

# DECILLION FINANCE LIMITED



ANNUAL REPORT 2014-2015

## Corporate Information

### BOARD OF DIRECTORS

Jitendra Kumar Goyal	<i>Executive Director</i>
Mahesh Kumar Bhalotia	<i>Non-Executive Director</i>
Nikunj Kanodia	<i>Independent &amp; Non-Executive Director</i>
Ashish Jalan	<i>Independent &amp; Non-Executive Director</i>
Bharti Ranga	<i>Non-Executive Director</i>

### COMPANY SECRETARY CUM

#### COMPLIANCE OFFICER

CS Abhijit Nagee (resigned w.e.f. 21st July, 2014)  
CS Poonam Dalmia (appointed w.e.f. 21st July, 2014)

#### CHIEF FINANCIAL OFFICER

Prabhat Kumar Marda (w.e.f. 21/07/2015)

#### BANKER

IDBI Bank  
ICICI Bank

#### STATUTORY AUDITORS

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

#### SECRETARIAL AUDITOR

Anand Khandelia  
7/1A, Grant Lane, 2nd Floor  
Room No. 206, Kolkata-700012

#### REGISTRAR & SHARE TRANSFER AGENT

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

#### REGISTERED OFFICE

Mercantile Building,  
Block-E, 2nd Floor,  
9/12, Lalbazar Street,  
Kolkata – 700 001  
Tel : 91 33 2248 5664  
Fax : 91 33 2243 9601  
Website: www.decillion.co.in  
Email id: info@decillion.co.in

#### CORPORATE IDENTIFICATION NUMBER

L65999WB1995PLC067887

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## DECILLION FINANCE LIMITED

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

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

CIN: L65999WB1995PLC067887

### NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st 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 **Wednesday, the 30th September, 2015 at 02.00 P.M.** to transact the following business :

#### ORDINARY BUSINESS :

1. To receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2015 along with Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Bharti Ranga (DIN : 06864738), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 22nd AGM and to fix their remuneration and to pass the following resolution as **Ordinary Resolution** :

**"RESOLVED that** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s S.K. Rungta & Co., Chartered Accountants (Registration No. 308081E), be and is hereby ratified for a year until the conclusion of next Annual General Meeting to be held in the year 2016 and authorize the Board of Directors to fix their remuneration."

#### Registered Office :

Mercantile Building, Block-E, 2nd Floor

9/12, Lalbazar Street, Kolkata – 700001

Date : 28th August, 2015

By Order of the Board  
**DECILLION FINANCE LIMITED**

**Poonam Dalmia**  
Company Secretary

#### 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. The Cut-off date of eligible shareholders for dispatching / E-mailing of Notice & Form is 07.08.2015.
3. Corporate members intending to send their authorised representatives to attend the Meeting 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.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges :

<b>Name of Director</b>	<b>Ms. Bharti Ranga</b>
Date of Birth	12/11/1988
Date of Appointment	09/05/2014
Qualification	B.A (Hons)., CS
Experience	Possess good working commercial experience
Directorship in other Public Limited Companies	01
Chairman/Member of the Committee in which she is a Director apart from this Company#	02

*# Only Audit Committee and Stakeholders Relationship Committee have been considered.*

5. The Register of members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).
6. 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.
7. 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.
8. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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 Pvt. Ltd.**  
D-511 Bagree Market, 5th Floor  
71, B.R.B. Basu Road, Kolkata – 700001  
Phone No. : 033 22357270/71; Telefax : 033 22156823  
Email: nichetechpl@nichetechpl.com
14. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.
15. The Securities and Exchange Board of India (SEBI) has mandated to 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.

16. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2015 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@decillion.co.in](mailto:info@decillion.co.in)

**17. 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 Clause 35B of the Listing Agreement, 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 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, 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) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) 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.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Decillion Finance Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) 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 akkhandelia@rediffmail.com with a copy marked to 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. (ii) 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 23rd September, 2015.
- 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. 23rd September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- 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 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 Khandelia, 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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith 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 the The Calcutta Stock Exchange Limited, BSE Limited, Delhi Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Jaipur Stock Exchange Limited.

**Registered Office :**

Mercantile Building, Block-E, 2nd Floor  
 9/12, Lalbazar Street, Kolkata – 700001  
 Date : 28th August, 2015

By Order of the Board  
**DECILLION FINANCE LIMITED**

**Poonam Dalmia**  
 Company Secretary



## DIRECTORS' REPORT

To,  
The Members,

Your directors have pleasure in presenting their Twenty-first Annual Report on the business and operations of Decillion Finance Limited (the "Company") together with the audited statement of accounts for the year ended 31st March, 2015.

### Financial Highlights (Standalone and Consolidated)

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

(in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Revenue	10488991	4851399
Less: Expenditure	9950293	4116215
Profit/(Loss) before taxation	538697	735184
Less: Tax Expense	161967	197714
<b>Profit after tax</b>	<b>376730</b>	<b>537470</b>
Transfer to Special Reserve	75346	107494
Transfer to Contingent Provisions against Standard Assets	(25557)	87798
Balance brought forward from Previous year	(655720)	(1173493)
Balance transferred to Balance Sheet	(379892)	(655720)

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

(in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Revenue	10634146	5163195
Less: Expenditure	10079835	4264310
Profit/(Loss) before taxation	554311	898885
Less: Tax Expense	176272	231766
<b>Profit after tax</b>	<b>378039</b>	<b>667119</b>
Share of Profit / (Loss) transferred to Minority Interest	201	39000
Balance Profit / (Loss) C/F to the next year	(340673)	(612718)

### Operating & Financial Performance

Gross revenues increased to Rs. 1,04,88,991, a growth of around 116.21% against Rs. 48,51,399 in the previous year. Profit before taxation was Rs. 5,38,697 against Rs. 7,35,184 in the previous year. The percentage of profit has decreased by 26.73% due to onetime exceptional expenditure towards Initial Listing Fees & Merchant Bankers Fees. After providing for taxation of Rs. 1,61,967 & Rs. 1,97,714 respectively, the net profit of the Company for the year under review was placed at Rs. 3,76,730 as against Rs. 5,37,470 in the previous year.

### Dividend

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

### **Changes in Share Capital**

During the Financial Year 2014-15, there has been no change in the share capital of the Company.

### **Extract of Annual Return**

The extract of Annual Return, in format MGT-9, for the Financial Year 2014-15 has been enclosed with this report as **Annexure I**.

### **Board of Directors**

In accordance with the provisions of Companies Act, 2013 Ms. Bharti Ranga (DIN: 06864738), Director of the Company retires by rotation and being eligible offers herself for re-appointment.

At the 20th Annual General Meeting of the company held on 30th September, 2014 the Company had appointed Mr. Ashish Jalan (DIN 06503424) and Mr. Nikunj Kanodia (DIN 06427863) as independent directors under the Companies Act, 2013 for 5 consecutive years for a term upto September, 2019.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of listing agreement.

### **Key Managerial Personnel**

Ms. Poonam Dalmia, Company Secretary was appointed as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013 w.e.f. 21st July, 2014 and Ms. Abhijit Nagee resigned on 21st July, 2014 as Company Secretary and no other Key Managerial Person has been appointed or retired or resigned during the year under review.

### **Number of Board Meetings**

During the Financial Year 2014-15, eleven (11) meetings of the Board of Directors of the Company and four (4) Audit Committee Meetings 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.

### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### **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**.

### **Declaration by Independent Directors**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

### **Committees of the Board**

Currently, the Board has three committees: the audit committee, nomination and remuneration committee and stakeholders' relationship committee. All committees consist of requisite number of independent directors.





### 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. The detail of the investments made by the Company is given in the notes to the financial statements.

### Related Party Transactions

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://decillion.co.in/related-party-policy>.

The details of the transactions with related parties during 2014-15 are provided in the accompanying financial statements.

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

### 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 31.03.2015 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.

### 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 Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.

### Secretarial Auditor

Mr. Anand Khandelia, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for Financial Year 2014-15 form a part of the Director Report and is attached here as **Annexure III**. The Secretarial Audit

Report contains a remark for not appointing Chief Financial Officer, it has been stated that Company will soon appoint the CFO u/s 203 of the Companies Act, 2013.

#### **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.

#### **Material Changes Affecting the Financial Position of the Company**

Your Company has received In Principal Approval for listing of equity shares on the BSE Limited under direct listing vide letter no. DCS/DL/MA/IP/1068/2014-15 dated 23rd March, 2015. Soon your Company will be listed at BSE Limited.

#### **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.

#### **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.

#### **Details of Subsidiary**

As on March 31, 2015 the Company had five Indian subsidiaries. There has been change in the number of subsidiaries but there has been no change in the nature of business of the subsidiaries, during the year under review. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company and all its subsidiary companies, which is forming part of the Annual Report. A statement containing salient features of the financial statements of the subsidiary companies in the prescribed format, AOC 1 is also included in the Board Report and is attached in the Annual Report as **Annexure IV**. In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company [www.decillion.co.in](http://www.decillion.co.in). Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company [www.decillion.co.in](http://www.decillion.co.in).

#### **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)

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

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report.

#### **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 under Clause 49 of the Listing Agreement forms part of the Annual Report and annexed as **Annexure V**.

#### **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 and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

#### **Deposits**

The Company being a non- banking financial Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

#### **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) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **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.

#### **Listing of Shares on BSE**

Your Company has received In Principle Approval for Listing of Equity Shares on the Exchanges under Direct Listing vide letter DCS/DL/MA/IP/1068/2014-15 dated March 23, 2015.

#### **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.

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

Place: Kolkata  
Date: 30/05/2015

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

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

## 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) is 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. 104,88,991/- during the year with net profitability of Rs. 3,76,730/-. 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 2014-15. 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.

**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 NOTE**

Statements made in this Management Discussion and Analysis Report may contain certain forward-looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India and abroad, volatility in interest rates and in the securities market, new regulations and Government policies that may impact the Company's businesses as well as the ability to implement its strategies.

