



# 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: 10/04/2021

To,  
The Secretary,  
Listing Department  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

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

**Scrip code: 539190**

**Sub: Corporate Governance Report for the quarter ended March 31, 2021**

Dear Sir/ Madam,

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report for the quarter ended March 31, 2021.

This is for your information and record.

Thanking you.

Yours faithfully,  
For Decillion Finance Limited

*Ishu Maskara*  
Ishu Maskara  
Company Secretary & Compliance Officer



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: 31<sup>st</sup> March, 2021

**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 proviso to Regulation 17A (1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	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	-	-	59 months	26-05-1958	03	03	04	02
Mr.	Vidhu Bhushan Verma	ABNPV8206D DIN: 00555238	Non- Executive- Independent Director	14-11-2017	-	-	40 months	16-05-1962	03	03	03	03





Ms.	Veedhi Raja	AZKPP3684Q DIN: 08142844	Non-Executive-Independent Director	30-05-2018	-	12.02.2021	32 months	03-09-1988	-	-	-	-
Ms.	Ritu Agarwal	APJPA3829B 08143534	Non-Executive-Independent Woman Director	10-11-2020	-	-	5 months	11-07-1988	04	04	07	-
Ms.	Pooja Kalanouria	EFJPK8062Q DIN: 09056683	Additional Independent Woman Director	12-02-2021	-	-	2 months	04-05-1991	02	02	04	-
		Whether Regular chairperson appointed? - No										
		Whether Chairperson is related to managing director or CEO? - No										
		<p>\$PAN of any director would not be displayed on the website of Stock Exchange  &amp; 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.</p>										



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 5. Ms. Ritu Agarwal 6. Ms. Pooja Kalanouria	Chairperson- Non-Executive-Independent Director Executive Director Non-Executive-Independent Director Non-Executive-Independent Woman Director Non-Executive-Independent Woman Director Additional-Independent Woman Director	30-04-2016 10-06-2003 14-11-2017 12-11-2018 12-02-2021 12-02-2021	12-02-2021
2. Nomination & Remuneration Committee	Yes	1. Mr. Mahesh Kumar Kejriwal 2. Mr. Vidhu Bhushan Verma 3. Ms Veedhi Raja 4. Ms. Ritu Agarwal 5. Ms. Pooja Kalanouria	Chairperson- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Woman Director Additional-Independent Woman Director	30-04-2016 14-11-2017 30-05-2018 12-02-2021 12-02-2021	12-02-2021
3. Risk Management Committee (if applicable)			NA		
4. Stakeholders Relationship Committee	Yes	1. Mr. Mahesh Kumar Kejriwal 2. Mr. Vidhu Bhushan Verma 3. Mr. Jitendra Kumar Goyal 4. Ms. Ritu Agarwal 5. Ms. Pooja Kalanouria	Chairperson- Non-Executive Independent Director Non-Executive-Independent Director Executive Director Non-Executive-Independent Woman Director Additional-Independent Woman Director	30-04-2016 14-11-2017 10-06-2003 12-02-2021 12-02-2021	





<sup>&</sup>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

### 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 consecutive (in number of days)
10-11-2020	12-02-2021	Yes	5	4	93

\* 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*
(Audit Committee) 12-02-2021	Yes	4	3	10-11-2020	93
(Nomination and Remuneration Committee) 12-02-2021	Yes	3	3	10-11-2020	93
(Stakeholders Relationship Committee) 12-02-2021	Yes	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:

- 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.
- If status is "No" details of non-compliance may be given here.



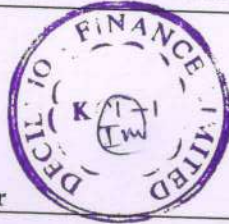


## VI. Affirmations

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 500 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. - The Report had been placed before the Board Meeting Held on 12.02.2021
6. Any comments/observations/advice of Board of Directors mentioned here.

*Ishu Maskara*

Name & Designation: Ishu Maskara  
Company Secretary & Compliance Officer





## Corporate Governance Report

## Annexure-II

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





## Corporate Governance Report

## Annexure-II

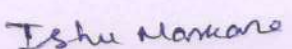

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A), & 17(1B)	Yes
Meeting of Board 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)	NA
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
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





# Corporate Governance Report

## Annexure-II

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
<b>Note</b> 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: Not Applicable.		
<div style="display: flex; justify-content: space-between; align-items: center;"> <div>             Name &amp; Designation: Ishu Maskara            Company Secretary &amp; Compliance Officer         </div> <div>  </div> </div>		