

# ANNUAL REPORT 2015-2016



**DECILLION FINANCE LIMITED**

## Corporate Information

### BOARD OF DIRECTORS

Jitendra Kumar Goyal	<i>Managing Director (w.e.f. 09.02.2016)</i>
Mahesh Kumar Bhalotia	<i>Non-Executive Director</i>
Nikunj Kanodia (Resigned on 18.04.2016)	<i>Independent &amp; Non-Executive Director</i>
Vishakha Mundhra (Resigned on 19.08.2016)	<i>Non-Executive Independent Director (w.e.f. 09.02.2016)</i>
Bharti Ranga (Resigned on 05.02.16)	<i>Non-Executive Director</i>
Mahesh Kumar Kejriwal	<i>Non- Executive Independent Director (w.e.f. 30.04.2016)</i>
Ashish Jalan (Resigned on 01.01.16)	<i>Non- Executive Independent Director</i>

### COMPANY SECRETARY & COMPLIANCE OFFICER

CS Poonam Dalmia (Resigned on 23.04.2016)  
 Jitendra Kumar Goyal, *Managing Director and Compliance Officer (w.e.f 30.05.2016)*

### CHIEF FINANCIAL OFFICER

Prabhat Kumar Marda (Resigned on 1st March, 2016)  
 Rajesh Kumar Yadav (w.e.f 2nd March, 2016)

### BANKER

IDBI Bank  
 ICICI Bank

### STATUTORY AUDITORS

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

### 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

## Contents

Notice	2
Directors' Report	10
Management Discussion and Analysis Report	16
Annexure to Directors Report	19
Independent Auditors' Report	48
Balance Sheet	54
Statement of Profit and Loss	55
Cash Flow Statement	56
Notes to Financial Statements	57
Significant Accounting Policies	64
Independent Auditors' Report on the Consolidated Financial Statements	68
Consolidated Balance Sheet	72
Consolidated Statement of Profit and Loss	73
Consolidated Cash Flow Statement	74
Notes to Consolidated Financial Statements and Significant Accounting Policies	76
Attendance Slip along with Proxy 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

### NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd 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 Thursday, the 29th September, 2016 at 03.00 P.M. to transact the following business:

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 along with Directors' Report and Auditors' Report thereon
2. To appoint a Director in place of Mr. Mahesh Kumar Bhalotia (DIN: 00280743), who retires by rotation and being eligible, offers himself 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 23rd 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 2017 and authorize the Board of Directors to fix their remuneration."

#### SPECIAL BUSINESS :

4. To Appoint Mr. Mahesh Kumar Kejriwal (DIN- 07382906) as a Non-Executive Independent Director of the Company  
Consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulation,, Mr. Mahesh Kumar Kejriwal (DIN- 07382906) appointed as an Additional Director of the Company pursuant to Section 161 and who holds office up to the date of this Annual General Meeting in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 27th Annual General Meeting to be held in calendar year 2021.  
"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."
5. To appoint Mr. Jitendra Kumar Goyal (DIN-00468744) as a Managing Director of the Company  
Consider and if thought fit to pass with or without modification(s), the following resolution as Ordinary Resolution:  
"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Jitendra Kumar Goyal, as a Managing Director of the Company, for a period of two year on the terms and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the committee of the Board) to alter and vary the terms and conditions of the said appointment and/



or remuneration as it may deem fit and as may be acceptable to Mr. Jitendra Kumar Goyal, subject the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Jitendra Kumar Goyal shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.

6. To propose to voluntary delisting of the share from the Calcutta Stock Exchange of the Company.

Consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT subject to the provisions of the Companies Act, 1956 and 2013, Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, listing agreement, SEBI (Delisting of Securities) Guidelines, 2009, as amendmned from time to time by amendments regulations, 2009, 2015 and 2016 and such other applicable laws, rules, regulations and guidelines, and subject to such approvals, permission and sanctions, as may be necessary, the Board of Directors of the company be and is hereby authorised to seek voluntary delisting of its securities from Calcutta Stock Exchange.

“RESOLVED FUTHER THAT that the securities of the company shall continue to be listed on the stock exchange having nationwide trading terminals vis the stock exchange Mumbai (BSE) and therefore as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company.

RESOLVED FUTHER THAT that the Board of directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to execute all such deeds and documents as may be considered necessary and expedient to give effect to the above said resolution.

**Registered Office :**

Mercantile Building, Block-E, 2nd Floor  
9/12, Lalbazar Street,  
Kolkata – 700001  
CIN: L65999WB1995PLC067887  
Phone: 91 33 2248 5664  
Fax: 91 33 2243 9601  
E-mail: info@decillion.co.in  
Website: www.decillion.co.in  
Date: 08th August, 2016

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

**Jitendra Kumar Goyal**  
*Managing Director*

**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 05.08.2016
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 and Listing Regulation with the Stock Exchanges :

Name of Director	Mr. Mahesh Kumar Kejriwal	Mr. Jitendra Kumar Goyal	Mr. Mahesh Kumar Bhalotia
Date of Birth	26/05/1958	03/11/1963	01/01/1984
Date of Appointment	30/04/2016	02/06/2003. (Appointed as MD from 09/02/2016)	02/06/2003
Qualification	B.Com	B.Com	B.com
Directorship in other Public Limited Companies	01	04	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil	6	Nil
Share holding of Director in the Company	Nil	70100	100

*# 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 23rd September, 2016 to 29th September, 2016 (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 22nd Annual General Meeting and the Annual Report for 2016 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 Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on **26th September, 2016 (9:00 am IST)** and ends on **28th September, 2016 (5:00 pm IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd September, 2016**, 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](mailto:akkhandelia@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
  - (ii) Please follow all steps from Sl. No. (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 22nd September, 2016.
- 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. 5th August, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto: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 Calcutta Stock Exchange Limited, BSE Limited, where the shares of the Company are listed.

**Registered Office :**

Mercantile Building, Block-E, 2nd Floor  
 9/12, Lalbazar Street,  
 Kolkata – 700001  
 CIN: L65999WB1995PLC067887  
 Phone: 91 33 2248 5664  
 Fax: 91 33 2243 9601  
 E-mail: [info@decillion.co.in](mailto:info@decillion.co.in)  
 Website: [www.decillion.co.in](http://www.decillion.co.in)  
 Date: 8th August, 2016

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

**Jitendra Kumar Goyal**  
*Managing Director*

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

**ITEM No. 4**

The Board of Directors of the Company (the 'Board') on recommendation of the Nomination and Remuneration Committee, at its meeting held on 30th April, 2016 has, subject to the approval of members, appointed Mr. Mahesh Kumar Kejriwal as Additional Independent Director, to be ratified for a period of 5 (five) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2021.

The matter regarding appointment of Mr. Mahesh Kumar Kejriwal as an Non-Executive Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to the conclusion of 27th AGM to be held in calendar year 2021, when he will retire as per the policy on retirement of directors adopted by the Company.

Mr. Mahesh Kumar Kejriwal holds a bachelor degree in commerce. His Directorship on the Board of the Company will help the Company to grow and make wise decisions.

In the opinion of the Board, Mr. Mahesh Kumar Kejriwal fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The Company has also received declaration from Mr. Mahesh Kumar Kejriwal that hhe meets with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Listing Regulating Authority.

Mr. Mahesh Kumar Kejriwal does not hold any shares in the company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.





Copy of the draft letter for appointment of Mr. Mahesh Kumar Kejriwal as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Company has received notices in writing from members' along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Mahesh Kumar Kejriwal for the office of Director of the Company.

Mr. Mahesh Kumar Kejriwal is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to his respective appointment.

The relatives of Mr. Mahesh Kumar Kejriwal may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item Nos. 4 of the Notice for approval by the members.

**ITEM No.5 :**

The Board of Directors of the Company (the 'Board'), at its meeting held on 9th February, 2016 has, subject to the approval of members, appointed Mr. Jitendra Kumar Goyal as Managing Director, for a period of 2 (three) years at a remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Jitendra Kumar Goyal is as under:

- (a) Remuneration : Basic: 20,000 p.m
- (b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company
- (c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (d) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (e) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Mr. Jitendra Kumar Goyal holds 70100 equity shares in the Company. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Jitendra Kumar Goyal under Section 190 of the Act.

Brief resume of Mr. Jitendra Kumar Goyal is given below:

Mr. Jitendra Kumar Goyal is a qualified B.Com Graduate from Calcutta University having 25 years of experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market operations and related activities. He has deep understanding of the World Markets and their functioning and inter-relation. He strategized the Company's foray into Investments and Finance related activities. His continuation as a Managing Director on the Board of the Company will help the Company to grow and make wise decisions.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

Mr. Jitendra Kumar Goyal is interested in the Resolution mentioned at Item No. 5 of the Notice with regard to his appointment. Other than Mr. Jitendra Kumar Goyal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 5 of the Notice.

**ITEM No. 6 :**

The Securities & Exchange Board of India (SEBI) notified guidelines for voluntary delisting of securities from the stock exchanges. As per clause 5.2 of SEBI (Delisting of Securities) Guidelines, 2009, as amended from time to time by amendments regulations, 2009, 2015 and 2016 an exit opportunity to the shareholders need not be given where securities of the company remain listed on the stock exchange having nationwide trading terminal, i.e., The Stock Exchange, Mumbai, the National Stock Exchange of India and any other stock exchange that may be specified by SEBI in this regard.

At present the equity shares of the company are listed at BSE and Calcutta Stock Exchange.

Considering the negligible volume of trading and as a part of its cost reduction measure, the consent of members is sought for getting its securities delisted from Calcutta Stock Exchange as proposed in the special resolution. The securities of the company shall continue to be listed on the Stock Exchange, Mumbai .

