report and is attached here as **Annexure III**.

The Report confirms that the Company had complied with the statutory provision listed under Form MR-3 and the Company also has proper board processes and compliance mechanism. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### **Whistle Blower Policy (Vigil Mechanism)**

Your Company has formulated a codified Whistle Blower Policy incorporating the provision relating to Vigil Mechanism in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulation, 2015 in order to encourage Directors and Employees of your Company to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of your company and its stakeholders in any way. Further refer **Annexure V**.

#### **Corporate Governance**

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirement) Regulations, forms part of the Annual Report and annexed as **Annexure V**.

#### **Corporate Social Responsibility**

The provisions of section 135(1) of the Companies Act 2013 read with CSR rules 2014 are not attracted on the Company.

#### **Explanation To Auditor's Remarks**

The Auditors' Report by the Statutory Auditors and by the Secretarial Auditor in the Secretarial Audit Report being self-explanatory, does not call for any further comments by the Board of Directors.

#### **Conservation Of Energy & Technology Absorption**

Since the Company does not own any manufacturing facility, being an Investment Company, the particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

#### **Foreign Exchange Earnings & Outgo**

There is no foreign exchange earnings and outgo during the year under review.

#### **Extract of Annual Return**

The extract of Annual Return, in format MGT-9, for the Financial Year 2016-17 has been enclosed with this report as **Annexure I**



### **Management's Discussion And Analysis Report**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is annexed to this report.

### **Statutory & Legal Matters**

There has been no significant and/or material order(s) passed by any Regulators/Courts/Tribunals impacting the going concern status and the Company's operations in future.

### **Code Of Conduct**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.decillion.co.in](http://www.decillion.co.in).

All the Board Members, the Senior Management personnel and personnel one level below the Board have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

### **Director's Responsibility Statement**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 and Clause 49(III)(D)(4)(a) of the listing agreement with Stock Exchanges in the preparation of the annual accounts for the year ended on 31.03.2017 and state that :

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **RBI Guidelines For Non-Banking Financial Companies**

The Company has observed all the prudential norms prescribed by the Reserve Bank of India. The Schedule as required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 is annexed herewith.

### **Prohibition of Insider Trading**

The Company has a policy prohibiting Insider Trading, in conformity with applicable regulations of SEBI in India. Necessary procedures have been laid down for Directors, officers and employees for trading in the securities of the Company. The policy, procedures and their obligations are periodically communicated to the employees who are considered as insiders of the Company. Trading window closure/blackout/ quiet periods, when the Directors and employees are not permitted to trade in the securities of the Company, are intimated to all Directors and employees, in advance, whenever required.

### **Provisions of Sexual Harassment**

The provisions of Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013 is not attracted on the Company. However the Company has a voluntary policy towards Prevention of Sexual Harassment of Women employees of the Company and has set up a mechanism for registering and prompt redressal of complaints received from all permanent and temporary employees and staffs.

### **Cautionary Note**

The statements forming part of the Directors' Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.



**General Disclosures**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review :

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of Sweat equity shares.
- Your Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- There was no revision in the Financial Statements.
- There was no change in the nature of business.

**Acknowledgment**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, the Ministry of Corporate Affairs, the Reserve Bank of India, Local Bodies, Executives, Staff and others at all levels for their continuous support, cooperation, assistance and look forward to their continued support in the future. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. The Board expects to receive their continuous support in future also.

**By Order of the Board of  
For Decillion Finance Limited**

**(Mahesh Kumar Bhalotia)  
Director  
(DIN 00280743)**

**(Jitendra Kumar Goyal)  
Managing Director  
(DIN 00468744)**

Place: Kolkata  
Date: 30.05.2017





## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **Industry Structure And Developments**

#### **Business Scenario**

Non-Banking Finance Companies (NBFCs) are an integral part of the country's financial system because of their complementary as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers. Non Banking Financial Institutions (NBFIs) are a heterogeneous group of institutions that caters to a wide range of financial requirements and can broadly be divided into Financial Institutions (FIs) and Non Bank Financial Companies (NBFCs). With the growing importance assigned to financial inclusion, NBFCs have been regarded as important financial intermediaries particular for the small scale and retail sectors. As a result of consolidation and restructuring in the financial sector and liberalization and globalization of markets only few strong NBFCs now remain in business. However, competition continues to be intense, as the Indian and foreign banks have entered the retail lending business in a big way, thereby exerting pressure on margins. The erstwhile providers of funds have now become competitors. NBFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach, and use of technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

On the regulatory front, NBFCs are regulated by the Reserve Bank of India (RBI) almost at par with banks. All the prudential norms for asset classification, income recognition, provisioning etc., are applicable to NBFCs in India.

#### **Business Review And Outlook**

The Company is engaged in investing in shares and securities and other financial instruments where the outlook of the business seems to be encouraging over and above maintaining the overall risk appetite of the company. We believe that we are well placed to leverage on the growth opportunities in the economy.

#### **Financial Performance**

The Company has achieved an income of Rs. 1,50,41,934/- during the year with net profitability of Rs. 12,63,285/-. The Company's income from operations primarily includes Interest Income. For detailed information on the financial performance with respect to the operational performance, a reference may please be made to the financial statements.

#### **Future Outlook**

The future outlook of the Company is very prospective and it urges to diversify the various areas related to financial markets. Besides continuing aggressively in the existing growth areas, there are certain specific initiatives that we would like to highlight which the company would be undertaking in the financial year 2017-18. The Company is effectively putting together a growth strategy in the area of trading in Derivatives of Commodities, Equities, and Currencies. The Company also seeks to carry on business as general merchants, contractors, agents, brokers and dealers of all kinds of merchandise and to perform such other acts as may be expedient to carry out the above activities effectively.

#### **Segment Reporting**

Presently Accounting Standard 17 regarding Segment-wise Reporting does not apply to the Company since revenues are derived from only one segment i.e. Finance Activity. The Company undertakes to comply with the relevant accounting standards as and when it becomes applicable to the Company.

#### **Opportunities And Threats**

NBFCs have been playing a very important role both from macroeconomic prospective and the structure of the Indian Financial System. NBFCs are the perfect or even better alternatives to the conventional Banks for meeting various financial requirements of a business enterprise. However to survive and to constantly grow, NBFCs have to focus on their core strengths while improving on weaknesses. Although NBFCs enjoy considerably lower regulatory overheads, they experience challenges in raising debt, as all NBFCs can't accept public deposits and hence - NBFCs rely heavily on Commercial Banks and promoters' equity for growth. Due to high reliance on bank financing the costs of funds for NBFCs tends to be higher. As a result, NBFCs loans carry higher interest than those offered by banks.

The Company is having team of Expert advisor, who is helping the Company in making good investment. The Company is exposed to all risks & threat which Financial Market & Non Banking Finance Company faces. The Company is also facing risk of heavy ups and downs in stock market which can be minimized due to risk management system of our Company.

#### **Risk and Concerns**

Company is exposed to specific risks that are particular to its business and the environment within which it operates including



economic cycle, market risk and credit risks. Managing risk effectively also helps in achieving the desired outcome, while fixing responsibility and accountability. The Company is especially focuses on improving sensitivity to assessment of risks and improving methods of computation of risk weights and capital charges. The risk assessment and mitigation procedure are reviewed by the Board periodically.

#### **Risk Management**

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success.

Increased competition and market volatility has enhanced the importance of risk management in Share Trading business. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the Company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.

#### **Internal Control System And Their Adequacy**

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. It maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations.

The Company has an Internal Audit Department, which reports to the Audit Committee of the Board of Directors of the Company comprehensive audit of functional areas and operations of the Company are undertaken to examine the adequacy of and compliance with policies, plans and statutory requirements. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

The audit committee of the Board of Directors comprising Independent Directors also review the system at regular intervals.

#### **Discussion on Financial Performance With Respect To Operational Performance**

The financial performance of the company has seen a growth of 59.48% since Revenue from operations has increased by 35.97% as compared to the last financial year. However, profit percent of the company is decreased by 9.93% as compared to the last financial year.

#### **Segment Wise Or Product Wise Performance**

The financial performance of the company has seen a growth since Revenue from operations has increased by 35.97% as compared to the last financial year. However, Interest income from lending activities has increased by 3.15%.

#### **Industry Structure & Developments**

The Company continues to be a Non Deposit Taking, Systemically not important, Non CIC Non Banking Financial Company and holds the RBI certificate in this behalf. The company has followed the RBI Norms as applicable and has complied with all the statutory obligations.

#### **Material Development In Human Resource / Industrial Relations Front Including Number Of People Employed**

The Management maintains healthy relation with its employees at all levels and however the number of employees in the company is low but with the positive growth of operations, the management believes the employee base to grow.

#### **Shareholders**

Shareholders shall be informed of details regarding the appointment or re-appointment of a Director. Quarterly results and presentations made by the Company to analysts shall be put on the Company's web-site and sent to the Stock Exchange on which listed.



**Fulfilment Of RBI Norms And Standard**

The Company has fulfilled all RBI norms and complied with it.

**Cautionary Statement**

Statements made in this Management Discussion and Analysis describing the Company's current position and expectations for the future may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operation include the downtrend in the industry, global or domestic or both, significant changes in political and economic environment in India.

For and on behalf of Board Director

Place: Kolkata  
Date: 30.05.2017

(Jitendra Kumar Goyal)  
Managing Director  
(DIN 00468744)



**ANNEXURE I**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2017

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

**I. REGISTRATION AND OTHER DETAILS :**

1. CIN	L65999WB1995PLC067887
2. Registration Date	27-Jan-1995
3. Name of the Company	DECILLION FINANCE LIMITED
4. Category/Sub-category of the Company	NBFC /Public Company/Limited by shares
5. Address of the Registered office & contact details	Mercantile Building, 2 <sup>nd</sup> Floor, Block -E 9/12, Lal Bazar Street, Kolkata - 700001 E-mail - info@decillion.co.in Website - www.decillion.co.in Contact No. - 033-2248-5664 Fax - 033-2243-9601
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D511, Bagree Market, 5th Floor 71, B.R.B. Basu Road, Kolkata - 700001 Phone No. : 91 33 2235 7270/7271 Fax : 91 33 2215 6823 Email : nichetechpl@nichetechpl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated :-

Sl. No.	Name and Description of main Products / services	NIC Code of the Product/Service	% to total turnover of the Company
1	Trading & Investment Activities	64990	86.34

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name of the Company	Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Littlestar Tracom Ltd.	'Mercantile Building', 2 <sup>nd</sup> Floor, Block - E 9/12, Lal Bazar Street, Kolkata - 700001	U51909WB2010PLC144543	Subsidiary	65.06	2(87) ii
2	Maruti Tie-Up Ltd.	10/1/1, Guru Prasad Ghosh Lane Kolkata - 700013	U51101WB2010PLC145843	Subsidiary	86.55	2(87) ii





#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) Indian									
a) Individual / HUF	214600	0	214600	6.131	214600	0	214600	6.131	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	1219600	0	1219600	34.846	1219600	0	1219600	34.846	0.000
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	1434200	0	1434200	40.977	1434200	0	1434200	40.977	0.000
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	1434200	0	1434200	40.977	1434200	0	1434200	40.977	0.000
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions									
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FI)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1814760	200000	2014760	57.565	1814760	200000	2014760	57.565	0.000
ii) Overseas									
ii) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	29990	21050	51040	1.458	29975	21050	51025	1.458	0.000



Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(i) Individual shareholders holding nominal share capital in excess of Rs. 1:									
c) Others Specify									
1. NRI									
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members					15	0	15	0.000	0.000
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	1844750	221050	2065800	59.023	1844750	221050	2065800	59.023	0.000
Total Public Shareholding (B) = (B)(1)+(B)(2)	1844750	221050	2065800	59.023	1844750	221050	2065800	59.023	0.000
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	3278950	221050	3500000	100.000	3278950	221050	3500000	100.000	0.000

(II). Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1.	ANJANIPLUTRA PROMOTERS PRIVATE LIMITED	100	0.003	0.000	100	0.003	0.000	0.000
2.	JITENDRA KUMAR GOYAL	70100	2.003	0.000	70100	2.003	0.000	0.000
3.	KUDRAT HOLDINGS PRIVATE LIMITED	432000	12.343	0.000	432000	12.343	0.000	0.000
4.	HENLI GOYAL	70000	2.000	0.000	70000	2.000	0.000	0.000
5.	TUBRO CONSULTANTS AND ENTERPRISES PRIVATE	787500	22.500	0.000	787500	22.500	0.000	0.000
6.	VIRENDRA KUMAR GOYAL	74500	2.129	0.000	74500	2.129	0.000	0.000
	TOTAL	1434200	40.977	0.000	1434200	40.977	0.000	0.000



