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: 04.09.2026

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

Scrip Code - 539190

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

Scrip Code - 013097

Sub: Annual Report for the Financial Year 2025-26 and Notice of the 32nd Annual General Meeting

Dear Sir/ Madam,

We would like to inform you that 32nd Annual General Meeting (AGM) of the Company will be held on Tuesday, 29th September, 2026 at 2:00 pm (IST) at B B D Bag Professional Association, Commerce House, 2A Ganesh Chandra Avenue, 4th Floor Room No 1, Kolkata 700013.

Pursuant to Regulation 30 and 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith a copy of

- Notice of AGM including instructions for e-voting and
- Annual Report for the Financial Year 2025-26.

Aforesaid documents are also available on the website of the Company i.e., https://www.decillion.co.in

The remote e-voting period commences on 26th September, 2026 (9.00 A.M. IST) and ends on 28th September, 2026 (5.00 P.M. IST). During the period, members holding shares either in physical form or in dematerialized form, as on 22nd September, 2026 i.e., cut-off date, may cast their vote electronically. Those members, who are attending the AGM at the venue and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote at the AGM.

Thanking you,

Yours faithfully,
For Decillion Finance Limited

YOGESH SHARMA

Digitally signed by YOGESH SHARMA
Date: 2026.09.04 16:54:28 +05'30'

Yogesh Sharma
Company Secretary & Compliance Officer

Annual Report

|| 2025-2026 ||

DECILLION FINANCE LIMITED

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COMPANY INFORMATION

BASIC INFORMATION

CIN: L65999WB1995PLC067887
Name of the Company: Decillion Finance Limited
Registered Office Address: 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata-700001
Date of Incorporation: 27.01.1995
Authorized Share Capital: Rs.3,75,00,000
Paid Up Share Capital: Rs. 3,50,00,000
Website: www.decillion.co.in
Email Id: info@decillion.co.in
Banker: ICICI Bank, City Union Bank

LISTING INFORMATION:
ISIN: INE848N01017
BSE Scrip Code: 539190
CSE Scrip Code: 013097

Board of Directors:

Jitendra Kumar Goyal	Managing Director
Vidhu Bhushan Verma	Non-Executive Independent Director
Kashiprasad Singh	Non-Executive Independent Director
Pooja Kalanouria	Non-Executive Independent Woman Director
Priyanka Mohta (Resigned w.e.f. 20.06.2026)	Non-Executive Non-Independent Director
Nita Agarwal (Appointed w.e.f. 02.07.2026)	Non-Executive Independent Woman Director

Key Managerial Personnel:

Apoorva Malhotra (Resigned w.e.f. 14.04.2026)	Chief Financial Officer
Shruti Poddar (Resigned w.e.f. 30.05.2026)	Company Secretary
Jitendra Kumar Goyal	Managing Director
Yogesh Sharma (Appointed w.e.f. 01.06.2026)	Company Secretary & Compliance Officer
Sonia Ghosh (Appointed w.e.f. 29.05.2026)	Chief Financial Officer

COMMITTEES OF THE BOARD

Audit Committee

Vidhu Bhushan Verma	Chairman
Pooja Kalanouria	Member
Jitendra Kumar Goyal	Member

Nomination & Remuneration Committee

Vidhu Bhushan Verma	Chairman
Kashiprasad Singh	Member
Pooja Kalanouria	Member

Stakeholders Relationship Committee

Vidhu Bhushan Verma	Chairman
Pooja Kalanouria	Member
Jitendra Kumar Goyal	Member

Registrar & Share Transfer Agent
Name: M/s Niche Technologies Private Limited
Address: 3A, Auckland Place, 7th Floor, Room No.- 7A & 7B, Kolkata-700017
Email Id: nichetechpl@nichetechpl.com
Phone Number: (033)22806616/6617/6618

Internal Auditor
M/s Srimal Jain & Co.
Chartered Accountants
12A, Netaji Subhas Road,
Ground Floor, Room No. 3, Kolkata-700001

Statutory Auditors
M/s TDK & Co.
Chartered Accountants
102, Lotus Heights, 15th Road, Opp. Gandhi Maidan, Chembur, Mumbai-400071, Maharashtra

Secretarial Auditor
Abhishek K Pandey & Associates
Practicing Company Secretary
P-38, Princep Street, First Floor, Room No. 12, Kolkata-700072

BOARD'S REPORT

Dear Members,

Your Directors' take pleasure in presenting the 32nd (Thirty Second) Annual Report of the Company along with the Audited Financial Statements for the financial year ended as on 31st March, 2026.