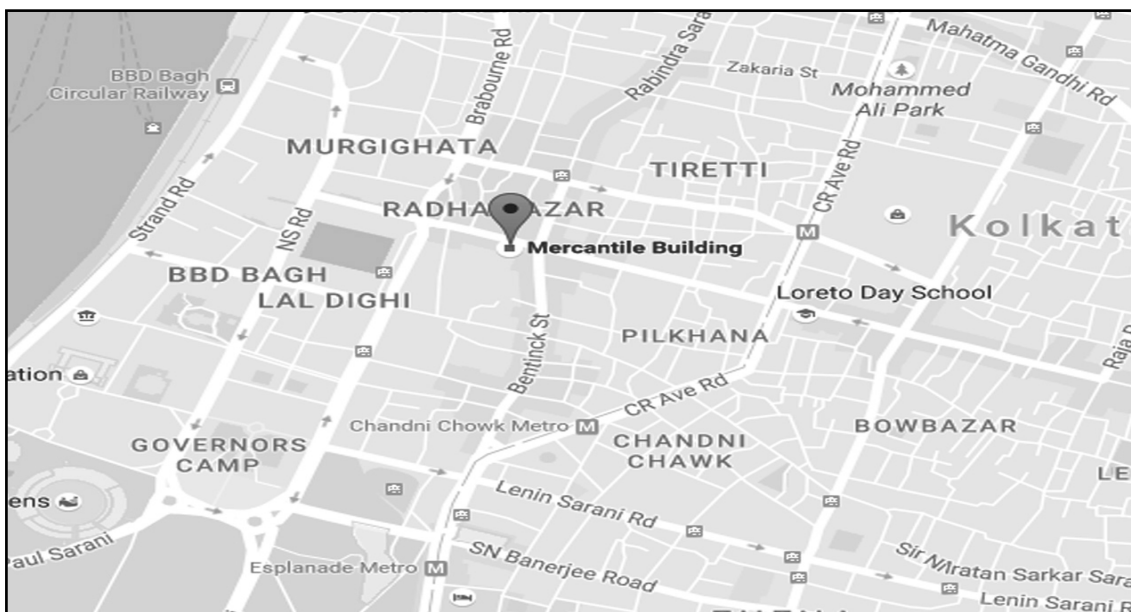
The Board recommends the resolution for approval of members.

None of the directors is interested in the Resolution mentioned at Item No. 6 of the Notice with regard to his appointment. No Director, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

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

Place : Kolkata-700 001  
Date : 8th August, 2016

**Jitendra Kumar Goyal**  
*Managing Director*

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING**

**DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2015-2016**

To,  
The Members,

Your directors have pleasure in presenting their Twenty-Second 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, 2016.

**FINANCIAL HIGHLIGHTS (STANDALONE AND CONSOLIDATED)**

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

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Revenue	9431744	10488991
Less: Expenditure	7672402	9950293
Profit/(Loss) before taxation	1759342	538697
Less: Tax Expense	356801	161967
<b>Profit after tax</b>	<b>1402541</b>	<b>376730</b>
Transfer to Special Reserve	280508	75346
Transfer to Contingent Provisions against Standard Assets	(57347)	(25557)
Balance brought forward from Previous year	(379892)	(655720)
Balance transferred to Balance Sheet	684794	(379892)

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

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Revenue	9483288	10634146
Less: Expenditure	7716692	10079835
Profit/(Loss) before taxation	1766596	554311
Less: Tax Expense	362135	176272
<b>Profit after tax</b>	<b>1404461</b>	<b>378039</b>
Share of Profit / (Loss) transferred to Minority Interest	(10)	201
Balance Profit / (Loss) C/F to the next year	701114	(340673)

**OPERATING & FINANCIAL PERFORMANCE**

Gross revenues decreased to ₹ 94,31,744, a decline of around 10.08% against ₹ 1,04,88,991 in the previous year. Profit before taxation was ₹ 1759342 against Rs. 538697 in the previous year. The percentage of profit has increased by 226.59% due to decrease in Changes in stock in trade.

**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 2015-16, there has been no change in the share capital of the Company. The Share Capital of the company is ₹ 35000000 divided into 35,00,000 Equity shares of ₹10 each.

## EXTRACT OF ANNUAL RETURN

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 has been enclosed with this report as **Annexure I**.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mr. Mahesh Kumar Bhalotia (DIN: 00280743), Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Mr. Mahesh Kumar Kejriwal (DIN: 07382906) was appointed as an Additional Independent Non Executive Director of the Company on 30th April, 2016 to hold office upto the date of ensuing Annual General Meeting. Your Company has received notices from shareholders along with requisite deposits proposing the candidature of. Mr. Mahesh Kumar Kejriwal for appointment as Independent Director at the ensuing Annual General Meeting.

Mr. Ashish Jalan has resigned from the post of Directorship w.e.f 1st January, 2016

Ms. Bharati Ranga has resigned from the Board w.e.f 5th February, 2016.

Mr. Nikunj Kanodia has resigned from the Board w.e.f 18th April, 2016

Mr. Prabhat Kumar Marda Chief Financial Officer resigned w.e.f 01.03.2016. On recommendation of the nomination and remuneration committee, Mr. Rajesh Kumar Yadav was appointed as the Chief Financial Officer and Key Managerial Personnel under section 203 of the Companies Act 2013 of the Company with effect from 2nd March 2016. Mr. Jitendra Kumar Goyal, Director was appointed as the Managing Director of the Company for a period of 2 years on recommendation of the Nomination and Remuneration committee with effect from 9th February 2016. Poonam Dalmiya was the Company Secretary, Compliance officer and Key managerial personnel of the Company as on 31.03.2016. Further Ms. Poonam Dalmiya resigned on 23rd April 2016, and Mr. Jitendra Kumar Goyal, being recommended by Nomination & Remuneration Committee and appointed by the board as Managing Director and the Compliance Officer of the Company w.e.f 30th May, 2016.

As on 31.03.2016 the list of KMP are :-

- a) Mr. Jitendra Kumar Goyal - *Managing Director*
- b) Mr. Rajesh Kumar Yadav - *CFO*
- c) Miss Poonam Dalmiya - *Company Secretary*

## DECLARATION BY INDEPENDENT DIRECTOR(S)

The Board of Directors hereby certifies that the Independent Directors appointed on the Board, meet the criteria pursuant to Section 149(6) of the Companies Act, 2013.

Further, all Independent Directors have furnished their Declarations meeting the criteria under Section 149(6) of the Companies Act, 2013 and Regulation 25 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

## NUMBER OF BOARD MEETINGS

During the Financial Year 2015-16, eight (08) meetings of the Board of Directors of the Company, four(4) Audit Committee Meetings and(01) Stakeholders Relationship Committee Meeting 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 INDUCTION, TRAINING AND FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

The Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the business drivers, they are updated through presentations at Board Meetings about the Financials of the company and also about the new product launches. They are also provided booklets about the business and operations of the company.



The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors. The details of the Board Familiarization programme for the Independent Directors can be accessed in the website of the Company viz; [www.decillion.co.in](http://www.decillion.co.in).

#### **BOARD EVALUATION**

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the Individual Directors and there Committees.

#### **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**.

#### **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 as it is exempted from the applicability of the provision of Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meeting of Board and its Powers) Amendment Rules, 2015 as your Company is NBFC registered with RBI whose principal business inter alia includes financing of companies.

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

#### **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 2015-16 are provided in the accompanying financial statements.

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

#### **LISTING AGREEMENT**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of Capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within Six Months from the Effective date. The Company entered into new Listing Agreement with CSE Ltd during the financial year.

#### **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. Their appointment is to be ratified by the shareholders under Section 139 of the Companies Act, 2013 at the ensuing Annual General Meeting.

The Statutory Auditor's Report does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

As required by SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015, the auditor's certificate on corporate governance is enclosed as **Annexure V** to the Board's report. The auditor's certificate for fiscal 2016 does not contain any qualification, reservation or adverse remark.

## SECRETARIAL AUDITOR

Mr. Anand Khandelia, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for Financial Year 2015-16 form a part of the Directors Report and is attached here as **Annexure III**.

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

## 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

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

## 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, 2016, the Company had two Indian subsidiaries. During the year under review Aurelian Trading Private Limited, Centuple Commerical Limited and Goldmoon Commotrade Limited ceased to be subsidiary during the year. In compliance with Accounting Standard 21, your Company has prepared its consolidated financial statements, which forms part of this annual report. Pursuant to the provision of section 129(3) of the Companies Act, 2013, a separate statement containing the salient features of the subsidiary companies in the prescribed form AOC-1 (**Annexure – IV**) is a part of the consolidated financial statement. The accounts of the subsidiary companies will be available to any member seeking such information at any point of time. The financial statement of the Company along with the accounts of the subsidiaries will be available at the website of the Company namely [www.decillion.co.in](http://www.decillion.co.in) and kept open for inspection at the registered office of the Company.

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

## 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 Regulation 34 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is annexed to this report.



## STATUTORY & LEGAL MATTERS

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

## CORPORATE GOVERNANCE

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

## CODE OF CONDUCT

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

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

## 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 VII** 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.

## CORPORATE SOCIAL RESPONSIBILITY

The Net worth of the Company was below ₹ 500 Crore, the Turnover of the company was below ₹ 1000 Crore and the Net Profit of the Company was below ₹ 5 crore in any of the preceding three financial year, hence, provisions of section 135(1) of the Companies Act, 2013 read with CSR rules 2014 issued in this behalf are not attracted on the Company.

## 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 31.03.2016 and state that :

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



### **RBI GUIDELINES FOR NON-BANKING FINANCIAL COMPANIES**

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

### **PROHIBITION OF INSIDER TRADING**

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

### **PROVISIONS OF SEXUAL HARASSMENT**

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

### **CAUTIONERY NOTE**

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

### **ACKNOWLEDGMENT**

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

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

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

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

Place: Kolkata  
Date: 30.05.2016





## 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. 9431744/- during the year with net profitability of Rs. 1407541/-. 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 2016-17. The Company is effectively putting together a growth strategy in the area of trading in Derivatives of Commodities, Equities, and Currencies. The Company also seeks to carry on business as general merchants, contractors, agents, brokers and dealers of all kinds of merchandise and to perform such other acts as may be expedient to carry out the above activities effectively.

#### SEGMENT REPORTING

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

## OPPORTUNITIES AND THREATS

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

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

## RISK AND CONCERNS

Company is exposed to specific risks that are particular to its business and the environment within which it operates including economic cycle, market risk and credit risks. Managing risk effectively also helps in achieving the desired outcome, while fixing responsibility and accountability. The Company is especially focuses on improving sensitivity to assessment of risks and improving methods of computation of risk weights and capital charges. The risk assessment and mitigation procedure are reviewed by the Board periodically.

## RISK MANAGEMENT

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

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

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

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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



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

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

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance of the company has seen a decline growth of 10.08% since Revenue from operations has decreased by 3.76 % as compared to the last financial year, However, profit percent of the company is increased by 226.59%.

#### **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The financial performance of the company has seen a decline growth since Revenue from operations has decreased by 3.76 % as compared to the last financial year, However, interest income from lending activities has increased by 25.39 %.

