



# 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: 29<sup>th</sup> September, 2018

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

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

**Sub: Approval of Annual Report 2018**

Dear Sirs,

We would like to inform you that the members of the company at the 24<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018, have considered, approved and adopted the consolidate and standalone Financial Statements of the Company comprising of audited Balance Sheet as on 31<sup>st</sup> March, 2018, the statement of Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Directors' and Auditors' thereon (together Annual Report 2018).

We request you to kindly take the above Annual Report 2018 on record as per Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements)2015.

Thanking you.

Yours faithfully,  
For Decillion Finance Limited

Archana Mishra  
Company Secretary.  
Encl: As above

# 24th ANNUAL REPORT

## 2017-2018



**DECILLION FINANCE LTD.**

## Corporate Information

### BOARD OF DIRECTORS

Jitendra Kumar Goyal	Managing Director
Mahesh Kumar Bhalotia (Resigned on 14.11.2017)	Non-Executive Director
Vidhu Bhushan Verma (Appointed on 14.11.2017)	Non-Executive Independent Director
Mahesh Kumar Kejriwal	Non-Executive Independent Director
Mrs Veedhi Raja (Appointed on 30.05.2018)	Non- Executive Additional Woman Independent Director

### COMPANY SECRETARY

Rama Kant Mishra (Resigned on 04.04.2017)  
Archana Mishra (Appointed on 17.07.2017)

### CHIEF FINANCIAL OFFICER

Mr. Rajesh Kumar Yadav

### AUDIT COMMITTEE

Mr. Mahesh Kumar Kejriwal  
Chairman, Non-Executive Independent Director  
Mr. Vidhu Bhushan Verma  
Non-Executive Independent Director  
Mr. Jitendra Kumar Goyal  
Executive Director

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Mahesh Kumar Kejriwal  
Chairman, Non-Executive Independent Director  
Mr. Vidhu Bhushan Verma  
Non-Executive Director  
Mr. Jitendra Kumar Goyal  
Executive Director

### NOMINATION & REMUNERATION COMMITTEE

Mr. Mahesh Kumar Kejriwal  
Chairman, Non-Executive Independent Director  
Mr. Vidhu Bhushan Verma  
Non-Executive Independent Director  
Mrs. Veedhi Raja  
Non-Executive Additional Independent Director

### BANKER

ICICI Bank Limited  
IDBI Bank Limited (closed w.e.f 18.04.2018)

### STATUTORY AUDITORS

T.C. Mahawar & Co  
Chartered Accountants  
Arihant Enclave, Block A2, Flat No.203, 2nd Floor,  
493/B/57A, G.T. Road (South), Shibpur, Howrah-711 102

### SECRETARIAL AUDITOR

Anand Khandelia  
7/1A, Grant Lane, 2nd Floor  
Room No. 206, Kolkata-700 012

### REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Private Limited  
D511, Bagree Market, 5th Floor  
71, B.R.B. Basu Road, Kolkata-700 001  
Phone No. : 91 33 2235 7270/7271  
Fax: 91 33 2215 6823  
Email : nichetechpl@nichetechpl.com

### REGISTERED OFFICE (w.e.f. 01/02/2018)

“JAJODIA TOWER” 3 Bentinck Street  
4th Floor, Room No.D-8, Kolkata – 700 001  
Tel : 91 33 2248 566, Fax : 91 33 2243 9601  
Website: www.decillion.co.in  
Email id: info@decillion.co.in

### CORPORATE IDENTIFICATION NUMBER

L65999WB1995PLC067887

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## DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: "JAJODIA TOWER" 4th Floor Room No. D-8 3 Bentinck Street, Kolkata-700 001

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

### NOTICE OF TWENTY-FORTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 24th Annual General Meeting of the member of the company will be held at the Registered Office of the Company at "Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001, on Saturday, the 29th September, 2018 at 3.00 P.M to transact the following business:

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidate Financial Statement) of the Company for the year ended 31st March, 2018 along with Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN: 00468744), who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offer himself for re-appointment.
3. **Appointment of Statutory Auditor**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors Rules, 2014 including any statutory modification(s) or re- enactment(s) thereof for the time being in force, M/s C.K. Chandak & Co., Chartered Accountants (ICAI Firm Registration 326844E) be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s T.C. Mahawar & Co., Chartered Accountants (ICAI Firm Registration 322294E), for a term of five years commencing from the conclusion of Twenty Fourth Annual General Meeting upto the conclusion of Twenty Ninth Annual General Meeting of the company to be held in 2023 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

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

#### SPECIAL BUSINESS

4. **To Appoint Mr. Vidhu Bhushan Verma (DIN- 00555238) as a Non-Executive Independent Director of the Company**

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

**RESOLVED THAT** pursuant to the provisions of 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 Regulation 25 of the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Vidhu Bhushan Verma (DIN- 00555238)) who has submitted a declaration of independence under section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vidhu Bhushan Verma (DIN- 00555238)) as a candidate for the office of director of the company to hold office for a term of five years from term up to the conclusion of 29th Annual General Meeting to be held in calendar year 2023.

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

5. **To Appoint Mrs Veedhi Raja (DIN- 08142844) as a Non-Executive Independent Director of the Company**

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

**RESOLVED THAT** pursuant to the provisions of 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 Regulation 25 of the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs Veedhi Raja

(DIN- 08142844) who has submitted a declaration of independence under section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs Veedhi Raja (DIN- 08142844) as a candidate for the office of director of the company to hold office for a term of five years from term up to the conclusion of 29th Annual General Meeting to be held in calendar year 2023.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

**6. Variation in term of appointment of Managing Director of the Company.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, the Company be and is hereby accorded for the Mr. Jitendra Kumar Goyal (DIN: 00468744) serving as Managing Director of the Company, whose office will be liable to determine by retire by rotation, on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee in its meeting held on August 13, 2018.

“**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

**7. Approval of Related Party Transactions**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the consent of the Audit Committee and Board of Directors the approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s), contracts (including any other transfer of resources, services or obligations) hither to entered or to be entered into by the Company with related parties within the meaning of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as detailed in table forming part of the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties in the ordinary course of business and at arm’s length basis.”

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby accorded to the Board of Directors of the Company, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and severally execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

**Registered Office:**

Jajodia Tower  
3, Bentinck Street, 4th floor Room No-D8  
Kolkata – 700001  
CIN: L65999WB1995PLC067887  
Phone: 91 33 2248 5664  
E-mail: info@decillion.co.in  
Website: www.decillion.co.in  
Date: 14.08.2018

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

**Archana Mishra**  
Company Secretary





**NOTES :**

1. **A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxy form is annexed to the notice.** 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 Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the item of Special Business to be transacted at the meeting is annexed hereto.
3. The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") regarding the Directors who are proposed to be re-appointed is annexed.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2018 to 29th September, 2018. (both days inclusive)
5. The Securities and Exchange Board of India (SEBI) has mandated by its Circular dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form. To facilitate the above, a letter from the RTA enclosing a Form where the above particulars are to be provided is being sent with this Notice to the Members who hold the shares in physical form. The said Members are requested to promptly submit the required information and documents asked for to Niche Technologies Pvt Ltd, Registrar and Share Transfer Agent of the Company.
6. SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eighteenth day from the date of publication of the notification in the Official Gazette. In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.
7. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 133 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. 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.
9. 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.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically further.
11. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their folio number on the attendance slip for attending the AGM and hand over the duly filled attendance slip(s) at the entrance to the venue.
12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours upto the date of the Meeting.
13. 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.

14. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
15. 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.
16. 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.
17. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

**NICHE TECHNOLOGIES PRIVATE LIMITED**  
D-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
18. 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 Corporates to serve documents through electronic mode. In view of the 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.
19. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2018 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)
20. 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.
21. I. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the service of National Securities Depository Limited (NSDL) to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors has appointed Mr. Anand Khandelia, Practicing Company Secretary, as the Scrutinizer for this purpose.
  - II. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India, 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).
  - III. 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.
  - IV. 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.

- V. The remote e-voting period commences on 26th September, 2018 (9:00 am IST) and ends on 28th September, 2018 (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, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter at 5.00 p.m. 28th September, 2018. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step-1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holds hares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) **How to retrieve your ‘initial password’?**
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.



Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:  
Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).  
"Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).  
If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
1. Now, you will have to click on "Login" button
  2. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akkhandelia@rediffmail.com](mailto:akkhandelia@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



- VIII. 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, 2018**. 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 polling paper.
- IX. 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. of **22nd September, 2018** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
- X. 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 022 2499 4738 (Mr. Rajiv Ranjan) or at the 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. 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.
- XIV. 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 48 (Forty eight) hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.decillion.co.in](http://www.decillion.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Calcutta Stock Exchange, where the shares of the company are listed.
- XVI. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.

**Registered Office:**

Jajodia Tower  
3, Bentinck Street, 4th Floor, Room No-D8  
Kolkata – 700001  
CIN: L65999WB1995PLC067887  
Phone: 91 33 2248 5664  
E-mail: [info@decillion.co.in](mailto:info@decillion.co.in)  
Website: [www.decillion.co.in](http://www.decillion.co.in)

Date: 14.08.2018

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

**Archana Mishra**  
Company Secretary

**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 14th November, 2017 has, subject to the approval of members, appointed Mr. Vidhu Bhushan Verma (DIN- 00555238) as Additional Independent Director, to be ratified for a period of 5 (five) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2023.

The matter regarding appointment of Mr. Vidhu Bhushan Verma as Non-Executive additional Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to the conclusion of 29th AGM to be held in calendar year 2023, when he will retire as per the policy on retirement of directors adopted by the Company.

Mr. Vidhu Bhushan Verma holds a Chartered Accountant Degree. 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. Vidhu Bhushan Verma 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. Vidhu Bhushan Verma that he meets with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Listing Regulation.

Mr. Vidhu Bhushan Verma 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 her consent to act as Director.

Copy of the draft letter for appointment of Mr. Vidhu Bhushan Verma 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. Vidhu Bhushan Verma for the office of Director of the Company.

Mr. Vidhu Bhushan Verma 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. Vidhu Bhushan Verma 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’) on recommendation of the Nomination and Remuneration Committee, at its meeting held on 30th May, 2018 has, subject to the approval of members, appointed Mrs. Veedhi Raja (DIN- 0008142844) as Additional Independent Director, to be ratified for a period of 5 (five) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2023.

The matter regarding appointment of Mrs. Veedhi Raja as Non-Executive additional Independent woman Director was placed before the Nomination & Remuneration Committee, which commends her appointment as an Independent Director up to the conclusion of 29th AGM to be held in calendar year 2023, when she will retire as per the policy on retirement of directors adopted by the Company.

Mrs.Veedhi Raja holds a Chartered Accountant Degree Her Directorship on the Board of the Company will help the Company to grow and make wise decisions.

In the opinion of the Board, Mrs. Veedhi Raja fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management. The Company has also received declaration from Mrs. Veedhi Raja that she meets with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Listing Regulation.

Mrs. Veedhi Raja 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 her consent to act as Director.



Copy of the draft letter for appointment of Mrs.Veedhi Raja 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 Mrs.Veedhi Raja for the office of Director of the Company

Mrs.Veedhi Raja is interested in the resolution set out respectively at Item No. 5 of the Notice with regard to his respective appointment.

The relatives of Mrs.Veedhi Raja may be deemed to be interested in the resolutions set out respectively at Item No. 5 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. 5 of the Notice for approval by the members.

**ITEM No. 6 :**

The Board of Directors of the Company (the 'Board'), at its meeting held on 9th February, 2016 and approval of member in 22nd Annual General Meeting re-appointed Mr. Jitendra Kumar Goyal as Managing Director, for a period of 3 (three) years at a remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

(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 Board of Director on the recommendation on Nomination and Remuneration Committee in meeting held on 14th August, 2018 decided subject to the approval of members, that Mr. Jitendra Kumar Goyal ,Managing Director (DIN- 00468744) shall be liable to retire by rotation.

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 re-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.6 of the Notice for approval by the Members.

Mr. Jitendra Kumar Goyal is interested in the Resolution mentioned at Item No. 6 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. 6 of the Notice.

**ITEM No.7 :**

In terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material related party transaction, i.e., transaction which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, require approval of the shareholders and the related parties to the particular transaction shall abstain from voting on such resolutions.

However, in view of the business requirements of the Company the Board of Directors, based on the recommendations of the Audit Committee, has decided to get under mention list of related party transaction approved by the member in ensuing annual general meeting.

**Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:**

Sl. No.	Name of Related Party	Nature of Relationship	Nature of material terms of Transaction	Aggregate maximum value of the contract or arrangement per financial year
1	Varsha Goyal	Relative of Director	Loans/ Investments/ Reimbursement of expenses / Interest / Advance/ Sale/ Purchase. The proposed contracts/ arrangements/ transactions of inter corporate loan(s) or any sale /purchase transaction(s) or any security(ies) /or any form of debt and/or a combination thereof are as per Related Party Transaction Policy of the Company so the same may be decided by the Board of Directors at relevant time as mutually agreed between the parties within the overall limits approved by the members	Aggregate limit of Rs Five Cr for all these entity, severally and/ or jointly.
2	Renu Goyal			
3	Sumit Goyal			
4	Virendra Kumar Goyal			
5	ABM Finlease Private Limited	Entities where KMP and their relatives have significant influence/ influence		
6	Anjaniputra Promoters Private Limited			
7	Ashok Vatika Agro Farms Private Limited			
8	Aurelian Commercial LLP	LLP in which KMP is a Partner		
9	Aurelian Trading LLP			
10	Centuple Commercial LLP			
11	Centuple Trading LLP			
12	Daffodil Dealtrade Private Limited	Entities where KMP and their relatives have significant influence/ influence		
13	Dignity Dealtrade Private Limited			
14	Goyal Commercial Pvt Ltd			
15	Horizon Agro Processing Private Limited	Entities where KMP and their relatives have significant influence/ influence		
16	Laxmidhan Properties Private Limited			
17	Mayborn Investments Private Limited	LLP in which KMP is a Partner		
18	Rambhakta Enterprise LLP			
19	Shreyans Stockinvest Private Limited	Entities where KMP and their relatives have significant influence/ influence		
20	Skylight Vintrade LLP	LLP in which KMP is a Partner		





21	SMRK Investment & Finance Private Limited	Entities where KMP and their relatives have significant influence/ influence		
22	Spectrum Pestorgan Private Limited			
23	Success Dealers LLP	LLP in which KMP is a Partner		
24	Sumit Technisch & Engineering Pvt Ltd	Entities where KMP and their relatives have significant influence/ influence		
25	Tubro Consultants & Enterprises Private Limited			
26	Vedik Holdings Private Limited	Entities where KMP and their relatives have significant influence/ influence		
27	Vibgyor Commotrade Private Limited			
28	Yashoyog Commercial LLP	LLP in which KMP is a Partner		
29	Yerrow Finance And Investments Private Limited	Entities where KMP and their relatives have significant influence/ influence		
30	Zigma Commosales Private Limited			
31	G Jitendra HUF	HUF In Which Director or his Relative is a Member		
32	Y K Goyal HUF			
33	Virendra Kumar Goyal HUF			
34	Yashoyog Investments	Partnership in which KMP have signifanct influence/ influence		
35	Sumit Goyal Benefit Trust	Trust in which KMP have signifanct influence/ influence		
36	Varsha Goyal Benefit Trust			
37	Littlestar Tracom LLP	LLP in which Company is a partner		
38	Maruti Tie- up LLP			

The rate of interest on Loans as contemplated above shall not be lower than the 9% per annum

Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Audit Committee has approved the above said related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

The approval of the members is sought by way of Ordinary resolution under Regulation 23 of the Listing Regulations. Your Directors recommend the resolution for members' approval by an Ordinary Resolution.