(III). Change in Promoter's Shareholding

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ANJANIPUTRA PROMOTERS PRIVATE LIMITED				
	a) At the Beginning of the Year	100	0.003		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			100	0.003
2	JITENDRA KUMAR GOYAL				
	a) At the Beginning of the Year	70100	2.003		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			70100	2.003
3	KUDRAT HOLDINGS PRIVATE LIMITED				
	a) At the Beginning of the Year	432000	12.343		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			432000	12.343
4	RENU GOYAL				
	a) At the Beginning of the Year	70000	2.000		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			70000	2.000
5	TUBRO CONSULTANTS AND ENTERPRISES PRIVATE				
	A) At the Beginning of the Year	787500	22.500		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			787500	22.500
6	VIRENDRA KUMAR GOYAL				
	a) At the Beginning of the Year	74500	2.129		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			74500	2.129
	<b>TOTAL</b>	<b>1434200</b>	<b>40.977</b>	<b>1434200</b>	<b>40.977</b>



IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	FASTFLOW COMMODEAL LIMITED				
	a) At the Beginning of the Year	100000	2.857		
	b) Changes during the year				
	Date: Reason:				
	13/01/2017 Transfer	35000	1.000	115000	3.857
	c) At the End of the Year			115000	3.857
2	GANGADHAR DEALERS PVT LTD				
	a) At the Beginning of the Year	160000	4.571		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			160000	4.571
3	GOVAL COMMERCIAL PRIVATE LIMITED				
	a) At the Beginning of the Year	159750	4.564		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			159750	4.564
4	LATANGI VYAPAR PVT LTD				
	a) At the Beginning of the Year	154000	4.400		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			154000	4.400
5	SHUABHI INVESTMENTS PVT LTD				
	a) At the Beginning of the Year	163000	4.657		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			163000	4.657
6	SRI SALASAR SUPPLIERS PRIVATE LIMITED				
	a) At the Beginning of the Year	319000	9.114		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			319000	9.114
7	SREYANI MERCHANTS PVT LTD				
	a) At the Beginning of the Year	167000	4.771		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			167000	4.771
8	SUJALI FASHION PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.286		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.286





Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
9	TORNER TIE UP PVT LTD				
	a) At the Beginning of the Year	137000	3.914		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			137000	3.914
10	ULTRA DEALERS PRIVATE LIMITED				
	a) At the Beginning of the Year	120000	3.429		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			120000	3.429
	<b>TOTAL</b>	<b>1629750</b>	<b>46.564</b>	<b>1664750</b>	<b>47.564</b>

**(V). Shareholding of Directors and Key Managerial Personnel :**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	JITENDRA KUMAR GOYAL				
	a) At the Beginning of the Year	70100	2.003		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			70100	2.003
	<b>TOTAL</b>	<b>70100</b>	<b>2.003</b>	<b>70100</b>	<b>2.003</b>

**V. INDEBTEDNESS** - The company has not borrowed any amount during the year, and is a debt free company.

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WT/Manager				Total Amount (in Rs.)
1	Gross salary	Jitendra Kumar Goyal, Managing Director	240,000	—	—	240,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		—	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		—	—	—	—
2	Stock Option		—	—	—	—
3	Sweat Equity		—	—	—	—
4	Commission		—	—	—	—
	- as % of profit		—	—	—	—
	- others, specify...		—	—	—	—
5	Others, please specify		—	—	—	—
	<b>Total(A)</b>		<b>240,000</b>			<b>240,000</b>

Ceiling as per the Act

5% of Net Profit calculated under section 198 of the Companies Act, 2013

**B. Remuneration to other directors**

Sl. No.	Particulars of Remuneration	Name of the Director				Total Amount (in Rs.)
1	Ceiling as per the Act	—	—	—	—	—
		NIL	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings					
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL

Overall Ceiling as per the Act

11% of Net Profit calculated under section 198 of the Companies Act, 2013

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (in Rs.)
		CEO	CS Rama Kant Mishra (Appointed w.e.f. 07.10.2016) (Resigned w.e.f. 20.08.2018)	CFO Rajesh Kumar Yadav	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	52,200	1,20,000	1,72,200
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission	—	—	—	—
	- as % of profit	—	—	—	—
	others, specify...	—	—	—	—
5	Others, please specify	—	—	—	—
	Total	—	52,200	1,20,000	1,72,000

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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



**Annexure II**

**NOMINATION & REMUNERATION POLICY**

**Introduction**

The Company considers human resources as its invaluable assets. This policy on nomination & remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, Key Managerial Personnel (KMPs) and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

**OBJECTIVE**

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

**DEFINITIONS**

- "Board" means Board of Directors of the Company.
- "Company" means "DECILLION FINANCE LIMITED."
- "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel" (KMP) means
  - (i) CEO or the Managing Director or the Manager.
  - (ii) Company Secretary.
  - (iii) Whole-time Director.
  - (iv) CFO.
  - (v) Such other officer as may be prescribed.
- "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- "Policy or This Policy" means, "Nomination and Remuneration Policy."
- "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- "Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

**Policy For Appointment Of Directors, KMP's And Senior Management**

**Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

**Term / Tenure:**

1. Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time.
2. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be



eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

3. A whole-time KMP of the Company shall not hold office in more than one Company except in its subsidiary company at the same time.

**Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval.

**Policy Relating To Remuneration For Directors, Kmps And Other Employees**

**General**

1. The remuneration/compensation/commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration & commission paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.

**Remuneration to Non-Executive/Independent Directors**

The remuneration payable to each Non-executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

**Deviations From This Policy**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.





**Annexure-III**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2017**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and**

**Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,

The Members,

**DECILLION FINANCE LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DECILLION FINANCE LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, as amended from time to time;;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, as amended from time to time;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (f) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
  - (g) The SEBI (Delisting of Equity Shares) Regulations, 2009.
  - (h) The SEBI (Buy Back of Securities) Regulations, 2009.
- (vi) Other laws applicable specifically to the Company namely:
  - (a) Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2015.
  - (b) The Reserve Bank of India Act, 1934 (Chapter IIIB), sec:45IA.
  - (c) Non-Banking Financial Companies (Reserve Bank Directions), 1998.
  - (d) Master Circular dated 1<sup>st</sup> July, 2014 on Know Your Customer (KYC) Guidelines Anti Money Laundering standards (AML) Prevention of Money Laundering Act, 2002.



- (e) Master Circular dated 1<sup>st</sup> July, 2015 on Know Your Customer (KYC) Guidelines: Anti Money Laundering Standards (AML) Prevention of Money Laundering Act, 2002.
- (f) Master Circular dated 1<sup>st</sup> July, 2014 on Miscellaneous Instructions to NBFC NO. 51.
- (g) Master Circular dated 1<sup>st</sup> July, 2015 on Fair Practice Code.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS- 1 and SS-2).
- (ii) The Listing Regulation entered into by the Company with The Calcutta Stock Exchange Ltd and BSE Ltd.

I further report that:

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

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have recorded. I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that during the audit period there were no specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**Anand Khandelia**

Place: Kolkata

Date: 30.05.2017

Practicing Company Secretary

FCS No. : 5803/C P No. : 5841



**ANNEXURE TO SECRETARIAL AUDIT REPORT**

To,  
The Members,

**DECILLION FINANCE LIMITED**

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

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

(Anand Khandelia)

Place: Kolkata  
Date: 30.05.2017

Practicing Company Secretary  
FCS No. 5803/ CP No. 5841

## Annexure V

### REPORT ON CORPORATE GOVERNANCE

Your Company continues to lay great emphasis on the broad principles of Corporate Governance. The Company views corporate governance in its widest sense, almost like trusteeship. The Company's philosophy on corporate governance is to enhance the long-term economic value of the company, sustainable return to its stakeholders i.e. the society at large, by adopting best corporate practices in fair and transparent manner and by aligning interest of the company with that of its shareholders/ other key stakeholders. Corporate governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of company's objects with a view to translate opportunities into reality. The detailed report on implementation by the Company, of the Corporate Governance Code as incorporated in the Listing Regulation is set out below:

#### Company's Philosophy

Your Company is always committed to good Corporate Governance and application of best management practices for safeguarding the interest of all stakeholders. Strict adherence to the principles of fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, are pre-requisites for attaining sustainable growth in this competitive corporate world. Your company seeks to focus on regulatory compliances, complying with all the provisions of listing agreement and applicable Corporate Governance Norms with all the modifications within the prescribed time, thereby giving stress on essential pre-requisites of corporate governance.

#### Ethics Policies

We strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code for Board of Directors and Board Committees.
- Code of Business Conduct and Ethics for Directors / Management Personnel.
- Code of Conduct for Prohibition of Insider Trading.
- Code of Ethics and Business Policies.
- Policy document on Values and Commitments.
- Manual on Corporate Governance.
- Health, Safety and Environment (HSE) Policy.
- Code of Financial Reporting, Disclosure & Transparency.
- Business Responsibility Policy Manual.

#### Role of The Company Secretary in Overall Governance Process

In practice, the role of the company secretary has developed into much more than the basic statutory requirements outlined above. Most notably, the responsibility for developing and implementing processes to promote and sustain good corporate governance has fallen largely within the remit of the company secretary.

The dynamics of the boardroom are changing and chairman and directors are realizing that they need specialist skills and technical knowledge in this area and they are looking to company secretaries to provide this expertise. There are a number of responsibilities, some of which have been explicitly referenced to in the above guidance, where the company secretary can assist and add value:

- Organizational Governance.
- Supporting the Chairman.
- Board and Committee Processes.
- Board Development.
- Communication with stakeholders.
- Disclosure and reporting.

The role has expanded beyond simply ensuring statutory compliance to become a pivotal one where the skills of the company

secretary can have a direct impact on the effectiveness of the Board and organization. Company secretaries can add real value to their role and increase their impact by bringing commercial acumen, strategic understanding and softer people skills in addition to their already much sought after legal and governance knowledge.

#### **Board of Directors**

Company believes that an active, well-informed and independent Board is necessary to ensure highest standards of Corporate Governance. A quality Board, being at the core of its Corporate Governance Practice, plays the most pivotal role in overseeing how the management serves and protects the long-term interests of all our stakeholders. The main role of Board is to take right decision to safeguard and enhance shareholders value. The Board periodically evaluates the need for change in its composition and size and selects members to fill Board vacancies and nominating candidates for election by the members at the Annual General Meeting.

#### **Composition**

As on 31st March, 2017 the Company's Board comprised of three directors out of which one is Non-Executive Director, one is Non-Executive Independent Directors and one is Executive Non-Independent Managing director. Management of the Company is headed by Sri Jitendra Kumar Goyal, Managing Director subject to general supervision, control and direction of the Board.

Further, Mr. Nikunj Kanodia has resigned from the post of Directorship w.e.f. 18<sup>th</sup> day of April, 2016, Mrs. Vishakha Mundhra has resigned from the post of Directorship w.e.f. 20<sup>th</sup> Day of August, 2016 and Mrs. Poonam Dalmia resigned from the post of Company Secretary w.e.f. 23<sup>rd</sup> day of April, 2016. The Board place on record their appreciation for the assistance and guidance during their tenure in the Company.

Mr. Rama Kant Mishra was appointed as the Company Secretary w.e.f. 20<sup>th</sup> August, 2016 but due to unavoidable circumstances he has to resign for the post of Company Secretary w.e.f. 4<sup>th</sup> April, 2017. The company also took a note of his valuable service rendered to the Company. Further, in the Board Meeting held on 17<sup>th</sup> July, 2017 appointed Miss Archana Mishra as Company Secretary and Compliance Officer based on her consent letter and subsequent interview.

Mr. Mahesh Kumar Kejriwal has been appointed as a Non-Executive Independent Director w.e.f. 30<sup>th</sup> April, 2016 and Mr. Rajesh Kumar Yadav was appointed as CFO w.e.f. 2<sup>nd</sup> March, 2016.

The details of attendance of the directors at the board meeting during the year and at the last annual general meeting held on 29<sup>th</sup> September, 2016 and also the number of other directorships, committee memberships/ chairmanships as on 31st March 2017, the date of joining are as follows:

Name of the Director & DIN No	Category	Relationship with other Directors	Financial Year 2016-2017		Attendance at the Last AGM	Number of Director ship(s) held in India public listed companies (including Decillion Finance Limited)###	Committee(s) Positions held### (including Decillion Finance Limited)	
			Board Meeting held during the tenure of directorship	Board Meeting attended			Chairman	Member
Mr. Jitendra Kumar Goyal (DIN 00468344)	Managing Director	—	07	07	Yes	05	05	03
Mr. Mahesh Kumar Bhalodia (DIN 00280743)	Non-Executive Director	—	07	07	Yes	01	Nil	02
Mrs. Vishakha Mundhra (DIN:07382982) #	Additional Independent Director	—	03	03	NA	02	NA	NA
Mr. Mahesh Kumar Kejriwal (DIN 07382906) ##	Non-Executive Independent Director	—	07	07	Yes	02	02	02





## Resigned from the post of Directorship w.e.f. 20.08.2016

### Mr. Mahesh Kumar Kejriwal has been appointed as Non Executive Independent Director w.e.f. 30.04.2016.

### Excludes Directorship in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Alternate Directorship.

### Only Audit Committee and Stakeholders Grievance Committee have been considered.

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

#### **Board Meetings**

A calendar of Board and Committee meetings is agreed and circulated in advance to the Directors. Additional meetings are held, when necessary. During the year ended 31 March 2017, Seven (7) Board meetings were held on 30<sup>th</sup> April 2016, 30<sup>th</sup> May 2016, 8<sup>th</sup> August 2016, 7<sup>th</sup> October, 2016, 14<sup>th</sup> November 2016, 14<sup>th</sup> February 2017 and 23<sup>rd</sup> February, 2017. The gap between any two consecutive meetings did not exceed one hundred and twenty days.