#### **INDUSTRY STRUCTURE & DEVELOPMENTS**

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

#### **MATERIAL DEVELOPMENT IN HUMAN RESOURCE / INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

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

#### **SHAREHOLDERS**

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

#### **FULFILMENT OF RBI NORMS AND STANDARD**

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

#### **CAUTIONARY STATEMENT**

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

By Order of the Board of Directors

**Jitendra Kumar Goyal**

*Managing Director*

(DIN 00468744)

Place: Kolkata  
Date : 30.05.2016

## ANNEXURE – I

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31.03.2016

[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	101.28

**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	Littlestar Tracom Ltd.	'Mercantile Building', 2nd Floor, Block – E 9/12, Lal Bazar Street, Kolkata - 700001	U51909WB2010PLC144543	Subsidiary	65.06	2(87) ii
2	Maruti Tie-Up Ltd.	10/1/1, Guru Prasad Ghosh Lane, Kolkata - 700013	U51101WB2010PLC145843	Subsidiary	86.55	2(87) ii



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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) Indian									
a) Individual / HUF	214600	0	214600	6.131	214600	0	214600	6.131	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	1219600	0	1219600	34.846	1219600	0	1219600	34.846	0.000
e) Banks / Financial Institutions									
Any Other									
<b>Sub-total (A)(1)</b>	<b>1434200</b>	<b>0</b>	<b>1434200</b>	<b>40.977</b>	<b>1434200</b>	<b>0</b>	<b>1434200</b>	<b>40.977</b>	<b>0.000</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>1434200</b>	<b>0</b>	<b>1434200</b>	<b>40.977</b>	<b>1434200</b>	<b>0</b>	<b>1434200</b>	<b>40.977</b>	<b>0.000</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									
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>

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	
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1814760	200000	2014760	57.565	1814760	200000	2014760	57.565	0.000
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	29990	21050	51040	1.458	29990	21050	51040	1.458	0.000
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>1844750</b>	<b>221050</b>	<b>2065800</b>	<b>59.023</b>	<b>1844750</b>	<b>221050</b>	<b>2065800</b>	<b>59.023</b>	<b>0.000</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>1844750</b>	<b>221050</b>	<b>2065800</b>	<b>59.023</b>	<b>1844750</b>	<b>221050</b>	<b>2065800</b>	<b>59.023</b>	<b>0.000</b>
C. Shares held by Custodian for GDRs & ADRs									
<b>GRAND TOTAL (A+B+C)</b>	<b>3278950</b>	<b>221050</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>


**B. 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	100	0.003	0.000	100	0.003	0.000	0.000
2	JITENDRA KUMAR GOYAL	70100	2.003	0.000	70100	2.003	0.000	0.000
3	KUDRAT HOLDINGS PRIVATE LIMITED	432000	12.343	0.000	432000	12.343	0.000	0.000
4	RENU GOYAL	70000	2.000	0.000	70000	2.000	0.000	0.000
5	TUBRO CONSULTANTS AND ENTERPRISES PRIVATE	787500	22.500	0.000	787500	22.500	0.000	0.000
6	VIRENDRA KUMAR GOYAL	74500	2.129	0.000	74500	2.129	0.000	0.000
	<b>TOTAL</b>	<b>1434200</b>	<b>40.977</b>	<b>0.000</b>	<b>1434200</b>	<b>40.977</b>	<b>0.000</b>	<b>0.000</b>

**C. 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	100	0.003		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100	0.003
2	JITENDRA KUMAR GOYAL				
	a) At the Beginning of the Year	70100	2.003		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			70100	2.003
3	KUDRAT HOLDINGS PRIVATE LIMITED				
	a) At the Beginning of the Year	432000	12.343		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			432000	12.343
4	RENU GOYAL				
	a) At the Beginning of the Year	432000	12.343		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			432000	12.343
5	TUBRO CONSULTANTS AND ENTERPRISES PRIVATE LIMITED				
	a) At the Beginning of the Year	787500	22.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			787500	22.500
6	VIRENDRA KUMAR GOYAL				
	a) At the Beginning of the Year	74500	2.129		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			74500	2.129
	<b>TOTAL</b>	<b>1434200</b>	<b>40.977</b>	<b>1434200</b>	<b>40.977</b>

**D. 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	FASTFLOW COMMODEAL LIMITED				
	a) At the Beginning of the Year	100000	2.857		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100000	2.857
2	GANGADHAR DEALERS PVT LTD				
	a) At the Beginning of the Year	160000	4.571		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			160000	4.571
3	GOYAL COMMERCIAL PRIVATE LIMITED				
	a) At the Beginning of the Year	159750	4.564		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			159750	4.564
4	LATANGI VYAPAAR PVT LTD				
	a) At the Beginning of the Year	154000	4.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			154000	4.400
5	SHREYANS STOCKINVEST PRIVATE LIMITED				
	a) At the Beginning of the Year	120000	3.429		
	b) Changes during the year				
	Date Reason				
	11/09/2015 Transfer	-120000	3.429	0	0.000
	c) At the End of the Year			0	0.000
6	SHUABHI INVESTMENTS PVT LTD				
	a) At the Beginning of the Year	163000	4.657		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			163000	4.657
7	SRI SALASAR SUPPLIERS PRIVATE LIMITED				
	a) At the Beginning of the Year	319000	9.114		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			319000	9.114
8	SRIVANI MERCHANTS PVT LTD				
	a) At the Beginning of the Year	167000	4.771		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			167000	4.771
9	SUJALI FASHION PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.286		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.286





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
10	TORNER TIE UP PVT LTD				
	a) At the Beginning of the Year	137000	3.914		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			137000	3.914
11	ULTRA DEALERS PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	11/09/2015 Transfer	1,20,000	3.429	1,20,000	3.429
	c) At the End of the Year			120000	3.429
	<b>TOTAL</b>	<b>1629750</b>	<b>46.564</b>	<b>1629750</b>	<b>46.564</b>

**E. 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
1.	JITENDRA KUMAR GOYAL				
	a) At the Beginning of the Year	70100	2.003		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			70100	2.003
		70100	2.003	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 ₹)
		Jitendra Kumar Goyal, Managing Director(appointed on 9.02.2016)	
1	Gross salary	34,667	34,667
	(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)	34,667	34,667
	Ceiling as per the Act	5% of Net Profit calculated under section 198 of the Companies Act, 2013	

### B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		-	-	-	
1	Independent Directors	N I L			
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors	N I L			
	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	11 % of Net Profit calculated under section 198 of the Companies Act, 2013			

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount (in ₹)
		CEO	CS	CFO		
1	Gross salary		Poonam Dalmia (resigned on 23.04.2016)	Prabhat Kumar Goyal (appointed on 21.07.2015 and resigned on 01.03.2016)	Rajesh Kumar Yadav (appointed on 02.03.2016)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	90,000	83,330	10,000	1,83,330
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL	NIL
	- as % of profit - others, specify...					
5	Others, please specify		NIL	NIL	NIL	NIL
	<b>Total</b>	NIL	90,000	83,330	10,000	1,83,330

**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					

N I L

## 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.
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, 2016**

[Pursuant to Section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Decillion Finance Limited

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 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, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 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;
  - (f) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
  - (g) The SEBI (Delisting of Equity Shares) Regulations, 2009.
  - (h) The SEBI (Buy Back of Securities) Regulations, 2009.



- (vi) Other laws applicable specifically to the Company namely:
- (a) Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2015.
  - (b) The Reserve Bank of India Act, 1934( Chapter IIIB), sec 45IA.
  - (c) Non-Banking Financial Companies (Reserve Bank Directions),1998.
  - (d) Master Circular dated 1st July, 2014 on Know Your Customer(KYC) Guidelines – Anti Money Laundering standards (AML) – Prevention of Money Laundering Act, 2002.
  - (e) Master Circular dated 1st July, 2015 on Know Your Customer(KYC) Guidelines – Anti Money Laundering Standards (AML) – Prevention of Money Laundering Act,2002.
  - (f) Master Circular dated 1st July, 2014 on Miscellaneous Instructions to NBFC – ND – SI.
  - (g) Master Circular dated 1st July, 2015 on Fair Practice Code.

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

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

I further report that:

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

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have recorded.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that during the audit period 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: 30.05.2016

**Anand Khandelia**  
*Practicing Company Secretary*  
FCS No. 5803/ CP No. 5841

## ANNEXURE TO SECRETARIAL AUDIT REPORT

To,  
The Members,  
Decillion Finance Limited  
"Mercantile Building", Block-E, 2nd Floor,  
9/12, Lal Bazaar Street, Kolkata-700001

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

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

Place: Kolkata  
Date: 30.05.2016

**Anand Khandelvia**  
*Practicing Company Secretary*  
FCS No. 5803/ CP 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	Littlectar Tracom Ltd.	31st March, 2016	INR	830000	6259386	7134592	7134592	6003000	19523	1232	2481	-1249	-	65.06
2	Maruti Tie-up Pvt. Ltd.	31st March, 2016	INR	1115000	6961721	8089325	8089325	8000000	32021	6022	2853	3169	-	86.55

\*\*\* During the year Aurelian Trading Private Limited, Centuple Commercial Limited & Goldmoon Commontrade Ltd. has ceased to be subsidiary.

**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**  
Managing Director  
(DIN : 00468744)

Place: Kolkata  
Date: 30.05.2016

---

**ANNEXURE - V****REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

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

**COMPANY'S PHILOSOPHY**

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

**ETHICS POLICIES**

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

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

**ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS**

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

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

- Organizational Governance



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

The role has expanded beyond simply ensuring statutory compliance to become a pivotal one where the skills of the company secretary can have a direct impact on the effectiveness of the Board and organization. Company secretaries can add real value to their role and increase their impact by bringing commercial acumen, strategic understanding and softer people skills in addition to their already much sought after legal and governance knowledge.

## BOARD OF DIRECTORS

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

## COMPOSITION

As on 31st March, 2016 the Company's Board comprised of four directors out of which one is Non-Executive Director, one is Non-Executive Independent Directors, one additional Independent Director and one is Executive Non-Independent Managing director. Management of the Company is headed by Sri Jitendra Kumar Goyal, Managing Director subject to general supervision, control and direction of the Board. The Company has one Woman Director in its Board .The company has complied with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 (1) (a) Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Further, Mr. Ashish Jalan has resigned from the post of Directorship w.e.f 1st January, 2016 , Ms. Bharti Ranga resigned from the post of her Directorship w.e.f 5th February, 2016 and Mr Nikunj Kanodia resigned from the post of his Directorship w.e.f 18th April, 2016. The Board place on record their appreciation for the assistance and guidance during their tenure as Directors of the Company.

Ms. Vishakha Mundhra was appointed as a woman Non-Executive Independent Director of the Company w.e.f. 9th February, 2016. and Mr Mahesh Kumar Kejriwal as a Non-Executive Independent Director w.e.f 30th April, 2016.