Mr. Jitendra Kumar Goyal & Mr. Vidhu Bhushan Verma, are interested in the Resolution mentioned at Item No. 7 of the Notice with regard to his appointment. Other than Mr. Jitendra Kumar Goyal & Mr. Vidhu Bhushan Verma, and their relatives no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 7 of the Notice.

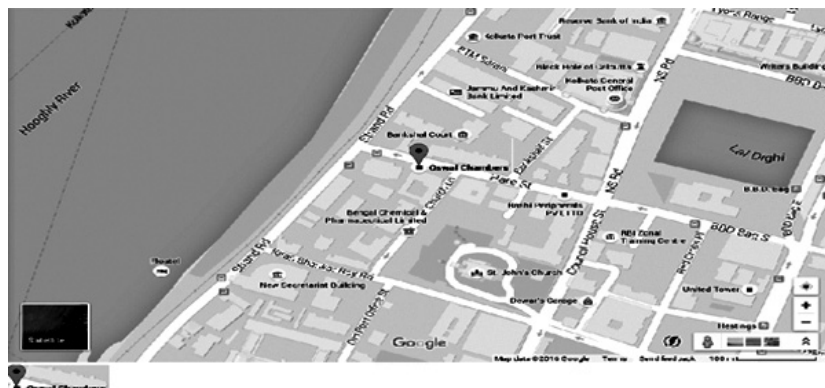
## ANNEXURE TO THE ITEM 2, 4, 5 &amp; 6

**Detail of Director seeking re-appointment/ appointment at the forth coming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name of the Director	Mr. Jitendra Kumar Goyal	Mr. Vidhu Bhushan Verma	Mrs. Veedhi Raja
Director Identification Number (DIN)	00468744	00555238	08142844
Date of Birth	03/11/1963	16/05/1962	03/09/1988
Nationality	Indian	Indian	Indian
Date of Appointment on Board	09/02/2016	14/11/2017	30/05/2018
Qualification	B.com	Chartered Accountant	Chartered Accountant
Expertise in specific functional area	He has more than 25 years of experience in the field of finance, capital markets and related activities. He has been leading the company on almost all levels of the organization which helps him understand and handle major functions of our company. Under his dynamic leadership and vast experience, we are able to deliver constant value to our customers time and again. He has been the architect of our company's projects and expansion strategy. His continuation as a Director on the Board of the Company will help the Company to grow and make wise decisions.	He has more than 18 years of experience in investment & trading in shares & securities, finance and accounts.	She has experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market operations and related activities
Shareholding in Decillion Finance Limited	70100	NIL	NIL
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	1. Kaushal Investments Limited 2. Virat Leasing Limited 3. Scintilla Commercial & Credit Limited	1. Kaushal Investments Limited 2. Scintilla Commercial & Credit Limited	1. Virat Leasing Limited
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Decillion Finance Limited	3-Membership 3- Chairmanship	4-Membership 2- Chairmanship	NIL
Relationships between the Directors inter-se	NIL	NIL	NIL

**MAP SHOWING LOCATION OF THE VENUE OF THE 24th ANNUAL GENERAL MEETING**

**Venue : Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001**



**DIRECTORS' REPORT** for the financial year 2017 - 2018

To,  
The Members,

Your directors have pleasure in presenting their **Twenty-Forth 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, 2018.

**Financial Highlights (Standalone and Consolidated)**

During the year under review, performance of your company as

(in ₹)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue	3,15,48,719	1,50,41,934
Less: Expenditure	3,05,57,385	1,32,01,125
Profit/(Loss) before taxation	9,91,334	18,40,809
Less: Tax Expense	1,79,380	5,77,523
<b>Profit after tax</b>	<b>8,11,953</b>	<b>12,63,286</b>
Transfer to Special Reserve	1,62,391	2,52,657
Transfer to Contingent Provisions against Standard Assets	14,189	26,551
Balance brought forward from Previous year	17,21,974	6,84,794
Balance transferred to Balance Sheet	23,85,726	17,21,974

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

(in ₹)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue	3,15,68,719	1,50,41,934
Less: Expenditure	3,06,20,123	1,32,36,178
Profit/(Loss) before taxation	9,48,596	18,05,756
Less: Tax Expense	1,79,380	5,77,523
<b>Profit after tax</b>	<b>7,69,216</b>	<b>1,22,8,233</b>
Share of Profit / (Loss) transferred to Minority Interest	(12,851)	(8,608)
Profit for the year	7,82,067	12,36,841

**Operational Review**

Gross revenues increased from ₹ 1,50,41,934 to ₹ 3,15,48,719 having a growth of around 109.87%. Profit before taxation was ₹ 9,91,334 against ₹ 18,40,809 in the previous year. The percentage of profit has decreased by 46.14% compare to previous year.

The Consolidated Gross revenues increased from ₹ 1,50,41,934 /- to ₹ 3,15,68,719/- in the previous year. Profit before taxation is ₹ 9,48,596/- against ₹ 18,05,756/- in the previous year. After providing for taxation of ₹ 1,79,380/- & ₹ 5,77,523/- respectively, the net profit of the Company for the year under review was placed at ₹ 7,69,216 /- as against ₹ 12,28,233/- in the previous year.

**Material Changes & Commitments**

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

### **Dividend**

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

### **Transfer to Reserves**

The Board in its meeting held on May 30, 2018, proposes to carry an amount of ₹ 1,62,391 to Statutory Reserve as per the existing provisions of the Companies Act, 2013 and rules there under read with the Reserve Bank of India Guidelines as applicable to the Company.

### **Changes in Share Capital**

During the Financial Year 2017-18, there has been no change in the share capital of the Company. The Share Capital of the company is ₹ 3,50,00,000 divided into 35,00,000 Equity shares of Rs. 10 each.

### **Financial Liquidity**

Cash and cash equivalent as on March 31, 2018 was ₹ 1,22,32,624 (previous year ₹ 66,17,717). The Company's working capital management is based on a well-organized process of continuous monitoring and controls.

### **Statutory & Legal Matters**

However there was a notice received by the company from BSE regarding issue related to shell companies and appointment of forensic Auditor therein . All queries issued by BSE duly replied and regarding appointment of Forensic Auditor , the matter is subjudice in the form of suit file by the company to conduct Forensic audit.

### **Deposits**

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

### **Loan, Guarantees and Investments made by the Company**

The Company has given loans and made investments during the year the detail of which are given in the notes to the financial statements.

The provisions of section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meeting of Board and its Powers) Amendment Rules, 2015 is exempted on your company as your Company is NBFC registered with RBI whose principal business inter alia includes financing of companies.

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

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

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

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

### **Details of Subsidiary**

As on March 31, 2018, the Company had two Indian subsidiaries i.e Littlestar Tracom Limited and Maruti Tie up Limited. 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.

### **Material Subsidiaries**

None of the subsidiaries mentioned in above paragraph is a material subsidiary whose income or net worth in the immediately preceding accounting year exceeds twenty percent of the consolidated income or net worth respectively of the Company and its subsidiaries. The Board of Directors of the Company has approved a Policy for determining material subsidiary in line with



the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy has been uploaded on the Company's website at [http://www.decillion.co.in/policy/DOC\\_177112.Policy%20on%20Material%20Subsidiaries%20of%20DFL.pdf](http://www.decillion.co.in/policy/DOC_177112.Policy%20on%20Material%20Subsidiaries%20of%20DFL.pdf).

### **Consolidated Financial Statements**

The Consolidated Financial Statements of the Company for the year 2018 are prepared in compliance with the applicable provisions of the Companies Act, 2013, and as stipulated under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements together with the Auditors' Report thereon form part of the Annual Report. The Net Worth of the consolidated entity as on March 31, 2018, stood at ₹ 11,28,95,075 against ₹ 11,20,98,819 at the end of the previous year.

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

Mr. Vidhu Bhushan Verma (DIN: 00555238) was appointed as an Additional Independent Non Executive Director of the Company on 14th November, 2017 in the meeting of Board 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. Vidhu Bhushan Verma for his appointment at the ensuing Annual General Meeting.

During the year, the Board of Directors has accepted the resignation of Mr. Mahesh Kumar Bhalotia, Director of the Company with effect from 14th November, 2017. The Board of Directors has placed on record its warm appreciation of the rich contribution made by them.

Mrs. Veedhi Raja (DIN: 0008142844) was appointed as an Additional Independent Non Executive Woman Director of the Company on 30th May, 2018 in the meeting of Board to hold office upto the date of ensuing Annual General Meeting. Further company has also received notices from shareholders along with requisite deposits proposing the candidature of Mrs. Veedhi Raja for her appointment at the ensuing Annual General Meeting.

### **Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015").

### **Key Managerial Persons**

Pursuant to the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the following are the Key Managerial Persons as on 31.03.2018:

1. Mr. Rajesh Kumar Yadav, Chief Financial Officer.
2. Mr. Jitendra Kumar Goyal, Managing Director.
3. Miss. Archana Mishra, Company Secretary.

### **Managerial Remuneration**

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

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

At the time of appointment of the Directors, a formal letter of appointment is given to him which inter-alia explain 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 Obligation and Disclosures Requirement) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations 2011, the code of conduct of the company and other relevant regulations.

The Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the business drivers, they are updated through presentations at Board Meetings about the Financials of the Company and also about the new product launches. They are also provided booklets about the business and operations of the company. The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors.



The details of the Board Familiarization programme for the Independent Directors can be accessed in the website of the Company viz; [www.decillion.co.in](http://www.decillion.co.in).

## **BOARD EFFECTIVENESS**

### **Familiarization Program for the Independent Directors**

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a Familiarization Programme for Independent Directors to familiarize them with the working of the Company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the Company operates, business model etc. Details of the Familiarization Programme are explained in the Corporate Governance Report and are also available on the Company's website at : [www.decillion.co.in](http://www.decillion.co.in).

### **Board Evaluation**

The Securities Exchange Board of India (SEBI) vide its circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January 2017 had issued a guidance note on Board Evaluation which inter alia contains indicative criterion for evaluation of the Board of Directors, its Committees and the individual members of the Board.

The Board of Directors at its Meeting held on 30th March, 2017 had considered and adopted the indicative criterion for evaluation of the Board of Directors, the Committees of the Board and the individual directors as enumerated in the said Circular and amended the Board evaluation framework accordingly

Pursuant to the new Evaluation Framework adopted by the Board, the Board evaluated the performance of the Board, its Committees and the Individual Directors for the financial year 2017-18. After the evaluation process was complete, the Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters stipulated in the evaluation framework in its pro-growth activity and facing challenging operational, climatic and economic adversities during the year. The Board also ensured that the Committees functioned adequately and independently in terms of the requirements of the Companies Act, 2013 and the Listing Regulations and at the same time supported as well as coordinated with the Board to help in its decision making. The individual Directors' performance was also evaluated and the Board was of the view that the Directors fulfilled their applicable responsibilities and duties as laid down by the Listing Regulations and the Companies Act, 2013 and at the same time contributed with their valuable knowledge, experience and expertise to grab the opportunity and counter the adverse challenges faced by the Company during the year.

### **Performance Evaluation**

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

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

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

### **Remuneration Policy**

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

## **MEETINGS**

### **Number of Board Meetings**

During the Financial Year 2017-18, seven (07) meetings of the Board of Directors of the Company were held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



### **Audit Committee**

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

### **Meetings of Independent Directors**

A separate meeting of the Independent Directors was held on 8th February, 2018. Mr. Mahesh Kumar Kejriwal was elected as the Lead Independent Director of the Company. Details of the separate meeting of the Independent Directors held and attendance of Independent Directors are provided in the Report on Corporate Governance forming part of this report.

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

All Related party transactions that were entered into during the financial year were on an arms length basis and in the ordinary course of business. During the year the Audit Committee had granted omnibus approval for transactions which were repative in nature for one financial year and all such omnibus approval were reviewed by audit committee on a quarterly basis. All related parties transactions were placed in meeting of Audit Committee and the Board of Directors for necessary review and approval. These transactions were in the Ordinary Course of Business of your Company and were at Arms Length Basis, details of which, as required to be provided under section 134(3)(h) of the Companies Act, 2013 are disclosed in Form AOC-2 as **Annexure VII** and forms part of this Annual Report.

The Policy on Related Party transactions as approved by the Board has been uploaded on the Company's Website and may be accessed at the link [http://www.decillion.co.in/policy/DOC\\_177781.DECILLION\\_RPT-policy\\_2015.pdf](http://www.decillion.co.in/policy/DOC_177781.DECILLION_RPT-policy_2015.pdf)

The details of the transactions with related parties during 2017-18 are provided in the accompanying financial statements.

### **Statutory Auditor**

#### **Change in Auditors**

Your Company's Auditors, M/s T. C. Mahawar & Co., Chartered Accountants (FRN: 322294E), Kolkata, were appointed as Statutory Auditors of the Company from the conclusion of the Annual General Meeting held on 23.09.2017 until the conclusion of 28th Annual General Meeting to be held in the year 2022. But due to his preoccupation and lack of professional staff he is resigning from the post of statutory auditor of the company in forthcoming AGM.

M/s C. K. Chandak & Co, Chartered Accountants have been proposed to be appointed as statutory auditors of the Company at the ensuing Annual General Meeting for a period of five years from the conclusion of the ensuing 24th AGM till the conclusion of 29th AGM of the Company. The said firm has given its consent and declared that they are not disqualified to be appointed as statutory auditors.

Report of M/s T. C. Mahawar & Co, Chartered Accountants, and statutory auditor's Report does not contain any qualifications, reservations or adverse remarks. 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 year 2017-2018 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 2017-18, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report for Financial Year 2017-18 forms a part of the Directors Report and is attached here as **Annexure III**.

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

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

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

### **Corporate Governance**

The Company is committed for 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 VI**.

### **Corporate Social Responsibility**

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

### **Explanation to Auditor's Remarks**

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

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

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

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

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

### **Extract of Annual Return**

The extract of Annual Return as for the financial year 2017-2018 in Form No. MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is set out as an annexure to this report as **Annexure I**.