FINANCIAL PERFORMANCE

		(Rs. in '000)
Particulars	**Year ended as on 31st March, 2026**	**Year ended as on 31st March, 2025**
Total Income	10,480.81	10,735.51
Total Expenses	10,789.89	9,852.44
Profit or Loss before Exceptional and Extraordinary items	(304.08)	883.07
Profit or Loss before tax	**(304.08)**	**833.07**
Less: Tax Expenses	27.83	223.20
Profit or Loss after Tax	**(331.90)**	**659.87**
Other Comprehensive Income	349.38	-
Total Comprehensive Income	**17.47**	**659.87**
Earnings per Share	**(0.09)**	**0.19**

STATE OF COMPANY'S AFFAIRS

During the year under review, your company recorded a total income of Rs. 10,480.81 (in thousands) as compared to Rs. 10,735.51 (in thousands) in the previous financial year. The loss for the same period stood at Rs. 331.90 (in thousands) as compared to profit of Rs. 659.87 (in thousands) encountered in the previous financial year.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business of the company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company's business activity primarily falls within a single business segment i.e., Investment and Finance. The analysis on the performance of the Industry, the Company, Internal Control Systems, Risk Management are presented in the Management Discussion and Analysis Report is presented forming part of this report.

SHARE CAPITAL

Equity Shares:

The paid-up Equity Share Capital as on 31st March, 2026 was Rs. 35,000.00 (in thousands). There was no change in the Share Capital during the year under review.

Sweat Equity Shares:

In terms of Sub-rule (13) of Rule 8 of The Companies (Share Capital and Debentures) Rules, 2014, the

Company has not issued any Sweat Equity Shares.

Differential Voting Rights:

In terms of Rule 4(4) of The Companies (Share Capital and Debenture Rules, 2014), the Company has not issued any share with Differential Voting Rights.

Employee Stock Options:

In terms of Rule 12(9) of The Companies (Share Capital and Debenture Rules, 2014), the Company has not issued any Employee Stock Options.

DIVIDEND

Your directors have not recommended any dividend for the year under review.

Transfer of unpaid &unclaimed Dividends & Shares to Investor Education and Protection Fund (IEPF)

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") there was no unclaimed/unpaid dividend, hence the company is not required to transfer any amount to Investor Education and Protection Fund.

RESERVES

In view of losses incurred by the Company, your directors have not proposed to transfer any amount to Statutory Reserves.

MATERIAL CHANGES AND COMMITMENT

There are no material changes or commitments that took place after the close of financial year till date which will have any material or significant impact on the financials of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars as prescribed under Sub-Section 3(m) of Section 134 of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 regarding energy conservation and technology absorption is not applicable to the Company.

During the year under review, there was no inflow or outflow of foreign exchange.

RISK MANAGEMENT

The Company has a risk management framework comprising risk governance structure and defined risk management process. The risk governance structure of the Company is a formal organization structure with defined roles and responsibilities for risk management. The risks existing in the internal and external environment are periodically identified and reviewed, based on which, the cost of treating risks is assessed and risk treatment plans are devised.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable on the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company being a Non-Banking Financial Company (NBFC), the provisions of Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its Power), Rules, 2014 are not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in ordinary course of business and the provision of Section 188 of the Companies Act, 2013 are not attracted. There are no materially significant related party transactions during the period under review made by the Company with Promoters, Directors or other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC- 2 is not required. However, details of all related party transactions are given in Notes to Financial Statements for the year ended 31.03.2026.

BOARD OF DIRECTORS, COMMITTEES AND MANAGEMENT

Composition:

The composition of the Board of Directors and its Committees, viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee are constituted in accordance with Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations, 2015”], wherever applicable. The details are provided in Corporate Governance Report which forms the part of the Annual Report.