**DECLARATION OF THE DIRECTORS ON THE CODE OF CONDUCT**

This is to inform that the Company has adopted a Code of Conduct for its employees including the directors. We confirm that the Company has in respect of the financial year ended March 31, 2015, received from the senior management team of the company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

By Order of the Board of Directors

Date : 30/05/2015  
Place: Kolkata

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



## ANNEXURE – I

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31.03.2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and 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, 2nd 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	94.62

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

Sl. No.	Name of the Company	Address of the Company	CIN	Holding / Subsidiary/ Associate	% of share held	Applicable Section
1	Aurelian Trading Private Limited	285B, B. B. Ganguly Street, 2nd Floor, Eastern Part Kolkata – 700012	U51909WB2012PTC187998	Subsidiary	59.52%	2(87) ii
2	Centuple Trading Limited	1, Haltu School Road, P.O. Haltu, Kolkata – 700078	U51909WB2012PLC187976	Subsidiary	50.98%	2(87) ii
3	Goldmoon Commotrade Ltd.	12A, N. S. Road, 1st Floor, Room No. 10A, Kolkata - 700001	U52190WB2010PLC145349	Subsidiary	60%	2(87) ii

SL. No.	Name of the Company	Address of the Company	CIN	Holding / Subsidiary/ Associate	% of share held	Applicable Section
4	Littlestar Tracom Ltd.	'Mercantile Building', 2nd Floor, Block – E, 9/12, Lal Bazar Street, Kolkata - 700001	U51909WB2010PLC144543	Subsidiary	65.06%	2(87) ii
5	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	1049500	0	1049500	29.986	1219600	0	1219600	34.846	4.860
e) Banks / Financial Institutions									
Any Other									
<b>Sub-total (A)(1)</b>	<b>1264100</b>	<b>0</b>	<b>1264100</b>	<b>36.117</b>	<b>1434200</b>	<b>0</b>	<b>1434200</b>	<b>40.977</b>	<b>4.860</b>
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1264100</b>	<b>0</b>	<b>1264100</b>	<b>36.117</b>	<b>1434200</b>	<b>0</b>	<b>1434200</b>	<b>40.977</b>	<b>4.860</b>
<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									





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	
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	315100	1899750	2214850	63.281	1814760	200000	2014760	57.565	-5.716
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	0	21050	21050	0.601	29990	21050	51040	1.458	0.857
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others Specify									
1. NRI									
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members									
5. Trusts									
6. Foreign Bodies - D.R.									
<b>Sub-total (B)(2)</b>	<b>315100</b>	<b>1920800</b>	<b>2235900</b>	<b>63.883</b>	<b>1844750</b>	<b>221050</b>	<b>2065800</b>	<b>59.023</b>	<b>-4.860</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>315100</b>	<b>1920800</b>	<b>2235900</b>	<b>63.883</b>	<b>1844750</b>	<b>221050</b>	<b>2065800</b>	<b>59.023</b>	<b>-4.860</b>
C. Shares held by Custodian for GDRs & ADRs									
<b>GRAND TOTAL (A+B+C)</b>	<b>1579200</b>	<b>1920800</b>	<b>3500000</b>	<b>100.000</b>	<b>3278950</b>	<b>221050</b>	<b>3500000</b>	<b>100.000</b>	<b>0.000</b>

## ii) Shareholding of Promoters

SI No.	Category of Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in share-holding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	ANJANIPUTRA PROMOTERS PRIVATE LIMITED	0	0.000	0.000	100	0.003	0.000	0.003
2	JITENDRA KUMAR GOYAL	70100	2.003	0.000	70100	2.003	0.000	0.000
3	KUDRAT HOLDINGS PRIVATE LIMITED	262000	7.486	0.000	432000	12.343	0.000	4.857
4	RENU GOYAL	70000	2.000	0.000	70000	2.000	0.000	0.000
5	TUBRO CONSULTANTS AND ENTERPRISES PVT. LTD	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
	<b>TOTAL</b>	<b>1264100</b>	<b>36.117</b>	<b>0.000</b>	<b>1434200</b>	<b>40.977</b>	<b>0.000</b>	<b>4.860</b>

## (iii) Change in Promoters' Shareholding

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANJANIPUTRA PROMOTERS PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	31/03/2014 Transfer	100	0.003	100	0.003
	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	262000	7.486		
	b) Changes during the year				
	Date Reason				
	11/04/2014 Transfer	100000	2.857	362000	10.343
	02/05/2014 Transfer	70000	2.000	432000	12.343
	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



SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	TUBRO CONSULTANTS AND ENTERPRISES PVT. L				
	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>1264100</b>	<b>36.117</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) :**

SI No.	For Each of the Top 10 Shareholders	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	ABM FINLEASE PRIVATE LIMITED				
	a) At the Beginning of the Year	160000	4.571		
	b) Changes during the year				
	Date Reason				
	25/04/2014 Transfer	-90000	2.571	70000	2.000
	c) At the End of the Year			70000	2.000
2	FASTFLOW COMMOMODEAL LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	31/03/2015 Transfer	100000	2.857	100000	2.857
	c) At the End of the Year			100000	2.857
3	GANGADHAR DEALERS PVT LTD				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	06/06/2014 Transfer	160000	4.571	160000	4.571
	c) At the End of the Year			160000	4.571
4	GOYAL COMMERCIAL PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	25/04/2014 Transfer	159750	4.564	159750	4.564
	c) At the End of the Year			159750	4.564

SI No.	For Each of the Top 10 Shareholders	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
5	GOYAL COMMERCIAL PRIVATE LIMITED				
	a) At the Beginning of the Year	159750	4.564		
	b) Changes during the year				
	Date Reason				
	25/04/2014 Transfer	-159750	4.564	0	0.000
	c) At the End of the Year			0	0.000
6	LATANGI VYAPAAR PVT LTD				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	06/06/2014 Transfer	154000	4.400	154000	4.400
	c) At the End of the Year			154000	4.400
7	MANGALCHAND PROPERTY & INVESTMENT PRIVAT				
	a) At the Beginning of the Year	165000	4.714		
	b) Changes during the year				
	Date Reason				
	11/04/2014 Transfer	-100000	2.857	65000	1.857
	23/05/2014 Transfer	-30000	0.857	35000	1.000
	c) At the End of the Year			35000	1.000
8	MAYBORN INVESTMENT PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.286		
	b) Changes during the year				
	Date Reason				
	18/04/2014 Transfer	-150000	4.286	0	0.000
	c) At the End of the Year			0	0.000
9	PRERANA VINIMAY PRIVATE LIMITED				
	a) At the Beginning of the Year	164000	4.686		
	b) Changes during the year				
	Date Reason				
	25/04/2014 Transfer	-164000	4.686	0	0.000
	c) At the End of the Year			0	0.000
10	SHREYANS STOCKINVEST 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
11	SHUABHI INVESTMENTS PVT LTD				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	04/04/2014 Transfer	23000	0.657	23000	0.657
	23/05/2014 Transfer	140000	4.000	163000	4.657
	c) At the End of the Year			163000	4.657



SI No.	For Each of the Top 10 Shareholders	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
12	SRI SALASAR SUPPLIERS PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	23/05/2014 Transfer	155000	4.429	155000	4.429
	06/02/2015 Transfer	164000	4.686	319000	9.114
	c) At the End of the Year			319000	9.114
13	SRIVANI MERCHANTS PVT LTD				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	06/06/2014 Transfer	167000	4.771	167000	4.771
	c) At the End of the Year			167000	4.771
14	SUDIPTA TRADERS PRIVATE LIMITED				
	a) At the Beginning of the Year	155000	4.429		
	b) Changes during the year				
	Date Reason				
	25/04/2014 Transfer	-155000	4.429	0	0.000
	c) At the End of the Year			0	0.000
15	SUJALI FASHION PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	04/04/2014 Transfer	27000	0.771	27000	0.771
	23/05/2014 Transfer	123000	3.514	150000	4.286
	c) At the End of the Year			150000	4.286
16	TORNER TIE UP PVT LTD				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	06/06/2014 Transfer	137000	3.914	137000	3.914
	c) At the End of the Year			137000	3.914
17	VEDIK HOLDINGS PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.286		
	b) Changes during the year				
	Date Reason				
	04/04/2014 Transfer	-27000	0.771	123000	3.514
	25/04/2014 Transfer	-123000	3.514	0	0.000
	c) At the End of the Year			0	0.000

SI No.	For Each of the Top 10 Shareholders	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
18	VIRTUOUS HOLDINGS PRIVATE LIMITED				
	a) At the Beginning of the Year	163000	4.657		
	b) Changes during the year				
	Date Reason				
	04/04/2014 Transfer	-23000	0.657	140000	4.000
	25/04/2014 Transfer	-140000	4.000	0	0.000
	c) At the End of the Year			0	0.000
19	VISION COMMOTRADE PVT. LTD.				
	a) At the Beginning of the Year	160000	4.571		
	b) Changes during the year				
	Date Reason				
	25/04/2014 Transfer	-160000	4.571	0	0.000
	c) At the End of the Year			0	0.000
	<b>TOTAL</b>	<b>1546750</b>	<b>44.193</b>	<b>1734750</b>	<b>49.564</b>

**(v) Shareholding of Directors and Key Managerial Personnel :**

SI No.	For each of the Directors and Key Managerial Personnel	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
	Name: Jitendra Kumar Goyal Designation: Director				
	At the beginning of the year	70100	2.003	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	70100	2.003	-	-

**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:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (in ₹)
1	Gross salary	NIL		
	(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			
	Total (A)			
	Ceiling as per the Act			

**B. Remuneration to other Directors**

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

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (in ₹)
		CEO	CS	CFO	
1	Gross salary		<b>Poonam Dalmia</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	164834	NIL	164834
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	—	NIL	—
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	—	NIL	—
2	Stock Option	NIL	—	NIL	—
3	Sweat Equity	NIL	—	NIL	—
4	Commission	NIL	—	NIL	—
	- as % of profit - others, specify...				
5	Others, please specify				
	<b>Total</b>	NIL	164834	NIL	164834

**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)
A.	COMPANY					
	Penalty					
	Punishment					
	Compounding					
B.	DIRECTORS					
	Penalty					
	Punishment					
	Compounding					
C.	OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment					
	Compounding					



## 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, KMPs 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. No re-appointment shall be made earlier than one year before the expiry of term.
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 31st March, 2015**

[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.