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

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

### **Code of Conduct**

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

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

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

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 and Clause 49(III)(D)(4)(a) of the listing agreement with Stock Exchanges in the preparation of the annual accounts for the year ended on 31.03.2018 and state that :

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



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

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

### **Prohibition of Insider Trading**

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

### **Provisions of Sexual Harassment**

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

### **Cautionary Note**

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

### **General Disclosures**

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

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

### **Acknowledgment**

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

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

**(Vidhu Bhushan Verma)**  
Director  
(DIN : 00555238)

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

Place: Kolkata  
Date : 30.05.2018

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENTS

#### BUSINESS SCENARIO

Non-Banking Finance Companies (NBFCs) are an integral part of the country's financial system because of their complementary as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers. Non Banking Financial Institutions (NBFIs) are a heterogeneous group of institutions that caters to a wide range of financial requirements and can broadly be divided into Financial Institutions (FIs) and Non Banking 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 ₹ 3,15,48,719/- during the year with net profitability of ₹ 8,11,954/-. The Company's income from operations primarily includes Interest Income and Profit on Sales of Share & Securities. 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 2018-19. 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 macro economic 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 promoter's 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 advisor, who is helping the Company in making good investment. The Company is exposed to all risks & threat which Financial Market & Non Banking Finance Company faces. The Company is also facing risk of heavy ups and downs in stock market which can be minimized due to risk management system of our Company.

### **RISK AND CONCERNS**

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

### **RISK MANAGEMENT**

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

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

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

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

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

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

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

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

The financial performance of the company has seen a growth of 109.73% since Revenue from operations has increased by 127.54% as compared to the last financial year. However, profit percent of the company is decreased by 35.73% as compared to the last financial year.

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

The financial performance of the company has seen a growth since Revenue from operations has increased by 127.54% as compared to the last financial year. However, interest income from lending activities has decreased by 15.18%.

### **INDUSTRY STRUCTURE & DEVELOPMENTS**

The Company continues to be a Non Deposit Taking, Systemically not important, 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.

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**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: 30.05.2018

**ANNEXURE – I****Form No. MGT-9****EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31.03.2018**

[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	3 Bentinck Street, Room No D8, 4th Floor, Kolkata-700001 E-mail – info@decillion.co.in Website – www.decillion.co.in Contact No. – 033-2248-5664
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	93.67

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

Sl. No.	Name of the Company	Address of the Company	CIN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	Littlestar Tracom Ltd.	'Mercantile Building', 2nd Floor, Block – E 9/12, Lal Bazar Street, Kolkata - 700001	U51909WB2010PLC144543	Subsidiary	60.24	2(87) ii
2	Maruti Tie-Up Ltd.	'Mercantile Building', 2nd Floor, Block – E 9/12, Lal Bazar Street, Kolkata - 700001	U51101WB2010PLC145843	Subsidiary	86.55	2(87) ii

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

## (i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>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.</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	29975	21050	51025	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	15	0	15	0.000					0.000
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>

## ii) Shareholding of Promoters

SI No.	Shareholder Name	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 PRIVAT	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>

## (iii) Change in Promoters' Shareholding

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





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

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	135000	3.857		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			135000	3.857
2	GLORY TRADE & EXPORTS LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	11/08/2017 Transfer	163000	4.657	163000	4.657
	c) At the End of the Year			163000	4.657
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	SHUABHI INVESTMENTS PVT LTD				
	a) At the Beginning of the Year	163000	4.657		
	b) Changes during the year				
	Date Reason				
	11/08/2017 Transfer	-163000	4.657	0	0.000
	c) At the End of the Year			0	0.000
6	SRI SALASAR SUPPLIERS PRIVATE LIMITED				
	a) At the Beginning of the Year	319000	9.114		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			319000	9.114
7	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
8	SUJALI FASHION PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.286		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.286

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
9	TORNER TIE UP PVT LTD				
	a) At the Beginning of the Year	137000	3.914		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			137000	3.914
10	ULTRA DEALERS PRIVATE LIMITED				
	a) At the Beginning of the Year	120000	3.429		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			120000	3.429
	<b>TOTAL</b>	<b>1664750</b>	<b>47.564</b>	<b>1664750</b>	<b>47.564</b>

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

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

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



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

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (in ₹)
		Jitendra Kumar Goyal, Managing Director		
1	Gross salary	2,40,000		2,40,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—		—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—		—
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—		—
2	Stock Option	—		—
3	Sweat Equity	—		—
4	Commission	—		—
	- as % of profit	—		—
	- others, specify...	—		—
5	Others, please specify	—		—
	<b>Total (A)</b>	<b>2,40,000</b>		<b>2,40,000</b>

**B. Remuneration to other directors**

Sl. No.	Ceiling as per the Act	Name of Directors			Total Amount
		—	—	—	
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total (1)</b>	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	NIL	NIL	NIL	NIL
	<b>Total (B)=(1+2)</b>	NIL	NIL	NIL	NIL
	Total Managerial	NIL	NIL	NIL	NIL
	Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	11% of Net Profit calculated under section 198 of the Companies Act, 2013			

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (in ₹)
		CEO	CS	CFO	
			Archana Mishra	Rajesh Kumar Yadav	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	1,62,000	1,20,000	2,82,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL		NIL
	- others, specify...				
5	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total</b>	NIL	1,62,000	1,20,000	2,82,000

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

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



ANNEXURE – II

**NOMINATION & REMUNERATION POLICY**

**INTRODUCTION**

The Company considers human resources as its invaluable assets. This policy on nomination & remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in order to pay equitable remuneration to the Directors, Key Managerial Personnel (KMP's) 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 Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
- **“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”** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

**POLICY FOR APPOINTMENT OF DIRECTORS, KMP'S AND SENIOR MANAGEMENT**

**Appointment criteria and qualifications:**

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

**Term / Tenure:**

1. Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time.
2. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
3. A whole-time KMP of the Company shall not hold office in more than one Company except in its subsidiary company at the same time.

**Evaluation :**

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

**POLICY RELATING TO REMUNERATION FOR DIRECTORS, KMPS AND OTHER EMPLOYEES****General**

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

**REMUNERATION TO NON-EXECUTIVE/INDEPENDENT DIRECTORS**

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

**DEVIATIONS FROM THIS POLICY**

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





ANNEXURE – III

Form No. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st March, 2018**

[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**  
3 Bentinck Street  
4th Floor, Room No.D-8  
Kolkata – 700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DECILLION FINANCE LIMITED having registered office 3 Bentinck Street, 4th Floor, Room No.D-8, Kolkata – 700 001 (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.

**Auditor's Responsibility**

Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to me during the said audit and also based on the information furnished to me by the officers' and the agents of the Company during the said audit.

I have followed the audit practices and processes as were appropriate to the best of our understanding 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, we followed, provide a reasonable basis for our opinion.

I have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Board during the period under scrutiny. I have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required I have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of compliance procedures on test basis.

My report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

**I report that,** 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 31st, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- (v) Foreign Exchange Management Act, 1999 and the rules and regulations thereunder;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011,
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - 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;
  - The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015
  - The SEBI (Delisting of Equity Shares) Regulations, 2009.
- (vii) Other laws applicable specifically to the Company namely:
- Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2015.
  - The Reserve Bank of India Act, 1934(Chapter IIIB), sec 45IA.
  - Non-Banking Financial Companies (Reserve Bank Directions),1998.
  - Master Circular dated 1st July, 2015 on Know Your Customer (KYC) Guidelines – Anti Money Laundering standards (AML) – Prevention of Money Laundering Act, 2002.
  - Master Circular dated 1st July, 2014 on Miscellaneous Instructions to NBFC – ND – SI.
  - Master Circular dated 1st July, 2015 on Fair Practice Code.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;

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.
- Majority decision is carried through while the dissenting members' views, if any are captured and recorded as part of the minutes.
- There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Kolkata  
Date : 28.05.2018

**Anand Khandelia**  
Practicing Company Secretary  
FCS No. : 5803 / C P No.: 5841

**ANNEXURE - IV**  
**Form AOC-1**

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

[Pursuant to the first proviso to Sub-section (3) of Section 129 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/(Loss) before Tax	Provision for Tax	Profit/(Loss) after Tax	Proposed Dividend	% of share-holding
1	Littlestar Tracom Ltd.	31st March, 2018	INR	830000	62,14,275	151,14,41,110	151,14,41,110	12,74,05,000	0	(26,69,996)	0	(26,69,996)	-	60.24*
2	Maruti Tie-up Ltd.	31st March, 2018	INR	11,15,000	69,25,264	80,50,32,9	80,50,32,9	54,96,337	0	(15,74,2)	0	(15,74,2)	-	86.55

\* The Company has sold 4,000 share of Littlestar Tracom Ltd. during the year.

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

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

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

**(Vidhu Bhushan Verma)**  
Director  
(DIN : 00555238)

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

Place: Kolkata  
Date : 30.05.2018

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

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018.

**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.

A Report on compliance with the principles of Corporate Governance as prescribed in The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below.

**ETHICS POLICIES**

We strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. 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.

**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, 2018 the Company's Board comprised of three directors out of which Two are Non-Executive Independent Director, one is Executive Managing Director. Management of the Company is headed by Sri Jitendra Kumar Goyal, Managing Director subject to general supervision, control and direction of the Board.

Further, Mr. Mahesh Kumar Bhalotia has resigned from the post of Directorship w.e.f. 14th day of November, 2017. The company also took a note of his valuable service rendered to the Company.

Mr. Vidhu Bhushan Verma has been appointed as a Non-Executive Independent Director w.e.f 14th November, 2017 and further Mrs Veedhi Raja has been appointed as an additional Non-Executive Woman Independent Director w.e.f 30th May, 2018..

Mrs Veedhi Raja has been appointed as an additional Non-Executive Woman Independent Director w.e.f 30th May, 2018.

The details of attendance of the directors at the board meeting during the year and at the last annual general meeting held on 23rd September, 2017 and also the number of other directorships, committee memberships/ chairmanships as on 31st March 2018, the date of joining are as follows:

Name of the Director & DIN No	Category	Relationship with other Directors	Financial Year 2017-2018		Attendance at the Last AGM	Number of Directorship(s) held in India public listed companies (including Decillion Finance Limited)###	Committee positions held #### (Including Decillion Finance Limited)	
			Board Meeting held during the tenure of directorship	Board Meeting attended			Member	Chairman
Mr. Jitendra Kumar Goyal (DIN 00468744)	Managing Director	—	07	07	Yes	05	03	05
Mr. Mahesh Kumar Bhalotia (DIN 00280743)#	Non-Executive Director	—	04	04	Yes	01	02	Nil
Mr. Vidhu Bhushan Verma (DIN:00555238)##	Additional Non Executive Independent Director	—	03	03	NA	03	4	2
Mr. Mahesh Kumar Kejriwal (DIN 07382906)	Non-Executive Independent Director	—	07	07	Yes	03	04	02

# Resigned from the post of Directorship w.e.f. 14.11.2017

## Mr. Vidhu Bhushan Verma has been appointed as Non Executive Independent Director w.e.f. 14.11.2017.

###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 2018, Seven (7) Board meetings were held on 30th May 2017, 17th July 2017, 14th August 2017, 14th November, 2017\*, 21st November 2017, 15th January 2018 and 8th February, 2018. The gap between any two consecutive meetings did not exceed one hundred and twenty days.

\*The meeting held on 14th November, 2017 was recalled on 21st November, 2017 for reason of want of more information's on financial by the directors and auditor of the company.

## **BOARD AGENDA**

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

## **INFORMATION PLACED BEFORE THE BOARD**

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

## **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS**

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

## **CODE OF CONDUCT**

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

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

## **COMMITTEES OF THE BOARD**

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

### **Composition, Name of Members and Chairperson**

As on 31st March, 2018, Audit Committee comprised of Mr. Mahesh Kumar Kejriwal, Non Executive Independent Director, Mr. Jitendra Kumar Goyal, Executive Director and Mr. Vidhu Bhushan Verma, Non Executive Independent Director where Mr. Mahesh Kumar Kejriwal is the Chairman of the meeting. All the members of the Committee have accounting or related financial management expertise. Miss Archana Mishra, Company Secretary acts as the secretary to the committee.



**Meetings and attendance during the year**

During the year under review, four meetings of the committee were held on 29.05.2017, 12.08.2017, 11.11.2017 and 08.02.2018. All the meetings were held in such time that the gap between any two meetings did not exceed four months; thereby complying with the Companies Act, 2013.

Name of the Director	Category	No. of Meetings held	No. of Meetings Attended
Mr. Mahesh Kumar Kejriwal	Chairman Non-Executive Independent Director	4	4
Mr. Jitendra Kumar Goyal	Executive Director	4	4
Mr. Mahesh Kumar Bhalotia*	Non-Executive Director	3	3
Mr. Vidhu Bhushan Verma**	Non-Executive Independent Director	1	1

\* Mr. Mahesh Kumar Bhalotia Resigned w.e.f 14th November, 2017.

\*\* Mr. Vidhu Bhushan Verma appointed on w.e.f 14th November, 2017.

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

Mr. Mahesh Kumar Kejriwal, the Chairman was duly present in Annual General Meeting held on September 23rd, 2017.

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

**The functions of the Committee include :**

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

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

#### **NOMINATION AND REMUNERATION COMMITTEE**

As on 31st March, 2018, the Nomination & Remuneration Committee comprised of 2 Non-Executive Independent Director.

The Committee held three meetings during the year 15th July, 2017, 11th November, 2017 and 8th February 2018.

On meeting held on 15th July, 2017, the committee took note of resignation of Mr. Ramakant Mishra from the post of Company Secretary w.e.f 4th April 2017. Further Committee recommended the appointment of Miss. Archana Mishra for the post of Company Secretary subject to approval in meeting of Board of Directors.

On meeting held on 11th November, 2017, the Committee recommended Mr. Vidhu Bhushan Verma for the appointment as Non executive Independent Director, subject to approval of Board of Director's Meeting he will be added as the new member on the committee.

Mr. Mahesh Kumar Kejriwal, Chairman of the Committee was duly present at the Annual General Meeting held on September 23rd, 2017.

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

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



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

Name of the Director	Category	No. of Meetings held	No. of Meetings Attended
Mr. Mahesh Kumar Kejriwal	Chairman Non-Executive Independent Director	3	3
Mr. Mahesh Kumar Bhalotia*	Non Executive Director	2	2
Mr. Vidhu Bhushan Verma**	Non-Executive Independent Director	1	1

\* Mr. Mahesh Kumar Bhalotia Resigned as a member w.e.f. 14th November, 2017

\*\* Mr. Vidhu Bhushan Verma Appointed as a member w.e.f 14th November, 2017

**The functions of the Committee include:**

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

**Performance evaluation criteria for independent Directors**

The Nomination and Remuneration Committee at its Meeting had considered and adopted the indicative criterion for evaluation of performance of the Board of Directors and the Independent Directors issued by Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD/ CIR/P/2017/004 dated January 5, 2017 in terms of the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Pursuant to the adoption of the new criterion for evaluation of performance of the Board of Directors and the Independent Directors, the Committee carried out the process of evaluation of the performance of every Director in accordance with its terms of reference and the requirements of Companies Act, 2013.