The details of attendance of the directors at the board meeting during the year and at the last annual general meeting held on 29th September, 2015 and also the number of other directorships, committee memberships/ chairmanships as on 31st March 2016, the date of joining are as follows:

Name of the Directors	Category	Relationship with other Directors	Financial Year 2015-2016		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. Jitendra Kumar Goyal (DIN 00468744)	Managing Director (w.e.f 09/02/2016)	—	08	08	Yes	04	05	01
Mr. Mahesh Kumar Bhalotia (DIN 00280743)	Non-Executive Director	—	08	08	Yes	Nil	Nil	Nil
Mr. Nikunj Kanodia (DIN 06427863)	Independent and Non-Executive Director	—	08	08	Yes	Nil	Nil	Nil

Name of the Directors	Category	Relationship with other Directors	Financial Year 2015-2016		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
Ms. Vishakha Mundhra (DIN:07382982)#	Additional Independent Director	–	01	01	No	01	Nil	02
Ms Bharti Ranga (DIN 06864738)##	Non-Executive Director	–	06	06	Yes	01	Nil	02
Mr. Ashish Jalan (DIN 06865152) ###	Independent and Non-Executive Director	–	06	06	Yes	01	Nil	Nil

# Appointed as Additional Independent Director on 09.02.2016

## Ms Bharti Ranga regined w.e.f 05.02.2016

### Mr. Ashish Jalan regined w.e.f 01.01.2016

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

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

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

#### BOARD MEETINGS

A calendar of Board and Committee meetings is agreed and circulated in advance to the Directors. Additional meetings are held, when necessary. During the year ended 31 March, 2016, Eight(8) Board meetings were held on 30th May, 2015, 21st July, 2015, 13th August, 2015, 28th August, 2015, 24th October, 2015, 14th November 2015, 9th February, 2016 and 2nd March, 2016. The gap between any two consecutive meetings did not exceed one hundred and twenty days.

#### BOARD AGENDA

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

#### INFORMATION PLACED BEFORE THE BOARD

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

#### COMPANY SECRETARIES AND KEY MANAGERIAL PERSONNEL

During the year, Mr. Prabhat Kumar Marda the Chief Financial Officer of the Company has resigned from the post w.e.f 1st March, 2016. The Board place on record his appreciation for the assistance and guidance during his tenure as CFO of the Company. Mr. Rajesh Kumar Yadav was appointed as new CFO w.e.f 2nd March, 2016.

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

#### 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/policy/DOC\\_175167.Familiarization%20programmes%20of%20ID%20of%20DFL.pdf](http://www.decillion.co.in/policy/DOC_175167.Familiarization%20programmes%20of%20ID%20of%20DFL.pdf)

**CODE OF CONDUCT**

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

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

**COMMITTEES OF THE BOARD**

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

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

As on 31st March, 2016, audit Committee consists of comprised of two Independent & one Executive Directors. Mr. Nikunj Kanodia, as the Chairman of the Committee and Mr. Jitendra Kumar Goyal & Ms. Vishakha Mundhra (w.e.f 09.02.2016) are the other two members of the Committee. All the members of the Committee have accounting or related financial management expertise. Mr. Ashish Jalan who was a member of the committee(As on 31.03.2016) resigned from office w.e.f 01.01.2016.

The meeting held on 8th February, 2016 the committee took the note of the resignation of Mr. Ashish Jalan as a member of the Committee. The Committee further noted that the proposed new Director to be appointed would the member of the committee with immediate effect. The Committee further noted Ms. Vishakha Mundhra to be the new member of the Committee based on the recommendation of the Nomination and Remuneration Committee subject to the approval of the board at its meeting to be held on 9th February, 2016.

During the year under review, four meetings of the committee were held on 30.05.2015, 12.08.2015, 14.11.2015 and 08.02.2016. All the meetings were held in such time that the gap between any two meetings did not exceed four months; thereby complying with the Companies Act, 2013.

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Meetings held</b>	<b>No. of Meetings Attended</b>
Mr. Nikunj Kanodia,	Chairman-Non-Executive-Independent Director	4	4
Mr. Jitendra Kumar Goyal	Executive Director	4	4
Mr. Ashish Jalan*	Non-Executive Independent Director	3	3
Ms. Vishakha Mundhra**	Non-Executive Independent Director	0	0

\*Resigned w.e.f 1st January, 2016

\*\* Appointed w.e.f 9th February, 2016.

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

Mr. Nikunj Kanodia, the Chairman was duly present in Annual General Meeting held on September 30, 2015

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.

The functions of the Committee include:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory auditor internal adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;



16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;

**Nomination and Remuneration Committee**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation, the Committee was re-constituted w.e.f 2 Independent & 1 Non-Executive Directors.

The Committee held three meetings during the year 15th July, 2015, 9th February, 2016 and 2nd March, 2016. On meeting held on 9th February, 2016 the committee took note of resignation of Ms. Bharti Ranga, Mr Ashish Jalan, and further note Mr Jitendra Kumar Goyal as to resigned as member of committee as executive director cannot be member of the committee. Ms. Vishakha Mundhra and Mr Mahesh Kumar Bhalotia were the new members on the committee.

Mr. Nikunj Kanodia, Chairman of the Committee was duly present at the Annual General Meeting held on September 30, 2015.

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

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

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

Name of the Director	Category	No. of Meetings held	No. of Meetings Attended
Mr. Nikunj Kanodia,	Chairman-Non-Executive-Independent Director	3	3
Mr. Jitendra Kumar Goyal*	Executive Director	1	1
Mr. Ashish Jalan*	Non-Executive Independent Director	1	1
Ms. Bharti Ranga*	Non-Executive Independent Director	1	1
Ms. Vishakha Mundhra**	Non-Executive Independent Director	2	2
Mr Mahesh Kumar Bhalotia**	Non-Executive Director	2	2

\*Resigned as a member w.e.f 9th February, 2016

\*\*Appointed as a member w.e.f 9th February, 2016.

**The functions of the Committee include :**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees;



2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become a Director and who may be appointed in senior management;
5. To decide on extension or continuation of terms of the independent director, on the basis of the report of performance evaluation of independent director

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

#### **Stakeholders Relationship Committee**

The Committee comprises of two Independent Directors and one Executive Director. The committee is headed by Mr. Nikunj Kanodia, as Chairman (Non-Executive Director) and Mr. Jitendra Kumar Goyal, , Ms. Vishakha Mundhra are the member of the committee.

Ms Poonam Dalmia, Company Secretary and Compliance Officer, is the Secretary of the Committee.

The Committee held one meeting during the year on 9th February, 2016. On meeting held on 9th February, 2016 the committee noted the resignation of Ashish Jalan as a member w.e.f 1st January, 2016 and appointed Ms. Vishakha Mundhra as the new member on the committee

No Complaint had been received during the Financial Year 2015-16. The Company is registered with SEBI under SCORES.

#### **The functions of the Committee include:**

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

- To ensure that correspondence with the shareholders are promptly dealt with by the Company and no cases were pending as on 31st March, 2016.

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

The Company did not receive any complaint from any shareholder during the year and no complaint was pending as on 31.03.2016.

The Company has a designated email ID info@decillion.co.in for Grievance Redresal purpose where complaint can be lodged by the Shareholders

#### **MEETING OF INDEPENDENT DIRECTORS**

As stipulated by the Code of Independent Directors under Companies Act, 2013 and the Listing Regulation, a meeting of the Independent Directors was held on 9th February, 2016 which was attended by all the Independent Directors to review the performance of Non Independent Directors including Chairman and the Board as a whole.

Mr. Nikunj Kanodia was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further reviewed the performance of the Chairman of the company taking into account the views of Executive Directors and Non-Executives Director and assessed the quality, quantity and the timeliness of flow of information between the Management and the Board.

#### **SUBSIDIARY COMPANY**

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





As on March 31, 2016 the Company had the following non-listed Indian subsidiary Companies:

- Little Tracom Ltd.
- Maruti Tie-up Private Limited

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

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

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

**CORPORATE SOCIAL RESPONSIBILITY**

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

**GENERAL BODY MEETINGS**

Location and time of last three Annual General Meetings:

<b>AGM for the Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>	<b>Special resolutions transacted</b>
2012-2013	30.09.2013	1:00 p.m.	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata – 700 001	None
2013-2014	30.09.2014	1:00 p.m.	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata – 700 001	None
2014-2015	30.09.2015	2.00 p.m	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata – 700 001	None

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

<b>Date of AGM/ Postal Ballot/EGM</b>	<b>No. of Resolution</b>	<b>Details</b>
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**

**a. Related-party transactions**

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

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

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

None

**Accounting treatment in preparation of financial statements**

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

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

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

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

**COMPLIANCE CERTIFICATE**

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

**WHISTLE BLOWER POLICY**

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

**MEANS OF COMMUNICATION**

**Quarterly / Annual results**

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

**Website**

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

**Annual Report**

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

**Designated exclusive email-id**

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

**Intimation to Stock Exchanges**

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

**GENERAL SHAREHOLDER INFORMATION**

Annual General Meeting		
Date and Time	:	29th September, 2016 at 3.00 P.M.
Venue	:	Registered office: Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata – 700 001
Financial Calendar	:	2016-2017 (Tentative Dates)
		First Quarter Results On or before August 14, 2016
		Second Quarter Results On or before November 14, 2016
		Third Quarter Results On or before February 14, 2016
		Fourth Quarter Results On or before May 30, 2017
Date of Book Closure	:	23rd September, 2016 to 29th September, 2016 (both days inclusive)
Dividend payment date	:	No dividend is being recommended
Listing on stock exchanges	:	1.BSE Limited.
		2.The Calcutta Stock Exchange Ltd.
The Company has paid Listing Fees as applicable to the stock exchanges.		

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

**MARKET PRICE DATA**

**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 40(9) of the Listing Regulation from a Practicing Company Secretary, on half year basis, towards compliance of Share Transfer formalities by the Company within the due dates, in terms of the Listing Regulation with Stock Exchange.

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

**SHAREHOLDING PATTERN (AS ON 31ST MARCH 2016)**

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**

Sl. No.	Share Holding	Shareholders' Number	Percentage of Shareholders	No. of Shares	Percentage of Shares
1.	UPTO - 500	480	93.2039	4672	0.1335
2.	501 - 1000	0	0	0	0
3.	1001 - 5000	12	2.3031	34278	0.9794
4.	5001 - 10000	2	0.3883	12200	0.3486
5.	10001 - 50000	2	0.3883	83000	2.3714
6.	50001 - 100000	8	1.5534	616600	17.6171
7.	100001 AND ABOVE	11	2.1359	2749250	78.5500
	<b>TOTAL</b>	<b>515</b>	<b>100.0000</b>	<b>3500000</b>	<b>100.0000</b>

**DEMATERIALISATION OF SHARES**

As on 31st March 2016 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.