Retirement by Rotation

Pursuant to Section 152 of the Companies Act, 2013, at least two–third of the total number of Directors (excluding independent directors) shall be liable to retire by rotation.

The Independent Directors hold office for a fixed term of not exceeding five years from the date of their appointment and are not liable to retire by rotation.

Accordingly, Mr. Jitendra Kumar Goyal (DIN: 00468744), Managing Director, liable to retire by rotation, retires from the Board this year and, being eligible, has offered himself for re–appointment.

The brief resume and other details relating to Mr. Jitendra Kumar Goyal who is proposed to be re-appointed, as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is incorporated in the annexure to the notice calling ensuing Annual General Meeting.

Appointment/Re-Appointment of Director

On account of expiry of the first tenure of five consecutive years, office held by Ms. Ritu Agarwal, who was appointed as Non-Executive Independent Director is deemed to be vacated with effect from 2nd September, 2025, since she was not re-appointed and the same led to resignation.

On recommendation of Nomination and Remuneration Committee, the Board at their meeting held on 2nd September, 2025, approved the appointment of Mr. Kashiprasad Singh (DIN: 08262696) and Ms. Rinku Saini (DIN: 11059678) as Additional Non-Executive Independent Directors of the Company w.e.f. 2nd September, 2025 and their appointment was regularized at the Annual General Meeting held on 26th September, 2025.

Further, at the Board Meeting took note of resignation tendered by Ms. Rinku Saini held on 14th February, 2026 with immediate effect.

On, 20th June, 2026, Mrs. Priyanka Mohta (DIN: 08853818), tendered her resignation from the post of Non-Executive Director with immediate effect.

On, 2nd July, 2026, pursuant to recommendation of Nomination and Remuneration Committee, the Board at their meetings, approved and considered the appointment Mrs. Nita Agarwal who was appointed as Additional Non-Executive Independent Director of the Company, subject to approval of Members at the ensuing Annual General Meeting.

Meetings of the Board & Committees:
The details of Board and Committee Meetings held during the Financial Year ended on 31st March, 2026 and the attendance of the Directors are set out in the Corporate Governance Report which forms part of this report. The maximum time gap between any two Board Meetings was not more than 120 days as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on Meetings of the Board of Directors.

The details of meeting of Independent Directors are set out in the Corporate Governance Report which forms part of this report.

Declaration by Independent Directors
The Company has received requisite declarations/ confirmations from all the Independent Directors confirming their independence as per provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board relies on their declaration of independence.

Familiarization Programme for Independent Directors
Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a programme for familiarizing the Independent Directors, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various initiatives.

Further, at the time of appointment of an Independent Director, the company issues a formal letter of appointment outlining his/ her role, function, duties and responsibilities as a director. The details of programmes for familiarization for Independent Directors are available on the website of the Companywww.decillion.co.in.

Annual Evaluation of Board's Performance
In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors. The details are provided in Corporate Governance Report which forms the part of the Annual Report.

Directors' Responsibility Statement:
In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors state that:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the directors had 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 / loss of the company for that period;

c) the directors had 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;

d) the directors had prepared the annual accounts on a going concern basis;

e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL

At the Board Meeting held on 8th May, 2025, Ms. Dhanashree Bhaskar Patade was appointed as Chief Financial Officer (Key Managerial Personnel) of the Company with immediate effect and subsequently tendered her resignation w.e.f. 30th July, 2025, which was taken note of at the Board Meeting held on 12th August, 2025 and at the same Board Meeting, pursuant to the recommendation of Nomination and Remuneration Committee, Mrs. Apoorva Malhotra was appointed was Chief Financial Officer (Key Managerial Personnel) with immediate effect.

However, Mrs. Apoorva Malhotra also tendered her resignation from the post of Chief Financial Officer (Key Managerial Personnel) of the Company w.e.f. 14th April, 2026.