The performance of the Independent Directors is evaluated on the basis of the following parameters:-

**General –**

(a) Qualifications, (b) Experience, (c) Knowledge and Competency, (d) Fulfillment of functions, (e) Ability to function as a team, (f) Initiative, (g) Availability and attendance, (h) Commitment, (i) Contribution and (j) Integrity.

**Additional criteria for Independent Director –**

(a) Independence and (b) Independent views and judgment.

**REMUNERATION OF DIRECTORS**

Pecuniary Relationship or transactions of the Non-Executive Directors/criteria of making payments to Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive – Independent Directors nor any payment of sitting fees to them for attending Board Meetings, Committee Meetings and separate Meeting of Independent Directors. Even they did not get any Commission for their valuable services to the Company.

#### **Remuneration package/ Remuneration paid to Directors**

The Executive Directors are paid any Salary, & other Funds, Bonus and allowances and perquisites.

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

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

The Committee held one meeting during the year on 8th February, 2018 where the committee noted the resignation of Mr. Mahesh Kumar Bhalotia as a member w.e.f. 14.11.2017 and appointment of Mr. Vidhu Bhushan Verma as a member of committee w.e.f 14.11.2017.

No Complaint had been received during the Financial Year 2017-18. The Company is registered with SEBI under SCORES.

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

To review action taken on shareholder's 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, 2018.

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 31.03.2018.

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

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

As stipulated by the Code of Independent Directors under Companies Act, 2013 and the Listing Regulation, a meeting of the Independent Directors was held on 8th February, 2018 which was attended by the Independent Directors to review the performance of Non Independent Directors including Chairman and the Board as a whole.

#### **SUBSIDIARY COMPANY**

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

As on March 31, 2018 the Company had the following non-listed Indian subsidiary Companies:

- Littlestar Tracom Ltd.
- Maruti Tie-up Limited

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

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



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

**CORPORATE SOCIAL RESPONSIBILITY**

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

**GENERAL BODY MEETINGS**

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>
2014-2015	30.09.2015	2:00 p.m.	Mercantile Building, Block-E, 2Nd Floor, 9/12, Lalbazar Street, Kolkata-700001	None
2015-2016	29.09.2016	3:00 p.m.	Mercantile Building, Block-E, 2Nd Floor, 9/12, Lalbazar Street, Kolkata-700001	Yes 1. Voluntary Delisting of the shares from Calcutta Stock Exchange Limited.
2016-2017	23.09.2017	3.00 p.m.	Mercantile Building, Block-E, 2Nd Floor, 9/12, Lalbazar Street, Kolkata-700001	None

**No Resolution was passed through Postal Ballot during the year ended 31st March 2018.**

**No Special Resolution is proposed to be conducted through Postal Ballot.**

**Remote e-voting and Ballot voting at the Annual General Meeting**

**DISCLOSURES**

**Disclosures on materially significant related party transactions having potential conflict: Nil.**

**Compliance of Laws & Regulations relating to Capital Markets**

The Company has complied with all the mandatory requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the financial year. During the year under review the company paid fine of Rs 41,300 for late submission of annual report under clause 31 of the Listing Agreement.

**Accounting treatment in preparation of financial statements**

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

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

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

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

**COMPLIANCE CERTIFICATE**

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

## **WHISTLE BLOWER POLICY**

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

## **MEANS OF COMMUNICATION**

### **Quarterly / Annual Results**

The unaudited quarterly and annual audited results are regularly published in a leading English Daily Newspaper (Business Standard) and a Bengali Daily (Kalantar/Ekdin) 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.

### **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, 2018 at 3.00 P.M.
Venue	: OSWAL CHAMBER, EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001
Financial Calendar	: 2018-2019 (Tentative Dates) First Quarter Results On or before August 14, 2018 Second Quarter Results On or before November 14, 2018 Third Quarter Results On or before February 14, 2019 Fourth Quarter Results On or before May 30, 2019
Date of Book Closure	: 24th September, 2018 to 29th September, 2018 (both days inclusive)





Dividend payment date	:	No dividend is being recommended
Listing on stock exchanges	:	1. BSE Limited.
		2. The Calcutta Stock Exchange Ltd.
The Company has paid Listing Fees as applicable to the stock exchanges.		

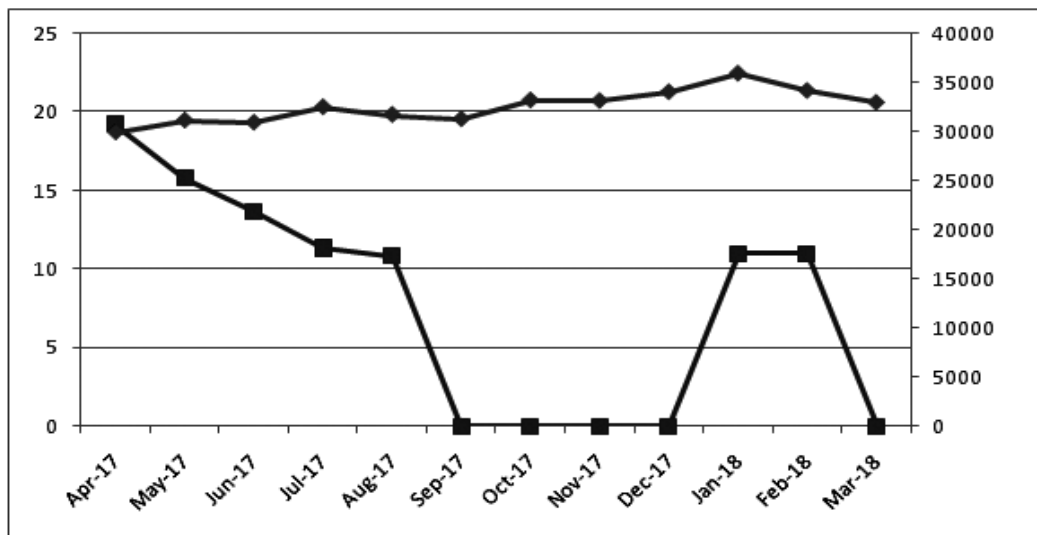
The ISIN of the Company on both NSDL and CDSL is INE848N01017.

**MARKET PRICE DATA**

Decillion share price vis-à-vis Bombay Stock Exchange April 2017-March 2018

Month	BSE Sensex Close	Decillion share price on BSE			Number of shares traded	No. of Trade	Turnover on BSE
		High	Low	Close			
Apr-17	29918.4	20.25	14.45	19.25	392	41	6489
May-17	31145.8	18.3	15.8	15.8	119	15	1972
Jun-17	30921.61	16.55	13.7	13.7	86	7	1225
Jul-17	32514.94	13.1	11.35	11.35	100	9	1252
Aug-17	31730.49	10.85	10.85	10.85	15	1	162
Sep-17	31283.72	NIL	NIL	NIL	NIL	NIL	NIL
Oct-17	33213.13	NIL	NIL	NIL	NIL	NIL	NIL
Nov-17	33149.35	NIL	NIL	NIL	NIL	NIL	NIL
Dec-17	34056.83	NIL	NIL	NIL	NIL	NIL	NIL
Jan-18	35965.02	11	10.8	11	83	8	909
Feb-18	34184.04	11	11	11	1	1	11
Mar-18	32968.68	NIL	NIL	NIL	NIL	NIL	NIL

**MARKET GRAPH**



### **REGISTRAR & SHARE TRANSFER AGENT**

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

### **SHARE TRANSFER SYSTEM**

The requests for transfer of shares held in physical mode should be lodged at the Corporate Office of the Company's Registrar & Share Transfer Agents, M/s. Niche Technologies Pvt. Ltd. (Registered with SEBI), D-511, Bagri Market, 71, B.R.B.B. Road, Kolkata - 700001 or at the Registered Office of the Company. Share Transfers are registered and returned in the normal course within an average period of 14 days, if the transfer documents are found technically in order and complete in all respects. The Company conducts a weekly review of the functions of the Registrar and Share Transfer Agent for upgrading the level of service to the Shareholders. Weekly review is also conducted on the response to the Shareholders pertaining to their communication and grievances, if any

### **SHAREHOLDING PATTERN (AS ON 31ST MARCH 2018)**

Category	No. of Shares	% of holding
Promoters	14,34,200	40.977
Domestic Companies	20,14,760	57.565
Indian Public	51,040	1.458
<b>Total</b>	<b>35,00,000</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	404	92.0273	4,143	0.1184
2.	501 - 1000	1	0.2278	529	0.0151
3.	1001 - 5000	12	2.7335	34,278	0.9794
4.	5001 - 10000	2	0.4556	12,200	0.3486
5.	10001 - 50000	1	0.2278	48,000	1.3714
6.	50001 - 100000	7	1.5945	5,16,600	14.7600
7.	100001 AND ABOVE	12	2.7335	28,84,250	82.4071
	<b>TOTAL</b>	<b>439</b>	<b>100.0000</b>	<b>3500000</b>	<b>100.0000</b>

### **DEMATERIALIZATION OF SHARES**

As on 31st March 2018 the number of shares in dematerialized form is 32,78,950 representing 93.68 % of the total shares and the balance 221050 shares representing 6.32 % of the total shares were held in physical form.

### **OUTSTANDING GDR/ADR/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND IMPACT ON EQUITY**

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



### **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

In accordance with the requirements for a listed Company, as stipulated by SEBI, a Reconciliation of Share Capital Audit is conducted 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**

"JAJODIA TOWER"

3, Bentinck Street, 4th Floor, Room No.D-8

Kolkata – 700 001

Email: info@decillion.co.in

Tel no. : 033 2248-5664

### **Corporate Governance Compliance Certificate**

The Company has obtained Compliance Certificate from M/s T.C Mahawar & 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, 2018 and the same has also been noted by the Board.

For **DECILLION FINANCE LIMITED**

**Jitendra Kumar Goyal**

Managing Director

(DIN : 00468744)

Place: Kolkata

Date: 30.05.2018

## EXECUTIVE DIRECTOR / CFO CERTIFICATION

The Board of Directors

**M/s Decillion Finance Limited**

### **Re: Financial Statement for the Financial Year 2017-2018 – Certification by Executive Director & CFO**

We, Jitendra Kumar Goyal, Managing Director and Rajesh Kumar Yadav, Chief Financial Officer of **DECILLION FINANCE LIMITED** on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2018 and to the best of our knowledge and belief, hereby certify that:

1. These statements 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, 2018 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.

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

Place: Kolkata  
Date : 30.05.2018

**(Rajesh Kumar Yadav)**  
CFO  
(PAN : ACDPY0596Q)

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



## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

**M/s. Decillion Finance Limited**

1. This certificate is issued in accordance with the terms of our engagement.
2. We, T. C. Mahawar & Co, Chartered Accountants, the statutory auditors of Decillion Finance Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations)

### **Management's Responsibility**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### **Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that I comply with the ethical requirements of the Code of Ethics issued by the ICAI.

### **Opinion**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.
8. 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 T. C. Mahawar & Co.**  
*Chartered Accountants*  
FRN.322294E

**(Tikam chand Mahawar)**  
*Proprietor*

Place : Howrah  
Date : 28.05.2018

Membership No : 056212

**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	REMMUNERATION IN FY 2017-18 (RS)	REMMUNERATION IN FY 2016-17	SHARES/STOCK HELD	% INCREASE OF REMM IN 17-18 AGAINST 16-17	RATIO OF REMMUNERATION TO MRE (INCLUDING MD)	RATIO OF REMMUNERATION TO MRE (EXCLUDING MD)	RATIO OF REMMUNERATION TO REVENUES IN 2018 (Note - 1)	RATIO OF REMMUNERATION TO NET PROFIT 2018 (Note - 1)
1	Mr. JITENDRA KUMAR GOYAL	MANAGING DIRECTOR	240000	240000	70100	NIL	1.1132:1	1.4303:1:1	0.008:1	0.30:1
2	Mr. MAHESH KUMAR BHALOTIA	DIRECTOR (Resigned on 14/11/2017)	0	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	Mr. MAHESH KUMAR KEJRIWAL	DIRECTOR	0	NIL	NIL	NIL	NIL	NIL	NIL	NIL
4	Mr. Vidhu Bhushan Verma	Director (Appointed on 14.11.2017)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2) REMMUNERATION TO KMP

Sl. No.	Name of the Key Managerial Personnel	Title	REMMUNERATION IN FY 2017-18 (RS)	REMMUNERATION IN FY 2016-17	SHARES/STOCK HELD	% INCREASE OF REMM IN 17-18 AGAINST 16-17	RATIO OF REMMUNERATION TO MRE (INCLUDING MD)	RATIO OF REMMUNERATION TO MRE (EXCLUDING MD)	RATIO OF REMMUNERATION TO REVENUES IN 2018 (Note - 1)	RATIO OF REMMUNERATION TO NET PROFIT 2018 (Note - 1)
1	Miss. Archana Mishra	COMPANY SECRETARY*	162000	NIL	NIL	NIL	1.0019:1	1.2872:1	0.007:1	0.27:1
2	Mr. RAJESH KUMAR YADAV	CHIEF FINANCIAL OFFICER	120000/-	120000/-	NIL	NIL	0.5566:1	0.7151:1	0.004:1	0.15:1

\* Appointed w.e.f. 17.07.2018

**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 ₹ 2,15,600/- in the financial year 2017-18.
- E. The Median Remuneration of Employees (MRE) excluding Managing Directors (MD) was ₹ 1,67,800/- in the financial year 2017-18.
- F. The number of permanent employees in the rolls of the company as on 31.03.2018 and 31.03.2017 were 4 and 4 respectively.
- G. The revenue growth during the Financial year 2017-18 was 109.74% over the Financial year 2016-17 and net profit decrease by (35.73) % .



- H. The aggregate remuneration of employees excluding Managing Director has decline grew by 1.93%.
- I. The Company being listed in BSE and CSE has the following market capitalizations :
  - a. At BSE the market capitalization is ₹ 38500000 (into 3500000 shares @ ₹ 11 each). The company got listed in the Bombay Stock Exchange in July 2015.
  - b. At CSE the market capitalization stands at ₹ 35000000 (Divided into 3500000 shares @ ₹ 10 each. The shares of the Company are last traded in 1997. The growth in market capitalization remained stagnant.
- J. The company has a Nomination & Remuneration Policy in place, and it is strictly followed for fixation and payment of remuneration to the managerial personnel and other employees of the company. The policy has been developed with adherence to the Companies Act, 2013 and all other statutes as applicable.



**ANNEXURE – VII****Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arms length basis -**

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2018, which were not at arms length basis.