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

In accordance with the requirements for a listed Company , as stipulated by SEBI , a Reconciliation of Share Capital Audit is conducted is conducted by a firm of Company Secretaries for the purpose of inter alia , reconciliation and confirmation of the total admitted equity share capital with the depositories and in the physical form with the total issued / paid up equity share capital of the company as listed on the exchange.

Certificate issued in this regard are placed before the Board Of Directors and forwarded to exchange where the shares of the company are listed.

**ADDRESS FOR CORRESPONDENCE**

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

**Decillion Finance Limited**

"Mercantile Building", Block-E,  
2nd Floor, 9/12, Lalbazar Street,  
Kolkata – 700 001  
Email: info@decillion.co.in

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

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



**CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

This is to confirm that a code of conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the year ended 31st March, 2016 and the same has also been noted by the Board.

For **Decillion Finance Limited**

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

Place: Kolkata  
Date: 30.05.2016



## CEO / CFO CERTIFICATION

The Board of Directors  
**M/s Decillion Finance Limited**

### **Re: Financial Statement for the Financial Year 2015-2016 – Certification by Executive Director**

We, Jitendra Kumar Goyal, Managing Director and Rajesh Kumar Yadav, Chief Financial Officer of M/s Decillion Finance Limited on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2016 and to the best of our knowledge and belief, hereby certify that:

1. These statement do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 which is fraudulent, illegal or violative of Company's Code of Conduct.
4. We accept responsibility of establishing and maintaining internal control systems of the Company pertaining the financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design and operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - i. There have been no significant changes in internal control over financial reporting during the period.
  - ii. There have been no significant changes in accounting policies during the period.
  - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.
  - iv. That there were no deficiencies in the design or operations of Internal controls that could adversely affect the company's ability to record, process, summarize and report financial data including any corrective actions.
  - v. That there are no material weaknesses in the Internal controls over financial reporting.

For and on behalf of the Board

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

**Rajesh Kumar Yadav**  
CFO

Place: Kolkata  
Date: 30.05.2016



**AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITION OF CORPORATE GOVERNANCE AS STIPULATED IN THE LISTING AGREEMENT.**

To  
The Members of  
**Decillion Finance Limited**

We have examined the compliance of conditions of corporate governance by **Decillion Finance Limited (“ the Company”)** for the year ended on **31st March, 2016**, as stipulated in Clause 49 of the (“ Listing Agreement “) of the Company with Stock Exchange for the period 1st April,2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 as referred to in Regulation 15(2) Of Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

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 Regulations as applicable.

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: 30.05.2016

## 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 2015-16 (Rs.)	Remuneration in FY 2014-15	Shares/Stock held	% Increase of Remm in 15-16 Against 14-15	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remuneration to Revenues In 2016 (Note - 1)	Ratio of Remuneration to Net Profit 2016 (Note - 1)
1	JITENDRA KUMAR GOYAL	MANAGING DIRECTOR (w.e.f.09.02.2016)	34667.00	NIL	70100	NIL	2:1	1.48:1	NIL	NIL
2	NIKUNJ KANODIA	DIRECTOR	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3.	MAHESH KUMAR BHALOTIA	DIRECTOR	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL
4.	VISHAKHA MUNDHRA	DIRECTOR (Appointed on 09.02.2016)	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL
5.	BHARTI RANGA	DIRECTOR (Resigned on 02.02.2016)	0.00	NIL	NIL	NIL	NIL	NIL	NIL	NIL
6.	Mr. ASHISH JALAN	DIRECTOR (Resigned on 01.01.2016)	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 2015-16 (Rs.) (Note - 2)	Remuneration in FY 2014-15	Shares/Stock held	% Increase of Remm in 15-16 Against 14-15	Ratio of Remm to MRE (Excl MD)	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remuneration to Revenues in 2016	Ratio of Remuneration to Net Profit 2016
1	Ms. POONAM DALMIA	COMPANY SECRETARY	90000.00	164834	NIL	(45.40)	0.75:1	0.55:1	0.010	0.04
2	Mr. Prabhat Kumar Marda	Cheif Financial Officer (Resigned w.e.f. 01.03.2016)	83,300	NIL	NIL	NIL	1.1	0.73:1	0.013	0.05
3	Mr. Rajesh Kumar Yadav	Cheif Financial Officer (Appointed on 02.03.2016)	10,000	NIL	NIL	NIL	1.1	0.74:1	0.013	0.05

**NOTES :**

- A. Calculation based on annualized salary.
- B. Salary includes bonus amount.
- C. No remuneration is paid to any Non Executive director during the period
- D. The Median Remuneration of Employees (MRE) including Managing Directors (MD) was Rs. 162374.5 in the financial year 2015-16.
- E. The Median Remuneration of Employees (MRE) excluding Managing Directors (MD) was Rs.2,42,110 in the financial year 2015-16.
- F. The number of permanent employees in the rolls of the company as on 31.03.2016 and 31.03.2015 were 4 and 4 respectively.
- G. The revenue growth during the Financial year 2015-16 was -10.08 % over the Financial year 2014-15 and net profit growth was (372.29)%.
- H. The aggregate remuneration of employees excluding Managing Director grew by 46.37 %, and, the aggregate remuneration of employees including Managing Director grew by 54.65 %.
- I. The market capitalization of the company stood at Rs. 3,50,00,000 (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 got it's share listed in Bombay Stock Exchange 14th July 2015.
- J. The company has a Nomination & Remuneration Policy in place, and it is strictly followed for fixation and payment of remuneration to the managerial personnel and other employees of the company. The policy has been developed with adherence to the Companies Act, 2013 and all other statutes as applicable.





## INDEPENDENT AUDITORS' REPORT

To,  
The Members of  
**Decillion Finance Limited**

### REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **DECILLION FINANCE LIMITED** (the Company'), which comprise the balance sheet as at 31st March 2016, the Statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in

conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016 and its Profit and its cash flows for the year ended on that date.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that :
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31st March 2016 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;and
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separately Report in Annexure 'B'.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - a. The Company does not have any pending litigations which would impact its financial position.
    - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
    - c. There are no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.

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

Place: Kolkata  
Date : 30/05/2016

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



## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report of even date to the members of DECILLION FINANCE Limited on accounts of the Company for the year ended on March 31, 2016.

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

- (i) a. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b. Fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;
- c. There were no immovable properties held in the name of the company.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed, and they have been properly dealt with in the books of account;
- (iii) The company has not granted, any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
- (iv) In respect of the loans provided & investments made, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any Loan during the financial year.
- (vi) Maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 was not applicable during the financial year.
- (vii) (a) The company is regular in depositing undisputed statutory dues including, income-tax, service tax, value added tax, cess and any other statutory dues to the appropriate authorities and the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned were not for a period of more than six months from the date they became payable.
- (b) No dues of income tax, or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned.
- (viii) The company does not have loans or borrowings from any financial insitutuion banks, government or debenture holders during the year. Accordingly paragraph 3(ix) of the order is not applicable.
- (ix) No moneys were raised by way of initial public offer or further public offer (including debt instruments).
- (x) That no instance of any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company as defined under the provisions of the Companies Act 2013, and that the Nidhi Rules, 2014 were not applicable on the company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013. And, the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;



- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence requirements under section 42 of the Companies Act, 2013 were not attracted.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and hence the provisions of section 192 of Companies Act, 2013 were not attracted.
- (xvi) The company is a Non deposit taking Systemically not important Non Banking Financial Company and is duly registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

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

Place: Kolkata  
Date : 30/05/2016



## ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

### Report on Internal Financial Controls Over Financial Reporting

#### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of M/S DECILLION FINANCE LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

#### AUDITORS’ RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

#### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



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

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Place: Kolkata  
Date : 30/05/2016

**BALANCE SHEET as at 31 March 2016**

(Amount in ₹)

Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Funds</b>			
(a) Share Capital	1	3,50,00,000	3,50,00,000
(b) Reserves and Surplus	2	7,58,19,107	7,44,73,913
(2) <b>Current Liabilities</b>			
(a) Other current liabilities	3	66,28,375	1,59,392
(b) Short Term Provisions	4	2,16,762	1,59,415
<b>Total</b>		<b>11,76,64,244</b>	<b>10,97,92,720</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) Fixed assets		15,785	–
(b) Non-current investments	5	1,91,83,004	4,22,52,254
(2) <b>Current assets</b>			
(a) Inventories	6	42,80,650	1,58,000
(b) Trade receivables	7	19,26,923	16,00,000
(c) Cash and cash equivalents	8	48,94,132	11,61,023
(d) Short-term loans and advances	9	8,73,63,750	6,46,21,443
<b>Total</b>		<b>11,76,64,244</b>	<b>10,97,92,720</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: 30.05.2016

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Rajesh Kumar Yadav)**

Chief Financial Officer

## STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2016

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2016	For the year ended March 31, 2015
I. Revenue from Operations	10	95,52,173	99,25,491
II. Other Income	11	(1,20,429)	5,63,500
III. <b>Total Revenue (I + II)</b>		<b>94,31,744</b>	<b>1,04,88,991</b>
IV. Expenses:			
Purchases of Stock-in-Trade	12	1,04,40,034	59,69,669
Changes in Inventories of Stock-in-Trade	13	(41,22,650)	26,11,200
Employee Benefits Expense	14	6,63,405	4,18,834
Depreciation and Amortization Expenses		3,850	–
Other Expenses	15	6,87,762	9,50,590
<b>Total Expenses</b>		<b>76,72,402</b>	<b>99,50,293</b>
V. Profit before tax (III - IV)		<b>17,59,342</b>	<b>5,38,697</b>
VI. Tax expense:			
(1) Current tax		3,56,801	1,40,586
(2) Taxation for earlier years		–	21,381
VII. Profit after tax for the year (V - VI)		<b>14,02,541</b>	<b>3,76,730</b>
VIII. Earnings per equity share of face value of Rs.10 each:			
- Basic & Diluted	16(h)	<b>0.40</b>	0.11

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: 30.05.2016

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Rajesh Kumar Yadav)**

Chief Financial Officer





**CASH FLOW STATEMENT for the year ended March 31, 2016**

(Amount in ₹)