#### **Board Agenda**

The meetings of the Board are governed by a structured agenda. The agenda papers are circulated in advance before each meeting to all the Directors. All Board members have access to accurate, relevant and timely information to fulfil their responsibilities. The Board members in consultation with the Chairman may bring up other matters for consideration at the Board meetings.

#### **Information Placed Before The Board**

Necessary information as required under the Companies Act and the Listing Agreement/SEBI Listing Regulations as applicable have been placed before and reviewed by the Board from time to time. The Board also periodically reviews compliance by the Company with the applicable laws/statutory requirements concerning the business and affairs of the Company.

#### **Key Managerial Personnel**

Mr. Rajesh Kumar Yadav was appointed as Chief Financial Officer of the Company w.e.f. 2<sup>nd</sup> March, 2016.

Mrs. Poonam Dalmiya the Company Secretary cum Compliance officer had resigned on 23<sup>rd</sup> April 2016. Therefore Mr. Jitendra Kumar Goyal, Managing Director of the Company was appointed as the Compliance Officer of the Company w.e.f. 30<sup>th</sup> May, 2016.

Mr. Rama Kant Mishra was appointed as the Company Secretary w.e.f. 20.08.2016 but due to unavoidable circumstances he has to resign for the post of Company Secretary w.e.f. 4<sup>th</sup> April, 2017. The company also took a note of his valuable service rendered to the Company.

Further, the Board of Director appointed Ms. Archana Mishra as Company Secretary cum Compliance Officer w.e.f. 17/02/2017

#### **Familiarisation Programmes For Independent Directors**

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at [http://www.decillion.co.in/policy/DOC\\_175167-Familiarization%20programmes%20of%20ID%20of%20DFL.pdf](http://www.decillion.co.in/policy/DOC_175167-Familiarization%20programmes%20of%20ID%20of%20DFL.pdf)

#### **Code of Conduct**

The Company has a code of conduct for all Directors including Independent Director Senior Management Executives of the Company in compliance with Regulation 17 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, In compliance with Regulation 17 (5) (b) SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Code of Conduct suitably lays down the duties of the Independent Director as laid down in the Companies Act, 2013.

All Board Members and Senior Management Personnel have affirmed compliance with the code on an annual basis. The same has also been posted on the website of the Company at [http://decillion.co.in/code\\_conduct.php](http://decillion.co.in/code_conduct.php)

#### **Committees of The Board**

Over the long years of its existence, the Company has developed robust governance structure and processes. The Board of Directors of the Company has constituted three Committees viz, Audit Committee, Nomination & Remuneration Committee and



## DECILLION FINANCE LIMITED

Stakeholders' Relationship Committee. The minutes of the Committee Meetings are noted by the Board. The role and composition of the aforesaid Committees, including the number of meetings held and the related attendance of the members are given below:

### Audit Committee

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information.

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulation with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

As on 31st March, 2017, Audit Committee comprised of Mr. Mahesh Kumar Kejriwal, Non Executive Independent Director, Mr. Jitendra Kumar Goyal, Executive Director and Mr. Mahesh Kumar Bhalotia, Non Executive Director where Mr. Mahesh Kumar Kejriwal is the Chairman of the meeting. All the members of the Committee have accounting or related financial management expertise.

During the year under review, four meetings of the committee were held on 28.05.2016, 06.08.2016, 12.11.2016 and 13.07.2017. All the meetings were held in such time that the gap between any two meetings did not exceed four months; thereby complying with the Companies Act, 2013.

Name of the Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Mahesh Kumar Kejriwal	Chairman, Non-Executive Independent Director	4	4
Mr. Jitendra Kumar Goyal	Executive Director	4	4
Mr. Mahesh Kumar Bhalotia	Non-Executive Director	2	2
Ms. Vishakha Mundhra*	Non-Executive Independent Director	2	2

\* Resigned w.e.f 7<sup>th</sup> October, 2016.

The representatives of Statutory Auditors are permanent invitees to the Audit Committee Meeting.

Mr. Mahesh Kumar Kejriwal, the Chairman was duly present in Annual General Meeting held on September 29, 2016.

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information.

### The functions of the Committee include:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;



7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory auditor internal adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor.

#### **Nomination and Remuneration Committee**

As on 31<sup>st</sup> March, 2017, the Nomination & Remuneration Committee comprised of 1 Independent & 1 Non-Executive Director. The Committee held two meetings during the year 30<sup>th</sup> April, 2016 and 5<sup>th</sup> October, 2016.

On meeting held on 30<sup>th</sup> April, 2016, the committee took note of resignation of Mr. Nikunj Kanodia from the Directorship of the Company and of Mrs. Poonam Dalmia from the post of Company Secretary. The Committee recommended Mr. Mahesh Kumar Kejriwal for the appointment as Non executive Independent Director, subject to approval of Board of Director's Meeting he will be added as the new member on the committee.

On meeting held on 6<sup>th</sup> October, 2016, the Committee recommended the appointment of Mr. Rama Kant Mishra for the post of Company Secretary subject to approval in meeting of Board of Directors.

Mr. Mahesh Kumar Kejriwal, Chairman of the Committee was duly present at the Annual General Meeting held on September 29, 2016.

None of the Non-executive Directors held any shares in the Company.

Sitting fee has been waived and no sitting fee is presently paid to any director or any member of any committee of Directors.

The composition of the committee and attendance at its meeting is given below:

Name of the Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Mahesh Kumar Kejriwal	Chairman, Non-Executive Independent Director	2	2
Ms. Vishakha Mundhra*	Non-Executive Independent Director	1	1
Mr. Mahesh Kumar Bhalotia**	Non-Executive Director	2	2



\*Resigned as a member w.e.f. 20.08.2016

\*\*Appointed as a member w.e.f. 30<sup>th</sup> April, 2016

**The functions of the Committee include:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees;
2. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
3. To carry out evaluation of every Director's performance.
4. Formulation of criteria for evaluation of Independent Directors and the Board;
5. Devising a policy on Board diversity;
6. Identifying persons who are qualified to become a Director and who may be appointed in senior management;
7. To decide on extension or continuation of terms of the Independent director, on the basis of the report of performance evaluation of independent director.

To evaluate, review and recommend to the Board, the remuneration of the Executive Directors, striking a balance between the performance and achievement.

**Stakeholders Relationship Committee**

The Committee comprises of one Independent Directors, one Executive Director and one Non-Executive Director. The committee is headed by Mr. Mahesh Kumar Kejriwal, as Chairman (Non-Executive Independent Director) and Mr. Jitendra Kumar Goyal and Mr. Mahesh Kumar Bhalotia are the members of the committee.

The Committee held one meeting during the year on 14<sup>th</sup> February, 2017. On meeting held on 14<sup>th</sup> February, 2017 the committee noted the resignation of Ms. Vishakha Mundhra as a member w.e.f. 20.08.2016

No Complaint had been received during the Financial Year 2016-17. The Company is registered with SEBI under SCORES.

**The functions of the Committee include:**

To review action taken on shareholders' grievances and to advise if any further action to be taken.

To ensure that correspondence with the shareholders are promptly dealt with by the Company and no cases were pending as on 31st March, 2017.

Shares received for transfer are processed promptly, approved by the Committee and ratified at the following Board Meeting.

The Company did not receive any complaint from any shareholder during the year and no complaint was pending as on 31.03.2017.

The Company has a designated email ID [info@decillion.co.in](mailto:info@decillion.co.in) for Grievance Redressal purpose where complaint can be lodged by the Shareholders.

**Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under Companies Act, 2013 and the Listing Regulation, a meeting of the Independent Directors was held on 14<sup>th</sup> February, 2017 which was attended by the Independent Directors to review the performance of Non independent Directors including Chairman and the Board as a whole.

**Subsidiary Company**

The Company does not have material Indian subsidiary whose turnover or networth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or networth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

As on March 31, 2017 the Company had the following non-listed Indian subsidiary Companies:

- Little Tracom Ltd.
- Maruti Tie-up Limited

The Subsidiaries of the Company are managed by its Board while the Company monitors the performance of the subsidiaries in the





following manner:

- The Financial Statements are regularly presented by the subsidiary Companies;
- All major investments/transactions are reviewed on quarterly basis and / or as and when need arises.
- The Financial Statements including particulars of investments made and significant transaction of all the unlisted subsidiary companies are reviewed by the audit committee.

The Minutes of the subsidiary companies as well as statement of significant transactions and arrangements entered into by the subsidiary companies are placed before the Board Meeting for their review.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Provision of Section 135 of the Companies Act, 2013 i.e. Corporate Social Responsibility is not applicable to the Company.

#### **GENERAL BODY MEETINGS**

AGM for the Financial Year	Date	Time	Venue	Special resolutions transacted
2013-2014	30.09.2014	1:00 p.m.	Mercantile Building, Block-E, 2 <sup>nd</sup> Floor, 9/12, Lalbazar Street, Kolkata - 700 001.	None
2014-2015	30.09.2015	2.00 p.m.	Mercantile Building, Block-E, 2 <sup>nd</sup> Floor, 9/12, Lalbazar Street, Kolkata - 700 001.	None
2015-2016	29.09.2016	3.00 p.m.	Mercantile Building, Block-E, 2 <sup>nd</sup> Floor, 9/12, Lalbazar Street, Kolkata - 700 001.	Yes 1. Voluntary Delisting of the shares from Calcutta Stock Exchange Limited.

#### **SPECIAL RESOLUTION PASSED IN THE LAST THREE YEARS**

Date of Postal Ballot/EGM	No. of Resolution	Details
	N.A.	

#### **DISCLOSURES**

##### **Related-party transactions**

The Company has adopted a policy on dealing with related party transactions and the same is disclosed at the Company's website at [www.decillion.co.in](http://www.decillion.co.in)

There are no significant transactions with Related Parties, which may have a potential conflict with the interests of the Company.

**Details of non-compliance by the Company, penalties and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

None

##### **Accounting treatment in preparation of financial statements**

The Company followed the guidelines as laid down in the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, for the preparation of the financial statements and there is no deviation from it in general.

The Company has adopted a policy for determining material subsidiaries and the same is disclosed at the Company's website at [www.decillion.co.in](http://www.decillion.co.in)

The Company's Remuneration Policy was adopted by the Nomination & Remuneration Committee and has been attached in Director's Report.

The Audit Committee had recommended to the Board the Whistle-Blower Policy / Vigil Mechanism which is posted on the Company's Website i.e. [www.decillion.co.in](http://www.decillion.co.in)

#### **COMPLIANCE CERTIFICATE**

Compliance Certificate on Corporate Governance from the Auditors of the Company is annexed with this Report.



**WHISTLE BLOWER POLICY**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism / Whistle blower policy under which any director/employees are free to report violations of applicable laws and regulations and the Code of Conduct. The Whistle Blower Policy / Vigil Mechanism have been posted on the Company's Website i.e. [www.decillion.co.in](http://www.decillion.co.in). The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

**MEANS OF COMMUNICATION****Quarterly / Annual results**

The unaudited quarterly and annual audited results are regularly published in a leading English Daily Newspaper (Business Standard) and a Bengali Daily (Kalantar) whereas the printed Annual Report containing statement of audited accounts and notice convening the Annual General Meeting are mailed to the shareholders, also displayed on the Company's Website [www.decillion.co.in](http://www.decillion.co.in)

**Website**

The Company's corporate website [www.decillion.co.in](http://www.decillion.co.in) contains comprehensive information about the company. An exclusive section is for Investors wherein annual reports, quarterly / half-yearly financial results, notices, shareholding patterns among others are available for reference or download.

**Annual Report**

The Annual Report containing inter alia audited Annual Accounts, Consolidated Financial Statements, Reports of the Auditors and Directors, Chairman's Statement, Management Discussion and Analysis Report and other important information is circulated to the members and displayed on the Company's website.

**Designated exclusive email-id**

The Company has designated email-id exclusive for investor services [info@decillion.co.in](mailto:info@decillion.co.in).

**Intimation to Stock Exchanges**

The Company intimates the Stock Exchanges about all price sensitive information or such other matters which in its opinion are material and of relevance to the shareholders.