**2. Details of material contracts or arrangements or transactions at arms length basis -**

The details of material contracts or arrangements or transactions at arms length basis for the year ended 31st March, 2018 are as follows :

Sr. No	Name(s) of the related party & Nature of relationship	Nature of Transactions	Transactions Value (in INR)	Duration of transactions	Salient terms of transactions	Date of approval by the board	Amount paid in advance (in INR)
1	Littlestar Tracom Limited (Subsidiary Company)	Sale of Investments	27,90,000	April 2017 - March 2018	The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arms length basis.	Since these RPTs are in the ordinary course of business and are at arms length basis, approval of the board is not applicable. However, necessary approvals were granted by the Audit committee from time to time.	NIL
2	Jitendra Kumar Goyal (Key Management Personnel)	Sale of Investments	10,000				
3	G Jitendra HUF (HUF where Key Management Personnel and their relative have significant influence/influence )	Sale of Investments	2,54,000				
4	Mayborn Investments Private Limited (Entity where Key Management Personnel and their relative have significant influence/influence )	Purchase of Investments	15,00,000				
5	Shreyans Stockinvest Private Limited (Entity where Key Management Personnel and their relative have significant influence/influence )	Sale of Investments	3,000				
6	Zigma Commosales Private Limited (Entity where Key Management Personnel and their relative have significant influence/influence)	Purchase of Investments	7,50,000				
		Sale of Investments	23,00,000				

For **DECILLION FINANCE LIMITED**

**Jitendra Kumar Goyal**

Managing Director

(DIN : 00468744)

Place: Kolkata

Date: 30.05.2018



## INDEPENDENT AUDITOR'S 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 2018, 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 and other accounting principle accepted in India.

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.

In conducting 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 2018 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 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 2018 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such control, refer to the separate Report in "Annexure A" and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
    - iii. There are no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.
2. 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 B", a statement on the matters specified in the paragraph 3 and 4 of the order.

For **T. C. Mahawar & Co.**  
Chartered Accountants  
FRN: 322294E

**Tikam Chand Mahawar**  
(Proprietor)  
Membership No. 056212

Place: Howrah  
Date : 30.05.2018



## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under “Report on Other Legal and Regulatory Requirements’ section of our report of even date)

### Report on the Internal Financial Controls over Financial Reporting under Clause (l) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“The Act”)

We have audited the internal financial controls over financial reporting of **DECILLION FINANCE LIMITED** (“the Company”) as of March 31, 2018 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 with reference to financial statement 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.

#### Auditor’s 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 internal control with reference to financial statement (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 control with reference to financial statement 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, to the best of our information and according to explanation given to us, 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, 2018, 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 **T. C. Mahawar & Co.**  
Chartered Accountants  
FRN: 322294E

**Tikam Chand Mahawar**  
(Proprietor)  
Membership No. 056212

Place: Howrah  
Date : 30.05.2018



## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under “Report on Other Legal and Regulatory Requirements’ section of our report of even date)

The Annexure referred to in Independent Auditor’s Report to the members of **DECILLION FINANCE LIMITED** on accounts of the Company for the year ended on March 31, 2018.

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 and no material discrepancies were noticed on such verification.
- 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) According to the information and explanation given to us, the Company has granted unsecured loans repayable on demand to parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
  - 1. The term and condition of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company’s interest.
  - 2. The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulation.
  - 3. There is no amount overdue other than loan granted to Naseeb Holdings Private Limited for more than 90 days as at the balance sheet date .
- (iv) In our opinion and according to information and explanation given to us, the Company has complied with the provision of section 185 and 186 of the Companies Act, 2013 in respect of the loans provided & investments, as applicable.
- (v) According to the information and explanation given to us, the Company has not accepted any deposit from the public within the meaning of the Act and the rules made thereunder. Hence clause (v) of the order is not applicable.
- (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) According to the information and explanation given to us, in respect of statutory dues:
  - (a) The company is regular in depositing undisputed statutory dues including, income-tax, service tax, value added tax, cess and any other statutory dues to the appropriate authorities and the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned were not for a period of more than six months from the date they became payable.
  - (b) No dues of income tax, or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute . However according to information and explanation given to us, the following dues of income tax have not been deposited by the company on account of disputes.

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

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

- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government and has not issued any debentures. Hence reporting on defaults in repayment of loans under clause (viii) of CARO 2016 is not applicable to the Company.
- (ix) In our opinion and according to the information and explanations given to us , the Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term Loans and hence reporting under clause (ix) is not applicable.
- (x) To the best of our knowledge and according to the information and explanation given to us, no fraud by the company or no material 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) In our opinion and according to the information and explanations given to us the Company transaction with the related party transactions are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable, have been disclosed in the standalone financial statement etc. as required by the applicable accounting standard.
- (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 reporting under clause (xiv) of CARO 2016 is not applicable to the Company
- (xv) The company has not entered into any non-cash transactions with directors or directors of the subsidiary company 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 **T. C. Mahawar & Co.**  
Chartered Accountants  
FRN: 322294E

**Tikam Chand Mahawar**  
(Proprietor)  
Membership No. 056212

Place: Howrah  
Date : 30.05.2018



**BALANCE SHEET as at 31 March 2018**

(Amount in ₹)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholder's Funds</b>			
(a) Share Capital	1	3,50,00,000	3,50,00,000
(b) Reserves and Surplus	2	7,79,35,087	7,71,08,944
(2) <b>Current Liabilities</b>			
(a) Other current liabilities	3	1,75,629	73,073
(b) Short Term Provisions	4	1,76,022	1,90,211
<b>Total</b>		<b>11,32,86,737</b>	<b>11,23,72,228</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) Property, Plant & Equipments	5	1,839	9,567
(b) Non-current investments	6	1,69,35,565	1,63,69,875
(2) <b>Current assets</b>			
(a) Inventories	7	1,12,43,672	89,86,590
(b) Trade receivables	8	18,16,738	37,07,353
(c) Cash and cash equivalents	9	1,22,32,624	66,17,717
(d) Short-term loans and advances	10	7,10,56,299	7,66,51,646
(e) Other Current Assets	11	–	29,481
<b>Total</b>		<b>11,32,86,737</b>	<b>11,23,72,228</b>

Significant accounting policies

Notes on Accounts

1-19

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

Proprietor

Membership No. 056212

Place : Kolkata

Date: 30.05.2018

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Archana Mishra)**

Company Secretary

PAN : CMNPM5440H

**(Vidhu Bhushan Verma)**

Director

DIN: 00555238

**(Rajesh Kumar Yadav)**

Chief Financial Officer

PAN : ACDPY0596Q

**STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2018**

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
I. Revenue from Operations	12	2,95,51,609	1,29,87,686
II. Other Income	13	19,97,110	20,54,248
III. <b>Total Revenue (I +II)</b>		<b>3,15,48,719</b>	1,50,41,934
IV. <b>Expenses:</b>			
Purchases of Stock-in-Trade	14	3,11,84,387	1,45,60,325
Changes in Inventories of Stock-in-Trade	15	(22,57,083)	(47,05,939)
Employee Benefits Expense	16	7,31,237	7,17,767
Depreciation and amortization expense	5	7,728	6,218
Finance Cost	17	–	44,505
Other Expenses	18	8,91,115	25,78,249
<b>Total Expenses</b>		<b>3,05,57,385</b>	1,32,01,125
V. Profit before tax (III - IV)		9,91,334	18,40,809
VI. Tax expense:			
(1) Current tax		1,73,235	3,47,523
(2) Taxation for earlier years		6,145	2,30,000
VII. Profit after tax for the year (V - VI)		8,11,954	12,63,286
VIII. Earnings per equity share of face value of Rs.10 each:			
- Basic & Diluted	19(h)	0.23	0.36

Significant accounting policies

Notes on Accounts

1-19

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

Proprietor

Membership No. 056212

Place : Kolkata

Date: 30.05.2018

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Vidhu Bhushan Verma)**

Director

DIN: 00555238

**(Archana Mishra)**

Company Secretary

PAN : CMNPM5440H

**(Rajesh Kumar Yadav)**

Chief Financial Officer

PAN : ACDPY0596Q



**CASH FLOW STATEMENT for the year ended March 31, 2018**

(Amount in ₹)

Particulars		For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before Tax and Extraordinary Items	9,91,334	18,40,809
	Adjustment for :		
	Depreciation	7,728	6,218
		9,99,062	18,47,027
	<b>Adjustment for :</b>		
	Interest Received	(19,928)	(2,77,689)
	Dividend Received	(96,364)	-29736
	Income from Non Current Investment	(14,97,883)	(28,15,572)
	Operating Profit before Working Capital changes	(6,15,113)	(12,75,970)
	Adjustment for :		
	Current Assets	52,58,361	41,96,254
	Current Liabilities	1,02,556	(65,55,302)
	(Increase)/Decrease in Net Current Assets	53,60,917	(23,59,048)
	Cash generated from Operations	47,45,804	(36,35,018)
	Interest paid	-	-
	Taxation	(1,79,380)	(5,77,523)
	Cash Flow before extraordinary items	45,66,424	(42,12,541)
	<b>Net Cash from operating activities (A) :</b>	45,66,424	(42,12,541)
<b>B.</b>	<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
	(Increase)/Decrease in Investments	(5,65,690)	28,13,129
	Interest Received	19,928	2,77,689
	Dividend Received	96,364	29,736
	Income from Investment	14,97,882	28,15,572
	<b>Net Cash used in investing activities (B) :</b>	10,48,484	59,36,126
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	<b>Net Cash from Financing activities (C) :</b>	-	-
	<b>Net increase/(decrease) in Cash and Cash equivalents (A+B+C) :</b>	56,14,908	17,23,585
	<b>Cash and Cash equivalents at the beginning of the year</b>	66,17,717	48,94,132
	<b>Cash and Cash equivalents at the close of the year</b>	1,22,32,625	66,17,717

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

Proprietor

Membership No. 056212

Place : Kolkata

Date: 30.05.2018

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Vidhu Bhushan Verma)**

Director

DIN: 00555238

**(Archana Mishra)**

Company Secretary

PAN : CMNPM5440H

**(Rajesh Kumar Yadav)**

Chief Financial Officer

PAN : ACDPY0596Q

## Significant Accounting Policies to the financial statements for the year ended on 31st March 2018

- i. Basis of Accounting :** The Company follows mercantile system of accounting. Accounting Policies have been framed and adopted based on the Generally Accepted Accounting Principles in India. The preparation of financial statements in conformity with generally accepted accounting principles require estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known / materialized.
- ii Presentation and Disclosure of Financial Statements:** All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification as assets and liabilities.
- iii. Fixed Assets (Plant, Property & Equipments) and Depreciation :**
- Fixed Assets are stated at cost of acquisition less accumulated depreciation.
  - Depreciation on fixed assets have been provided on written down value method over the estimated useful lives of the tangible fixed asset as prescribed in Schedule II of the Companies Act, 2013.

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

Category of Tangible Fixed Asset	Estimated useful Life
Computer	3 yrs

- iv. Use of Estimates:** The preparation of financial statement require the Management to make estimate and assumption considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of financial statements are reported income and expenses during the reporting period. The Management believes that the estimate used in preparation of the financial statements are prudent and reasonable. Further results could differ from these estimate. Any difference between actual and estimate are recognized in the period in which the result are known / materialize. Any revision to accounting estimate is recognized prospectively in current and future period.
- v. Cash Flow Statement :** Cash Flow Statements has been prepared by adopting the Indirect method as prescribed under para 18 of Accounting Standard-3 (AS-3) on "Cash Flow Statement".
- vi. Income Recognition And Provisioning Relating To Loans Given :** Income has been recognised on accrual basis as per the prudential norms issued by the RBI except that income on non-performing assets is recognised only on actual realisation. Provision on Standard and Non-Performing Assets has been made as per the guidelines issued by the RBI.
- vii. Investments :** Investments (other than long term investments) being current investments are valued at cost or fair value whichever is lower, determined on an individual basis. Long Term Investments are stated at cost, provision for Diminutions in the value is not considered unless such short fall is permanent in nature.
- viii. Borrowing Cost :** Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing cost is recognized as an expense in the period in which they are incurred.
- ix. Taxes on Income :** Income-Tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year. The deferred tax asset and deferred tax liability is calculated by applying tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred tax assets in account of other timing differences are recognized only to the extent there is a reasonable



certainty of its realization. At each Balance sheet date, the carrying amount of deferred tax assets are reviewed to reassure amount.

- x. **Provisions, Contingent Liability & Contingent Asset** : The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that effect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.
- xi. **Employee Benefits** : Short-term Employee Benefits (i.e. benefits payable within one year) are recognised in the period in which employee services are rendered.
- xii. **Stock In Trade** : Inventories are valued at cost or net realizable value whichever is lower.
- xii. **Earning Per Share**: Basic and diluted earning per share is calculated by dividing net profit for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

**Significant accounting policies form integral part of the Financial Statements for the year ended on 31/03/2018**

**Signatures to Significant Accounting Policies**

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

*Proprietor*

Membership No. 056212

Place : Kolkata

Date : 30.05.2018

**(Jitendra Kumar Goyal)**

*Managing Director*

DIN: 00468744

**(Archana Mishra)**

*Company Secretary*

PAN : CMNPM5440H

**(Vidhu Bhushan Verma)**

*Director*

DIN: 00555238

**(Rajesh Kumar Yadav)**

*Chief Financial Officer*

PAN : ACDPY0596Q

## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2018

(Amount in ₹)

Particulars	31st March 2018	31st March 2017
<b>1 SHARE CAPITAL</b>		
<b>Authorised:</b>		
3750000 Equity Shares of ₹ 10 Each	<b>3,75,00,000</b>	3,75,00,000
<b>Issued,Subscribed and fully paid-up shares</b>		
3500000 Equity Shares of ₹ 10 Each	<b>3,50,00,000</b>	3,50,00,000

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

	31st March 2018		31st March 2017	
	% 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, 2018			
- Number of shares	<b>35,00,000</b>	-	35,00,000
- Amount (Rs.)	<b>3,50,00,000</b>	-	3,50,00,000
Year ended 31 March, 2017			
- Number of shares	<b>35,00,000</b>	-	35,00,000
- Amount (Rs.)	<b>3,50,00,000</b>	-	3,50,00,000

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

	31st March 2018		31st March 2017	
<b>2 Reserves and Surplus</b>				
<b>Securities Premium Reserve</b>		6,60,00,000		6,60,00,000
<b>Capital Reserve</b>				
Opening balance	<b>82,94,000</b>		82,94,000	
Add : Transfer during the year	-	<b>82,94,000</b>	-	82,94,000
<b>Profit &amp; Loss A/c</b>				
Opening Balance	<b>17,21,974</b>		6,84,794	
Add : Profit For the Year	<b>8,11,954</b>		12,63,286	
Add/(Less) : Transfer from/(to) Statutory Provision	<b>14,189</b>		26,551	
Less: Statutory Reserve	<b>1,62,391</b>	<b>23,85,726</b>	2,52,657	17,21,974
<b>Reserve as per RBI Guidelines</b>				
<b>Statutory Reserve</b>				
Opening Balance	<b>10,92,970</b>		8,40,313	
Add : Transfer from Profit & Loss A/c	<b>1,62,391</b>	<b>12,55,361</b>	2,52,657	10,92,970
		<b>7,79,35,087</b>		7,71,08,944



**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

Particulars	31st March 2018	31st March 2017
<b>3 Other Current Liabilities</b>		
<b>Advance Received</b>		
- Related Party	115	13,073
<b>Liability For Expenses</b>		
- Related Party	47,400	34,000
Other	1,28,114	26,000
	<b>1,75,629</b>	<b>73,073</b>

