



DECILLION FINANCE LIMITED

Regd. Off: "JAJODIA TOWER", 4TH FLOOR, ROOM NO. D-8, 3, BENTINCK STREET, KOLKATA - 700 001
PHONE : (O) 2248 5664, 2243 9601, E-MAIL : info@decillion.co.in WEBSITE : www.decillion.co.in

CIN : L65999WB1995PLC067887

Date: 25/06/2020

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

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

Dear Sir/ Madam,

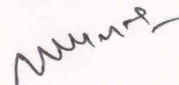
Sub: Corporate Governance Report for the quarter ended March 31, 2020

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith the Corporate Governance Report for the quarter ended March 31, 2020.

This is for your information and record.

Thanking you.

Yours faithfully,
For Decillion Finance Limited

✓ 
Jitendra Kumar Goyal
Director
(DIN: 00468744)

Encl: As above

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: **Decillion Finance Limited (L65999WB1995PLC067887)**
2. Quarter ending: **31st March, 2020**

I. Composition of Board of Directors

Title (Mr. Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) &	Initial date of Appointment	Date of Re- appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to Regulation 17A (1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jitendra Kumar Goyal	ADPPG5884Q DIN: 00468744	Executive Director (Managing Director)	02-06-2003	09-02-2019	-		03-11-1963	04	-	04	02
Mr.	Mahesh Kumar Kejriwal	AFOPK1188G DIN: 07382906	Non- Executive- Independent Director	30-04-2016		-	47 months	26-05-1958	03	03	04	02
Mr.	Vidhu Bhushan Verma	ABNPV8206D DIN: 00555238	Non- Executive- Independent Director	14-11-2017		-	28 months	16-05-1962	03	03	03	03
Ms.	Veedhi Raja	AZKPP3684Q DIN: 08142844	Non- Executive-	30-05-2018			22 months	03-09-1988	02	02	03	-



			Independent Director									
		Whether Regular chairperson appointed? - No										
		Whether Chairperson is related to managing director or CEO? - No										
		<i>*PAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i>										



II. Composition of Committees					
Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/Non- Executive/ independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Mahesh Kumar Kejriwal 2. Mr. Jitendra Kumar Goyal 3. Mr. Vidhu Bhushan Verma 4. Ms Veedhi Raja	Chairperson- Non-Executive- Independent Director Executive Director Non-Executive-Independent Director Non-Executive-Independent Director	30-04-2016 10-06-2003 14-11-2017 12-11-2018	
2. Nomination & Remuneration Committee	Yes	1. Mr. Mahesh Kumar Kejriwal 2. Mr. Vidhu Bhushan Verma 3. Ms Veedhi Raja	Chairperson- Non-Executive- Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	30-04-2016 14-11-2017 30-05-2018	
3. Risk Management Committee (if applicable)			NA		
4. Stakeholders Relationship Committee	Yes	1. Mr. Mahesh Kumar Kejriwal 2. Mr. Vidhu Bhushan Verma 1. Mr. Jitendra Kumar Goyal	Chairperson- Non-Executive Independent Director Non-Executive-Independent Director Executive Director	30-04-2016 14-11-2017 10-06-2003	
<i>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutives (in number of days)
12-12-2019	13-02-2020	Yes	4	3	62 days
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					



Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13-02-2020 (Audit Committee)	Yes 1. Mr. Jitendra Kumar Goyal 2. Mr. Vidhu Bhushan Verma 3. Mrs. Veedhi Raja	4	3	12-12-2019	62
13-02-2020 (Stakeholders Relationship Committee Meeting)	Yes 1. Vidhu Bhushan Verma 2. Mr. Mahesh Kumar Kejriwal 3. Mr. Jitendra Kumar Goyal	3	2	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
 **to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes


Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.


Name & Designation: Jitendra Kumar Goyal
Director



I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status (Yes/No/NA) refer note below
Details of business	
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
Schedule of analysts or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
New name and the old name of the listed entity	NA
Advertisements as per Regulation 47(1)	NA
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
Whether company has provided information under separate section on its website as per regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	NA
Disclosure of notes on website in terms of listing regulations explanatory (Text Block)	Yes



II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A), & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum Number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination & remuneration committee meeting	19 (2A)	Yes
Meeting of nomination & remuneration committee	19 (3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1), (2), (3),(4)	N.A
Meeting of Risk Management Committee	21 (3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes



Corporate Governance Report

Annexure-II

Disclosure of Related Party Transaction on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">✓</div> <div> <p>Name & Designation: Jitendra Kumar Goyal</p> <p><i>Jitendra</i> Director</p> </div> </div>		



Corporate Governance Report

Annexure-II

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Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
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Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
Name & Designation: Jitendra Kumar Goyal Director		