Particulars		For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before Tax and Extraordinary Items	17,59,342	5,38,697
	Adjustment for :		
	Depreciation	-	-
	Write-offs	-	-
	(Profit)/Loss on sale of Fixed Assets	-	-
	Interest paid	-	-
		17,59,342	5,38,697
	<b>Adjustment for :</b>		
	Interest Received	-	-
	Dividend Received	(77,000)	(38,500)
	Income from Non Current Investment	(27,000)	(5,25,000)
	Operating Profit before Working Capital changes	16,55,342	(24,803)
	Adjustment for :		
	Current Assets	(2,71,91,880)	(59,41,366)
	Current Liabilities	64,68,983	101,176
	(Increase)/Decrease in Net Current Assets	(2,07,22,897)	(58,40,190)
	Cash generated from Operations	(1,90,67,555)	(58,64,993)
	Interest paid	-	-
	Taxation	(3,56,801)	(1,61,967)
	Cash Flow before extraordinary items	(1,94,24,356)	(60,26,960)
	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>(1,94,24,356)</b>	<b>(60,26,960)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
	Purchase of Fixed Assets	(15,785)	-
	Write Offs	-	-
	Profit Sale of Fixed Assets	-	-
	(Increase)/Decrease in Investments	23,069,250	5,720,000
	Interest Received	-	-
	Dividend Received	77,000	38,500
	Income from Investment	27,000	525,000
	<b>Net Cash used in investing activities (B) :</b>	<b>2,31,57,465</b>	<b>6,283,500</b>

**CASH FLOW STATEMENT for the year ended March 31, 2016**

(Amount in ₹)

Particulars		For the year ended March 31, 2016	For the year ended March 31, 2015
<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>37,33,109</b>	2,56,540
	<b>Cash and Cash equivalents at the beginning of the year</b>	<b>11,61,023</b>	9,04,482
	<b>Cash and Cash equivalents at the close of the year</b>	<b>48,94,132</b>	11,61,023

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: 30.05.2016

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

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

**(Rajesh Kumar Yadav)**  
*Chief Financial Officer*



**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
<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**

Name of Shareholder	31st March 2016		31st March 2015	
	% of shares	No. of shares	% of shares	No. of shares
Sri Salasar Suppliers Pvt Ltd	<b>9.11</b>	<b>3,19,000</b>	9.11	3,19,000
Kudrat Holdings Pvt. Ltd.	<b>12.34</b>	<b>4,32,000</b>	12.34	4,32,000
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, 2016			
- Number of shares	<b>35,00,000</b>	—	<b>35,00,000</b>
- Amount (Rs.)	<b>3,50,00,000</b>	—	<b>3,50,00,000</b>
Year ended 31 March, 2015			
- Number of shares	<b>35,00,000</b>	—	<b>35,00,000</b>
- Amount (Rs.)	<b>3,50,00,000</b>	—	<b>3,50,00,000</b>

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 2016		31st March 2015	
<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>		8,29,4000	
Add : Transfer during the year	—	<b>82,94,000</b>	—	82,94,000
<b>Profit &amp; Loss A/c</b>				
Opening Balance	<b>(3,79,892)</b>		(6,55,720)	
Add : Profit For the Year	<b>14,02,541</b>		3,76,730	
Add/(Less) : Transfer from/(to)Statutory Provision	<b>(57,347)</b>		(25,557)	
Less: Statutory Reserve	<b>2,80,508</b>	<b>6,84,794</b>	75,346	(3,79,892)
<b>Reserve as per RBI Guidelines</b>				
<b>Statutory Reserve</b>				
Opening Balance	<b>5,59,805</b>		4,84,459	
Add : Transfer from Profit & Loss A/c	<b>2,80,508</b>	<b>8,40,313</b>	75,346	5,59,805
		<b>7,58,19,107</b>		7,44,73,913

**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	31st March 2016		31st March 2015
<b>3 Other Current Liabilities</b>			
Advance Received	65,00,000		–
Liability For Expenses	1,28,375		1,59,392
	<b>66,28,375</b>		<b>1,59,392</b>

<b>4 Short Term Provisions</b>				
<b>Statutory Provision</b>				
Opening Balance	1,59,415		1,33,858	
Add : Transfer from Profit & Loss A/c	57,347		25,557	
	<b>2,16,762</b>		<b>1,59,415</b>	

Particulars	Face Value	AS AT 31.03.2016		AS AT 31.03.2015	
		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
Marico Limited	1	11,000	0.01	–	–
<b>Unquoted - Equity Shares</b>					
Aurelian Trading Ltd.	10	25,000	2,50,000	–	–
Carwin Tracom Pvt. Ltd.	10	25,000	2,50,000	25,000	2,50,000
Centuple Commercial Ltd.	10	1,000	10,000	–	–
Fastflow Commodeal Limited	10	–	–	750	75,000
Indigo Dealers Pvt. Ltd.	10	72,000	7,20,000	72,000	7,20,000
Janhit Tracom Ltd.	10	1,000	10,000	3,000	4,10,000
Horizon Agro Processing Pvt. Ltd.	10	–	–	6,000	3,96,000
Merit Commosales Pvt. Ltd.	10	–	–	2,750	5,50,000
Mayborn Investments Pvt. Ltd.	10	48,425	4,84,250	16,250	16,25,000
Nextgen Sales (P) Ltd.	10	3,500	35,000	–	–
Nexus Dealtrade Pvt. Ltd.	10	1,750	17,500	5,000	10,00,000
Nexus Vinimay Pvt. Ltd.	10	2,000	20,000	2,000	20,000
Planet Dealtrade Pvt. Ltd.	10	–	–	2,500	5,00,000
Prakash Estates Pvt. Ltd.	10	10,000	10,00,000	10,000	10,00,000
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	950	3,50,000	1,000	10,00,000
Silverlake Tradelinks Pvt. Ltd.	10	–	–	16,000	32,00,000
Skylight Vintrade Pvt. Ltd.	10	–	–	5,000	10,00,000



**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	Face Value	AS AT 31.03.2016		AS AT 31.03.2015	
		No. of Shares	Value ₹	No. of Shares	Value ₹
Success Dealers Pvt. Ltd.	10	–	–	150	30,000
Suncity Dealers Pvt. Ltd.	10	–	–	6,250	3,00,000
Tirupati Tie up Ltd	10	<b>90,000</b>	<b>9,00,000</b>	90,000	9,00,000
<b>Unquoted - Preference Shares</b>					
Amiya Comm. & Cons Co. Pvt. Ltd.	100	–	–	500	2,50,000
Fastflow Commodeal Limited	10	–	–	15,000	15,00,000
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
Centuple Commercial Ltd.	10	–	–	26,000	2,60,000
Goldmoon Commotrade Ltd.	10	–	–	30,000	30,00,000
Littlestar Tracom Ltd.	10	<b>54,000</b>	<b>64,30,000</b>	54,000	64,30,000
Maruti Tie-Up Ltd.	10	<b>96,500</b>	<b>69,96,250</b>	96,500	69,96,250
			<b>1,91,83,004</b>		<b>4,22,52,254</b>
<b>Market Value of Quoted Equity Shares</b>			<b>34,43,690</b>		<b>6,55,190</b>
<b>Break up Values of Unquoted Equity Shares</b>			<b>7,41,67,572</b>		<b>8,45,12,194</b>
<b>Break up Values of Unquoted Preference Shares</b>			–		<b>3,34,000</b>

Particulars	Face Value	AS AT 31.03.2016		AS AT 31.03.2015	
		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	<b>40,000</b>	<b>1,83,900</b>	40,000	1,83,900
Hind Nat GLS	2	<b>54,100</b>	<b>49,18,771</b>	–	–
Nissan Copper Ltd.	10	<b>16,786</b>	<b>29,879</b>	–	–
			<b>51,32,550</b>		<b>1,83,900</b>
<b>Less : Devaluation In Stock (as per Market Price)</b>			<b>8,51,901</b>		<b>25,900</b>
			<b>42,80,650</b>		<b>1,58,000</b>
<b>Market Value of Quoted Equity Shares</b>			<b>42,80,650</b>		<b>1,58,000</b>

## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
<b>7 Trade Receivables:</b>		
Unsecured, Considered good		
More than Six months from the date they become due	16,00,000	16,00,000
Others	3,26,923	-
	<b>19,26,923</b>	16,00,000
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	1,90,288	10,40,454
Cash In Hand (As certified By Management)	56,323	1,20,569
Fixed Deposit	45,00,000	-
Accrued Interest on FD	1,47,521	-
	<b>48,94,132</b>	11,61,023
<b>9 Short Term Loans &amp; Advances:</b>		
Loan to Others Considered good		
- Secured against Property	79,03,203	79,20,624
- Unsecured repayable on demand	6,76,01,711	5,31,45,277
Advances (Recoverable in cash or in kind or for the value to be received)	1,12,00,000	27,00,000
Income Taxes Refundable net of provisions	6,58,836	8,55,542
	<b>8,73,63,750</b>	6,46,21,443
<b>10 Revenue from operations:</b>		
Sales Account		
(Shares and Securities)	25,84,892	43,68,806
INTEREST		
- On Loan to Others (TDS ₹ 6,28,738, P.Y. ₹.3,53,827)	69,67,281	55,56,685
	<b>95,52,173</b>	99,25,491
<b>11 Other Income:</b>		
INTEREST		
- On Income Tax Refund	11,750	-
- On Fixed Deposit	1,63,913	-
Net gain on sale of Non-current Investments	27,000	5,25,000
Dividend	77,000	38,500
Profit/(Loss) in Derivatives Trading	(4,00,092)	-
	<b>(1,20,429)</b>	5,63,500



**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	2015 - 2016	2014 - 2015
<b>12 Purchase of stock in trade</b>		
Shares and securities	1,04,40,034	59,69,669

Particulars	2015 - 2016	2014 - 2015
<b>13 Changes in Inventories of Stock-in-Trade</b>		
<b>Opening Stock</b>		
Shares & Securities (A)	1,58,000	27,69,200
<b>Closing stock</b>		
Shares & Securities (B)	42,80,650	1,58,000
(A) - (B)	(41,22,650)	26,11,200

Particulars	2015 - 2016	2014 - 2015
<b>14 Employee benefit expenses</b>		
Managing Director's Remuneration	34,667	–
Salaries & Bonus	6,13,049	4,18,834
Staff Welfare	15,689	
	6,63,405	4,18,834

Particulars	2015 - 2016 (Rupees)		2014 - 2015 (Rupees)	
<b>15 Other Expenses</b>				
Payment to auditors				
– Statutory Audit Fees	5,000		5,000	
– Tax Audit Fees	5,000		5,000	
– Others	–	10,000	–	10,000
Advertisement		18,890		18,908
Bank Charges		80		506
Bank Interest Paid		52,994		–
Conveyance		39,271		17,825
Demat Charges		2,118		1,855
Depository charges		21,750		19,100
Donation		20,000		20,000
Establishment charges		12,000		12,000
Filing Fees		10,800		10,200
General Expenses		30,383		12,459
Listing Fees		2,78,890		6,05,958
Merchant Banker's Fees		–		1,12,360
Office Maintenance Expenses		26,853		6,810
Postage & Telegram		7,558		9,438
Printing & Stationery		23,590		35,978
Profession Tax		2,500		2,500
Professional charges		81,220		31,315
Registrar Fees		25,526		20,522
Securities Transaction Tax		23,338		2,856
		6,87,762		950,590