	31st March 2018		31st March 2017	
<b>4 Short Term Provisions</b>				
<b>Statutory Provision</b>				
Opening Balance	1,90,211		2,16,762	
Add : Transfer from Profit & Loss A/c	(14,189)		(26,551)	
		<b>1,76,022</b>		<b>1,90,211</b>

**5 Property, Plant & Equipments**

Particulars of Assets	Gross Block			Depreciation			Net Block	
	As on 01.04.2017	Addition during the Year	As on 31.03.2018	As on 01.04.2017	During the Year	As on 31.03.2018	As on 31.03.2018	As on 31.03.2017
Computer	19,635	—	19,635	10,068	7,728	17,796	1,839	9,567
<b>Total :</b>	<b>19,635</b>	<b>—</b>	<b>19,635</b>	<b>10,068</b>	<b>7,728</b>	<b>17,796</b>	<b>1,839</b>	<b>9,567</b>

**6 Non-Current Investments**

Particulars	Face Value	AS AT 31.03.2018		AS AT 31.03.2017	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>Non-Trade Investments</b>					
<b>Quoted - Bonds</b>					
NHAI Bond		—	—	400	4,59,400
<b>Quoted - Equity Shares</b>					
Biocon Ltd. (Bonus Shares)		6,800	0	—	—
Golden Goenka Fincorp Ltd.	10	1,77,250	6,69,311	1,77,250	6,69,311
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
Ujjivan Financial Services Ltd.	10	—	—	71	14,910
<b>Unquoted - Equity Shares</b>					
ABM Finlease Pvt. Ltd.	10	1,14,000	7,50,000	—	—
Centuple Commercial Ltd.	10	—	—	1,000	10,000
Prakash Estates Pvt. Ltd.	10	10,000	10,00,000	10,000	10,00,000
Shreyans Stockinvest Pvt Ltd	100	—	—	150	1,50,000
Mayborn Investment (P) Ltd.	10	12,500	12,50,000	—	—
<b>Investments in Subsidiaries</b>					
<b>Unquoted - Equity Shares</b>					
Littlestar Tracom Ltd.	10	50,000	56,30,000	54,000	64,30,000
Maruti Tie-Up Pvt. Ltd.	10	96,500	69,96,250	96,500	69,96,250
			<b>1,69,35,565</b>		<b>1,63,69,875</b>
<b>Market Value of Bonds Quoted</b>			—		4,46,624
<b>Market Value of Quoted Equity Shares</b>			<b>26,57,405</b>		<b>22,85,758</b>
<b>Break up Values of Unquoted Equity Shares</b>			<b>2,07,90,975</b>		<b>1,22,46,552</b>



## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2018

(Amount in ₹)

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

Particulars	Face Value	AS AT 31.03.2018		AS AT 31.03.2017	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>Quoted - Equity Shares</b>					
Aditya Birla Capital	10	1,000	1,45,950		
Electrosteel Steels Limited	10	–	–	40,000	1,74,000
Coral India Finance & Housing Ltd.	2	7,500	2,40,000	–	–
Nissan Copper Ltd.	10	16,786	12,590	16,786	12,590
GIC Housing Finance Ltd.	10	1,000	3,74,600		
The Indian Hume Pipe Co. Ltd.	2	2,500	7,82,875		
McLEOD Russel (India) Ltd.	5	1,500	2,14,350		
Power Finance Corporation	10	3,500	3,00,650		
Vindhya Telelinks Ltd.	10	450	4,72,658		
<b>Unquoted - Equity Shares</b>					
ABM Finlease Pvt. Ltd.	10	–	–	51,000	51,00,000
Ashok Vatika Agrofarms (P) Ltd.	10	25,000	25,00,000	–	–
Mayborn Investment (P) Ltd.	10	25,000	25,00,000	–	–
Ramjanki Electrocasting Pvt Ltd.	10	54,000	27,00,000	54,000	27,00,000
<b>Unquoted - Preference shares</b>					
Dignity Dealtrade Pvt. Ltd.	100	10,000	10,00,000	10,000	10,00,000
			<b>1,12,43,672</b>		<b>89,86,590</b>

Particulars	31st March 2018	31st March 2017
<b>8 Trade Receivables:</b>		
Unsecured, Considered good		
- Less than six months		
Related party	15,50,000	2,57,000
Others	2,66,738	34,50,353
	<b>18,16,738</b>	<b>37,07,353</b>

<b>9 Cash &amp; Cash Equivalents:</b>		
Balances with Banks in Current Accounts	1,21,45,501	64,05,732
Cash In Hand (As certified By Management)	87,123	2,11,985
	<b>1,22,32,624</b>	<b>66,17,717</b>



**NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

Particulars	31st March 2018	31st March 2017
<b>10 Short Term Loans &amp; Advances:</b>		
Loans and Advances (Consided good, but repayable on demand)		
- Secured against Property	54,50,000	50,00,000
- Unsecured repayable on demand		
- Related Party	4,01,472	30,87,271
- Others	6,45,57,016	6,39,97,199
Advances (Recoverable in cash or in kind or for the value to be received)	172	40,00,000
Income Taxes Refundable net of provisions	6,47,639	5,67,176
	<b>7,10,56,299</b>	<b>7,66,51,646</b>
<b>11 Other Current Assets:</b>		
Accrued Interest on NHAI Bond	0	29,481
	<b>31st March 2018</b>	<b>31st March 2017</b>
<b>12 Revenue from operations:</b>		
Sales Account	2,34,55,476	58,00,865
(Shares and Securities)		
INTEREST	60,96,133	71,86,821
- On Loan to Others (TDS Rs.525635, P.Y. Rs.642672)		
	<b>2,95,51,609</b>	<b>1,29,87,686</b>
<b>13 Other Income:</b>		
INTEREST		
- On Income Tax Refund	19,928	-
- On Fixed Deposit	-	2,31,506
- On NHAI Bond	-	29,481
- On TDS	-	16,702
Net gain on sale of Non-current Investments	14,97,883	28,15,572
Dividend	96,364	29,736
Profit/(Loss) in Derivatives Trading	3,95,059	(10,68,749)
Profit/(Loss) in Speculative Trading	(12,123)	-
	<b>19,97,110</b>	<b>20,54,248</b>
<b>14 Purchases of Stock-in-trade</b>		
Shares and Securities	3,11,84,387	1,45,60,325
<b>15 Changes in Inventories of Stock-in-Trade</b>		
<b>Opening Stock</b>		
Shares & Securities (A)	89,86,590	42,80,650
<b>Closing stock</b>		
Shares & Securities (B)	1,12,43,672	89,86,590
(A) - (B)	<b>(22,57,083)</b>	<b>(47,05,939)</b>

## NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2018

(Amount in ₹)

	31st March 2018	31st March 2017
<b>16 Employee benefit expenses</b>		
Managing Director's Remuneration	2,40,000	2,40,000
Salaries & Bonus	4,68,555	4,77,767
Staff Welfare	22,682	–
	<b>7,31,237</b>	<b>7,17,767</b>

	31st March 2018	31st March 2017
<b>17 Finance Costs</b>		
Bank Interest paid	–	42,878
Interest on Borrowings	–	1,627
	–	<b>44,505</b>

	31st March 2018		31st March 2017	
<b>18 Other Expenses</b>				
Payment to auditors				
- Statutory Audit Fees	16,500		15,000	
- Tax Audit Fees	–		5,000	
- Others	23,500	40,000	6,000	26,000
Accounting charges		16,000		16,000
Advertisement		36,916		31,220
Bad Debts		1,233		20,03,602
Bank Charges		118		5,103
Conveyance		35,644		27,583
Demat Charges		3,410		2,139
Delisting Application Fees		1,15,000		–
Depository charges		27,600		28,630
Donation		20,000		20,000
Establishment charges		12,000		12,000
Filing Fees		7,200		16,080
General Expenses		51,997		17,139
Listing Fees		3,07,625		2,49,038
Office Maintenance Expenses		15,115		11,660
Postage & Telegram		4,818		6,797
Printing & Stationery		26,605		26,384
Profession Tax		2,500		2,500
Professional charges		67,553		42,118
Registrar Fees		26,438		25,838
Rent Paid		10,000		–
Securities Transaction Tax		46,843		8,419
Stamp Duty Charges		16,500		–
		<b>8,91,115</b>		<b>25,78,249</b>



**19. Other Notes:**

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

**g. Related Party Transactions**

**(i) Associate or Joint Venture**

NIL

**(ii) Subsidiaries**

Littlestar Tracom Limited

Maruti Tie-Up Limited

**(iii) Key Management Personnel**

Jitendra Kumar Goyal	Managing Director
Vidhu Bhushan Verma	Director
Mahesh Kumar Kejriwal	Director
Archana Mishra	Company Secretary
Rajesh Kumar Yadav	CFO

**(iv) Relative of Key Management Personnel with whom transactions took place during the year**

NIL

**(v) Entities where Key Management Personnel and their relative have significant influence\***

ABM Finlease Private Limited  
Anjaniputra Promoters Private Limited  
Ashok Vatika Agro Farms Private Limited  
Aurelian Commercial Private Limited  
Centuple Commercial Limited  
Daffodil Dealtrade Private Limited  
Dignity Dealtrade Private Limited  
Goyal Commercial Private Limited  
Horizon Agro Processing Private Limited  
Laxmidhan Properties Private Limited  
Mahavat Holdings Private Limited  
Mayborn Investments Private Limited  
Merit Commosales Private Limited  
Naseeb Holdings Private Limited  
Planet Dealtrade Private Limited

Rambhakta Enterprise LLP  
 Shreyans Stockinvest Private Limited  
 Silverlake Tradelinks Private Limited  
 Skylight Vintrade Private Limited  
 SMRK Investment & Finance Private Limited (Formerly Known as Managalchand Property & Investments Private Limited)  
 Spectrum Pestorgan Private Limited  
 Success Dealers Private Limited  
 Sumit Technisch & Engineering Private Limited  
 Suncity Dealers Private Limited  
 Tubro Consultants & Enterprises Private Limited  
 Twinkle Vintrade Private Limited  
 Vedik Holdings Private Limited  
 Vibgyor Commotrade Private Limited  
 Yerrow Finance and Investments Private Limited  
 Zigma Commosales Private Limited

\* (Significant influence will be influence or significant influence as the case may be)

**(vi) HUF & Trust where Key Management Personnel and their relative have significant influence\***

\* (Significant influence will be influence or significant influence as the case may be)

G Jitendra HUF  
 Virendra Kumar Goyal HUF  
 Y K Goyal & Sons HUF  
 Sumit Goyal Benefit Trust  
 Varsha Goyal Benefit Trust

**h. Disclosure of Transactions between the Company and Related Party**

**(i) Transactions with Subsidiaries :**

**(a) Sale of Shares :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Littlestar Tracom Limited	2790000	33000

**(b) Investments in Shares of :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Littlestar Tracom Limited	1500000	NIL

**(ii) Transactions with Key Management Personnel :**

**(a) Key Management Personnel Compensation :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Rajesh Kumar Yadav	120000	120000
Archana Mishra	162000	NIL
Jitendra Kumar Goyal	240000	240000

**(b) Sale of Share :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Jitendra Kumar Goyal	10000	NIL

**(c) Advance Paid**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Jitendra Kumar Goyal	NIL	200000

**(iii) Transactions with Entities where Key Management Personnel and their relative have significant influence \***

\* (Significant influence will be influence or significant influence as the case may be)

**(a) Purchase and Sale of Shares :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
<b>Purchase of Shares</b>		
ABM Finlease Private Limited	NIL	365000
Mayborn Investments Private Limited	1500000	1670000
Zigma Commosales Private Limited	750000	100000
<b>Sales of Shares</b>		
Shreyans Stockinvest Private Limited	3000	NIL
Zigma Commosales Private Limited	2300000	NIL

**(b) Investments in Shares of :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
ABM Finlease Private Limited	1500000	NIL
Centuple Commercial Limited	10000	NIL
Mayborn Investments Private Limited	1250000	NIL
Shreyans Stockinvest Private Limited	150000	NIL

**(c) Loans & Advances :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
<b>Loans Granted</b>		
Centuple Commercial Limited	925765	NIL
Horizon Agro Processing Private Limited	NIL	5179586
Mahavat Holdings Private Limited	53095	NIL
Naseeb Holdings Private Limited	120976	34650
Rambhakta Enterprise LLP	22880	15128728
Vedik Holdings Private Limited	1074277	17918651
<b>Advance Paid</b>		
Centuple Commercial Limited	400000	NIL
Goyal Commercial Private Limited	1000000	5000000
SMRK Investment & Finance Private Limited	NIL	400000
Vedik Holdings Private Limited	NIL	2600000
<b>Advance Received</b>		
ABM Finlease Private Limited	NIL	8500000
Mayborn Investments Private Limited	NIL	7400000
SMRK Investment & Finance Private Limited	300000	2000000
Spectrum Pestorgan Private Limited	229.44	NIL
Tubro Consultants & Enterprises Private Limited	86051	586923
Vedik Holdings Private Limited	1200000	NIL

**(d) Accounting & Establishment Expenses**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Tubro Consultants & Enterprises Private Limited	<b>34408</b>	28000

**(iv) Transactions with HUF & Trusts where Key Management Personnel and their relative have significant influence\***

\* (Significant influence will be influence or significant influence as the case may be)

**(a) Sale of Shares :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
G Jitendra HUF	<b>254000</b>	NIL

	<b>31.03.2018 (Rupees)</b>	<b>31.03.2017 (Rupees)</b>
<b>h. Calculation of EPS:</b>		
Profit after Tax (A)	811954	1263286
No. of Equity Shares (B)	3500000	3500000
Earnings Per Share (A/B)	0.23	0.36

**Notes 1 -19 form integral part of the Financial Statements for the year ended on 31/03/2018**

**Signatures to Notes 1-19**

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

Proprietor

Membership No. 056212

Place : Kolkata

Date: 30.05.2018

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Archana Mishra)**

Company Secretary

PAN : CMNPM5440H

**(Vidhu Bhushan Verma)**

Director

DIN: 00555238

**(Rajesh Kumar Yadav)**

Chief Financial Officer

PAN : ACDPY0596Q





**Schedule to the Balance Sheet of Decillion Finance Limited as on 31.03.2018 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	54.50
	• UNSECURED	649.58
<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	25.43
	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	77.00
	(ii) PREFERENCE	10.00
	• DEBENTURES AND BONDS	NIL
	• UNITS OF MUTUAL FUNDS	NIL
	• GOVERNMENT SECURITIES	NIL
	• OTHERS	NIL
	<b>LONG TERM INVESTMENTS</b>	<b>NIL</b>
<b>1.</b>	<b>QUOTED</b>	
	• SHARES	
	(i) EQUITY	13.09
	(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	156.26
	(ii) PREFERENCE	NIL
	• DEBENTURES AND BONDS	NIL
	• UNITS OF MUTUAL FUNDS	NIL
	• GOVERNMENT SECURITIES	NIL
	• OTHERS	NIL

**5. BORROWER GROUP WISE CLASSIFICATION OF ASSETS FINANCED AS IN (2) AND (3) ABOVE: Please Note 2 below**

		AMOUNT NET OF PROVISIONS		
		SECURED	UNSECURED	TOTAL
1.	RELATED PARTIES **			
	a) SUBSIDIARIES	NIL	NIL	NIL
	b) COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
	c) OTHER RELATED PARTIES	NIL	4.01	4.01
2.	OTHER THAN RELATED PARTIES	54.50	645.57	700.07
	<b>TOTAL</b>	<b>54.50</b>	<b>649.58</b>	<b>704.08</b>

<b>6. INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED):</b> please see note 3 below as per Accounting Standard of ICAI				
		<b>CATEGORY</b>	<b>MARKET VALUE / BREAK UP OR FAIR VALUE OR NAV</b>	<b>BOOK VALUE (NET OF PROVI- SION)</b>
1.	RELATED PARTIES **			
	a)	SUBSIDIARIES	126.26	126.26
	b)	COMPANIES IN THE SAME GROUP	NIL	NIL
	c)	OTHER RELATED PARTIES	55.00	47.50
	2. OTHER THAN RELATED PARTIES		100.53	100.53
		<b>TOTAL</b>	<b>281.79</b>	<b>274.29</b>
<b>7. OTHER INFORMATION:</b>				
			<b>PARICULARS</b>	<b>AMOUNT</b>
I.	GROSS NON- PERFORMING ASSETS			
	a)	RELATED PARTIES		NIL
	b)	OTHER THAN RELATED PARTIES		NIL
II.	NET NON- PERFORMING ASSETS			
	a)	RELATED PARTIES		NIL
	b)	OTHER THAN RELATED PARTIES		NIL
III.	ASSETS ACQUIRED IN SATISFACTION OF DEBTS			NIL

**NOTES:**

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

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**DECILLION FINANCE LIMITED**

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **DECILLION FINANCE LIMITED** ('the Company'), and its subsidiary companies ("the company and its subsidiary companies together referred as "the Group") which comprise the consolidated balance sheet as at 31st March 2018, 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 position, 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 Holding Company, as aforesaid.