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, 2015 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, 2015 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) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (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;
- (v) 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) Amendments and notifications issued by Ministry of Corporate Affairs, New Delhi in regards with the Companies Act, 2013.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Ltd., Delhi Stock Exchange Ltd., Jaipur Stock Exchange Ltd. and Ahmedabad Stock Exchange Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations that:

1. The “Key Managerial Personnel” i.e Chief Financial Officer as required to be appointed by companies listed on stock exchanges in India, pursuant to the provision of section 203(1) of the Companies Act, 2013 have not been appointed by the Company during the period under scrutiny. However, it has been represented to us by the management of the Company that the Board of Directors of the Company is in the process of searching of a suitable candidate for the same.

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 the Company except for the listing of the equity shares at BSE Limited, there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company’s affairs.

Place : Kolkata  
Date : 30.05.2015

**Anand Khandelia**

FCS No. : 5803

C P No.: 5841

**ANNEXURE - IV**
**Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures**

[Pursuant to the first proviso to Sub-section (3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 - AOC -1]

**Part "A" – Subsidiaries**

Sl. No.	Name of the Subsidiary	Reporting Period	Reporting Currency & Exchange rate	Share Capital	Reserves & Surplus	Total assets	Total liabilities	Investments	Turnover	Profit before Tax	Provision for Tax	Profit/(Loss) after Tax	Proposed Dividend	% of share-holding
1	Aurelian Trading Private Limited	31st March, 2015	INR	1260000	6720719	8022430	8022430	7942000	29942	2453	2318	135	-	59.52
2	Centuple Commercial Limited	31st March, 2015	INR	510000	-20652	501322	501322	200000	24903	2218	2614	-396	-	50.98
3	Goldmoon Comtrade Ltd.	31st March, 2015	INR	500000	3600204	7732008	7732008	7587500	34927	3760	4256	-496	-	60
4	Littlestar Tracom Ltd.	31st March, 2015	INR	830000	6260635	7117089	7117089	6985000	25403	4038	2821	1217	-	65.06
5	Maruti Tie-up Pvt. Ltd.	31st March, 2015	INR	1115000	6958552	8100239	8100239	8000000	29982	3146	2296	850	-	86.55

Note: Janhit Tracom Limited have been sold during the year.

**Part "B" – Associates and Joint Ventures**

Sl. No.	Name of Associates	Latest audited Balance Sheet Date	Shares of Associates/ Joint Ventures held by the company on the year end	Amount of Investment in Associates	Extend of Holding %	Description of how there is significant influence	Reason why the associate is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss for the year	Considered in Consolidation (i)	Not Considered in Consolidation (ii)
NOT APPLICABLE											

By Order of the Board of Directors  
For Decillion Finance Limited

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

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

Place: Kolkata  
Date: 30/05/2015

## ANNEXURE - V

**REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

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 Clause 49 of the Listing Agreement 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**

In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company’s policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management.

**Composition of the Board**

The Board of Directors presently consists of five Directors out of which two are Non-executive Independent Directors; two are Non-executive Non Independent Directors & an Executive Director. Management of the Company is headed by Sri Jitendra Kumar Goyal (J. K. Goyal), Executive Director. During the Year under review Eleven (11) Board Meetings were held and the gap between two meetings did not exceed 120 days. Dates of the Board Meeting are 01/04/2014, 25/04/2014, 13/05/2014, 30/05/2014, 21/07/2014, 14/08/2014, 28/08/2014, 06/10/2014, 05/11/2014, 13/02/2015 and 31/03/2015.

Name of the Directors	Category	Financial Year 2014-2015		Attendance at the Last AGM	No. of Directorship in other Public Limited Companies incorporated in India ##	Committee positions held in other public companies ###	
		Board Meeting held	Board Meeting attended			Chairman	Member
Mr. J. K. Goyal (DIN 00468744)	Executive Director	11	11	Yes	04	05	01
Mr. Mahesh Kumar Bhalotia (DIN 00280743)	Non-Executive Director	11	11	Yes	Nil	Nil	Nil
Mr. Nikunj Kanodia (DIN 06427863)	Independent and Non-Executive Director	11	11	Yes	01	Nil	Nil
Mr. Ashish Jalan (DIN 06503424)	Independent and Non-Executive Director	11	11	Yes	01	Nil	Nil
Ms. Bharti Ranga (DIN 06864738) #	Non-Executive Director	04	02	Yes	01	Nil	02

# Appointed as Director on 30.09.2014

##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.

**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 [www.decillion.co.in](http://www.decillion.co.in)

## CODE OF CONDUCT

The Code of Conduct in line with the provisions of Clause 49 of the Listing Agreement has been framed /adopted by the Board and is applicable to all the members of the Board and Senior Management Executives. This Code forms an integral part of the Company's Governance policy. The Company adheres to the highest standards of business ethics, compliance with the Statutory and legal requirements and commitment to transparency in business dealings.

## COMMITTEES OF THE BOARD

The Board of Directors of the Company has constituted three Committees viz, Audit Committee, Nomination & Remuneration Committee and 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 present Audit Committee consists of Mr. Nikunj Kanodia, Director, as the Chairman of the Committee, Mr. Jitendra Kumar Goyal and Mr. Ashish Jalan, Directors are its' other Members. Mr. Nikunj Kanodia and Mr. Ashish Jalan are Independent Directors and Mr. Jitendra Goyal is Executive Director.

During the year under review, four meetings of the committee were held on 30.05.2014, 14.08.2014, 05.11.2014 and 13.02.2015. 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. Nikunj Kanodia, Chairman	Non-Executive Independent Director	4	4
Mr. Jitendra Goyal	Executive Director	4	4
Mr. Ashish Jalan	Non-Executive Independent Director	4	4

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. Ms. Poonam Dalmia, Company Secretary acts as a Secretary to the Committee.

### Terms of Reference of the Committee, inter alia, includes the following :

- (i) Recommend for appointment, remuneration and terms of appointment of Auditors of the Company
- (ii) Review and monitor the Auditor's independence and performance and effectiveness of audit process
- (iii) Examination of the financial statement and the Audit Report thereon
- (iv) Approval or any subsequent modification of transactions of the Company with related parties
- (v) Scrutiny of inter corporate loans and investments, if any
- (vi) Valuation of undertakings or assets of the Company, wherever its necessary
- (vii) Evaluation of internal financial control and risk management system
- (viii) Monitoring the end use of fund through public offers and related matters, if any
- (ix) The Audit Committee may call for comments of the Auditors about the Internal Control System, the scope of Audit





including observation of the Auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the Internal and Statutory Auditors and Management of the Company.

- (x) The Audit Committee shall have authority to investigate into any matter in relation to item specified in (i) to (ix) as stated above and for this purpose shall have power to obtain professional advice from external sources and full access to information contained in the records of the Company.
- (xi) The Auditors of the Company and the Key Managerial Personnel (KMP) shall have a right to be heard in the meetings of the Audit Committee when it considers the Audit Report but shall not have a right to vote.

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

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time.

#### **Terms of Reference of the Committee, inter alia, includes the following :**

- 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
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **Meeting Details**

During the period under review, members of the Nomination & Remuneration Committee were Mr. Nikunj Kanodia, Director, as the Chairman of the Committee, Mr. Jitendra Kumar Goyal, Ms. Bharti Ranga (w.e.f 30.09.2014) and Mr. Ashish Jalan, Directors are its other members.

The Committee met on 1st April, 2014, 30th May, 2014 & 21st July, 2014 during the year ended 31st March, 2015. All the members except Ms. Bharti Ranga were present at the meetings.

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.

#### **Stakeholders Relationship Committee**

The committee is headed by Mr. Nikunj Kanodia, as Chairman (Non-Executive Director) and Mr. Jitendra Kumar Goyal, Director is Member. Ms. Poonam Dalmia was appointed as a Company Secretary and Compliance Officer of the Company on 21st July, 2014 on account of resignation of Ms. Abhijit Nagee from the post of Company Secretary and Compliance Officer. The Committee generally meets once in three months to deal with any complaints or grievances as may be received from the Shareholders. No Complaint had been received during the Financial Year 2014-15. The Company is registered with SEBI under SCORES.

## MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under Companies Act, 2013 and the Listing Agreement, a meeting of the Independent Directors was held on 20th January, 2015 which was attended by all the Independent Directors to review the performance of Non Independent Directors including Chairman and the Board as a whole.

## SUBSIDIARY COMPANY

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 by all the 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.

## GENERAL BODY MEETINGS

Location and time of last three Annual General Meetings :

AGM for the Financial Year	Date	Time	Venue
2011-2012	29.09.2012	3:00 p.m.	Mercantile Building, Block-E, 2Nd Floor, 9/12, Lalbazar Street, Kolkata-700001
2012-2013	30.09.2013	1:00 p.m.	Mercantile Building, Block-E, 2Nd Floor, 9/12, Lalbazar Street, Kolkata-700001
2013-2014	30.09.2014	1:00 p.m.	Mercantile Building, Block-E, 2Nd Floor, 9/12, Lalbazar Street, Kolkata-700001

## SPECIAL RESOLUTION PASSED IN THE LAST THREE YEARS

Date of AGM/ Postal Ballot/EGM	No. of Resolution	Details
5th February, 2013	1	1. To appoint Mr. Ashish Jalan as the Director of the Company.
8th February, 2013	2	1. Migration of the shares of the Company to be listed at SME platform of BSE Limited. 2. Adoption of new set of Articles of Association for the Company.

## DISCLOSURES

- There were no materially significant related party transactions i.e. transactions of the Company of material nature, which its promoters, the Directors of the Management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the Company at large. The related party transactions have been duly disclosed in the "Notes on Accounts" to the Balance Sheet.
- There were no cases of non-compliance by the Company and no penalties / strictures imposed on the Company by any Statutory Authority on any matter.
- The statutory financial statements of the Company are unqualified.