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

(Amount in ₹)

### 16 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 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
Jitendra Kumar Goyal , Managing Director	Remuneration	34667	NIL	NIL
Poonam Dalmia, Company Secretary (Resigned w.e.f 23.04.2016)	Salary Paid	90000	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	31.03.2016	31.03.2015
Profit after Tax (A)	14,02,541	3,76,730
No. of Equity Shares (B)	35,00,000	35,00,000
Earning Per Share (A/B)	0.40	0.11

Notes 1 -16 form integral part of the financial Statements for the year ended on 31.03.2016

### 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: 30.05.2016

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Rajesh Kumar Yadav)**

Chief Financial Officer





## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016

### Significant Accounting Policies to the financial statements for the year ended on 31st March 2016

a. **General :**

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

b. **Revenue Recognition :**

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

c. **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. **Stock in Trade :**

Shares and securities held as stock in trade are valued at cost (FIFO basis) or net realisable value whichever is lower.

e. **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 31/03/2016

#### Signatures to Significant accounting Policies

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: 30.05.2016

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

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

**(Rajesh Kumar Yadav)**  
*Chief Financial Officer*

**SCHEDULE TO THE BALANCE SHEET OF DECILLION FINANCE LIMITED AS ON 31.03.2016 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	79.03
	• UNSECURED	788.02
<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	42.81
	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	185.43		
	(ii) PREFERENCE	NIL		
	• DEBENTURES AND BONDS	NIL		
	• UNITS OF MUTUAL FUNDS	NIL		
	• GOVERNMENT SECURITIES	NIL		
	• OTHERS	NIL		
<b>5.</b>	<b>BORROWER GROUP WISE CLASSIFICATION OF ASSETS FINANCED AS IN (2) AND (3) ABOVE: Please Note 2 below</b>			
		<b>AMOUNT NET OF PROVISIONS</b>		
		<b>SECURED</b>	<b>UNSECURED</b>	<b>TOTAL</b>
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	79.03	788.02	867.05
	<b>TOTAL</b>	<b>79.03</b>	<b>788.02</b>	<b>867.05</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	116.01	134.26
	b) COMPANIES IN THE SAME GROUP	NIL	NIL
	c) OTHER RELATED PARTIES	NIL	NIL
2.	OTHER THAN RELATED PARTIES	708.87	100.38
	<b>TOTAL</b>	<b>824.88</b>	<b>234.64</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

### REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of DECILLION FINANCE LIMITED ('the Company'), and its subsidiary companies ('the company and its subsidiary companies together referred as "the Group") which comprise the consolidated balance sheet as at 31st March 2016, the consolidated Statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information ('the Consolidated financial statements').

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2016 and its consolidated Profit and its consolidated cash flows for the year ended on that date.

**OTHER MATTER**

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

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

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

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

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

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

Place: Kolkata  
Date : 30/05/2016

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



## ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

In conjunction with our audit of consolidated financial statement of the Company as of the year ended 31st March, 2016, we have audited the internal financial controls over financial reporting of M/S DECILLION FINANCE LIMITED (“the Holding Company”) and its subsidiary companies as on that date.

#### MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

#### AUDITORS’ RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

#### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

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

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place: Kolkata  
Date : 30/05/2016

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



**CONSOLIDATED BALANCE SHEET as at 31 March 2016**

(Amount in ₹)

Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds			
(a) Share Capital	1	<b>3,50,00,000</b>	3,50,00,000
(b) Reserves and Surplus	2	<b>7,58,35,427</b>	7,45,13,132
(2) Minority Interest		<b>35,63,569</b>	86,73,828
(3) Current Liabilities			
(a) Short Term Borrowings		–	36,09,177
(a) Other current liabilities	3	<b>66,47,851</b>	2,74,540
(b) Short Term Provisions	4	<b>2,16,762</b>	1,59,415
<b>Total</b>		<b>12,12,63,609</b>	12,22,30,092
<b>II. ASSETS</b>			
(1) Non-current assets			
(a) Goodwill on Consolidation		<b>18,40,033</b>	11,14,840
(b) Fixed Assets		<b>15,785</b>	–
(c) Non-current investments	5	<b>1,97,59,754</b>	5,28,30,504
(2) Current assets			
(a) Inventories	6	<b>42,80,650</b>	1,58,000
(b) Trade receivables	7	<b>27,43,923</b>	16,00,000
(c) Cash and cash equivalents	8	<b>52,65,048</b>	19,19,610
(d) Short-term loans and advances	9	<b>8,73,58,416</b>	6,46,07,138
<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

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(S.K.Rungta)**

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30.05.2016

**(Rajesh Kumar Yadav)**

Chief Financial Officer

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2016**

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2016	For the year ended March 31, 2015
I. Revenue from Operations	10	96,20,217	1,00,70,646
II. Other Income	11	(1,36,929)	5,63,500
III. <b>Total Revenue (I + II)</b>		<b>94,83,288</b>	1,06,34,146
IV. Expenses:			
Purchases of Stock-in-Trade	12	1,04,40,034	59,69,669
Changes in Inventories of Stock-in-Trade	13	(41,22,650)	26,11,200
Employee Benefits Expense	14	6,63,405	4,18,834
Depreciation and Amortization Expense		3,850	–
Finance Cost	15	–	9,855
Other Expenses	16	7,32,052	10,70,277
<b>Total Expenses</b>		<b>77,16,692</b>	1,00,79,835
V. Profit before tax(III - IV)		17,66,596	5,54,311
VI. Tax expense:			
(1) Current tax		3,62,135	1,54,891
(2) Taxation for earlier years		–	21,381
VII. Profit for the year (before adjustment for Minority Interest) (V - VI)		14,04,461	3,78,039
VIII. Share of Profit/(Loss) transferred to Minority Interest		(10)	201
IX. Profit for the year (after adjustment for Minority Interest) (VII - VIII)		14,04,471	3,77,838
X. Earnings per equity share:			
- Basic & Diluted		0.40	0.11
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

**(S.K.Rungta)**

Proprietor

Membership No. 13860

Place : Kolkata

Date: 30.05.2016

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Rajesh Kumar Yadav)**

Chief Financial Officer



**CONSOLIDATED CASH FLOW STATEMENT for the year 2015-16**

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary Items	17,66,596	5,54,311
Adjustment for :		
Depreciation	-	-
Write-offs	-	-
(Profit)/Loss on sale of Fixed Assets	-	-
Interest paid	-	-
	17,66,596	5,54,311
<b>Adjustment for :</b>		
Interest Received	-	-
Dividend Received	77,000	(38,500)
Income from Investment	10,500	(5,25,000)
Profit from Commodity Derivative Trading	-	-
Operating Profit before Working Capital changes	18,54,096	(9,189)
Adjustment for :		
Current Assets	(2,80,17,851)	(59,61,113)
Current Liabilities	28,21,481	1,82,326
(Increase)/Decrease in Net Current Assets	(2,51,96,370)	(57,78,787)
Cash generated from Operations	(2,33,42,274)	(57,87,976)
Interest paid	-	-
Taxation	(3,62,135)	(1,76,272)
Cash Flow before extraordinary items	(2,37,04,409)	(59,64,248)
Adjustment for Consolidation	(58,60,271)	(13,89,527)
Transfer from Contingent Provisions to Profit & Loss Account	(57,347)	(25,557)
<b>Net Cash from operating activities (A) :</b>	<b>(2,96,22,027)</b>	<b>(73,79,331)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets	(15,785)	-
Write Offs	-	-
Profit Sale of Fixed Assets	-	-
(Increase)/Decrease in Investments	3,30,70,750	24,52,500
Interest Received	-	-
Dividend Received	(77,000)	38,500
Income from Investment	(10,500)	5,25,000
Profit from Commodity Derivative Trading	-	-
<b>Net Cash from / (used in) investing activities (B) :</b>	<b>3,29,67,465</b>	<b>30,16,000</b>

**CONSOLIDATED CASH FLOW STATEMENT for the year 2015-16**

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Forefeited Shares	-	-
Share Premium	-	-
Proceeds from Borrowing	-	36,09,177
Deferred Expenditure	-	-
Dividend paid	-	-
<b>Net Cash from Financing activities (C) :</b>	-	36,09,177
<b>Net increase/(decrease) in Cash and Cash equivalents (A+B+C) :</b>	<b>33,45,438</b>	<b>(7,54,154)</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>19,19,610</b>	<b>26,73,764</b>
<b>Cash and Cash equivalents at the close of the year</b>	<b>52,65,048</b>	<b>19,19,610</b>

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: 30.05.2016

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Rajesh Kumar Yadav)**

Chief Financial Officer



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
<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**

Name of Shareholder	31st March 2016		31st March 2015	
	% of shares	No. of shares	% of shares	No. of shares
Sri Salasar Suppliers Pvt Ltd	<b>9.11</b>	<b>3,19,000</b>	9.11	3,19,000
Kudrat Holdings Pvt. Ltd.	<b>12.34</b>	<b>4,32,000</b>	12.34	4,32,000
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 (₹)	<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 (₹)	<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 2016		31st March 2015	
<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	<b>(3,40,673)</b>		(6,12,718)	
Add : Profit For the Year	<b>14,04,471</b>		3,77,838	
Add/(Less) : Elimination on Consolidation	<b>(24,829)</b>		(4,890)	
Add/(Less) : Transfer from/(to)Statutory Provision	<b>(57,347)</b>		(25,557)	
Less : Statutory Reserve	<b>2,80,508</b>	<b>7,01,114</b>	75,346	(3,40,673)
<b>Reserve as per RBI Guidelines</b>				
<b>Statutory Reserve</b>				
Opening Balance	<b>5,59,805</b>		4,84,459	
Add : Transfer from Profit & Loss A/c	<b>2,80,508</b>	<b>8,40,313</b>	75,346	5,59,805
		<b>7,58,35,427</b>		7,45,13,132

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
<b>3 Other Current Liabilities</b>		
Advances Received	65,02,725	66,415
Liability For Expenses	1,45,126	2,08,125
	<b>66,47,851</b>	<b>2,74,540</b>

<b>4 Short Term Provision</b>				
<b>Contingent Provision against Standard Assets</b>				
Opening Balance	1,59,415		1,33,858	
Add : Transfer from Profit & Loss A/c	57,347		25,557	
		<b>2,16,762</b>		<b>1,59,415</b>