On 29th May, 2026, pursuant to the recommendation of Nomination and Remuneration Committee, the Board at their respective meetings held on same day, approved the appointment of Ms. Sonia Ghosh as Chief Financial Officer (Key Managerial Personnel) of the Company with immediate effect. Further, the Board also took note of resignation tendered by Mrs. Shruti Poddar from the post of Company Secretary cum Compliance Officer (Key Managerial Personnel) of the Company w.e.f. close of working hours of 30th May, 2026. On same meeting, Mr. Yogesh Sharma was appointed as Company Secretary cum Compliance Officer (Key Managerial Personnel) w.e.f. 1st June, 2026.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. It aims to provide an avenue for employees through this policy to raise their concerns on any violation of legal or regulatory requirements, suspicious fraud, misfeasance, misrepresentation of any financial statements and reports. It also provides for direct access to the Chairman of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is being made available on the Company's website www.decillion.co.in.

NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board, on the recommendation of the Nomination and Remuneration Committee, has framed a Nomination and Remuneration Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel including criteria for determining qualifications, positive attributes and independence of Directors. The policy has been duly approved and adopted by the Board, pursuant to the recommendations of the Nomination and Remuneration Committee. The Remuneration Policy has been uploaded on the Company's website www.decillion.co.in. Further the salient features of the policy are given in the Report of Corporate Governance forming part of this Annual Report.

ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2026 in Form MGT - 7 is in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014 and is available on the website of the Company at www.decillion.co.in.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary, associate or joint venture. There was no Company which has become or ceased to be Company's Subsidiary, Joint Venture or Associate during the Financial Year 2025-26.

DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUECY

The Company has laid down an adequate system of internal controls, policies and procedures for ensuring orderly and efficient conduct of the business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The current system of internal financial control is aligned with the statutory requirements. Effectiveness of internal financial control is ensured through management reviews, controlled self-assessment and independent testing by the Internal Auditor.

AUDIT AND ALLIED MATTERS

Statutory Auditor

Pursuant to recommendation of Audit Committee, the Board at their respective meetings held on 2nd September, 2025 approved the appointment of M/s TDK & Co, Chartered Accountants (FRN: 109804W), as their Statutory Auditors for a period of five consecutive financial years i.e., 2025-26 to 2029-30, subject to approval of Members at the ensuing Annual General Meeting.

Further, at the Annual General Meeting held on 26th September, 2025, the appointment of Statutory Auditors was ratified.

The Statutory Auditors Report to the Members for the year ended 31st March, 2026 does not contain any qualification, reservation, adverse remark or disclaimer. Also, there has been no instance of fraud reported by the statutory auditors for the period under review.

This is to further state that the erstwhile Statutory Auditors, M/s TDK & Co, Chartered Accountants (FRN: 109804W) have tendered their resignation on 5th June, 2026. Further, the Board at their Meeting held on 2nd July, 2026, pursuant to the recommendation of Audit Committee considered and approved the appointment of M/s MGSA & Company, Chartered Accountants (FRN: 022481C) as the Statutory Auditors of the Company who shall hold office for a period of one financial year shall vacate their office at the Annual General Meeting to be held in the year 2027, subject to approval of shareholders at the ensuing Annual General Meeting.

Internal Auditor

As recommended by the Audit Committee, the Board of Directors had re-appointed M/s. Srimal Jain & Co., Chartered Accountants, as Internal Auditors of the Company for the Financial Year 2025-26 to conduct internal audit of the Company and their report on findings is submitted to the Audit Committee on periodic basis.

Secretarial Auditors

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, and upon, the recommendation of the Audit Committee and Board of Directors of the Company at their respective meetings held on 2nd September, 2025, M/s Abhishek K Pandey & Associates, Practicing Company Secretary who is holding valid Peer Review Certificate is appointed as the Secretarial Auditors of the Company for a period of 5 (five) consecutive years and shall hold office till the conclusion of 36th Annual General Meeting to be held in the year 2030 to conduct Secretarial Audit.

The Secretarial Audit Report for the Financial Year 2025-26 in the prescribed Form MR-3 is appended as '**Annexure – A'** to this Board's Report.

COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

CORPORATE GOVERNANCE

The Company adheres to follow the best corporate governance. As per Regulation 34 read with Schedule V (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance along with a certificate received from the Statutory Auditors confirming compliance is annexed and forms part of the Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year under review impacting the going concern status and the operations of the Company in future.