**d. Reconciliation of Share Capital Audit :**

A Qualified Company Secretary carried out a Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**e. Code For Prevention Of Insider Trading :**

In compliance with the SEBI Regulations on prevention of Insider Trading, the company has framed a comprehensive Code of Conduct for prevention of Insider Trading for its designated employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violations.

**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**

The Quarterly and Half Yearly Results are published normally in Business Standard and Newz Bangla/Duranta Barta. The results are not sent individually to the shareholders. The Company has its own website <http://www.decillion.co.in> and all vital information relating to the Company and its performance including financial results, shareholding pattern, compliance with corporate governance and corporate presentations, etc. are regularly posted on the website as required under clause 54 of the Listing Agreement. The Company ensures that the contents of this website are periodically updated.

**GENERAL SHAREHOLDER INFORMATION**

Annual General Meeting	
Date and Time	: 30th September, 2015 at 2.00 P.M.
Venue	: Registered office: Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata – 700 001
Financial Calendar	: 2015-2016 (Tentative Dates)
	First Quarter Results      2nd week of August, 2015
	Second Quarter Results      2nd week of November, 2015
	Third Quarter Results      2nd week of February, 2016
	Fourth Quarter Results      Last week of May, 2016
Date of Book Closure	: 24th September, 2015 to 30th September, 2015 (both days inclusive)
Dividend payment date	: No dividend is being recommended

Listing on stock exchanges	:	1. Ahmedabad Stock Exchange Ltd.
		2. The Calcutta Stock Exchange Ltd.
		3. Delhi Stock Exchange Ltd.
		4. Jaipur 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

**There has been no trading in shares of the company during the Financial Year 2015-2016**

#### 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 47(C) of the Listing Agreement 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 Clause 47(c) of the Listing Agreement 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@nichetechpl.com or (033) 22357270/71.

#### SHAREHOLDING PATTERN (AS ON 31ST MARCH 2015)

Category	No. of Shares	% of holding
Promoters	1434200	40.977
Domestic Companies	2014760	57.565
Indian Public	51040	1.458
<b>Total</b>	<b>3500000</b>	<b>100.000</b>

#### DISTRIBUTION OF SHAREHOLDINGS

Share Holding	Shareholders' Number	Percentage of Shareholders	No. of Shares	Percentage of Shares
UPTO - 500	486	93.2821	4672	0.1335
501 - 1000	0	0	0	0
1001 - 5000	12	2.3033	34278	0.9794
5001 - 10000	2	0.3839	12200	0.3486
10001 - 50000	2	0.3839	83000	2.3714
50001 - 100000	8	1.5355	616600	17.6171
100001 AND ABOVE	11	2.1113	2749250	78.5500
<b>TOTAL</b>	<b>521</b>	<b>100.0000</b>	<b>3500000</b>	<b>100.0000</b>



### DEMATERIALISATION OF SHARES

As on 31st March 2015 the number of shares in dematerialized form is 3278950 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.

### 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,  
2nd Floor, 9/12, Lalbazar Street,  
Kolkata – 700 001  
Email: info@decillion.co.in

### DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

A declaration by the Executive Director affirming compliance of Board members and senior Management Personnel to the Code is mentioned herewith:

#### **Declaration signed by the Executive Director**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2015.

For **Decillion Finance Limited**

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

Place: Kolkata  
Date: 30.05.2015



## CEO / CFO CERTIFICATION

The Board of Directors  
M/s Decillion Finance Limited

### Re: Financial Statement for the Financial Year 2014-2015 – Certification by Executive Director

I, Jitendra Kumar Goyal, Executive Director of M/s Decillion Finance Limited on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2015 and to the best of my 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 my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 which is fraudulent, illegal or violative of Company's Code of Conduct.
4. I 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 I am aware and the steps I have taken or propose to take to rectify these deficiencies.
5. I 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 I 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.

For and on behalf of the Board

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

Place: Kolkata  
Date: 30.05.2015



## 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, 2015 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges.

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.

We 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

**S. K. Rungta**  
Proprietor  
Membership No.: 013860

Place: Kolkata  
Date: 30.05.2015

**ANNEXURE – VI**  
**PARTICULARS OF EMPLOYEES**

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

**A) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**1) REMMUNERATIO PAID TO DIRECTORS**

Sl. No.	Name of the Director	Title	Remuneration in FY 2014-15 (Rs.)	Remuneration in FY 2013-14	Shares/Stock held	% Increase of Remm in 14-15 Against 13-14	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remuneration to Revenues In 2015 (Note - 1)	Ratio of Remuneration to Net Profit 2015 (Note - 1)
1	Mr. ASHISH JALAN	DIRECTOR	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Mr. NIKUNJ KANODIA	DIRECTOR	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3.	Mr. MAHESH KUMAR BHALOTIA	DIRECTOR	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL
4.	Mr. JITENDRA KUMAR GOYAL	DIRECTOR	0.00	NIL	70100	NIL	NIL	NIL	NIL	NIL
5.	Mrs. BHARTI RANGA	DIRECTOR Appointed on 30.09.2014	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**2) REMMUNERATIO PAID TO KMP**

Sl. No.	Name of the Key Managerial Personnel	Title	Remuneration in FY 2014-15 (Rs.) (Note - 2)	Remuneration in FY 2013-14	Shares/Stock held	% Increase of Remm in 14-15 Against 13-14	Ratio of Remm to MRE (Excl MD)	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remuneration to Revenues in 2015	Ratio of Remuneration to Net Profit 2015
1	Ms. POONAM DALMIA	COMPANY SECRETARY, (Rsgn on 13.02.2015)	164834	NIL	NIL	NIL	NIL	1.13	0.023	0.63

**NOTES :**

- Calculation based on annualized salary.
- Salary includes bonus amount.
- The Median Remuneration of Employees (MRE) was Rs. 210000 in the financial year 2014-15.
- The number of permanent employees in the rolls of the company as on 31.03.2015 and 31.03.2014 were 3 and 4 respectively.
- The revenue growth during the Financial year 2014-15 was 116.2 % (1.16 Times) over the Financial year 2013-14 and net profit growth was (30) % (Decreased to 0.70) .
- The aggregate remuneration of employees excluding Managing Director grew by 64.2 %, and, the aggregate remuneration of employees including Managing Director grew by 64.2 %.
- The market capitalization of the company stood at Rs. 35000000 (Divided into 3500000 shares @ Rs. 10 each) in the Calcutta Stock Exchange. The shares of the Company are last traded in 1997 hence there was no positive growth in the market capitalization of the company.
- The company has a 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 may be applicable.
- During the Financial year 2014-15 Ms. Poonam Dalmia, Company secretary (KMP) has received remuneration amounting to Rs.164834/- and such remuneration was proportionally higher than the remuneration paid to Jitendra Kumar Goyal Executive Director of the company.
- There are no employees in the Company other than the managerial personnel.





## 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 March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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;

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
- (c) in the case of the Cash Flow Statement, of the 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, 2015 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid 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 written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
- f) 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, 2015, in our opinion and to the best of our information and according to the explanations given to us:
  - i. In our opinion and as per the information and explanation provided to us, the Company has no impact to be disclosed on pending litigations on its financial position in its financial statement;
  - ii. In our opinion and as per the information and explanation provided to us, the Company has not entered into any long term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses.
  - iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

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

**Sushil Kumar Rungta**  
(Proprietor)  
Membership No. 13860

Place: Kolkata  
Date : 30/05/2015



## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members Decillion Finance Limited on accounts of the company for the year ended on March 31, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. Based on our scrutiny of the Company's Books of Accounts and other records and according to the information and explanations received by us from the Management, we are of the opinion that the question of commenting on the maintenance of proper records of fixed assets and physical verification of fixed assets does not arise since the Company had no fixed assets as on 31.03.2015.
2. In respect of its inventories:
  - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) In our view and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on
3. As informed to us the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Therefore Clauses 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
6. The provisions of clause 3(vi) of the Companies (Auditor's Report) Order, 2015 pertaining to maintenance of cost records are not applicable to the Company as it is not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. In respect of statutory dues :
  - (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
  - (b) According to the information and explanations given to us, there are no material dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited with the appropriate authorities on account of dispute under the provisions of Clause (vii) (b) of paragraph 3 of the CARO 2015 are not applicable to the Company.
  - (c) According to the information and explanations given to us, no amount was required to be transferred to Investor Education & Protection Fund in accordance with the relevant provisions of the Act.

8. The Company has accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
10. The Company has not given any guarantee for loans taken by others from banks and financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
11. The Company did not have any term loans outstanding during the year.
12. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on or by the Company has been noticed or reported during the course of our audit.

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

**Sushil Kumar Rungta**  
(Proprietor)  
Membership No. 13860

Place: Kolkata  
Date : 30/05/2015

**BALANCE SHEET as at 31 March 2015**

(Amount in ₹)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Funds</b>			
(a) Share Capital	1	<b>3,50,00,000</b>	3,50,00,000
(b) Reserves and Surplus	2	<b>7,44,73,913</b>	7,41,22,739
(2) <b>Current Liabilities</b>			
(a) Other current liabilities	3	<b>1,59,392</b>	58,216
(b) Short Term Provisions	4	<b>1,59,415</b>	1,33,858
<b>Total</b>		<b>10,97,92,720</b>	<b>10,93,14,813</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) Non-current investments	5	<b>4,22,52,254</b>	4,79,72,254
(2) <b>Current assets</b>			
(a) Inventories	6	<b>1,58,000</b>	27,69,200
(b) Trade receivables	7	<b>16,00,000</b>	35,52,400
(c) Cash and cash equivalents	8	<b>11,61,023</b>	9,04,482
(d) Short-term loans and advances	9	<b>6,46,21,443</b>	5,41,16,477
<b>Total</b>		<b>10,97,92,720</b>	<b>10,93,14,813</b>