**General Shareholder Information****ANNUAL GENERAL MEETING**

Date and Time	: 23 <sup>rd</sup> September, 2017 at 3.00 P.M.
Venue	: Registered office: Mercantile Building, Block-E, 2 <sup>nd</sup> Floor, 9/12, Lalbazar Street, Kolkata- 700 001
Financial Calendar	: 2017-2018 (Tentative Dates) First Quarter Results On or before August 14, 2017 Second Quarter Results On or before November 14, 2017 Third Quarter Results On or before February 14, 2018 Fourth Quarter Results On or before May 30, 2018
Date of Book Closure	: 18 <sup>th</sup> September, 2017 to 23 <sup>rd</sup> September, 2017 (both days inclusive)
Dividend payment date	: No dividend is being recommended
Listing on stock exchanges	: 1.BSE Limited. 2.The Calcutta Stock Exchange Ltd.



The Company has paid Listing Fees as applicable to the stock exchanges:

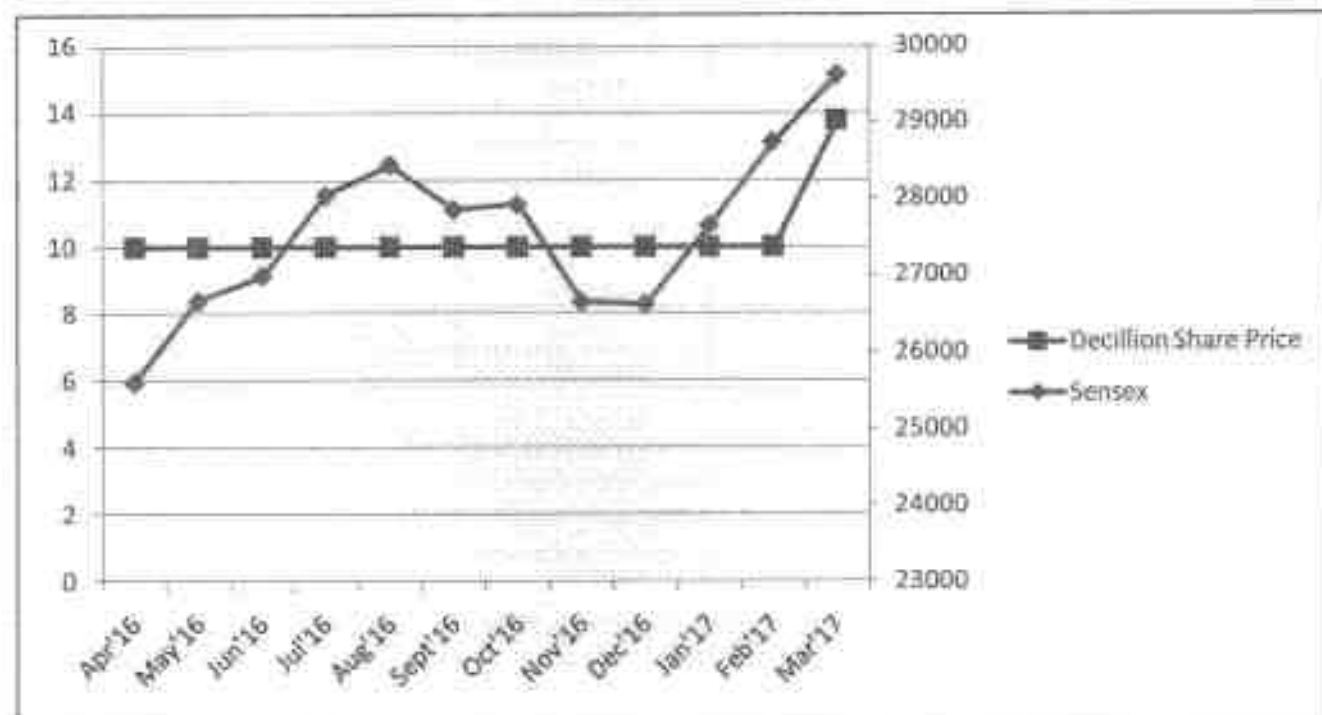
The ISIN of the Company on both NSDL and CDSL is INE848N01017.

### Market Price Data

Decillion share price vis-à-vis Bombay Stock Exchange April 2016-March 2017

Month	BSE Series Close	Decillion share price on BSE			Number of shares traded	No. of Trade	Turnover (Rs in lakhs) on BSE
		High	Low	Close			
April 2016	25606.62	N.A.					
May 2016	26667.96						
June 2016	26999.72						
July 2016	28051.86						
August 2016	28457.17						
September 2016	27865.96						
October 2016	27930.21						
November 2016	26652.81						
December 2016	26626.46						
January 2017	27655.96						
February 2017	28743.32						
March 2017	29620.50	13.77	12.50	13.77	302	19	4044

### Market Graph



**Registrar & Share Transfer Agent**

M/s Niche Technologies Pvt. Ltd., of D-511, Bagri Market, 71, B, R. B. Basu Road, Kolkata - 700 001 had been appointed as the Share Transfer Agent of the Company (STA) with a view to rendering prompt and efficient service to the Investors. The shareholders had been advised about such appointment of STA to handle share registry work pertaining to both physical and electronic segments of the Company.

**Share Transfer System**

The Authority to approve Share transfers has been delegated by the Board of Directors to the Stakeholders Relationship Committee. Requests received for transfer of Shares are processed within fifteen days of receipt. Physical Certificates are sent by Registered Post. A summary of transfer/transmission of such shares of the Company so approved by the Committee is placed at every Board Meeting. The Company obtains a Certificate under Clause 40(9) of the Listing Regulation from a Practicing Company Secretary, on half year basis, towards compliance of Share Transfer formalities by the Company within the due dates, in terms of the Listing Regulation with Stock Exchange.

Shareholders are, therefore requested to correspond with the STA for transfer/transmission of shares, change of address, other details and queries pertaining to their shareholding, etc. at [nichetechpl@nicetechpl.com](mailto:nichetechpl@nicetechpl.com) or (033) 22357270/71.

**Shareholding Pattern (As on 31<sup>st</sup> March 2017)**

Category	No. of Shares	%
Promoters	14,34,200	40.977
Domestic Companies	20,14,760	57.565
Indian Public	51,025	1.458
Clearing Member	15	00.000
<b>Total</b>	<b>35,00,000</b>	<b>100.000</b>

**Distribution of Shareholdings**

Sl. No.	No. of Shares	No. of Shareholders	% to Total no. of shareholders	Total Shares	% to Total no. of shares
1.	UPTO 500	416	92.4444	4,672	0.1335
2.	501 1000	0	0	0	0
3.	1001 5000	12	2.6667	34,278	0.9794
4.	5001 10000	2	0.4444	12,200	0.3486
5.	10001 50000	1	0.2222	48,000	1.3714
6.	50001 100000	7	1.5556	5,16,600	14.7600
7.	100001 AND ABOVE	12	2.6667	28,84,250	82.4071
	<b>TOTAL</b>	<b>450</b>	<b>100.0000</b>	<b>3500000</b>	<b>100.0000</b>

**Dematerialisation of Shares**

As on 31<sup>st</sup> March 2017 the number of shares in dematerialized form is 32,78,950 representing 93.68 % of the total shares and the balance 221050 shares representing 6.32 % of the total shares were held in physical form.

**Outstanding GDR/ADR/Warrants or Any Convertible Instruments, Conversion Date And Impact On Equity**

The Company has not issued any GDR/ADR/Warrants hence no amount is outstanding as at the year end.

**Reconciliation of Share Capital Audit Report**

In accordance with the requirements for a listed Company, as stipulated by SEBI, a Reconciliation of Share Capital Audit is conducted by a firm of Company Secretaries for the purpose of inter alia, reconciliation and confirmation of the total admitted equity share capital with the depositories and in the physical form with the total issued /paid up equity share capital of the company as listed on the exchange. Certificate issued in this regard are placed before the Board of Directors and forwarded to exchange where the shares of the company are listed.



**Address for Correspondence**

For any assistance in respect of status of dematerialisation of shares, transfer, transmission, issue of duplicate certificates, change of address, non-receipt of Annual Reports, Investors are requested to write to the Company at:

**DECILLION FINANCE LIMITED**

"Mercantile Building", Block-E,

2<sup>nd</sup> Floor, 9/12, Lalbazar Street,

Kolkata - 700 001

Email: [info@decillion.co.in](mailto:info@decillion.co.in)

Tel no. : 033 2248-5664

**Corporate Governance Compliance Certificate**

The Company has obtained Compliance Certificate from M/s S. K. Rungta & Co., Chartered Accountants regarding compliance of conditions on Corporate Governance and the same is attached to this report.

**Certificate of Compliance of the Code of Conduct of the Company**

This is to confirm that a code of conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the year ended 31st March, 2017 and the same has also been noted by the Board.

For DECILLION FINANCE LIMITED

Place: Kolkata

Date: 30.05.2017

Jitendra Kumar Goyal

Managing Director

(DIN 00468744)



CEO / CFO CERTIFICATION

The Board of Directors  
M/s DECILLION FINANCE LIMITED

Re: Financial Statement for the Financial Year 2016-2017 Certification by Executive Director

We, Jitendra Kumar Goyal, Managing Director and Rajesh Kumar Yadav, Chief Financial Officer of DECILLION FINANCE LIMITED on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2017 and to the best of our knowledge and belief, hereby certify that:

1. These statement do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 which is fraudulent, illegal or violative of Company's Code of Conduct.
4. We accept responsibility of establishing and maintaining internal control systems of the Company pertaining the financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design and operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - i. There have been no significant changes in internal control over financial reporting during the period.
  - ii. There have been no significant changes in accounting policies during the period.
  - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.
  - iv. That there were no deficiencies in the design or operations of internal controls that could adversely affect the company's ability to record, process, summarize and report financial data including any corrective actions.
  - v. That there are no material weaknesses in the internal controls over financial reporting.

For and on behalf of the Board

Place: Kolkata  
Date: 30.05.2017

Jitendra Kumar Goyal  
Managing Director  
(DIN 00468744)

Rajesh Kumar Yadav  
CFO





DECILLION FINANCE LIMITED

## CERTIFICATE OF THE AUDITORS IN RESPECT OF COMPLIANCE OF CORPORATE GOVERNANCE

To the Members of  
**DECILLION FINANCE LIMITED**

We have examined the compliance of conditions of corporate governance by **DECILLION FINANCE LIMITED** for the year ended on 31st March, 2017, as stipulated Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement and Regulations.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For S. K. Rungta & Co.  
Chartered Accountants  
FRN 308081E

Place: Kolkata  
Date: 30.05.2017

CA S. K. Rungta  
(Proprietor)  
Membership No. | 054864



**Annexure VI**  
**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE**  
**COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES**

**(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Sl. No.	Name of The Director	Title	Remuneration in F.Y 2016-17 (₹)	Remuneration in F.Y 2015-16	Shares/Stock Held	% Increase of Remun in 16-17 Against 15-16	Ratio of Remuneration to Mre (including Md)	Ratio of Remuneration to Mre (excluding Md)	Ratio of Remuneration to Revenues in 2017 (note - 1)	Ratio of Remuneration to Net Profit 2017 (note - 1)
1.	Mr. JITENDRA KUMAR GOYAL	MANAGING DIRECTOR	240000/-	34667/-	70100	NIL	1.33:1	2:1	0.016 : 1	0.19 : 1
2.	Mr. MAHESH KUMAR BHALOTIA	DIRECTOR	0	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3.	Mr. MAHESH KUMAR KEJRIWAL	DIRECTOR (Appointed w.e.f. 30.04.2016)	0	NIL	NIL	NIL	NIL	NIL	NIL	NIL
4.	Ms. Vishakha Mundhra	Director (Resigned on 20.08.2016)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**Remuneration to KMP**

Sl. No.	Name of The KMP	Title	Remuneration in F.Y 2016-17 (₹)	Remuneration in F.Y 2015-16	Shares/Stock Held	% Increase of Remun in 16-17 Against 15-16	Ratio of Remuneration to Mre (including Md)	Ratio of Remuneration to Mre (excluding Md)	Ratio of Remuneration to Revenues in 2017 (note - 1)	Ratio of Remuneration to Net Profit 2017 (note - 1)
1.	Mr. Ramu Kant Mishra	COMPANY SECRETARY (App w.e.f. 07.10.2016) (Resigned w.e.f. 04.04.2017)	52200/-	NIL	NIL	NIL	0.58:1	0.87:1	0.007 : 1	0.08 : 1
2.	Mr. RAJESH KUMAR YADAV	Chief Financial Officer	120000/-	10000/-	NIL	NIL	0.66:1	1:1	0.008 : 1	0.09 : 1

**NOTES:**

- Calculation based on annualized salary.
- Salary includes bonus amount.
- No remuneration is paid to any Non Executive director during the period.
- The Median Remuneration of Employees (MRE) including Managing Directors (MD) was Rs. 1,80,000.00 in the financial year 2016-17.
- The Median Remuneration of Employees (MRE) excluding Managing Directors (MD) was Rs. 1,20,000 in the financial year 2016-17.
- The number of permanent employees in the rolls of the company as on 31.03.2017 and 31.03.2016 were 4 and 4 respectively.
- The revenue growth during the Financial year 2016-17 was 59.48% over the Financial year 2015-16 and net profit has declined by (9.93%).



