

Quarterly Corporate Governance Report

1. Name of Listed Entity: **Decillion Finance Limited (L65999WB1995PLC067887)**

2. Quarter ending: 30th June, 2017

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | PAN & DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|-----------------------|----------------------------|--|--|-----------|--|---|--|
| 1. Mr. | Jitendra Kumar Goyal | ADPPG5884Q DIN:00468744 | Executive Director (Managing Director) | 09-02-2016 | | 05 | 03 | 05 |
| 2. Mr. | Mahesh Kumar Bhalotia | ADUPB3956F DIN:00280743 | Non-Executive Director | 02-06-2003 | | 01 | 02 | Nil |
| 3. Mr. | Mahesh Kumar Kejriwal | AFOPK1188G DIN:07382906 | Non-Executive - Independent Director | 30-04-2016 | 1.2 Years | 02 | 02 | 02 |

SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of Directors means executive/non-executive/independent/nominee. if a Director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) * |
|--------------------|---|--|
| 1. Audit Committee | 1. Mr. Mahesh Kumar Kejriwal 2. Mr. Jitendra Kumar Goyal | Chairman-Non-Executive-Independent Director Executive Director |



| | | |
|---|---|--|
| | 3. Mr. Mahesh Kumar Bhalotia | Non-Executive |
| 2. Nomination & Remuneration Committee | 1. Mr. Mahesh Kumar Kejriwal 2. Mr. Mahesh Kumar Bhalotia | Chairman- Non-executive- Independent Director Non-Executive Director |
| 3. Risk Management Committee(if applicable) | | N.A. |
| 4. Stakeholders Relationship Committee' | 1. Mr. Mahesh Kumar Kejriwal 2. Mr. Jitendra Kumar Goyal 3. Mr. Mahesh Kumar Bhalotia | Chairman- Non-executive- Independent Director Executive Director Non-Executive |

Category of Directors means executive/non-executive/independent/nominee. If a Director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 14/02/2017 23/02/2017 | 30/05/2017 | 95 |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|---|---|
| 29/05/2017(Audit Committee) | Yes 1. Mr. Mahesh Kumar Kejriwal 2. Mr. Jitendra Kumar Goyal 3. Mahesh Kumar Bhalotia | 13/02/2017 | 104 |

V. Related Party Transactions

| Subject | Compliance status (NA) |
|--|------------------------|
| Whether prior approval of audit committee obtained | |
| Whether shareholder approval obtained for material RPT | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | |



Note

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

VI. Affirmations

I hereby certify that:

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


Name & Designation : Jitendra Kumar Goyal
Managing Director