Significant accounting policies

Notes on Accounts

1-16

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

**(S.K.Rungta)**

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30.05.2015

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Poonam Dalmia)**

Company Secretary

## STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
I. Revenue from Operations	10	99,25,491	50,70,806
II. Other Income	11	5,63,500	(2,19,408)
III. <b>Total Revenue (I +II)</b>		<b>1,04,88,991</b>	<b>48,51,399</b>
IV. Expenses:			
Purchases of Stock-in-Trade	12	59,69,669	63,12,874
Changes in Inventories of Stock-in-Trade	13	26,11,200	(27,69,200)
Employee Benefits Expense	14	4,18,834	2,54,992
Other Expenses	15	9,50,590	3,17,549
<b>Total Expenses</b>		<b>99,50,293</b>	<b>41,16,215</b>
V. Profit before tax (III - IV)		<b>5,38,697</b>	<b>7,35,184</b>
VI. Tax expense:			
(1) Current tax		1,40,586	1,97,714
Taxation for earlier years		21,381	—
VII. Profit after tax for the year (V - VI)		<b>3,76,730</b>	<b>5,37,470</b>
VIII. Earnings per equity share of face value of Rs.10 each:			
- Basic & Diluted	16(h)	<b>0.11</b>	0.15
Significant accounting policies			
Notes on Accounts	1-16		

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

**(S.K.Rungta)**

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30.05.2015

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Poonam Dalmia)**

Company Secretary



**CASH FLOW STATEMENT for the year ended March 31, 2015**

(Amount in ₹)

Particulars		For the year ended March 31, 2015	For the year ended March 31, 2014
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before Tax and Extraordinary Items	5,38,697	7,35,184
	Adjustment for :		
	Depreciation	—	—
	Write-offs	—	—
	(Profit)/Loss on sale of Fixed Assets	—	—
	Interest paid	—	—
		5,38,697	7,35,184
	<b>Adjustment for :</b>		
	Interest Received	—	—
	Dividend Received	(38,500)	(26,500)
	Income from Non Current Investment	(5,25,000)	(3,87,500)
	Operating Profit before Working Capital changes	(24,803)	3,21,184
	Adjustment for :		
	Current Assets	(59,41,366)	(3,18,10,148)
	Current Liabilities	1,01,176	25,060
	(Increase)/Decrease in Net Current Assets	(58,40,190)	(3,17,85,088)
	Cash generated from Operations	(58,64,993)	(3,14,63,904)
	Interest paid	—	—
	Taxation	(1,61,967)	(1,97,714)
	Cash Flow before extraordinary items	(60,26,960)	(3,16,61,618)
	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>(60,26,960)</b>	<b>(3,16,61,618)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
	Purchase of Fixed Assets	—	—
	Write Offs	—	—
	Profit Sale of Fixed Assets	—	—
	(Increase)/Decrease in Investments	57,20,000	2,95,30,116
	Interest Received	—	—
	Dividend Received	38,500	26,500
	Income from Investment	5,25,000	3,87,500
	<b>Net Cash used in investing activities (B) :</b>	<b>62,83,500</b>	<b>2,99,44,116</b>

## CASH FLOW STATEMENT for the year ended March 31, 2015

(Amount in ₹)

Particulars		For the year ended March 31, 2015	For the year ended March 31, 2014
<b>C.</b>	<b>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>	<b>2,56,540</b>	<b>(17,17,502)</b>
	<b>Cash and Cash equivalents at the beginning of the year</b>	<b>9,04,482</b>	<b>26,21,985</b>
	<b>Cash and Cash equivalents at the close of the year</b>	<b>11,61,023</b>	<b>9,04,482</b>

In terms of our attached report of even date.

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

**(S.K.Rungta)**  
*Proprietor*  
 Membership No. 13860  
 Place : Kolkata  
 Date: 30.05.2015

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

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

**(Poonam Dalmia)**  
*Company Secretary*





**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	31st March 2015	31st March 2014
<b>1 SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
3750000 Equity Shares of ₹ 10 Each	<b>3,75,00,000</b>	3,75,00,000
<b>Issued,Subscribed and fully paid-up shares</b>		
3500000 Equity Shares of ₹ 10 Each	<b>3,50,00,000</b>	3,50,00,000

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

	31st March 2015		31st March 2014	
	% of shares	No. of shares	% of shares	No. of shares
Sri Salasar Suppliers Pvt Ltd	<b>9.11</b>	<b>3,19,000</b>	—	—
Kudrat Holdings Pvt. Ltd.	<b>12.34</b>	<b>4,32,000</b>	7.49	2,62,000
Tubro Consultants & Enterprises Pvt. Ltd.	<b>22.50</b>	<b>7,87,500</b>	22.50	7,87,500

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

Particulars	Opening Balance	Further issue during the year	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2015			
- Number of shares	<b>35,00,000</b>	—	35,00,000
- Amount (Rs.)	<b>3,50,00,000</b>	—	3,50,00,000
Year ended 31 March, 2014			
- Number of shares	<b>35,00,000</b>	—	35,00,000
- Amount (Rs.)	<b>3,50,00,000</b>	—	3,50,00,000

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.

	31st March 2015		31st March 2014	
<b>2 Reserves and Surplus</b>				
<b>Securities Premium Reserve</b>		<b>6,60,00,000</b>		6,60,00,000
<b>Capital Reserve</b>				
Opening balance	<b>82,94,000</b>		82,94,000	
Add : Transfer during the year	—	<b>82,94,000</b>	—	82,94,000
<b>Profit &amp; Loss A/c</b>				
Opening Balance	<b>(6,55,720)</b>		(11,73,493)	
Add : Profit For the Year	<b>3,76,730</b>		5,37,470	
Add/(Less) : Transfer from/(to)Statutory Provision	<b>(25,557)</b>		87,798	
Less: Statutory Reserve	<b>75,346</b>	<b>(3,79,892)</b>	1,07,494	(6,55,720)
<b>Reserve as per RBI Guidelines</b>				
<b>Statutory Reserve</b>				
Opening Balance	<b>4,84,459</b>		3,76,965	
Add : Transfer from Profit & Loss A/c	<b>75,346</b>	<b>5,59,805</b>	1,07,494	4,84,459
		<b>7,44,73,913</b>		7,41,22,739

**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	31st March 2015	31st March 2014
<b>3 Other Current Liabilities</b>		
Liability For Expenses	1,59,392	58,216
	<b>1,59,392</b>	<b>58,216</b>

<b>4 Short Term Provisions</b>			
<b>Statutory Provision</b>			
Opening Balance	1,33,858	2,21,656	
Add : Transfer from Profit & Loss A/c	25,557	(87,798)	
	<b>1,59,415</b>		<b>1,33,858</b>

Particulars	Face Value	AS AT 31.03.2015		AS AT 31.03.2014	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>5 Non-Current Investments</b>					
<b>Non-Trade Investments</b>					
<b>Quoted - Equity Shares</b>					
IndiaBulls Housing Finance Limited	2	1,100	2,96,384	1,100	2,96,384
MCC Investment & Leasing Co Ltd.	10	16,600	3,43,620	16,600	3,43,620
<b>Unquoted - Equity Shares</b>					
Daffodil Dealtrade Pvt. Ltd.	10	—	—	5,000	50,000
Dignity Dealtrade Pvt. Ltd.	10	—	—	5,000	50,000
Carwin Tracom Pvt Ltd	10	25,000	2,50,000	—	—
Fastflow Commodeal Limited	10	750	75,000	750	75,000
Indigo Dealers Pvt Ltd	10	72,000	7,20,000	—	—
Janhit Tracom Ltd.	10	3,000	4,10,000	—	—
Horizon Agro Processing Pvt. Ltd.	10	6,000	3,96,000	6,000	3,96,000
Merit Commosales Pvt Ltd	10	2,750	5,50,000	—	—
Mayborn Investments Pvt. Ltd.	10	16,250	16,25,000	—	—
Nexus Dealtrade Pvt. Ltd.	10	5,000	10,00,000	5,000	10,00,000
Nexus Vinimay Pvt. Ltd.	10	2,000	20,000	5,000	50,000
Planet Dealtrade Pvt Ltd	10	2,500	5,00,000	—	—
Prakash Estates Pvt. Ltd.	10	10,000	10,00,000	75,000	75,00,000
Pragati Dealcomm Pvt Ltd	10	30,000	30,00,000	—	—
Risewell Credit Pvt. Ltd.	10	1,07,000	10,70,000	1,07,000	10,70,000
Shreyans Stockinvest Pvt Ltd	100	1,000	10,00,000	—	—
Silverlake Tradelinks Pvt Ltd.	10	16,000	32,00,000	17,250	34,50,000
Skylight Vintrade Pvt. Ltd.	10	5,000	10,00,000	5,000	10,00,000
Success Dealers Pvt. Ltd.	10	150	30,000	5,000	10,00,000
Suncity Dealers Pvt. Ltd.	10	6,250	3,00,000	15,000	20,50,000
Tirupati Tie up Ltd	10	90,000	9,00,000	—	—



**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	Face Value	AS AT 31.03.2015		AS AT 31.03.2014	
		No. of Shares	Value ₹	No. of Shares	Value ₹
Topstar Tie-up Ltd.	10	—	—	18,000	35,05,000
Vibgyor Commotrade Pvt. Ltd.	10	—	—	5,000	50,000
<b>Unquoted - Preference Shares</b>					
Amiya Comm. & Cons Co. Pvt.Ltd.	100	500	2,50,000	1,300	6,50,000
Fastflow Commodeal Limited	10	15,000	15,00,000	16,000	16,00,000
Vibgyor Commotrade Pvt. Ltd.	10	500	1,00,000	—	—
Zigma Commosales Pvt. Ltd.	10	12,900	25,80,000	—	—
<b>Investments in Subsidiaries</b>					
<b>Unquoted - Equity Shares</b>					
Aurelian Trading Ltd.	10	75,000	34,50,000	75,000	34,50,000
Centuple Commercial Ltd.	10	26,000	2,60,000	45,000	4,50,000
Goldmoon Commotrade Ltd.	10	30,000	30,00,000	30,000	30,00,000
Janhit Tracom Ltd.	10	—	—	31,000	35,10,000
Littlestar Tracom Ltd.	10	54,000	64,30,000	54,000	64,30,000
Maruti Tie-Up Pvt. Ltd.	10	96,500	69,96,250	96,500	69,96,250
			4,22,52,254		4,79,72,254
<b>Market Value of Quoted Equity Shares</b>			6,55,190		3,02,805
<b>Break up Values of Unquoted Equity Shares</b>			4,27,02,449		18,36,66,656
<b>Break up Values of Unquoted Preference Shares</b>			3,34,000		2,90,000