- H. The aggregate remuneration of employees excluding Managing Director has decline grew by 24.01 %.
- I. The Company being listed in BSE and CSE has the following market capitalizations :
- At BSE the market capitalization is Rs. . 48195000.00 (into 3500000 shares @ Rs. 13.77 each). The company got listed in the Bombay Stock Exchange in July 2015.
  - At CSE the market capitalization stands at Rs 35000000 (Divided into 3500000 shares @ Rs. 10 each. The shares of the Company are last traded in 1997. The growth in market capitalization remained stagnant.
- J. The company has a Nomination & Remuneration Policy in place, and it is strictly followed for fixation and payment of remuneration to the managerial personnel and other employees of the company. The policy has been developed with adherence to the Companies Act, 2013 and all other statutes as applicable.



## **INDEPENDENT AUDITORS' REPORT**

To,  
The Members of  
**DECILLION FINANCE LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of DECILLION FINANCE LIMITED (the Company), which comprise the balance sheet as at 31st March 2017, the Statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017 and its Profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

#### **1. As required by Section 143 (3) of the Act, we report that:**

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to the separate Report in "Annexure B" and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
  - iii. There are no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The company has provided requisite disclosure in its Financial Statement as to holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

For S. K. Rungta & Co.  
Chartered Accountants  
FRN 308081E

Place: Kolkata  
Date: 30.05.2017

CA S. K. Rungta  
Proprietor  
Membership No: 013860



**Annexure "A" to the Independent Auditors' Report**

The Annexure referred to in Independent Auditor's Report to the members of DECILLION FINANCE LIMITED on accounts of the Company for the year ended on March 31, 2017.

In our opinion and to the best of our information and according to the explanations given to us we certify that:

- (i) a. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - b. Fixed assets have been physically verified by the management at reasonable intervals by the management and no material discrepancies were noticed, and they have been properly dealt with in the books of account;
  - c. There were no immovable properties held in the name of the company.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed, and they have been properly dealt with in the books of account;
- (iii) The Company has not granted loans, secured or unsecured (Considered Good) to companies, firms, limited liability partnerships or other parties under Section 189 of the Companies Act, 2013.
- (iv) In respect of the loans provided & investments made, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any Loan during the financial year.
- (vi) Maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 was not applicable during the financial year.
- (vii) (a) The company is regular in depositing undisputed statutory dues including, income-tax, service tax, value added tax, cess and any other statutory dues to the appropriate authorities and the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned were not for a period of more than six months from the date they became payable.
  - (b) No dues of income tax, or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute. However according to information and explanation given to us, the following dues of income tax have not been deposited by the company on account of disputes.

Name of statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax and interest	13,07,970	A.Y 2014-2015	CIT (Appeals)

The company has filed appeal before CIT (Appeals) on 13.01.2017

- (viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders?
- (ix) No moneys were raised by way of initial public offer or further public offer (including debt instruments).
- (x) That no instance of any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company as defined under the provisions of the Companies Act 2013, and that the Nidhi Rules, 2014 were not applicable on the company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013. And, the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence requirements under section 42 of the Companies Act, 2013 were not attracted.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and hence the provisions of section 192 of Companies Act, 2013 were not attracted.



DECILLION FINANCE LIMITED

(vi) The company is a Non deposit taking Systemically not important Non Banking Financial Company and is duly registered under section 45-IA of the Reserve Bank of India Act, 1934.

For S. K. Rungta & Co.  
Chartered Accountants  
FRN.308081E

Place: Kolkata  
Date: 30.05.2017

CA S. K. Rungta  
Proprietor  
Membership No : 013860



## **Annexure "B" to the Auditor's Report**

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

We have audited the internal financial controls over financial reporting of **DECILLION FINANCE LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. K. Rungta & Co.  
Chartered Accountants  
FRN 308081E

Place: Kolkata  
Date: 30.05.2017

CA S. K. Rungta  
Proprietor  
Membership No : 013860



DECILLION FINANCE LIMITED

**BALANCE SHEET** as at 31 March 2017

Particulars	Notes	As at 31.03.2017	As at 31.03.2016
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds			
(a) Share Capital	1	35000000	35000000
(b) Reserves and Surplus	2	77108944	75819107
(2) Current Liabilities			
(a) Other current liabilities	3	73073	6628375
(b) Short Term Provisions	4	190211	216762
<b>Total</b>		<b>112372228</b>	<b>117664244</b>
<b>II. Assets</b>			
(1) Non-current assets			
(a) Fixed assets	5	9567	15785
(b) Non-current investments	6	16369875	19183004
(2) Current assets			
(a) Inventories	7	8986590	4280650
(b) Trade receivables	8	3707353	1926923
(c) Cash and cash equivalents	9	6617717	4894132
(d) Short-term loans and advances	10	76651646	87363750
(e) Other Current Assets	11	29481	-
<b>Total</b>		<b>112372228</b>	<b>117664244</b>

Significant accounting policies

Notes on Accounts

1-18

The accompanying notes form an integral part of the financial statements

In terms of our attached report of even date.

For S.K.RUNGTA & CO.  
**CHARTERED ACCOUNTANTS**  
 FRN 308081E

(CA S. K. Rungta)  
 Proprietor  
 Membership No. 13860

(Jitendra Kumar Goyal)  
 Managing Director  
 DIN : 00468744

(Mahesh Kumar Bhalotia)  
 Director  
 DIN : 00280743

Place : Kolkata  
 Date : 30.05.2017

(Rajesh Kumar Yadav)  
 Chief Financial Officer



**STATEMENT OF PROFIT AND LOSS** for the year ended 31st March, 2017

Particulars	Notes	For the year ended March 31, 2017	For the year ended March 31, 2016
I. Revenue from Operations	12	12987666	9552173
II. Other Income	13	2054248	(120429)
III. Total Revenue (I + II)		15041934	9431744
IV. Expenses:			
Purchases of Stock-in-Trade	14	14560325	10440034
Changes in Inventories of Stock-in-Trade	15	(4705940)	(4122650)
Employee Benefits Expense	16	717767	653405
Depreciation and amortization expense	5	6218	3850
Finance Cost	17	44505	52094
Other Expenses	18	2578249	634768
Total Expenses		13201125	7672401
V. Profit before tax (III - IV)		1840809	1759342
VI. Tax expense:			
(1) Current tax		347573	356801
(2) Taxation for earlier years		230000	-
VII. Profit after tax for the year (V - VI)		1263286	1402541
VIII. Earnings per equity share of face value of Rs. 10 each:			
- Basic & Diluted	19(h)	0.36	0.40

Significant accounting policies

Notes on Accounts

1-18

The accompanying notes form an integral part of the financial statements

In terms of our attached report of even date.

For S.K.RUNGTA & CO.  
CHARTERED ACCOUNTANTS  
FRN 308081E

(CA S. K. Rungta)  
Proprietor  
Membership No. 13860

Place : Kolkata  
Date : 30.05.2017

(Jitendra Kumar Goyal)  
Managing Director  
DIN : 00468744

(Mahesh Kumar Bhalotia)  
Director  
DIN : 00280743

(Rajesh Kumar Yadav)  
Chief Financial Officer

# CASH FLOW STATEMENT for the year 2016-17

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary Items	1,840,809	1,759,342
Adjustment for :		
Depreciation	-	-
Write-offs	-	-
(Profit)/Loss on sale of Fixed Assets	-	-
Interest paid	-	-
	1,840,809	1,759,342
Adjustment for :		
Interest Received	(277,689)	-
Dividend Received	(29,736)	(77,000)
Income from Non Current Investment	(2,815,572)	(27,000)
Operating Profit before Working Capital changes	1,282,188	1,655,342
Adjustment for :		
Current Assets	4,196,254	(27,191,880)
Current Liabilities	(6,555,302)	6,468,983
(Increase)/Decrease in Net Current Assets	(2,359,048)	(20,722,897)
Cash generated from Operations	(3,641,236)	(19,067,555)
Interest paid	-	-
Taxation	(577,523)	(356,801)
Cash Flow before extraordinary items	(4,218,759)	(19,424,356)
Extraordinary Items/Other Provisions		
Credit balance in P & L A/c of transferee company	-	-
Additional tax adjustments for earlier year	-	-
<b>Net Cash from operating activities (A) :</b>	<b>4,218,759</b>	<b>(19,424,356)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets	6,218	(15,785)
Write Offs	-	-
Profit Sale of Fixed Assets	-	-
(Increase)/Decrease in Investments	2,813,129	23,099,250
Interest Received	277,689	-
Dividend Received	29,736	77,000
Income from Investment	2,815,572	27,000
<b>Net Cash used in investing activities (B) :</b>	<b>5,942,344</b>	<b>23,157,465</b>



DECILLION FINANCE LIMITED

**CASH FLOW STATEMENT** for the year 2016-17

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Premium	-	-
Proceeds from Borrowing	-	-
Deferred Expenditure	-	-
Dividend paid	-	-
<b>Net Cash from Financing activities (C) :</b>	-	-
<b>Net increase/(decrease) in Cash and Cash equivalents (A+B+C) :</b>	1,723,585	3,733,109
Cash and Cash equivalents at the beginning of the year	4,894,132	1,161,023
Cash and Cash equivalents at the close of the year	6,617,717	4,894,132

For S.K.RUNGTA & CO.  
CHARTERED ACCOUNTANTS  
FRN 308081E

(CA S. K. Rungta)  
Proprietor  
Membership No. 13860

Place : Kolkata  
Date : 30.05.2017

(Jitendra Kumar Goyal)  
Managing Director  
DIN : 00468744

(Mahesh Kumar Bhalotia)  
Director  
DIN : 00280743

(Rajesh Kumar Yadav)  
Chief Financial Officer

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March 2017  
(Amount in ₹)

Particulars	31st March 2017	31st March 2016
<b>1 SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
3750000 Equity Shares of Rs 10 Each	37500000	37500000
<b>Issued, Subscribed and fully paid-up shares</b>		
3500000 Equity Shares of Rs 10 Each	35000000	35000000

a. Details of shareholders holding more than 5% shares in the company

Name of Shareholder	31st March 2017		31st March 2016	
	% of shares	No. of shares	% of shares	No. of shares
Sri Salasar Suppliers Pvt Ltd	9.11	319000	9.11	319000
Kudrat Holdings Pvt. Ltd.	12.34	432000	12.34	432000
Tubro Consultants & Enterprises Pvt. Ltd.	22.50	787500	22.50	787500

b. Reconciliation of the number of shares and amount outstanding at the beginning and end of the year.

Particular	Opening Balance	Further issue during the year	Closing Balance
Equity shares with voting rights Year ended 31 March, 2017			
- Number of shares	3500000	-	3500000
- Amount (Rs.)	35000000	-	35000000
Year ended 31 March, 2016			
- Number of shares	3500000	-	3500000
- Amount (Rs.)	35000000	-	35000000

c. Equity shares carry voting rights at the General Meetings of the Company, and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

2 Reserves and Surplus	31st March 2017		31st March 2016	
Securities Premium Reserve		66000000		66000000
Capital Reserve				
Opening balance	8294000		8294000	
Add : Transfer during the year	-	8294000	-	8294000
Profit & Loss A/c				
Opening Balance	684794		(379892)	
Add : Profit For the Year	1263286		1402341	
Add/(Less) : Transfer from/(to) Statutory Provision	26551		(57,347)	
Less: Statutory Reserve	252657	1721974	280508	684794
Reserve as per RBI Guidelines				
Statutory Reserve				
Opening Balance	840313		559805	
Add : Transfer from Profit & Loss A/c	252657	1092970	280508	840313
		77108944		75819107



3 Other Current Liabilities	31st March 2017		31st March 2016	
Advance Received		13073		6,500,000
Liability For Expenses		60000		128375
		73073		6628375
4 Short Term Provision				
Statutory Provision				
Opening Balance	216762		159415	
Add : Transfer from Profit & Loss A/c	(76551)		57347	
		190211		216762

5. Particulars of Assets	Gross Block			Depreciation			Net Block	
	As on 01.04.2016	Addition During tye Year	As on 31.03.2017	As on 01.04.2016	Addition During tye Year	As on 31.03.2017	As on 31.03.2017	As on 31.03.2016
Computer	19635	—	19635	3850	6218	10068	9567	15785
Total	19635	—	19635	3850	6218	10068	9567	15785