### 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, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the 'Other Matter' paragraph below, 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 2018 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 two subsidiary companies (Littlestar Tracom Ltd and Maruti Tie-up Pvt. Ltd.) whose financial statements for the year ended on that date, as considered in the Consolidated Financial Statements. 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 and our report in terms of subsection (3) of the Section 143 of the Act, in so far it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

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

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March 2018 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India are disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the group 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 Holding Company.
  - 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 consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements as of March 31, 2018.
    - 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 **T. C. Mahawar & Co.**  
Chartered Accountants  
FRN: 322294E

**Tikam Chand Mahawar**  
(Proprietor)  
Membership No. 056212

Place: Kolkata  
Date : 30.05.2018

## ANNEXURE-A TO THE AUDITOR'S REPORT

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

### 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, 2018, we have audited the internal financial controls with reference to financial statement 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 with reference to financial statement 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 and to the best of our information and according to explanations given to us, the Holding 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, 2018, 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.

For **T. C. Mahawar & Co.**  
Chartered Accountants  
FRN: 322294E

**Tikam Chand Mahawar**  
(Proprietor)  
Membership No. 056212

Place: Howrah  
Date : 30.05.2018

## CONSOLIDATED BALANCE SHEET as at 31 March 2018

(Amount in ₹)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
<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	7,79,35,087	7,71,08,944
(2) <b>Minority Interest</b>		38,82,386	35,55,102
(3) Long Term Borrowings	3	80,60,711	–
(4) <b>Current Liabilities</b>			
(a) Trade Payables	4	–	46,78,000
(b) Other current liabilities	5	1,95,118	86,298
(c) Short Term Provisions	6	1,76,022	1,90,211
<b>Total</b>		<b>12,52,09,312</b>	<b>12,06,08,430</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) Goodwill on Consolidation		13,84,086	18,40,033
(b) Property, Plant & Equipments	7	1,839	9,567
(c) Non-current investments	8	2,25,46,152	1,70,34,125
(2) <b>Current assets</b>			
(a) Inventories	9	1,59,01,672	1,36,64,589
(b) Trade receivables	10	18,16,738	45,57,353
(c) Cash and cash equivalents	11	1,25,02,526	68,21,381
(d) Short-term loans and advances	12	7,10,56,299	7,66,51,646
(e) Other Current Assets	13	–	29,736
<b>Total</b>		<b>12,52,09,312</b>	<b>12,06,08,430</b>

Significant accounting policies

Notes on Accounts

1-21

The accompanying notes form an integral part of the financial statements

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

Proprietor

Membership No. 056212

Place : Kolkata

Date: 30.05.2018

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Vidhu Bhushan Verma)**

Director

DIN: 00555238

**(Archana Mishra)**

Company Secretary

PAN : CMNPM5440H

**(Rajesh Kumar Yadav)**

Chief Financial Officer

PAN : ACDPY0596Q



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2018**

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
I. Revenue from Operations	14	2,95,71,609	1,29,87,686
II. Other Income	15	19,97,110	20,54,248
III. <b>Total Revenue (I +II)</b>		<b>3,15,68,719</b>	1,50,41,934
IV. <b>Expenses:</b>			
Purchases of Stock-in-Trade	16	3,11,84,387	1,92,38,325
Changes in Inventories of Stock-in-Trade	17	(22,37,083)	(93,83,940)
Employee Benefits Expense	18	7,31,237	7,17,767
Depreciation and amortization expense	7	7,728	6,218
Finance Cost	19	11,610	44,505
Other Expenses	20	9,22,243	26,13,302
<b>Total Expenses</b>		<b>3,06,20,123</b>	1,32,36,178
V. Profit before tax (III - IV)		9,48,596	18,05,756
VI. Tax expense:			
(1) Current tax		1,73,235	3,47,523
(2) Taxation for earlier years		6,145	2,30,000
VII. Profit for the year (before adjustment for Minority Interest) (V - VI)		7,69,216	12,28,233
VIII. Share of Profit/(Loss) transferred to Minority Interest		(12,851)	(8,608)
IX. Profit for the year (after adjustment for Minority Interest) (VII - VIII)		7,82,067	12,36,841
X. Earnings per equity share:			
- Basic & Diluted		0.22	0.35

Significant accounting policies

Notes on Accounts

1-21

The accompanying notes form an integral part of the financial statements

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

Proprietor

Membership No. 056212

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Vidhu Bhushan Verma)**

Director

DIN: 00555238

**(Archana Mishra)**

Company Secretary

PAN : CMNPM5440H

**(Rajesh Kumar Yadav)**

Chief Financial Officer

PAN : ACDPY0596Q

Place : Kolkata

Date: 30.05.2018

## CONSOLIDATED CASH FLOW STATEMENT for the year ended March 31, 2018

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary Items	9,48,596	18,05,756
Adjustment for :		
Depreciation	7,728	6,218
	9,56,324	18,11,974
<b>Adjustment for :</b>		
Interest Received	(19,928)	(2,77,689)
Dividend Received	(96,364)	(29,736)
Income from Investment	(14,97,883)	(28,15,572)
Operating Profit before Working Capital changes	(6,57,851)	(13,11,023)
Adjustment for :		
Current Assets	61,28,616	(5,20,335)
Current Liabilities	(45,83,369)	(19,10,104)
(Increase)/Decrease in Net Current Assets	15,45,247	(24,30,439)
Cash generated from Operations	8,87,396	(37,41,462)
Taxation	(1,79,380)	(5,77,523)
Cash Flow before extraordinary items	7,08,016	(43,18,985)
Adjustment for Consolidation	3,40,135	141
Transfer from Contingent Provisions to Profit & Loss Account	14,189	26,551
<b>Net Cash from operating activities (A) :</b>	<b>10,62,340</b>	<b>(42,92,293)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
(Increase)/Decrease in Investments	(50,56,081)	27,25,629
Interest Received	19,928	2,77,689
Dividend Received	96,364	29,736
Income from Investment	14,97,883	28,15,572
<b>Net Cash from / (used in) investing activities (B) :</b>	<b>(34,41,906)</b>	<b>58,48,626</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowing	80,60,711	—
<b>Net Cash from Financing activities (C) :</b>	<b>80,60,711</b>	<b>—</b>
<b>Net increase/(decrease) in Cash and Cash equivalents (A+B+C) :</b>	<b>56,81,145</b>	<b>15,56,333</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>68,21,381</b>	<b>52,65,048</b>
<b>Cash and Cash equivalents at the close of the year</b>	<b>1,25,02,526</b>	<b>68,21,381</b>

For T. C. Mahawar & Co.  
Chartered Accountants  
FRN : 322294E

(CA Tikam Chand Mahawar)  
Proprietor  
Membership No. 056212

Place : Kolkata  
Date : 30.05.2018

(Jitendra Kumar Goyal)  
Managing Director  
DIN : 00468744

(Vidhu Bhushan Verma)  
Director  
DIN : 00555238

(Archana Mishra)  
Company Secretary  
PAN : CMNPM5440H

(Rajesh Kumar Yadav)  
Chief Financial Officer  
PAN : ACDPY0596Q



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

Particulars	31st March 2018	31st March 2017
<b>1 SHARE CAPITAL</b>		
<b>Authorised</b>		
3750000 Equity Shares of ₹ 10 Each	<b>3,75,00,000</b>	3,75,00,000
<b>Issued, Subscribed and fully paid-up shares</b>		
3500000 Equity Shares of ₹ 10 Each	<b>3,50,00,000</b>	3,50,00,000

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

	31st March 2018		31st March 2017	
	% of shares	No. of shares	% of shares	No. of shares
Sri Salasar Suppliers Pvt Ltd	9.11	3,19,000	9.11	3,19,000
Kudrat Holdings Pvt. Ltd.	12.34	4,32,000	12.34	4,32,000
Tubro Consultants & Enterprises Pvt. Ltd.	22.50	7,87,500	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, 2018			
- Number of shares	35,00,000	–	35,00,000
- Amount (Rs.)	3,50,00,000	–	3,50,00,000
Year ended 31 March, 2017			
- Number of shares	35,00,000	–	35,00,000
- Amount (Rs.)	3,50,00,000	–	3,50,00,000

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

	31st March 2018		31st March 2017	
<b>2 Reserves and Surplus</b>				
<b>Securities Premium Reserve</b>		6,60,00,000		6,60,00,000
<b>Capital Reserve</b>		82,94,000		82,94,000
<b>Profit &amp; Loss A/c</b>				
Opening Balance	17,11,849		7,01,114	
Add : Profit For the Year	7,82,067		12,36,841	
Add/(Less) : Elimination on Consolidation				
Add/(Less) : Transfer from/(to)Statutory Provision	14,189		26,551	
Less : Statutory Reserve	41,207	24,66,898	2,52,657	17,11,849
<b>Reserve as per RBI Guidelines</b>				
<b>Statutory Reserve</b>				
Opening Balance	10,92,970		8,40,313	
Add : Transfer from Profit & Loss A/c	41,207	11,34,177	2,52,657	10,92,970
		<b>7,78,95,075</b>		<b>7,70,98,819</b>

<b>3 Long Term Borrowings</b> Unsecured, Considered good - Others	80,60,711	0
	80,60,711	0

	31st March 2018	31st March 2017
<b>4 Trade payable</b> Sundry Creditors for purchases	0	46,78,000

<b>5 Other Current Liabilities</b> TDS payable Advances Received - RELATED PARTY Liability For Expenses - RELATED PARTY - OTHERS	899	-
	5,390	13,073
	57,400	44,000
	1,31,429	29,225
	1,95,118	86,298

	31st March 2018		31st March 2017	
<b>6 Short Term Provision</b> <b>Contingent Provision against Standard Assets</b> Opening Balance	1,90,211		2,16,762	
Add : Transfer from Profit & Loss A/c	14,189		(26,551)	
		1,76,022		1,90,211

**7 Property, Plant & Equipments**

Particulars of Assets	Gross Block			Depreciation			Net Block	
	As on 01.04.2017	Addition during the Year	As on 31.03.2018	As on 01.04.2017	During the Year	As on 31.03.2018	As on 31.03.2018	As on 31.03.2017
Computer	19,635	-	19,635	10,068	7,728	17,796	1,839	9,567
<b>Total :</b>	<b>19,635</b>	<b>-</b>	<b>19,635</b>	<b>10,068</b>	<b>7,728</b>	<b>17,796</b>	<b>1,839</b>	<b>9,567</b>

**8 Non-Current Investments**

Particulars	Face Value	AS AT 31.03.2018		AS AT 31.03.2017	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>7 Non-Trade Investments</b>					
<b>Quoted - Bonds</b>					
NHAI Bond		0	0	400	459400
<b>Quoted - Equity Shares</b>					
Biocon Ltd. (Bonus Shares)		6,800	0		
IndiaBulls Housing Finance Limited	2	1,100	2,96,384	1,100	2,96,384
MCC Investment & Leasing Co Ltd.	10	16600	343620	16600	343620
Golden Goenka Fincorp Ltd.	10	177250	669311	177250	669311
Ujjivan Financial Services Ltd.	10			71	14,910
<b>Unquoted - Equity Shares</b>					
ABM Finlease Pvt Ltd	10	6,82,750	1,03,60,000	1,46,000	14,60,000
Centuple Commercial Ltd	10			1,000	10,000

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

Particulars	Face Value	AS AT 31.03.2018		AS AT 31.03.2017	
		No. of Shares	Value ₹	No. of Shares	Value ₹
Fastflow Commedeal Limited	10	600	60,000	600	60,000
Mayborn Investments Pvt. Ltd.	10	2,13,300	22,58,000	2,00,800	10,08,000
Merit Commosales Limited	10	15000	1496337	15000	1500000
Planet Dealtrade Pvt Ltd	10	3,750	37,500	3,750	37,500
Prakash Estate Pvt. Ltd.	10	10,000	10,00,000	10,000	10,00,000
Shreyans Stockinvest (P) Ltd.	100	450	225000	600	375000
Silverlake Tradelinks Ltd.	10	5000	500000	5000	500000
<b>Unquoted - Preference Shares</b>					
Dignity Dealtrade Pvt. Ltd.	10	11,500	23,00,000	11,500	23,00,000
Vibgyor Commotrade Pvt. Ltd.	10	15,000	30,00,000	35,000	70,00,000
			2,25,46,152		1,70,34,125
<b>Market Value of Bonds Quoted</b>			—		4,46,624
<b>Market Value of Quoted Equity Shares</b>			26,57,405		22,85,758
<b>Break up Values of Unquoted Equity Shares</b>			7,82,18,448		3,90,62,522