Particulars	Face Value	AS AT 31.03.2015		AS AT 31.03.2014	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>6 Inventories : (At Cost or Break - up Value or Market Price whichever is lower) (As Taken, Valued &amp; Certified by the Management)</b>					
<b>Quoted - Equity Shares</b>					
Electrosteel Steels Limited	10	40,000	1,83,900	40,000	1,83,900
Global Infratech & Finance Limited	1	—	—	30,000	17,43,300
Shree Shaleen Textiles Limited	2	—	—	88,000	23,90,080
			1,83,900		43,17,280
<b>Less : Devaluation In Stock (as per Market Price)</b>			25,900		15,48,080
			1,58,000		27,69,200
<b>Market Value of Quoted Equity Shares</b>			1,58,000		27,69,200

## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2015

(Amount in ₹)

Particulars	31st March 2015	31st March 2014
<b>7 Trade Receivables:</b>		
Unsecured, Considered good		
More than Six months from the date they become due	16,00,000	34,52,400
Others	—	1,00,000
	<b>16,00,000</b>	<b>35,52,400</b>
Trade receivables include Rs.NIL (P.Y. ₹ NIL due from a company in which a director is a director)		

<b>8 Cash &amp; Cash Equivalents:</b>		
Balances with Banks in Current Accounts	10,40,454	7,65,154
Cash In Hand (As certified By Management)	1,20,569	1,39,328
	<b>11,61,023</b>	<b>9,04,482</b>

<b>9 Short Term Loans &amp; Advances:</b>		
Loan to Others Considered good		
- Secured against Property	79,20,624	1,16,72,849
- Unsecured repayable on demand	5,31,45,277	3,55,70,373
Advances (Recoverable in cash or in kind or for the value to be received)	27,00,000	63,00,000
Income Taxes Refundable net of provisions	8,55,542	5,73,255
	<b>6,46,21,443</b>	<b>5,41,16,477</b>

Particulars	2014 - 2015	2013 - 2014
<b>10 Revenue from operations:</b>		
Sales Account (Shares and Securities)	43,68,806	5,85,689
INTEREST		
- On Loan to Others (TDS ₹ 4,44,337, P.Y. ₹.3,53,827)	55,56,685	44,85,117
Speculation Profit	—	—
	<b>99,25,491</b>	<b>50,70,806</b>

Particulars	2014 - 2015	2013 - 2014
<b>11 Other Income:</b>		
INTEREST		
- On Income Tax Refund	—	11,045
Net gain on sale of Non-current Investments	5,25,000	3,87,500
Dividend	38,500	26,500
Profit/(Loss) in Derivatives Trading	—	(6,44,453)
	<b>5,63,500</b>	<b>(2,19,408)</b>

Particulars	2014 - 2015	2013 - 2014
<b>12 Purchase of stock in trade</b>		
Shares and securities	59,69,669	63,12,874



**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	2014 - 2015	2013 - 2014
<b>13 Changes in Inventories of Stock-in-Trade</b>		
<b>Opening Stock</b>		
Shares & Securities (A)	27,69,200	—
<b>Closing stock</b>		
Shares & Securities (B)	1,58,000	27,69,200
(A) - (B)	26,11,200	(27,69,200)

Particulars	2014 - 2015	2013 - 2014
<b>14 Employee benefit expenses</b>		
Salaries & Bonus	4,18,834	2,54,992

Particulars	2014 - 2015 (Rupees)		2013 - 2014 (Rupees)	
<b>15 Other Expenses</b>				
Payment to auditors				
- Statutory Audit Fees	5,000		5,000	
- Tax Audit Fees	5,000		—	
- Others	—	10,000	—	5,000
Advertisement		18,908		16,553
Bank Charges		506		847
Conveyance		17,825		17,660
Demat Charges		1,855		1,403
Depository charges		19,100		12,920
Donation		20,000		20,000
Establishment charges		12,000		—
Filing Fees		10,200		3,000
General Expenses		12,459		10,885
Listing Fees		6,05,958		36,925
Merchant Banker's Fees		1,12,360		1,12,360
Office Maintenance Expenses		6,810		5,594
Postage & Telegram		9,438		8,485
Printing & Stationery		35,978		15,085
Profession Tax		2,500		7,500
Professional charges		31,315		24,349
Registrar Fees		20,522		11,236
Securities Transaction Tax		2,856		7,747
		<b>9,50,590</b>		<b>3,17,549</b>

**16 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.

## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2015

(Amount in ₹)

- c. Statutory Reserve has been created @ 20% of Profit after Tax as per RBI guidelines.
- d. Contingent Provisions against Standard assets has been made @ 0.25% of the outstanding standard assets as per RBI directions.
- e. Previous year figures have been regrouped/rearranged wherever considered necessary.
- f. Contingent Liabilities & Contracts on capital account: NIL
- g. Related Party Transactions.

### 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
Abhijit Nagee, Company Secretary (Resigned w.e.f 21.07.2014)	Salary Paid	41500	NIL	NIL
Poonam Dalmia, Company Secretary	Salary Paid	164834	NIL	NIL
Aurelian Trading Ltd.(Subsidiary Company)	Investments	3450000 / 59.52%	NIL	NIL
Centuple Commercial Ltd.(Subsidiary Company)	Investments	260000 / 50.98%	NIL	NIL
Goldmoon Commotrade Ltd. (Subsidiary Company)	Investments	3000000 / 60.00%	NIL	NIL
Littlestar 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 :

(Amount in ₹)

Particulars	31.03.2015	31.03.2014
Profit after Tax (A)	376730	537470
No. of Equity Shares (B)	3500000	3500000
Earning Per Share (A/B)	0.11	0.15

### Notes 1 -16 form integral part of the financial Statements for the year ended on 31.03.2015

#### Signatures to Notes 1-16

In terms of our attached report of even date.

For **S.K.RUNGTA & CO.**

CHARTERED ACCOUNTANTS

FRN 308081E

**(S.K.Rungta)**

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30.05.2015

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Poonam Dalmia)**

Company Secretary



## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2015

### Significant Accounting Policies to the financial statements for the year ended on 31st March 2015

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. 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. **Investments:**

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

d. **Taxation:**

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

### Significant accounting policies form integral part of the financial Statements for the year ended on 31/03/2015

#### Signatures to Significant accounting Policies

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

**(S.K.Rungta)**  
*Proprietor*  
Membership No. 13860  
Place : Kolkata  
Date: 30.05.2015

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

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

**(Poonam Dalmia)**  
*Company Secretary*

**SCHEDULE TO THE BALANCE SHEET OF DECILLION FINANCE LIMITED AS ON 31.03.2015 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2015**

**LIABILITIES SIDE**

(₹ IN LACS)

PARTICULARS		AMOUNT OUTSTANDING	AMOUNT OVERDUE
<b>1.</b>	<b>LOANS AND ADVANCES AVAILED BY THE NBFCs 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 -1 below

**ASSETS SIDE**

PARTICULARS		AMOUNT OUTSTANDING
<b>2.</b>	<b>BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW:</b>	
	• SECURED	79.21
	• UNSECURED	558.45
<b>3.</b>	<b>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.</b>	<b>BREAK UP OF INVESTMENTS:</b>	
	<b>CURRENT INVESTMENTS</b>	
<b>1.</b>	<b>QUOTED</b>	
	• SHARES	
	EQUITY	1.58
	PREFERENCE	NIL





PARTICULARS		AMOUNT OUTSTANDING
	• DEBENTURES AND BONDS	NIL
	• UNITS OF MUTUAL FUNDS	NIL
	• GOVERNMENT SECURITIES	NIL
	• OTHERS	NIL
<b>2.</b>	<b>UNQUOTED</b>	
	• SHARES	
	(i) EQUITY	NIL
	(ii) PREFERENCE	NIL
	• DEBENTURES AND BONDS	NIL
	• UNITS OF MUTUAL FUNDS	NIL
	• GOVERNMENT SECURITIES	NIL
	• OTHERS	NIL
	<b>LONG TERM INVESTMENTS</b>	NIL
<b>1.</b>	<b>QUOTED</b>	
	• SHARES	
	(i) EQUITY	6.40
	(ii) PREFERENCE	NIL
	• DEBENTURES AND BONDS	NIL
	• UNITS OF MUTUAL FUNDS	NIL
	• GOVERNMENT SECURITIES	NIL
	• OTHERS	NIL
<b>2.</b>	<b>UNQUOTED</b>	
	• SHARES	
	(i) EQUITY	371.82
	(ii) PREFERENCE	44.30
	• DEBENTURES AND BONDS	NIL
	• UNITS OF MUTUAL FUNDS	NIL
	• GOVERNMENT SECURITIES	NIL
	• OTHERS	NIL

<b>5. BORROWER GROUP WISE CLASSIFICATION OF ASSETS FINANCED AS IN (2) AND (3) ABOVE: Please Note 2 below</b>				
		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	79.21	558.45	637.66
	<b>TOTAL</b>	<b>79.21</b>	<b>558.45</b>	<b>637.66</b>

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 PROVI- SION)
1.	RELATED PARTIES **		
	a) SUBSIDIARIES	190.59	201.36
	b) COMPANIES IN THE SAME GROUP	NIL	NIL
	c) OTHER RELATED PARTIES	NIL	NIL
2.	OTHER THAN RELATED PARTIES	666.00	222.74
	<b>TOTAL</b>	<b>856.59</b>	<b>424.10</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 ON CONSOLIDATED FINANCIAL STATEMENTS

To  
The Board of Directors  
Decillion Finance Limited

We have audited the accompanying Consolidated Financial Statements of Decillion Finance Limited ('the Company') and its Subsidiaries which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit & Loss and the Consolidated 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

Management is responsible for the preparation of these consolidated financial statements that give a true and fair value of the consolidated financial position, consolidated financial performance and consolidated cash flows of the company in accordance with accounting principal generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair value and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) In the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