7 Non-Current Investments

Particulars	Face Value	As at 31.03.2017		As at 31.03.2016	
		No. of shares	Value ₹	No. of shares	Value ₹
<b>Non-Trade Investments</b>					
<b>Quoted - Bonds</b>					
NHAI Bond		400	459400	-	-
<b>Quoted - Equity Shares</b>					
Golden Goenka Fincorp Ltd.	10	177250	669311	-	-
IndiaBulls Housing Finance Limited	2	1100	296384	1100	296384
MCC Investment & Leasing Co Ltd.	10	16600	343620	16600	343620
Marico Limited	1	-	-	11,000	0.01
Ujjivan Financial Services Ltd.	10	71	14,910	-	-
<b>Unquoted - Equity Shares</b>					
Aurelian Trading Ltd.	10	-	-	25,000	250,000
Carwin Tracom Pvt Ltd	10	-	-	25,000	250,000
Centuple Commercial Ltd.	10	1000	10000	1,000	10,000
Indigo Dealers Pvt Ltd	10	-	-	72,000	720,000
Jayhit Tracom Ltd.	10	-	-	1,000	10,000
Mayborn Investments Pvt. Ltd.	10	-	-	48,425	484,250
Nextgen Sales (P) Ltd.	10	-	-	3,500	35,000
Nexus Dealtrade Pvt. Ltd.	10	-	-	1,750	17,500
Nexus Vinimay Pvt. Ltd.	10	-	-	2,000	20,000
Prakash Estates Pvt. Ltd.	10	10000	1000000	10,000	1,000,000
Risewell Credit Pvt. Ltd.	10	-	-	107,000	1,070,000
Shreyans Stockinvest Pvt Ltd	100	150	150000	950	350,000
Tirupati Tie up Ltd	10	-	-	90,000	900,000
<b>Investments in Subsidiaries</b>					
<b>Unquoted - Equity Shares</b>					
Littlestar Tracom Ltd.	10	54000	6430000	54,000	6,430,000
Maruti Tie-Up Pvt. Ltd.	10	96500	6996250	96,500	6,996,250
			16,369,875		19183004
<b>Market Value of Quoted Equity Shares</b>			2285758		3443690
<b>Break up Values of Unquoted Equity Shares</b>			12246552		74167572





# NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

7 Inventories : (At Cost or Break - up Value or Market Price whichever is lower)  
(As Taken, Valued & Certified by the Management)

Particulars	Face Value	As at 31.03.2017		As at 31.03.2016	
		No. of shares	Value ₹	No. of shares	Value ₹
<b>Quoted - Equity Shares</b>					
Electrosteel Steels Limited	10	40,000	183,900	40,000	183,900
Hindustan National Glass & Industries Ltd.	2	-	-	54,100	4,518,771
Nissan Copper Ltd.	10	16,786	29,879	16,786	29,879
<b>Unquoted - Equity Shares</b>					
ABM Finlease Pvt. Ltd.	10	51,000	5,100,000		
Dignity Dealtrade Pvt. Ltd.	10	10,000	1,000,000		
Ramjanki Electrocasting Pvt Ltd.	10	54,000	2,700,000		
			9,013,779		5,132,550
			27,190		851,901
Less : Devaluation in Stock (as per Market Price)			8,986,590		4,280,650
<b>Market Value of Quoted Equity Shares</b>			8,986,590		4,280,650

Particulars	31st March 2017	31st March 2016
<b>8 Trade Receivables:</b>		
Unsecured, Considered good	-	1,600,000
More than Six months from the date they become due	3,707,953	326,923
Others	3707353	1926923
<b>9 Cash &amp; Cash Equivalents:</b>		
Balances with Banks in Current Accounts	6405732	190288
Cash in Hand (As certified By Management)	211985	56323
Fixed Deposit	-	4,500,000
Accrued Interest on FD:	-	147,521
	6617717	4894132
<b>10 Short Term Loans &amp; Advances:</b>		
Loan to Others Considered good		
- Secured against Property	5000000	7,903,203
- Unsecured repayable on demand	67084470	67,601,711
Advances (Recoverable in cash or in kind or for the value to be received)	4000000	11,200,000
Income Taxes Refundable net of provisions	567176	658,836
	76651646	87363750
<b>11 Other Current Assets:</b>		
Accrued Interest on NHA Bond	29481	-

# NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

Particulars	31st March 2017	31st March 2016
<b>11 Revenue from Operations:</b>		
Sales Account (Shares and Securities)	5800865	2584892
INTEREST		
- On Loan to Others (TDS Rs.642762, PY. Rs.628738)	7186821	6967281
	<b>12987686</b>	<b>9552173</b>
<b>12 Other Income:</b>		
INTEREST		
- On Income Tax Refund	-	11,750
- On Fixed Deposit	231506	163,913
- On NHA/ Bond	29481	-
- On TDS	16702	-
Net gain on sale of Non-current Investments	2815572	27,000
Dividend	29736	77,000
Profit/(Loss) in Derivatives Trading	(1068749)	(400,092)
	<b>2054248</b>	<b>(120479)</b>
<b>13 Purchases of Stock-in-trade</b>		
Shares and Securities	14560325	10440034
<b>14 Changes in Inventories of Stock-in-Trade</b>		
Opening Stock		
Shares & Securities (A)	4280650	158,000
Closing stock		
Shares & Securities (B)	8986590	4,280,650
(A) - (B)	<b>(4705940)</b>	<b>(4,122,650)</b>
<b>15 Employee benefit expenses</b>		
Managing Director's Remuneration	240000	34,667
Salaries & Bonus	477767	613049
Staff Welfare	-	15,689
	<b>717767</b>	<b>663405</b>
<b>16 Finance Costs</b>		
Bank Interest paid	42878	52994
Interest on Borrowings	1627	-
	<b>44505</b>	<b>52994</b>



# NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

Particulars	As at 31.03.2017		As at 31.03.2016	
<b>17 Other Expenses</b>				
Payment to auditors				
- Statutory Audit Fees	15000		5000	
- Tax Audit Fees	5000		5000	
- Others	6000	26000	-	10000
Advertisement		31220		18890
Bad Debts		2003602		-
Bank Charges		5103		80
Conveyance		27583		39271
Demat Charges		2139		2118
Depository charges		28530		21750
Donation		20000		20000
Establishment charges		12000		12000
Filing Fees		16080		10800
General Expenses		17139		30383
Listing Fees		249038		278890
Office Maintenance Expenses		11660		26853
Postage & Telegram		6797		7558
Printing & Stationery		26384		23590
Profession Tax		2500		2500
Professional charges		58118		81220
Registrar Fees		25838		25526
Securities Transaction Tax		8419		23338
		<b>2578249</b>		<b>634768</b>

## 18 Other Notes:

- The Company's main business is Finance and Investment falling under one business head. Hence, Segemental Reporting as per AS - 17 is not applicable to the company.
- As required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by RBI, we enclose in the annexure the required Schedule to the Balance Sheet of a Non-Banking Finance Company.
- Statutory Reserve has been created @ 20% of Profit after Tax as per RBI guidelines.
- Contingent Provisions against Standard assets has been made @ 0.25% of the outstanding standard assets as per RBI directions.
- Previous year figures have been regrouped/rearranged wherever considered necessary.
- Contingent Liabilities & Contracts on capital account: NIL
- g. Related Party Transactions**



DECILLION FINANCE LIMITED

# NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

Disclosure in relation of Transactions with Related Parties in accordance with AS-18

Name of the Related Party (Nature of Relationship)	Nature of Transactions	Volume of Transactions/ % of Holding	Provisions for doubtful debts due from such parties at that date	Amounts written off or written back in the period in respect of debts due from or to related parties
Jitendra Kumar Goyal, Managing Director	Director's Remuneration	240000	NIL	NIL
Rajesh Kumar Yadav, Chief Financial Officer	Salary Paid	120000	NIL	NIL
Littlesat Tracom Ltd. (Subsidiary Company)	Investments	6430000 / 65.06 %	NIL	NIL
Maruti Tie-Up Ltd. (Subsidiary Company)	Investments	6996250 / 86.55%	NIL	NIL

## h. Calculation of EPS:-

	31.03.2017 (Rupees)	31.03.2016 (Rupees)
Profit after Tax (A)	1263285	1402541
No. of Equity Shares (B)	3500000	3500000
Earnings Per Share (A/B)	0.36	0.40

## i. Details of Specified Banks Notes (SBN)

Particulars	SBNs	Other denomination Notes	Total
Closing cash in hand as on 08/11/2016	-	201906.60	201906.60
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	18583.00	18583.00
(-) Amount deposited in banks	-	-	-
Closing cash in hand as on 30/12/2016	-	183323.60	183323.60

Notes 1-18 form integral part of the financial Statements for the year ended on 31/03/2017.

Signatures to Notes 1-18

In terms of our attached report of even date.

For S.K. RUNGTA & CO.

CHARTERED ACCOUNTANTS

FRN 308081E

(CA S.K. Rungta)  
Proprietor  
Membership No. 13860

Place : Kolkata  
Date: 30/05/2017

Jitendra Kumar Goyal  
Managing Director  
DIN: 00468744

Mahesh Kumar Bhalotia  
Director  
DIN: 00280743

Rajesh Kumar Yadav  
Chief Financial Officer

**Significant Accounting Policies to the financial statements for the year ended on 31st March 2017****a. General:**

The Company follows the Mercantile System of Accounting and recognises Income & Expenditure on Accrual Basis. The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act 2013, read with rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act 2013 as applicable.

**b. Revenue Recognition:**

Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of shares and securities and interest income. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

**c. Fixed Assets and Depreciation:**

i) Fixed Assets are stated at cost of acquisition less accumulated depreciation.

ii) Depreciation on fixed assets have been provided on written down value method over the estimated useful lives of the tangible fixed asset as prescribed in Schedule II of the Companies Act, 2013.

The estimated useful lives of the tangible fixed assets followed by the company in preparing the financial statements are described as below:

<i>Category of Tangible Fixed Asset</i>	<i>Estimated useful life</i>
Computer	3 yrs

**c. Interest on Borrowings:**

All other interest on Borrowings are recognized in the Statement of Profit & Loss in the period in which they are incurred.

**d. Employee Benefits:**

Short-term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.

**e. Investments:**

Investments have been valued at Cost. Provision for diminutions in the value is not considered unless such short fall is permanent in nature.

**f. Stock in Trade:**

Inventories are valued at cost or near realizable value whichever ever is lower.

**g. Taxation:**

Provision for current income tax is made on the taxable income using the applicable tax rates and tax laws.

**h. Earning per Share:**

Basic and diluted earning per share is calculated by dividing net profit for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

Significant accounting policies form integral part of the financial Statements  
for the year ended on 31/03/2017

Signatures to Significant accounting Policies

In terms of our attached report of even date.

For S.K.RUNGTA & CO.

CHARTERED ACCOUNTANTS

FRN 308081E

(CA S. K. Rungta)

Proprietor

Membership No. 13860

(Jitendra Kumar Goyal)

Managing Director

DIN : 00468744

(Mahesh Kumar Bhalotia)

Director

DIN : 00280743

Place : Kolkata

Date : 30.05.2017

(Rajesh Kumar Yadav)

Chief Financial Officer





# DECILLION FINANCE LIMITED

Schedule To The Balance Sheet Of Decillion Finance Limited As On 31.03.2017 As Required In Terms Of Paragraph 13 of A Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

( IN LAKHS)

## LIABILITIES SIDE

PARTICULARS	AMOUNT OUTSTANDING	AMOUNT OVERDUE
<b>1 LOANS AND ADVANCES AVAILED BY THE NRFCs INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID:</b>		
a DEBENTURES:		
- SECURED	NIL	NIL
- UNSECURED		
(OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSITS*)	NIL	NIL
b DEFERRED CREDITS	NIL	NIL
c TERM LOANS	NIL	NIL
d INTER CORPORATE LOANS AND BORROWINGS	NIL	NIL
e COMMERCIAL PAPER	NIL	NIL
f OTHER LOANS ( SPECIFY NATURE )	NIL	NIL

\*Please see note -3 below

## ASSETS SIDE

PARTICULARS	AMOUNT OUTSTANDING
<b>2 BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW:</b>	
- SECURED	50.00
- UNSECURED	710.84
<b>3 BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND OTHER ASSETS COUNTING TOWARDS AFC ACTIVITIES</b>	NIL
a LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS	
- FINANCIAL LEASE	NIL
- OPERATING LEASE	NIL
b STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS:	
- ASSETS ON HIRE	NIL
- REPOSSESSED ASSETS	NIL
c OTHER LOANS COUNTING TOWARDS AFC ACTIVITIES	NIL
- LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL
- LOANS OTHER THAN (a) ABOVE	NIL
<b>4 BREAK UP OF INVESTMENTS:</b>	
CURRENT INVESTMENTS	
1. QUOTED	
- SHARES	
EQUITY	1.57
PREFERENCE	NIL