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

Particulars	Face Value	AS AT 31.03.2018		AS AT 31.03.2017	
		No. of Shares	Value ₹	No. of Shares	Value ₹
<b>Quoted - Equity Shares</b>					
Electrosteel Steels Limited	10			40,000	1,74,000
Aditya Birla Capital	10	1,000	1,45,950	—	—
Coral India Finance & Housing Ltd.	2	7,500	2,40,000	—	—
Nissan Copper Ltd.	10	16,786	12,590	16,786	12,590
GIC Housing Finance Ltd.	10	1,000	3,74,600	—	—
The Indian Hume Pipe Co. Ltd.	2	2,500	7,82,875	—	—
McLEOD Russel (India) Ltd.	5	1,500	2,14,350	—	—
Power Finance Corporation	10	3,500	3,00,650	—	—
Vindhya Telelinks Ltd.	10	450	4,72,658	—	—
<b>Unquoted - Equity Shares</b>					
ABM Finlease Pvt. Ltd.	10	—	—	51,000	51,00,000
Daulat Vintrade Pvt Ltd	10	5,000	50,000	5,000	50,000
Dignity Dealtrade Pvt. Ltd.	10	10,000	10,00,000	10,000	10,00,000
Indigo Dealers Pvt Ltd	10	1,44,000	14,40,000	1,44,000	14,40,000
Merit Commosales Limited	10	6,000	60,000	6,000	60,000
Ramjanki Electrocasting Pvt Ltd.	10	54,000	27,00,000	54,000	27,00,000
Silverlake Tradelinks Ltd	10	10,500	1,05,000	10,500	1,05,000
Twinkle Vintrade Pvt Ltd	10	300	3,000	2,300	23,000
Ashok Vatika Agrofarm (P) Ltd.	10	25,000	25,00,000	—	—
Mayborn Investment (P) Ltd.	10	25,000	25,00,000	—	—
Zigma Commosales Pvt Ltd	10	15,000	30,00,000	15,000	30,00,000
			1,59,01,672		1,36,64,589

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

Particulars	31st March 2018	31st March 2017
<b>10 Trade Receivables :</b>		
Unsecured, Considered good		
Related Party	15,50,000	2,57,000
Others	2,66,738	43,00,353
	<b>18,16,738</b>	<b>45,57,353</b>
<b>11 Cash &amp; Cash Equivalents :</b>		
Balances with Banks in Current Accounts	1,22,91,533	64,82,479
Cash In Hand (As certified By Management)	2,10,993	3,38,903
	<b>1,25,02,526</b>	<b>68,21,382</b>
<b>12 Short Term Loans &amp; Advances :</b>		
Loans and Advances (Considered good but repayable on demand)		
-Secured against Property	54,50,000	50,00,000
- Unsecured repayable on demand		
Related Party	4,01,472	30,87,271
Others	6,45,57,016	6,39,97,199
Advances (Recoverable in cash or in kind or for the value to be received)	172	40,00,000
Income Taxes Refundable net of provisions	6,47,639	5,67,176
	<b>7,10,56,299</b>	<b>7,66,51,646</b>
<b>13 Other Current Assets:</b>		
Accrued Interest on NHAI Bond	0	29,736
	<b>2017-2018</b>	<b>2016-2017</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
<b>14 Revenue from operations:</b>		
Sales Account	2,34,75,476	58,00,865
(Shares and Securities)		
Interest	60,96,133	71,86,821
- On Loan to Others (TDS Rs.642762, P.Y. Rs.628738)	-	
	<b>2,95,51,609</b>	<b>1,29,87,686</b>
<b>15 Other Income :</b>		
Interest		
- On Income Tax Refund	19,928	16,702
- On Fixed Deposit	-	2,31,506
- On NHAI Bond	-	29,481
Net gain on sale of Non-current Investments	14,97,883	28,15,572
Dividend	96,364	29,736
Profit/(Loss) in Derivatives Trading	3,95,059	(10,68,749)
Profit/(Loss) in Speculative Trading	(12,123)	-
	<b>19,97,110</b>	<b>20,54,248</b>



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

	2017-2018 (Rupees)	2016-2017 (Rupees)
<b>16 Purchases of Stock-in-trade</b>		
Shares and Securites	3,11,84,387	1,92,38,325
<b>17 Changes in Inventories of Stock-in-Trade</b>		
<b>Opening Stock</b>		
Shares & Securities (A)	1,36,64,590	42,80,650
<b>Closing stock</b>		
Shares & Securities (B)	1,59,01,672	1,36,64,590
(A) - (B)	<b>(22,37,083)</b>	<b>(93,83,940)</b>
<b>18 Employee benefit expenses</b>		
Managing Director's Remuneration	2,40,000	2,40,000
Salaries & Bonus	4,68,555	4,77,767
Staff Welfare	22,682	-
	<b>7,31,237</b>	<b>7,17,767</b>
<b>19 Finance Costs</b>		
Bank Interest paid	-	42,878
Interest paid on Loan Taken	11,610	1,627
	<b>11,610</b>	<b>44,505</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

	2017-2018 (Rupees)		2016-2017 (Rupees)	
<b>20 Other Expenses</b>				
Payment to auditors				
- Statutory Audit Fees	19,815		18,225	
- Tax Audit Fees	—		5,000	
- Others	23,500	43,315	6,000	29,225
Accounting charges		26,000		26,000
Advertisement		36,916		31,220
Bad Debts		1,233		20,03,602
Bank Charges		588		7,284
Conveyance		35,920		29,569
Demat Charges		3,410		2,139
Delisting fees		1,15,000		—
Depository Charges		27,600		28,630
Donation		20,000		20,000
Establishment Charges		12,000		12,000
Filing Fees		15,200		18,480
General Expenses		52,822		19,712
Listing Fees		3,07,625		2,49,038
Office Maintenance Expenses		16,645		14,550
Postage & Telegram		5,066		7,735
Printing & Stationery		26,944		29,244
Professional charges		68,553		43,118
Profession Tax		7,500		7,500
Registrar Fees		26,438		25,838
Rent paid		10,000		—
Securities Transaction Tax		46,843		8,419
Stamp Duty Charges		16,625		—
		<b>9,22,243</b>		<b>26,13,302</b>



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018**

(Amount in ₹)

**21 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	60.24%
Maruti Tie-Up Ltd.	India	86.55%

**B. PRINCIPLES OF CONSOLIDATION**

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

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

**C. OTHER SIGNIFICANT ACCOUNTING POLICIES :**

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

**D. OTHER NOTES :**

- a. 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
- b. 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.
- c. Statutory Reserve has been created @ 20% of Profit after Tax as per RBI guidelines.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018

- d. Contingent Provisions against Standard assets has been made @ 0.25% of the outstanding standard assets as per RBI directions.
- e. Previous year figures have been regrouped/rearranged wherever considered necessary.
- f. Contingent Liabilities & Contracts on capital account: NIL
- g. **Related Party Transactions**
- (i) **Associate or Joint Venture**  
NIL
- (ii) **Subsidiaries**  
Littlestar Tracom Limited  
Maruti Tie-Up Limited
- (iii) **Key Management Personnel**
- |                       |                   |
|-----------------------|-------------------|
| Jitendra Kumar Goyal  | Managing Director |
| Vidhu Bhushan Verma   | Director          |
| Mahesh Kumar Kejriwal | Director          |
| Archana Mishra        | Company Secretary |
| Rajesh Kumar Yadav    | CFO               |
| Pankaj Marda          | Director          |
| Prabhat Kumar Marda   | Director          |
| Virendra Kumar Goyal  | Director          |
| Manesh Biyani         | Director          |
- (iv) **Relative of Key Management Personnel with whom transactions took place during the year**  
NIL
- (v) **Entities where Key Management Personnel and their relative have significant influence\***
- ABM Finlease Private Limited
  - Anjaniputra Promoters Private Limited
  - Ashok Vatika Agro Farms Private Limited
  - Aurelian Commercial Private Limited
  - Centuple Commercial Limited
  - Daffodil Dealtrade Private Limited
  - Dignity Dealtrade Private Limited
  - Goyal Commercial Private Limited
  - Horizon Agro Processing Private Limited
  - Laxmidhan Properties Private Limited
  - Mahavat Holdings Private Limited
  - Mayborn Investments Private Limited
  - Merit Commosales Private Limited
  - Naseeb Holdings Private Limited
  - Planet Dealtrade Private Limited
  - Rambhakta Enterprise LLP
  - Shreyans Stockinvest Private Limited
  - Silverlake Tradelinks Private Limited

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018**

Skylight Vintrade Private Limited  
 SMRK Investment & Finance Private Limited (Formerly Known as Managalchand Property & Investments Private Limited)  
 Spectrum Pestorgan Private Limited  
 Success Dealers Private Limited  
 Sumit Technisch & Engineering Private Limited  
 Suncity Dealers Private Limited  
 Tubro Consultants & Enterprises Private Limited  
 Twinkle Vintrade Private Limited  
 Vedik Holdings Private Limited  
 Vibgyor Commotrade Private Limited  
 Yarrow Finance and Investments Private Limited  
 Zigma Commosales Private Limited

\* (Significant influence will be influence or significant influence as the case may be)

**(vi) HUF & Trust where Key Management Personnel and their relative have significant influence\***

G Jitendra HUF  
 Virendra Kumar Goyal HUF  
 Y K Goyal & Sons HUF  
 Sumit Goyal Benefit Trust  
 Varsha Goyal Benefit Trust

\* (Significant influence will be influence or significant influence as the case may be)

**h. Disclosure of Transactions between the Company and Related Party**
**(i) Transactions with Subsidiaries :**
**(a) Sale of Shares :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Littlestar Tracom Limited	<b>2790000</b>	33000

**(b) Investments in Shares of :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Littlestar Tracom Limited	<b>1500000</b>	NIL

**(ii) Transactions with Key Management Personnel :**
**(a) Key Management Personnel Compensation :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Rajesh Kumar Yadav	<b>120000</b>	120000
Archana Mishra	<b>162000</b>	NIL
Jitendra Kumar Goyal	<b>240000</b>	240000

**(b) Sale of Share :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Jitendra Kumar Goyal	<b>10000</b>	NIL

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018

### (c) Advance Paid

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Jitendra Kumar Goyal	NIL	200000

### (iii) Transactions with Entities where Key Management Personnel and their relative have significant influence \*

\* (Significant influence will be influence or significant influence as the case may be)

#### (a) Purchase and Sale of Shares :

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
<b>Purchase of Shares</b>		
ABM Finlease Private Limited	NIL	365000
Mayborn Investments Private Limited	1500000	1670000
Zigma Commosales Private Limited	750000	100000
<b>Sales of Shares</b>		
Shreyans Stockinvest Private Limited	3000	NIL
Zigma Commosales Private Limited	2300000	NIL

#### (b) Investments in Shares of :

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
ABM Finlease Private Limited	1500000	NIL
Centuple Commercial Limited	10000	NIL
Mayborn Investments Private Limited	1250000	NIL
Shreyans Stockinvest Private Limited	150000	NIL

#### (c) Loans & Advances :

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
<b>Loans Granted</b>		
Centuple Commercial Limited	925765	NIL
Horizon Agro Processing Private Limited	NIL	5179586
Mahavat Holdings Private Limited	53095	NIL
Naseeb Holdings Private Limited	120976	34650
Rambhakta Enterprise LLP	22880	15128728
Vedik Holdings Private Limited	1074277	17918651
<b>Advance Paid</b>		
Centuple Commercial Limited	400000	NIL
Goyal Commercial Private Limited	1000000	5000000
SMRK Investment & Finance Private Limited	NIL	400000
Vedik Holdings Private Limited	NIL	2600000
<b>Advance Received</b>		
ABM Finlease Private Limited	NIL	8500000
Mayborn Investments Private Limited	NIL	7400000
SMRK Investment & Finance Private Limited	300000	2000000
Spectrum Pestorgan Private Limited	229.44	NIL
Tubro Consultants & Enterprises Private Limited	86051	586923
Vedik Holdings Private Limited	1200000	NIL

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March 2018****(d) Accounting & Establishment Expenses**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
Tubro Consultants & Enterprises Private Limited	<b>34408</b>	28000

**(iv) Transactions with HUF & Trusts where Key Management Personnel and their relative have significant influence****(a) Sale of Shares :**

Particulars	Cumulative Amount as on 31.03.2018	Cumulative Amount as on 31.03.2017
G Jitendra HUF	<b>254000</b>	NIL

Notes 1 -21 form integral part of the Financial Statements for the year ended on 31/03/2018

**Signatures to Notes 1-21**

In terms of our attached report of even date.

For **T. C. Mahawar & Co.**

Chartered Accountants

FRN : 322294E

**(CA Tikam Chand Mahawar)**

Proprietor

Membership No. 056212

Place : Kolkata

Date: 30.05.2018

**(Jitendra Kumar Goyal)**

Managing Director

DIN: 00468744

**(Vidhu Bhushan Verma)**

Director

DIN: 00555238

**(Archana Mishra)**

Company Secretary

PAN : CMNPM5440H

**(Rajesh Kumar Yadav)**

Chief Financial Officer

PAN : ACDPY0596Q



# DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: "Jajodia Tower" 3 Bentinck Street, 4th floor Room No-D8 , Kolkata-700 001  
Email: info@decillion.co.in; Website: www.decillion.co.in

## ATTENDANCE SLIP

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

Name of the Member(s) (In block letters).....

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

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

I hereby record my presence at the 24th Annual General Meeting of the Company at "Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001 on Saturday, the 29th September, 2018 at 3.00 P.M.

Signature of Shareholder.....

Signature of Proxy.....

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



# DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: "Jajodia Tower" 3 Bentinck Street, 4th floor Room No-D8 , Kolkata-700 001  
Email: info@decillion.co.in; Website: www.decillion.co.in

## FORM NO. MGT 11 Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules), 2014]

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

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

Name:.....

Address:.....

E-mail Id: ..... Signature:....., or failing him/her

Name:.....

Address:.....

E-mail Id: ..... Signature:....., or failing him/her

Name:.....

Address:.....

E-mail Id: ..... Signature:....., or failing him/her

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held at "Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001 on Saturday, the 29th September, 2018 at 3.00 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	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, 2018 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN: 00468744), who retires and being eligible, offers himself for re-appointment		
3.	Ordinary Resolution appoint of Statutory Auditor of the Company.		
<b>SPECIAL BUSINESS</b>			
4.	Ordinary Resolution to appoint Mr. Vidhu Bhushan Verma (DIN: 00555238), additional director, as on Non- Executive Independent Director.		
5.	Ordinary Resolution to appoint Mrs Veedhi Raja (DIN: 08142844), additional director, as on Non-Executive Independent Director.		
6.	Ordinary Resolution for variation in term of appointment of Managing Director of the Company.		
7.	Ordinary Resolution for approval of related party transactions		

Signed this ..... day of ..... 2018

Signature of Shareholder: .....

Signature of Proxy holder: .....

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

**Note:**

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

For the Resolutions, explanatory statements and notes please refer to the Notice of the 24th Annual General Meeting

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



**DECILLION FINANCE LTD.**

CIN : L65999WB1995PLC067887

JAJODIA TOWER, 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata - 700001

E-mail : [info@decillion.co.in](mailto:info@decillion.co.in), Website : [www.decillion.co.in](http://www.decillion.co.in)

Contact No : 033 2248-5664