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

**Sushil Kumar Rungta**  
(Proprietor)  
Membership No. 13860

Place: Kolkata  
Date : 30/05/2015

**CONSOLIDATED BALANCE SHEET as at 31 March 2015**

(Amount in ₹)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds	1	<b>3,50,00,000</b>	3,50,00,000
(a) Share Capital	2	<b>7,45,13,132</b>	7,41,65,741
(b) Reserves and Surplus		<b>86,73,828</b>	1,07,12,054
(2) Minority Interest			
(3) Current Liabilities			
(a) Short Term Borrowings	3	<b>36,09,177</b>	—
(a) Other current liabilities	4	<b>2,74,540</b>	1,17,771
(b) Short Term Provisions		<b>1,59,415</b>	1,33,858
<b>Total</b>		<b>12,22,30,092</b>	12,01,29,424
<b>II. ASSETS</b>			
(1) Non-current assets			
(a) Goodwill on Consolidation	5	<b>11,14,840</b>	17,68,631
(b) Non-current investments		<b>5,28,30,504</b>	5,52,83,004
(2) Current assets	6		
(a) Inventories	7	<b>1,58,000</b>	27,69,200
(b) Trade receivables	8	<b>16,00,000</b>	35,52,400
(c) Cash and cash equivalents	9	<b>19,19,610</b>	26,73,764
(d) Short-term loans and advances		<b>6,46,07,138</b>	5,40,82,425
<b>Total</b>		<b>12,22,30,092</b>	12,01,29,424
<b>Significant accounting policies</b>			
<b>Notes on Accounts</b>	1-17		

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

**(S.K.Rungta)**

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30.05.2015

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Poonam Dalmia)**

Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015**

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
I. Revenue from Operations	10	1,00,70,646	53,82,602
II. Other Income	11	5,63,500	(2,19,408)
III. <b>Total Revenue (I + II)</b>		<b>1,06,34,146</b>	<b>51,63,195</b>
IV. Expenses:			
Purchases of Stock-in-Trade	12	59,69,669	63,12,874
Changes in Inventories of Stock-in-Trade	13	26,11,200	(27,69,200)
Employee Benefits Expense	14	4,18,834	2,54,992
Finance Cost	15	9,855	—
Other Expenses	16	10,70,277	4,65,644
<b>Total Expenses</b>		<b>1,00,79,835</b>	<b>42,64,310</b>
V. Profit before tax(III - IV)		5,54,311	8,98,885
VI. Tax expense:			
(1) Current tax		1,54,891	2,31,766
(2) Taxation for earlier years		21,381	—
VII. Profit for the year (before adjustment for Minority Interest) (V - VI)		3,78,039	6,67,119
VIII. Share of Profit/(Loss) transferred to Minority Interest		201	39,000
IX. Profit for the year (after adjustment for Minority Interest) (VII - VIII)		3,77,838	6,28,119
X. Earnings per equity share:			
- Basic & Diluted		0.11	0.18
Significant accounting policies			
Notes on Accounts	1-17		

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

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(S.K.Rungta)**

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30.05.2015

**(Poonam Dalmia)**

Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT for the year 2014-15**

(Amount in ₹)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary Items	5,54,311	8,98,885
Adjustment for :		
Depreciation	—	—
Write-offs	—	—
(Profit)/Loss on sale of Fixed Assets	—	—
Interest paid	—	—
	5,54,311	8,98,885
<b>Adjustment for :</b>		
Interest Received	—	(44,96,162)
Dividend Received	(5,25,000)	(3,87,500)
Income from Investment	(38,500)	(26,500)
Profit from Commodity Derivative Trading	—	(3,11,796)
Operating Profit before Working Capital changes	(9,189)	(43,23,073)
Adjustment for :		
Current Assets	(59,61,113)	(3,15,11,096)
Current Liabilities	1,82,326	(1,62,385)
(Increase)/Decrease in Net Current Assets	(57,78,787)	(3,16,73,481)
Cash generated from Operations	(57,87,976)	(3,59,96,554)
Interest paid	—	—
Taxation	(1,76,272)	(2,31,766)
Cash Flow before extraordinary items	(59,64,248)	(3,62,28,320)
Adjustment for Consolidation	(13,89,527)	45,73,319
Transfer from Contingent Provisions to Profit & Loss Account	(25,557)	87,798
<b>Net Cash from operating activities (A) :</b>	<b>(73,79,331)</b>	<b>(3,15,67,203)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets	—	—
Write Offs	—	—
Profit Sale of Fixed Assets	—	—
(Increase)/Decrease in Investments	24,52,500	2,53,93,116
Interest Received	—	44,96,162
Dividend Received	5,25,000	3,87,500
Income from Investment	38,500	26,500
Profit from Commodity Derivative Trading	—	3,11,796
<b>Net Cash from / (used in) investing activities (B) :</b>	<b>30,16,000</b>	<b>3,06,15,074</b>

**CONSOLIDATED CASH FLOW STATEMENT for the year 2014-15**

(Amount in ₹)

Particulars		For the year ended March 31, 2015	For the year ended March 31, 2014
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from issue of Forefeited Shares	—	—
	Share Premium	—	—
	Proceeds from Borrowing	<b>36,09,177</b>	—
	Deferred Expenditure	—	—
	Dividend paid	—	—
	<b>Net Cash from Financing activities (C) :</b>	<b>36,09,177</b>	—
	<b>Net increase/(decrease) in Cash and Cash equivalents (A+B+C) :</b>	<b>(7,54,154)</b>	(9,52,129)
	<b>Cash and Cash equivalents at the beginning of the year</b>	<b>26,73,764</b>	36,25,893
	<b>Cash and Cash equivalents at the close of the year</b>	<b>19,19,610</b>	26,73,764

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

**(S.K.Rungta)**  
*Proprietor*  
Membership No. 13860  
Place : Kolkata  
Date: 30.05.2015

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

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

**(Poonam Dalmia)**  
*Company Secretary*

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	31st March 2015	31st March 2014
<b>1 SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
3750000 Equity Shares of ₹ 10 Each	<b>3,75,00,000</b>	3,75,00,000
<b>Issued,Subscribed and fully paid-up shares</b>		
3500000 Equity Shares of ₹ 10 Each	<b>3,50,00,000</b>	3,50,00,000

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

	31st March 2015		31st March 2014	
	% of shares	No. of shares	% of shares	No. of shares
Kudrat Holdings Pvt. Ltd.	7.49	2,62,000	7.49	2,62,000
Tubro Consultants & Enterprises Pvt. Ltd.	22.50	7,87,500	17.64	6,17,500

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

Particulars	Opening Balance	Further issue during the year	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2015			
- Number of shares	35,00,000	—	35,00,000
- Amount (₹)	3,50,00,000	—	3,50,00,000
Year ended 31 March, 2014			
- Number of shares	35,00,000	—	35,00,000
- Amount (₹)	3,50,00,000	—	3,50,00,000

**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.**

	31st March 2015		31st March 2014	
<b>2 Reserves and Surplus</b>				
<b>Securities Premium Reserve</b>		<b>6,60,00,000</b>		6,60,00,000
<b>Capital Reserve</b>		<b>82,94,000</b>		82,94,000
<b>Profit &amp; Loss A/c</b>				
Opening Balance	(6,12,718)		(12,22,011)	
Add : Profit For the Year	3,77,838		6,28,119	
Add/(Less) : Elimination on Consolidation	(4,890)		871	
Add/(Less) : Transfer from/(to)Statutory Provision	(25,557)		87,798	
Less : Statutory Reserve	75,346	(3,40,673)	1,07,494	(6,12,718)
<b>Reserve as per RBI Guidelines</b>				
<b>Statutory Reserve</b>				
Opening Balance	4,84,459		3,76,965	
Add : Transfer from Profit & Loss A/c	75,346	5,59,805	1,07,494	4,84,459
		<b>7,45,13,132</b>		7,41,65,741





**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	31st March 2015	31st March 2014
<b>3 Other Current Liabilities</b>		
Advances Received	66,415	5,000
Liability For Expenses	2,08,125	1,12,771
	<u>2,74,540</u>	<u>1,17,771</u>

<b>4 Short Term Provision</b>				
<b>Contingent Provision against Standard Assets</b>				
Opening Balance	1,33,858		2,21,656	
Add : Transfer from Profit & Loss A/c	25,557		(87,798)	
		<u>1,59,415</u>		<u>1,33,858</u>

Particulars	Face Value	AS AT 31.03.2015		AS AT 31.03.2014	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>5 Non-Current Investments</b>					
Non-Trade Investments					
<b>Quoted - Equity Shares</b>					
IndiaBulls Housing Finance Limited	2	1,100	2,96,384	1,100	2,96,384
MCC Investment & Leasing Co Ltd.	10	16,600	3,43,620	16,600	3,43,620
Nishel Investments & Trading Co Ltd	10	50,000	5,00,000		
<b>Unquoted - Equity Shares</b>					
ABM Finlease Pvt Ltd.	10	1,41,000	14,10,000	1,41,000	14,10,000
Carwin Tracom Pvt Ltd.		25,000	2,50,000	—	—
Daffodil Dealtrade Pvt. Ltd.	10	5,000	50,000	5,000	50,000
Dignity Dealtrade Pvt. Ltd.	10	5,000	50,000	5,000	50,000
Fastflow Commodeal Limited	10	1,350	1,35,000	1,050	1,05,000
Indigo Dealers Pvt Ltd.	10	72,000	7,20,000	—	—
Janhit Tracom Ltd.	10	3,000	4,10,000	—	—
Golu Mercandise Pvt. Ltd.	10	—	—	—	—
Horizon Agro Processing Pvt. Ltd.	10	6,000	3,96,000	6,000	3,96,000
Mayborn Investments Pvt. Ltd.	10	2,16,250	26,25,000	2,00,000	10,00,000
Nexus Dealtrade Pvt. Ltd.	10	5,000	10,00,000	5,000	10,00,000
Nexus Vinimay Pvt. Ltd.	10	2,000	20,000	5,000	50,000
Lifestyle Vanijya Pvt. Ltd.	10	3,60,700	36,07,000	3,60,700	36,07,000
Mangalchand Property & Investments Pvt. Ltd.	10	7,58,750	75,87,500	8,00,000	80,00,000
Meghana Commodities Pvt. Ltd.	10	—	—	—	—
Merit Commosales Limited	10	17,750	20,50,000	15,000	15,00,000
Navsun Marketing Pvt. Ltd.	10	—	—	—	—
Planet Dealtrade Pvt. Ltd.	10	2,500	5,00,000	—	—
Prakash Estate Pvt. Ltd.	10	10,000	10,00,000	75,000	75,00,000