# DECILLION FINANCE LIMITED

DEBENTURES AND BONDS	NIL
UNITS OF MUTUAL FUNDS	NIL
GOVERNMENT SECURITIES	NIL
OTHERS	NIL
2. UNQUOTED	
• SHARES	
(i) EQUITY	88.00
(ii) PREFERENCE	NIL
• DEBENTURES AND BONDS	NIL
• UNITS OF MUTUAL FUNDS	NIL
• GOVERNMENT SECURITIES	NIL
• OTHERS	NIL
LONG TERM INVESTMENTS	
1. QUOTED	
• SHARES	
(i) EQUITY	13.24
(ii) PREFERENCE	NIL
• DEBENTURES AND BONDS	4.59
• UNITS OF MUTUAL FUNDS	NIL
• GOVERNMENT SECURITIES	NIL
• OTHERS	NIL
2. UNQUOTED	
• SHARES	
(i) EQUITY	145.86
(ii) PREFERENCE	NIL
• DEBENTURES AND BONDS	NIL
• UNITS OF MUTUAL FUNDS	NIL
• GOVERNMENT SECURITIES	NIL
• OTHERS	NIL

## 5 BORROWER GROUP WISE CLASSIFICATION OF ASSETS FINANCED AS IN (2) AND (3) ABOVE:

Please Note 2 below

CATEGORY	AMOUNT NET OF PROVISIONS		
	SECURED	UNSECURED	TOTAL
1. RELATED PARTIES **			
(a) SUBSIDIARIES	NIL	NIL	NIL
(b) COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
(c) OTHER RELATED PARTIES	NIL	NIL	NIL
2. OTHER THAN RELATED PARTIES	50.00	710.84	760.84
TOTAL	50.00	710.84	760.84

**6 INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED): please see note 3 below as per Accounting Standard of ICAI**

CATEGORY	MARKET VALUE / BREAK UP OR FAIR VALUE OR NAV	BOOK VALUE (NET OF PROVISION)
1. RELATED PARTIES **		
(a) SUBSIDIARIES	116.02	134.26
(b) COMPANIES IN THE SAME GROUP	NIL	NIL
(c) OTHER RELATED PARTIES	NIL	NIL
2. OTHER THAN RELATED PARTIES	119.97	119.30
<b>TOTAL</b>	<b>235.19</b>	<b>253.56</b>

**7 OTHER INFORMATION:**

PARICULARS	AMOUNT
I GROSS NON- PERFORMING ASSETS	
(a) RELATED PARTIES	NIL
(b) OTHER THAN RELATED PARTIES	NIL
II NET NON- PERFORMING ASSETS	
(a) RELATED PARTIES	NIL
(b) OTHER THAN RELATED PARTIES	NIL
III ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL

**NOTES:**

- As defined in paragraph 2 (1) (xii) of the Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning Norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve bank) Direction, 2015.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, Market value in respect of quoted investment and break up / fair value/ NAV in respect on unquoted investment should be disclosed irrespective of whether they are classified as long term or current in (4) above.



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**DECILLION FINANCE LIMITED**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **DECILLION FINANCE LIMITED** ("the Company"), and its subsidiary companies ("the company and its subsidiary companies together referred as "the Group") which comprise the consolidated balance sheet as at 31<sup>st</sup> March 2017, the consolidated Statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information ("the Consolidated financial statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors are responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act as applicable. The respective Board of Directors of the Company and its subsidiary companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error which have been used for the purpose of preparation of these consolidated financial statements by the Board of Directors of the Company.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidences obtained by us and the audit evidence obtained by the other auditors referred to in the "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March 2017 and its consolidated Profit and its consolidated cash flows for the year ended on that date.

### **Other Matter**

We did not audit the financial statements of direct subsidiary companies. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.



Our opinion on the consolidated financial statements, and are report on Other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Company as on 31<sup>st</sup> March 2017 taken on record by the Board of Directors of the company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors are disqualified as on 31<sup>st</sup> March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls refer to our audit report in "Annexure A" which is based on the Auditor's Reports of the Company and its subsidiary companies incorporated in India. Our reports expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Group has disclosed the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements as of March 31, 2017.
    - ii. The Group has made provisions in its consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
    - iv. The company has provided requisite disclosure in its Financial Statement as to holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

For S. K. Rungta & Co.  
Chartered Accountants  
FRN 308081E

Place : Kolkata  
Date : 30.05.2017

CA S. K. Rungta  
Proprietor  
Membership No : 013860



**ANNEXURE-A TO THE AUDITOR'S REPORT****Report on the Internal Financial Controls under Clause (i) Of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("The Act")**

In conjunction with our audit of consolidated financial statement of the Company as of the year ended 31<sup>st</sup> March, 2017, we have audited the internal financial controls over financial reporting of **M/S DECILLION FINANCE LIMITED** ("the Holding Company") and its subsidiary companies as on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that



the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. K. Rungta & Co,  
Chartered Accountants  
FRN 308081E

Place : Kolkata  
Date : 30.05.2017

CA S. K. Rungta  
Proprietor  
Membership No : 013850

**CONSOLIDATED BALANCE SHEET** as at 31 March 2017

Particulars	Notes	As at 31.03.2017	As at 31.03.2016
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds			
(a) Share Capital	1	35000000	35000000
(b) Reserves and Surplus	2	77098819	75835427
(2) Minority Interest		3555102	3563569
(3) Current Liabilities			
(a) Trade Payables	3	4678000	-
(b) Other current liabilities	4	86298	6647851
(c) Short Term Provisions	5	190211	216762
<b>Total</b>		<b>120608430</b>	<b>121263609</b>
<b>II. Assets</b>			
(1) Non-current assets			
(a) Goodwill on Consolidation		1840033	1840033
(b) Fixed Assets	6	9567	15785
(b) Non-current investments	7	17034125	19759754
(2) Current assets			
(a) Inventories	8	13654590	4,280,650
(b) Trade receivables	9	4557353	2743923
(c) Cash and cash equivalents	10	6821381	5265048
(d) Short-term loans and advances	11	76651646	87358416
(e) Other Current assets	12	29736	-
<b>Total</b>		<b>120608430</b>	<b>121263609</b>

Significant accounting policies

Notes on Accounts

1-18

*The accompanying notes form an integral part of the financial statements*

In terms of our attached report of even date.

For S.K.RUNGTA &amp; CO.

CHARTERED ACCOUNTANTS

FRN 308081E

**Jitendra Kumar Goyal**  
Managing Director  
DIN: 00468744

**Mahesh Kumar Bhalotia**  
Director  
DIN: 00280743

(CA S.K.Rungta)  
Proprietor  
Membership No. 13860

Place - Kolkata  
Date: 30/05/2017

**Rajesh Kumar Yadav**  
Chief Financial Officer

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS** for the year ended 31st March, 2017

Particulars	Notes	For the year ended March 31, 2017	For the year ended March 31, 2016
I. Revenue from Operations	13	12987686	9620217
II. Other Income	14	2054248	(136929)
III. Total Revenue (I + II)		15041934	9483288
IV. Expenses:			
Purchases of Stock-in-Trade	15	19238325	10440034
Changes in Inventories of Stock-in-Trade	16	(9383940)	(4122650)
Employee Benefits Expense	17	717767	663405
Depreciation and amortization expense	6	6218	3850
Finance Cost	18	44505	52,994
Other Expenses	19	2613302	679058
Total Expenses		13236178	7716692
V. Profit before tax (III - IV)		1805756	1766596
VI. Tax expense:			
(1) Current tax		347523	362135
(2) Taxation for earlier years		230000	-
VII. Profit for the year (before adjustment for Minority Interest) (V - VI)		1228233	1404461
VIII. Share of Profit/(Loss) transferred to Minority Interest		(8608)	(10)
IX. Profit for the year (after adjustment for Minority Interest) (VII - VIII)		1236841	1404471
X. Earnings per equity share:			
- Basic & Diluted		0.35	0.40

Significant accounting policies

Notes on Accounts

1-20

The accompanying notes form an integral part of the financial statements

In terms of our attached report of even date.

For S.K.RUNGTA &amp; CO.

CHARTERED ACCOUNTANTS

FRN 308081E

(CA S.K.Rungta)

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30/05/2017

Jitendra Kumar Goyal

Managing Director

DIN: 00468744

Mahesh Kumar Bhalotia

Director

DIN: 00280743

Rajesh Kumar Yadav

Chief Financial Officer



# **CONSOLIDATED CASH FLOW STATEMENT** for the year 2016-17

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary Items	1,805,756	1,760,596
Adjustment for:		
Depreciation	6,218	-
Write-offs	-	-
(Profit)/Loss on sale of Fixed Assets	-	-
Interest paid	-	-
	1,811,974	1,760,596
Adjustment for:		
Interest Received	(277,689)	-
Dividend Received	(29,736)	77,000
Income from Investment	(2,815,572)	10,500
Profit from Commodity Derivative Trading	-	-
Operating Profit before Working Capital changes	(1,311,023)	1,854,096
Adjustment for:		
Current Assets	(520,335)	(28,017,651)
Current Liabilities	(1,910,104)	2,821,481
(Increase)/Decrease in Net Current Assets	(2,430,439)	(25,156,370)
Cash generated from Operations	(3,741,462)	(23,342,274)
Interest paid	-	-
Taxation	(577,523)	(362,135)
Cash Flow before extraordinary items	(4,318,985)	(23,704,409)
Adjustment for Consolidation	141	(5,860,271)
Transfer from Contingent Provisions to Profit & Loss Account	26,551	(57,347)
<b>Net Cash from operating activities (A) :</b>	<b>(4,292,292)</b>	<b>(29,622,027)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets	-	(15,785)
Write Offs	-	-
Profit Sale of Fixed Assets	-	-
(Increase)/Decrease in Investments	2,725,629	33,070,750
Interest Received	277,689	-
Dividend Received	29,736	(77,000)
Income from Investment	2,815,572	(10,500)
Profit from Commodity Derivative Trading	-	-
<b>Net Cash from / (used in) investing activities (B) :</b>	<b>5,848,626</b>	<b>32,957,465</b>

**CONSOLIDATED CASH FLOW STATEMENT** for the year 2016-17

<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Forfeited Shares	-	-
Share Premium	-	-
Proceeds from Borrowing	-	-
Deferred Expenditure	-	-
Dividend paid	-	-
Net Cash from Financing activities (C) :	-	-
Net increase/(decrease) in Cash and Cash equivalents (A+B+C) :	1,556,333	3,346,438
Cash and Cash equivalents at the beginning of the year	5,265,048	1,919,610
Cash and Cash equivalents at the close of the year	6,821,381	5,265,048

For S.K.RUNGTA & CO.  
CHARTERED ACCOUNTANTS  
FRN 308081E

(CA S.K.Rungta)  
Proprietor  
Membership No. 13860

Place : Kolkata  
Date: 30/05/2017

Jitendra Kumar Goyal  
Managing Director  
DIN: 00468744

Mahesh Kumar Bhalotia  
Director  
DIN: 00280743

Rajesh Kumar Yadav  
Chief Financial Officer





## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

Particulars	31st March 2017	31st March 2016
<b>1 SHARE CAPITAL</b>		
<b>AUTHORISED:-</b>		
3750000 Equity Shares of Rs 10 Each	37500000	37500000
<b>Issued,Subscribed and fully paid-up shares</b>		
3500000 Equity Shares of Rs 10 Each	35000000	35000000

### a.Details of shareholders holding more than 5% shares in the company

Name of Shareholder	31st March 2017		31st March 2016	
	% of shares	No. of shares	% of shares	No. of shares
Sri Salasar Suppliers Pvt. Ltd	9.11	319000	9.11	319000
Kudrat Holdings Pvt. Ltd.	12.34	432000	12.34	432000
Tubro Consultants & Enterprises Pvt. Ltd.	22.50	787500	22.50	787500

### b. Reconciliation of share capital at beginning and end of accounting year

Particular	Opening Balance	Further issue during the year	Closing Balance
Equity shares with voting rights Year ended 31 March, 2017			
- Number of shares:	3500000	-	3500000
- Amount (Rs.)	35000000	-	35000000
Year ended 31 March, 2016			
- Number of shares	3500000	-	3500000
- Amount (Rs.)	35000000	-	35000000

### c. Equity shares carry voting rights at the General Meetings of the Company, and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

2 Reserves and Surplus	31st March 2017		31st March 2016	
Securities Premium Reserve		66000000		66000000
Capital Reserve		8294000		8294000
Profit & Loss A/c				
Opening Balance	701114		(340673)	
Add : Profit For the Year	1236841		1404471	
Add/(Less) : Elimination on Consolidation			(24829)	
Add/(Less) : Transfer from/(to) Statutory Provision	26351		(57347)	
Less: Statutory Reserve	252657	1711894	280508	701114
Reserve as per RBI Guidelines				
Statutory Reserve				
Opening Balance	840313		559805	
Add : Transfer from Profit & Loss A/c	252657	1092970	280508	840313
		77098819		75835427



3 Trade payable	31st March 2017		31st March 2016	
Sundry Creditors for purchases		4678000		-
4 Other Current Liabilities				
		13073		6502725
		73225		145126
Liability For Expenses		86298		6647851
5 Short Term Provision				
Contingent Provision against Standard Assets				
Opening Balance	216762		159415	
Add : Transfer from Profit & Loss A/c	(26551)		57347	
		190211		216762