Particulars	Face Value	AS AT 31.03.2016		AS AT 31.03.2015	
		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
Marico Limited	1	11,000	0.01	-	-
Nishel Investments & Trading Co Ltd	10	-	-	50,000	5,00,000
<b>Unquoted - Equity Shares</b>					
Aurelian Trading Ltd	10	25,000	2,50,000		
ABM Finlease Pvt Ltd	10	1,41,000	14,10,000	1,41,000	14,10,000
Carwin Tracom Pvt Ltd	10	25,000	2,50,000	25,000	2,50,000
Centuple Commercial Ltd	10	1,000	10,000	-	-
Daffodil Dealtrade Pvt. Ltd.	10	-	-	5,000	50,000
Dignity Dealtrade Pvt. Ltd.	10	-	-	5,000	50,000
Fastflow Commodeal Limited	10	600	60,000	1,350	1,35,000
Indigo Dealers Pvt Ltd	10	72,000	7,20,000	72,000	7,20,000
Janhit Tracom Ltd	10	1,000	10,000	3,000	4,10,000
Horizon Agro Processing Pvt. Ltd.	10	-	-	6,000	3,96,000
Mayborn Investments Pvt. Ltd.	10	2,49,225	14,92,250	2,16,250	26,25,000
Nextgen Sales (P) Ltd.	10	3,500	35,000	-	-
Nexus Dealtrade Pvt. Ltd.	10	1,750	17,500	5,000	10,00,000
Nexus Vinimay Pvt. Ltd.	10	2,000	20,000	2,000	20,000
Lifestyle Vanijya Pvt. Ltd.	10	-	-	3,60,700	36,07,000
Mangalchand Property & Investments Pvt. Ltd.	10	-	-	7,58,750	75,87,500
Merit Commosales Limited	10	15,000	15,00,000	17,750	20,50,000
Planet Dealtrade Pvt. Ltd.	10	-	-	2,500	5,00,000
Prakash Estate Pvt. Ltd.	10	10,000	10,00,000	10,000	10,00,000
Pragati Dealcomm Pvt Ltd	10	-	-	30,000	30,00,000



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	Face Value	AS AT 31.03.2016		AS AT 31.03.2015	
		No. of Shares	Value ₹	No. of Shares	Value ₹
Risewell Credit Pvt. Ltd.	10	1,07,000	10,70,000	1,07,000	10,70,000
Shreyans Stockinvest (P) Ltd.	100	1400	575000	1,200	12,00,000
Silverlake Tradelinks Ltd.	10	5000	500000	21,000	37,00,000
Skylight Vintrade Pvt. Ltd.	10	-	-	5,000	10,00,000
Success Dealers Pvt. Ltd.	10	-	-	150	30,000
Suncity Dealers Pvt. Ltd.	10	-	-	6,250	3,00,000
Tirupati Tie up Ltd	10	90,000	9,00,000	90,000	9,00,000
Topstar Tie-up Ltd.	10	-	-	-	-
Tubro Consultants & Enterprises Pvt Ltd	10	-	-	-	-
Ultra Dealers Pvt. Ltd.	10	-	-	3,85,000	38,50,000
Vibgyor Commotrade Pvt. Ltd.	10	-	-	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
Dignity Dealtrade Pvt. Ltd.	10	11,500	23,00,000	11,500	23,00,000
Fastflow Commodeal Limited	10	-	-	15,000	15,00,000
Vibgyor Commotrade Pvt. Ltd.	10	35,000	70,00,000	40,500	81,00,000
Zigma Commosales Pvt. Ltd.	10	-	-	12,900	25,80,000
			<b>19759754</b>		<b>5,28,30,504</b>
Market Value of Quoted Equity Shares			<b>34,43,690</b>		<b>6,55,190</b>

Particulars	Face Value	AS AT 31.03.2016		AS AT 31.03.2015	
		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
Hind Nat GLS	1	54,100	49,18,771	-	-
Nissan Copper Ltd.	2	16,786	29,879	-	-
			<b>51,32,550</b>		<b>1,83,900</b>
<b>Less : Devaluation In Stock (as per Market Price)</b>			<b>8,51,901</b>		<b>25,900</b>
			<b>42,80,650</b>		<b>1,58,000</b>
<b>Market Value of Quoted Equity Shares</b>			<b>42,80,650</b>		<b>1,58,000</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
<b>7 Trade Receivables:</b>		
Unsecured Considered good		
More Than Six months from the date they become due	<b>16,00,000</b>	16,00,000
Others	<b>11,43,923</b>	-
	<b>27,43,923</b>	16,00,000
<b>8 Cash &amp; Cash Equivalents:</b>		
Balances with Banks in Current Accounts	<b>4,73,429</b>	16,01,056
Cash In Hand (As certified By Management)	<b>1,44,098</b>	3,18,555
Fixed Deposit	<b>45,00,000</b>	
Accrued Interest on FD	<b>1,47,521</b>	
	<b>52,65,048</b>	19,19,610
<b>9 Short Term Loans &amp; Advances:</b>		
Loan to Others Considered good		
- Secured against Property	<b>79,03,203</b>	79,20,624
- Unsecured repayable on demand	<b>6,76,01,711</b>	5,31,45,277
Advances (Recoverable in cash or in kind or for the value to be received)	<b>1,11,94,666</b>	27,00,000
Income Taxes Refundable net of provisions	<b>6,58,836</b>	8,41,237
	<b>8,73,58,416</b>	6,46,07,138
<b>Particulars</b>	<b>2015 - 2016</b>	<b>2014 - 2015</b>
	(₹)	(₹)
<b>10 Revenue from operations:</b>		
Sales Account		
(Shares and Securities)	<b>25,84,892</b>	43,68,806
INTEREST		
- On Loan to Others (TDS ₹ 444337, P.Y. ₹ 353827)	<b>69,67,281</b>	55,56,685
Profit from Commodity Derivatives Trading	<b>68,044</b>	1,45,156
	<b>96,20,217</b>	1,00,70,646
<b>11 Other Income:</b>		
INTEREST		
- On Income Tax Refund	<b>11750</b>	-
- On Fixed Deposit	<b>163913</b>	-
Net gain on sale of Non-current Investments	<b>10500</b>	525000
Dividend	<b>77,000</b>	38500
Profit/(Loss) in Derivatives Trading	<b>(400092)</b>	-
	<b>(136929)</b>	563500
<b>12 Purchase of stock in trade</b>		
Shares and securities	<b>1,04,40,034</b>	59,69,669





**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2016**

(Amount in ₹)

Particulars	2015 - 2016 (₹)	2014 - 2015 (₹)
<b>13 Changes in Inventories of Stock-in-Trade</b>		
<b>Opening Stock</b>		
Shares & Securities (A)	1,58,000	27,69,200
<b>Closing stock</b>		
Shares & Securities (B)	42,80,650	1,58,000
(A) - (B)	(41,22,650)	26,11,200

<b>14 Employee benefit expenses</b>		
Managing Director's Remuneration	34,667	
Salaries & Bonus	6,13,049	4,18,834
Staff Welfare	15,689	–
	<b>6,63,405</b>	<b>4,18,834</b>

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

Particulars	2015 - 2016 (₹)		2014 - 2015 (₹)	
<b>16 Other Expenses</b>				
Payment to auditors				
- Statutory Audit Fees	8,251		13,055	
- Tax Audit Fees	5,000		5,000	
- Others	–	13,251	–	18,055
Advertisement		18,890		18,908
Bank Charges		1,155		5,744
Bank Interest Paid		52,994		–
Conveyance		41,141		22,730
Demat Charges		2,118		1,855
Depository Charges		21,750		19,100
Donation		20,000		20,000
Establishment Charges		12,000		12,000
Filing Fees		14,000		28,600
General Expenses		33,278		17,626
Listing Fees		2,78,890		6,05,958
Merchant Banker's Fees		–		1,12,360
Office Maintenance Expenses		29,333		12,806
Postage & Telegram		8,472		12,209
Printing & Stationery		26,196		41,133
Professional charges		1,02,220		82,815
Profession Tax		7,500		15,000
Registrar Fees		25,526		20,522
Securities Transaction Tax		23,338		2,856
		<b>7,32,052</b>		<b>10,70,277</b>

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2016

### 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
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, Segemental Reporting as per AS - 17 is not applicable to the company
- As required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by RBI, we enclose in the annexure the required Schedule to the Balance Sheet of a Non-Banking Finance Company.
- Statutory Reserve has been created @ 20% of Profit after Tax as per RBI guidelines.
- Contingent Provisions against Standard assets has been made @ 0.25% of the outstanding standard assets as per RBI directions.
- Previous year figures have been regrouped/rearranged wherever considered necessary.
- Contingent Liabilities & Contracts on capital account: NIL
- 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
Poonam Dalmia, Company Secretary	Salary Paid	₹ 90,000
Jitendra Kumar Goyal, Managing Director	Directors Remuneration	₹ 34,667

#### Notes 1 -17 form integral part of the financial Statements for the year ended on 31.03.2016

#### Signatures to Notes 1-17

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: 30.05.2016

**(Jitendra Kumar Goyal)**

Director

DIN: 00468744

**(Mahesh Kumar Bhalotia)**

Director

DIN: 00280743

**(Rajesh Kumar Yadav)**

Chief Financial Officer



## NOTES

A series of horizontal lines provided for writing the 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 22nd Annual General Meeting of the Company at "Mercantile Building", 2nd Floor, 9/12, Lal Bazar Street, Block-E, Kolkata - 700 001, on Thursday, the 29th September, 2016 at 03.00 P.M.

Signature of Shareholder.....

Signature of Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
  - 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.
- \* Applicable for investors holding shares in electronic form



# DECILLION FINANCE LIMITED

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 .....

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd 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 Thursday, the 29th September, 2016 at 03.00 P.M. in respect of such resolutions as are indicated below:



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

Resolution 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, 2016 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr. Mahesh Kumar Bhalotia (DIN: 00280743), who retires by rotation and being eligible, offers himself 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 23rd AGM and to fix their remuneration.		
	<b>SPECIAL BUSINESS</b>		
4.	Ordinary Resolution to appoint Mr. Mahesh Kumar Kejriwal (DIN: 07382906, Additional Director), as an Non-Executive Independent Director.		
5.	Ordinary Resolution to Appoint Mr. Jitendra Kumar Goyal (DIN-00468744) as a Managing Director of the Company.		
6.	Special Resolution to propose to voluntary delisting of the share from the Calcutta Stock Exchange of the Company.		

Signed this ..... day of ..... 2016

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 22nd 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)