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	Face Value	AS AT 31.03.2015		AS AT 31.03.2014	
		No. of Shares	Value ₹	No. of Shares	Value ₹
Pragati Dealcomm Pvt. Ltd.	10	30,000	30,00,000	—	—
Risewell Credit Pvt. Ltd.	10	1,07,000	10,70,000	1,07,000	10,70,000
Satya Prakash Vanijya Pvt. Ltd.	100	—	—	—	—
Shreyans Stockinvest (P) Ltd.	100	1,200	12,00,000	200	2,00,000
Silverlake Tradelinks Ltd.	10	21,000	37,00,000	22,250	39,50,000
Skylight Vintrade Pvt. Ltd.	10	5,000	10,00,000	5,000	10,00,000
Spectrum Pestorgan Pvt. Ltd.	10	—	—	—	—
Success Dealers Pvt. Ltd.	10	150	30,000	5,000	10,00,000
Suncity Dealers Pvt. Ltd.	10	6,250	3,00,000	15,000	20,50,000
Tirupati Tie up Ltd	10	90,000	9,00,000	—	—
Topstar Tie-up Ltd.	10	—	—	18,000	35,05,000
Tubro Consultants & Enterprises Pvt. Ltd.	10	—	—	7,500	7,50,000
Twinkle Vintrade Pvt. Ltd.	10	—	—	—	—
Ultra Dealers Pvt. Ltd.	10	3,85,000	38,50,000	3,85,000	38,50,000
Vibgyor Commotrade Pvt. Ltd.	10	5,000	50,000	5,000	50,000
Zigma Commosales Pvt. Ltd.	10	5,000	50,000	—	—
<b>Unquoted - Preference Shares</b>					
Amiya Comm. & Cons Co. Pvt. Ltd.	100	500	2,50,000	1,300	6,50,000
Daffodil Dealtrade Pvt. Ltd.	10	—	—	—	—
Dignity Dealtrade Pvt. Ltd.	10	11,500	23,00,000	11,500	23,00,000
Fastflow Commodeal Limited	10	15,000	15,00,000	16,000	16,00,000
Vibgyor Commotrade Pvt. Ltd.	10	40,500	81,00,000	40,000	80,00,000
Zigma Commosales Pvt. Ltd.	10	12,900	25,80,000	—	—
			5,28,30,504		5,52,83,004
Market Value of Quoted Equity Shares			6,55,190		3,02,805

Particulars	Face Value	AS AT 31.03.2015		AS AT 31.03.2014	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>6 Inventories : (At Cost or Break - up Value or Market Price whichever is lower) (As Taken, Valued &amp; Certified by the Management)</b>					
<b>Quoted - Equity Shares</b>					
Electrosteel Steels Limited	10	40,000	1,83,900	40,000	1,83,900
Global Infratech & Finance Limited	1	—	—	30,000	17,43,300
Shree Shaleen Textiles Limited	2	—	—	88,000	23,90,080
			1,83,900		43,17,280
<b>Less : Devaluation In Stock (as per Market Price)</b>			25,900		15,48,080
			1,58,000		27,69,200
<b>Market Value of Quoted Equity Shares</b>			1,58,000		27,69,200



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	31st March 2015	31st March 2014
<b>7 Trade Receivables:</b>		
Unsecured Considered good		
More Than Six months from the date they become due	16,00,000	34,52,400
Others	—	1,00,000
	<b>16,00,000</b>	<b>35,52,400</b>

<b>8 Cash &amp; Cash Equivalents:</b>		
Balances with Banks in Current Accounts	16,01,056	23,90,268
Cash In Hand (As certified By Management)	3,18,555	2,83,496
	<b>19,19,610</b>	<b>26,73,764</b>

<b>9 Short Term Loans &amp; Advances:</b>		
Loan to Others Considered good		
-Secured against Property	79,20,624	1,16,72,849
- Unsecured repayable on demand	5,31,45,277	3,55,70,373
Advances (Recoverable in cash or in kind or for the value to be received)	27,00,000	63,00,000
Income Taxes Refundable net of provisions	8,41,237	5,39,203
	<b>6,46,07,138</b>	<b>5,40,82,425</b>

Particulars	2014 — 2015 (₹)	2013 — 2014 (₹)
<b>10 Revenue from operations:</b>		
Sales Account		
(Shares and Securities)	43,68,806	5,85,689
INTEREST		
- On Loan to Others (TDS ₹ 444337, P.Y. ₹ 353827)	55,56,685	44,85,117
Speculation Profit	—	—
Profit on sale of Land	—	—
Profit from Commodity Deriavtives Trading	1,45,156	3,11,796
	<b>1,00,70,646</b>	<b>53,82,602</b>

<b>11 Other Income:</b>		
INTEREST		
- On Income Tax Refund	—	11,045
Net gain on sale of Non-current Investments	38,500	26,500
Dividend	5,25,000	3,87,500
Profit/(Loss) in Derivatives Trading	—	(6,44,453)
	<b>5,63,500</b>	<b>(2,19,408)</b>

<b>12 Purchase of stock in trade</b>		
Shares and securites	59,69,669	63,12,874

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2015**

(Amount in ₹)

Particulars	2014 - 2015 (₹)	2013 - 2014 (₹)
<b>13 Changes in Inventories of Stock-in-Trade</b>		
<b>Opening Stock</b>		
Shares & Securities (A)	27,69,200	—
<b>Closing stock</b>		
Shares & Securities (B)	1,58,000	27,69,200
(A) - (B)	26,11,200	(27,69,200)

<b>14 Employee benefit expenses</b>		
Salaries & Bonus	4,18,834	2,54,992

<b>15 Finance Cost</b>		
Interest paid on Loan Taken	9,855	—

Particulars	2014 - 2015 (₹)		2013 - 2014 (₹)	
<b>16 Other Expenses</b>				
Payment to auditors				
- Statutory Audit Fees	13,055		14,555	
- Tax Audit Fees	5,000		—	
- Others	—	18,055	—	14,555
Advertisement		18,908		16,553
Bank Charges		5,744		1,467
Conveyance		22,730		29,772
Demat Charges		1,855		1,403
Depository Charges		19,100		12,920
Donation		20,000		20,000
Establishment Charges		12,000		—
Filing Fees		28,600		24,900
General Expenses		17,626		21,272
Listing Fees		6,05,958		36,925
Merchant Banker's Fees		1,12,360		1,12,360
Office Maintenance Expenses		12,806		15,222
Postage & Telegram		12,209		11,384
Printing & Stationery		41,133		24,455
Professional charges		82,815		55,973
Profession Tax		15,000		47,500
Registrar Fees		20,522		11,236
Securities Transaction Tax		2,856		7,747
		<b>10,70,277</b>		<b>4,65,644</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2015****17 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
Aurelian Trading Limited	India	59.52%
Centuple Commercial Limited	India	50.98%
Goldmoon Commotrade Ltd.	India	60.00%
Littlestar Tracom Ltd.	India	65.06%
Maruti Tie-Up Ltd.	India	86.55%

**B. OTHER SIGNIFICANT ACCOUNTING POLICIES :**

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

**C. 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
- 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
Abhijit Nagee, Company Secretary (Resigned w.e.f 21.07.2014)	Salary Paid	₹ 41500
Poonam Dalmia, Company Secretary	Salary Paid	₹ 164834

**Notes 1 -17 form integral part of the financial Statements for the year ended on 31.03.2015**

**Signatures to Notes 1-17**

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

**(S.K.Rungta)**  
Proprietor  
Membership No. 13860  
Place : Kolkata  
Date: 30.05.2015

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

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

**(Poonam Dalmia)**  
Company Secretary



**NOTES**





# DECILLION FINANCE LIMITED

Regd. Office: "Mercantile Building", Block -E, 2nd Floor  
9/12, Lalbazar Street, Kolkata-700 001  
Email: info@decillion.co.in; Website: www.decillion.co.in  
CIN: L65999WB1995PLC067887

## 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*	Folio No.
Client ID*	No. of Shares

I hereby record my presence at the 21st Annual General Meeting of the Company at "Mercantile Building", Block -E, 2nd Floor  
9/12, Lalbazar Street, Kolkata-700 001, on Wednesday, the 30th September, 2015 at 02.00 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

Regd. Office: "Mercantile Building", Block -E, 2nd Floor  
9/12, Lalbazar Street, Kolkata-700 001  
Email: info@decillion.co.in; Website: www.decillion.co.in  
CIN: L65999WB1995PLC067887

## FORM NO. MGT - 11

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 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 ..... shares of the above company, hereby appoint.

- (1) Name ..... Address .....  
E-mail id ..... Signature ..... or failing him
- (2) Name ..... Address .....  
E-mail id ..... Signature ..... or failing him
- (3) Name ..... Address .....  
E-mail id ..... Signature ..... or failing him

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

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held at "Mercantile Building", 2nd Floor, 9/12, Lal Bazar Street, Block-E, Kolkata - 700 001, on Wednesday, the 30th September, 2015 at 02.00 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 No.	Resolutions	Optional	
		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, 2015 along with Directors' and Auditors' Report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Ms. Bharti Ranga (DIN: 06864738), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Ordinary Resolution to ratify the appointment of auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 22nd AGM and to fix their remuneration.		

Signed this ..... day of ..... 2015

Signature of Shareholder(s) ..... Signature of Proxy(s) .....

Affix Revenue Stamp
---------------------------

**Notes :**

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 21st 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 be 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)