7 Non-Current Investments

Particulars	Face Value	As at 31.03.2017		As at 31.03.2016	
		No. of shares	Value ₹	No. of shares	Value ₹
<b>Non Trade Investments</b>					
<b>Quoted - Bonds</b>					
NHAI Bond		400	459400	-	-
<b>Quoted - Equity Shares</b>					
IndiaBulls Housing Finance Limited	2	1,100	296,384	1,100	296,384
MCC Investment & Leasing Co Ltd.	10	16600	343620	16,600	343,620
Golden Goenka Fincorp Ltd.	10	177250	669311		
Marico Limited	1			11,000	0.01
Ujjivan Financial Services Ltd.	10	71	14,910		
<b>Unquoted - Equity Shares</b>					
Aurelian Trading Ltd	10	-	-	25,000	250,000
ABM Finlease Pvt Ltd	10	146,000	1,460,000	141,000	1,410,000
Carwin Tracom Pvt Ltd	10	-	-	25,000	250,000
Centuple Commercial Ltd	10	1,000	10,000	1,000	10,000
Fastflow Commodore Limited	10	600	60,000	600	60,000
Indigo Dealers Pvt Ltd	10	-	-	72,000	720,000
Janhit Tracom Ltd	10	-	-	1,000	10,000
Mayborn Investments Pvt. Ltd.	10	200,800	1,008,000	209,225	1,492,250
Nestgen Sales (P) Ltd.	10	-	-	3,500	35,000
Nexus Dealtrade Pvt. Ltd.	10	-	-	1,750	17,500
Nexus Vinimay Pvt. Ltd.	10	-	-	2,000	20,000
Merit Commodosales Limited	10	15000	1500000	15,000	1,500,000
Planet Dealtrade Pvt Ltd	10	3,750	37,500		
Prakash Estate Pvt. Ltd.	10	10,000	1,000,000	10,000	1,000,000
Risewell Credit Pvt. Ltd.	10	-	-	107,000	1,070,000
Shreyans StockInvest (P) Ltd.	100	600	375000	1,400	575,000
Silverlake Tradelinks Ltd.	10	5000	500000	5,000	500,000
Tirupati Tie up Ltd	10	-	-	90,000	900,000
<b>Unquoted -Preference Shares</b>					
Dignity Dealtrade Pvt. Ltd.	10	11,500	2,300,000	11,500	2,300,000
Vibgyor Commotrade Pvt. Ltd.	10	35,000	7,000,000	35,000	7,000,000
			17034125		19759754
<b>Market Value of Quoted Equity Shares</b>			2285758		3443690



# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2017

8 Inventories : (At Cost or Break - up Value or Market Price whichever is lower)

(Amount in ₹)

(As Taken, Valued & Certified by the Management)

Particulars	Face Value	As at 31.03.2017		As at 31.03.2016	
		No. of shares	Value ₹	No. of shares	Value ₹
<b>Quoted - Equity Shares</b>					
Electrosteel Steels Limited	10	40,000	183,900	40,000	183,900
Hindusthan National Glass & Industries Ltd.	2	—	—	54,100	4,918,771
Nissan Copper Ltd.	10	16,786	29,879	16,786	29,879
<b>Unquoted -Equity Shares</b>					
ABM Finlease Pvt. Ltd.	10	51,000	5,100,000	—	—
Daulat Vintrade Pvt Ltd	10	5,000	50,000	—	—
Dignity Dealtrade Pvt. Ltd.	10	10,000	1,000,000	—	—
Indigo Dealers Pvt Ltd	10	144,000	1,440,000	—	—
Merit Commodities Limited	10	6,000	60,000	—	—
Ramjanki Electrocasting Pvt Ltd.	10	54,000	2,700,000	—	—
Silverlake Tradelinks Ltd	10	10,500	105,000	—	—
Twinkle Vintrade Pvt Ltd	10	2,300	23,000	—	—
Zigna Commodities Pvt. Ltd.	10	15,000	3,000,000	—	—
			13,691,779		5,132,550
Less : Devaluation in Stock (as per Market Price)			27,190		851,901
			13,664,590		4,280,650
<b>Market Value of Quoted Equity Shares</b>			186,590		4,280,650

Particulars	31st March 2017	31st March 2016
<b>9 Trade Receivables:</b>		
Unsecured, Considered good	—	1,600,000
More than Six months from the date they become due	—	—
Others	455,7353	1,143,923
	455,7353	2,743,923
<b>10 Cash &amp; Cash Equivalents:</b>		
Balances with Banks in Current Accounts	648,2479	473,429
Cash In Hand (As certified By Management)	338,903	144,098
Fixed Deposit	—	4,500,000
Accrued Interest on FD	—	147,521
	682,1381	5,265,048
<b>11 Short Term Loans &amp; Advances:</b>		
Loan to Others, Considered good	—	—
-Secured against Property	500,0000	7,903,203
- Unsecured repayable on demand	67084470	67,601,711
Advances (Recoverable in cash or in kind or for the value to be received)	400,0000	11,194,666
Income Taxes Refundable net of provisions	56,7176	658,836
	766,51646	87,358,416



# NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2017 (Amount in ₹)

Particulars	31st March 2017	31st March 2016
<b>12 Other Current Assets:</b>		
Accrued interest on NHAI Bond	29736	77,000.00
<b>13 Revenue from Operations:</b>		
Sales Account	5800865	2584892
(Shares and Securities)		
INTEREST		
- On Loan to Others (TDS Rs.642762, PY. Rs.628738)	7186821	6967281
Profit from Commodity Derivatives Trading	-	68,044
	12987686	9620217
<b>14 Other Income:</b>		
INTEREST		
- On Income Tax Refund	16702	11,750
- On Fixed Deposit	231506	163,913
- On NHAI Bond	29481	-
Net gain on sale of Non-current Investments	2815572	10500
Dividend	29736	77,000
Profit/(Loss) in Derivatives Trading	(1068749)	(400,092)
	2054248	(136929)
<b>15 Purchases of Stock-in-trade</b>		
Shares and Securities	19238325	10440034
<b>16 Changes in Inventories of Stock-in-Trade</b>		
Opening Stock		
Shares & Securities (A)	4280650	158,000
Closing stock		
Shares & Securities (B)	13,664,590	4,280,650
(A) - (B)	(9383940)	(4,122,650)
<b>17 Employee benefit expenses</b>		
Managing Director's Remuneration	240000	34,667
Salaries & Bonus	477767	613049
Staff Welfare	-	15,689
	717767	663405
<b>18 Finance Costs</b>		
Bank Interest paid	42878	52994
Interest on Borrowings	1627	-
	44505	52994



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS** for the year ended 31st March 2017  
(Amount in ₹)

Particulars	As at 31.03.2017		As at 31.03.2016	
<b>19 Other Expenses</b>				
Payment to auditors				
- Statutory Audit Fees	18225		8251	
- Tax Audit Fees	5000		5000	
- Others	6000	29225	-	13251
Advertisement		31220		18890
Bad Debts		2003602		-
Bank Charges		7284		1155
Conveyance		29569		41141
Demat Charges		2139		2118
Depository charges		28630		21750
Donation		20000		20000
Establishment charges		12000		12000
Filing Fees		18480		14000
General Expenses		19712		33278
Listing Fees		249038		278890
Office Maintenance Expenses		14550		29333
Postage & Telegram		7735		8472
Printing & Stationery		29244		26196
Profession Tax		7500		7500
Professional charges		69118		102220
Registrar Fees		25838		25526
Securities Transaction Tax		8419		23338
		<b>2613302</b>		<b>679058</b>



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2017 (Amount in ₹)

### 20 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO CONSOLIDATED ACCOUNTS :

#### A. CONSOLIDATION OF ACCOUNTS:

The consolidated financial statements of the company and its subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act 2013, read with rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act 2013 as applicable. The Consolidated Financial Statements comprise the financial statement of the following subsidiary companies:

Name of the Subsidiaries	Country of Incorporation	Proportion of ownership interest
Littlestar Tracom Ltd.	India	65.06%
Maruti Tie-Up Ltd.	India	86.55%

#### B. PRINCIPLES OF CONSOLIDATION :

Decillion Finance Limited (the Holding Company) and its Subsidiaries (including their Subsidiaries) referred to as 'the Group'. The Consolidated financial statements of the group have been prepared in accordance with Accounting Standard 21(AS-21)" Consolidated Financial Statements" and Accounting Standard 23 (AS-23)" Accounting for Investments in Associates in Consolidated Financial Statements". The consolidated financial statements have been prepared on the following basis:

- The Financial statements of the Holding Company and its subsidiary company has been combined on line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after eliminating intra group balances and intra-group transactions resulting in unrealised profits or losses.
- In case of Investments in Subsidiary, where the Shareholdings is less than 100%, minority interest in the net assets of Consolidated Subsidiary consist of:
  - The amount of equity attributable to minorities at the date on which investments in the Subsidiary is made.
  - The minorities shares of movements in equity since the date the holding subsidiary relationship came into existence.
- Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.
- The Excess of cost of the Holding Company of its investments in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investments is recognised in the consolidated financial statements as goodwill if it is tested for impairment on a periodic basis and written-off if found impaired.

#### C. OTHER SIGNIFICANT ACCOUNTING POLICIES :

These are set out under 'Significant Accounting Policies' as given in the Company's separate financial statements.

#### D. Other Notes:

- The Company's main business is Finance and Investment falling under one business head. Hence, Segmental Reporting as per AS - 17 is not applicable to the company.
- As required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by RBI, we enclose in the annexure the required Schedule to the Balance Sheet of a Non-Banking Finance Company.
- Statutory Reserve has been created @ 20% of Profit after Tax as per RBI guidelines.
- Contingent Provisions against Standard assets has been made @ 0.25% of the outstanding standard assets as per RBI directions.
- Previous year figures have been regrouped/rearranged wherever considered necessary.
- Contingent Liabilities & Contracts on capital account: Nil.





**g. Related Party Disclosures:**

Disclosure in relation of Transactions with Related Parties in accordance with AS-18

Name of the Related Party (Nature of Relationship)	Nature of Transactions	Volume of Transactions
Jitendra Kumar Goyal, Managing Director	Director's Remuneration	240000
Rajesh Kumar Yadav, Chief Financial Officer	Salary Paid	120000

Notes 1-20 form integral part of the financial Statements for the year ended on 31/03/2017

Signatures to Notes 1-20

In terms of our attached report of even date.

For S.K.RUNGTA & CO.  
CHARTERED ACCOUNTANTS  
FRN 308081E

(CA S.K.Rungta)  
Proprietor  
Membership No. 13860

Place : Kolkata  
Date: 30/05/2017

Jitendra Kumar Goyal  
Managing Director  
DIN: 00465744

Mahesh Kumar Bhalotia  
Director  
DIN: 00280743

Rajesh Kumar Yadav  
Chief Financial Officer



## DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: "Mercantile Building" Block E, 2<sup>nd</sup> Floor,  
9/12, Lalbazar Street, Kolkata-700 001

Email: [info@decillion.co.in](mailto:info@decillion.co.in); Website: [www.decillion.co.in](http://www.decillion.co.in)

### ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters) \_\_\_\_\_

Name of the Proxy, if any (In block letters) \_\_\_\_\_

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company at "Mercantile Building", 2<sup>nd</sup> Floor, 9/12, Lal Bazar Street, Block-E, Kolkata-700 001, on Saturday, the 23<sup>rd</sup> September, 2017 at 03.00 P.M.

Signature of Shareholder \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

\* Applicable for investors holding shares in electronic form



## DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: "Mercantile Building" Block E, 2<sup>nd</sup> Floor,  
9/12, Lalbazar Street, Kolkata-700 001

Email: [info@decillion.co.in](mailto:info@decillion.co.in); Website: [www.decillion.co.in](http://www.decillion.co.in)

### FORM NO. MGT 11

#### Proxy Form

[Pursuant to Section 105(8) of the Companies Act, 2013 and Rule 15(3) of the Companies (Management and Administration Rules), 2014]

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of \_\_\_\_\_ equity share of the above mentioned Company hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her
2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held at "Mercantile Building", 2<sup>nd</sup> Floor, 9/12, Lal Bazar Street, Block-E, Kolkata-700 001, on Saturday, the 23<sup>rd</sup> September, 2017 at 03.00 P.M. in respect of such resolutions as are indicated below:

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution	Resolution	For	Against
<b>Ordinary Business</b>			
1.	Ordinary Resolution to be passed to receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2017 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr. Mahesh Kumar Bhalodia (DIN: 00280743), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution appoint of Statutory Auditor of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

**Note:**

The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.

For the Resolutions, explanatory statements and notes please refer to the Notice of the 23<sup>rd</sup> Annual General Meeting.

\*This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will entitled to vote in the manner as he/she thinks appropriate.



## **DECILLION FINANCE LIMITED**

Regd. Office : "Mercantile Building", Block-E, 2nd Floor  
9/12 Lalbazar Street, Kolkata - 700 001  
Email : [info@decillion.co.in](mailto:info@decillion.co.in); Website : [www.decillion.co.in](http://www.decillion.co.in)