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.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place a policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. There were nil complaints received during the year under review.

During the year under review, no complaints with allegations of sexual harassment were received by the Company.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

REMUNERATION RATIO TO DIRECTORS/KMP/EMPLOYEES

The disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **'Annexure– B'** forming part of this report.

OTHER DISCLOSURES

Secretarial Standards:

The company has complied with the applicable provisions of Secretarial Standards SS-1 and SS-2 with respect to convening of Board Meetings and General Meetings during the period under review.

Proceeding pending under the Insolvency and Bankruptcy Code, 2016:

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

APPRECIATION & ACKNOWLEDGEMENT

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board
Decillion Finance Limited

	Sd/-	**Sd/-**
	Priyanka Mohta	**Jitendra Kumar Goyal**
Place: Kolkata	**Director**	**Managing Director**
Date: 04.09.2026	**DIN: 08853818**	**DIN: 00468744**

Annexure-A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
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 **M/s. Decillion Finance Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 ("Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 to the extent of Acts/provisions of the Acts applicable, according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 *(Not Applicable to the Company during the period under review)*;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(Not Applicable to the Company during the period under review)*;

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 *(Not Applicable to the Company during the period under review)*;

f) 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 *(Not Applicable to the Company during the period under review)*;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 *(Not Applicable to the Company during the period under review)*; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable to the Company during the period under review).*

(vi) Other applicable laws generally applicable to the Industry/Company.

a) Reserve Bank of India Directions, Guidelines and Circulars applicable to the Non-Banking Financial Companies (NBFC);

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

a) Secretarial Standard-I and II issued by the Institute of Company Secretaries of India;

and

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In respect of other laws specifically applicable to the Company, I have relied on the information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc.

During the period under review, Ms. Dhanashree Bhaskar Patade was appointed as Chief Financial Officer (Key Managerial Personnel) of the Company at the Board Meeting held on 8th May, 2025 and she subsequently tendered her resignation w.e.f. 30th July, 2025. At the Board Meeting held on 12th August, 2025, the Board took note of her resignation and also on recommendation Nomination and Remuneration Committee considered and approved the appointment of Ms. Apoorva Malhotra.

During the period under review, the Board, on recommendation of Nomination and Remuneration Committee, considered and approved the appointment of Mr. Kashiprasad Singh (DIN: 08262696) and Ms. Rinku Saini (DIN: 11059678) as Additional Non-Executive Independent Directors of the Company w.e.f. 2nd September, 2025 and their appointment was subsequently regularized at the Annual General Meeting held on 26th September, 2025.

Further, at the Board Meeting held on 14th February, 2026, Ms. Rinku Saini tendered her resignation with immediate effect.

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/committee 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 decisions are carried through while dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), I am of the opinion there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

sd/-
Abhishek K Pandey
Practising Company Secretary
M No. A33116
COP: 12294

Peer Review No.: 2938/2023
UDIN: A033116H001353237

Place: Kolkata
Date: 02.09.2026

Annexure-I

To
The Members of
Decillion Finance Limited
3, Bentinck Street
4th Floor, Room No. D-8
Kolkata – 700 001

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed by me provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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

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

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

sd/-
Abhishek K Pandey
Practising Company Secretary
M No. A33116
COP: 12294

Peer Review No.: 2938/2023
UDIN: A033116H001353237

Place: Kolkata
Date: 02.09.2026

Annexure B

PARTICULARS OF EMPLOYEES

The information required pursuant to section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given hereunder:

i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year are given hereunder:

Name	Designation	Remuneration paid during FY 2025-26 (Rs.)	Ratio of remuneration to median remuneration of employees (Including Whole-time Directors)
Mr. Jitendra Kumar Goyal	Managing Director	900.00	5

ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year are given hereunder: NIL

iii. The percentage of increase in the median remuneration of employees in the financial year: NIL.

iv. The number of permanent employees on the role of Company as on 31st March, 2026 is 3 nos., including Executive Directors.

v. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase in salaries of employees other than managerial personnel during 2025-26	Nil
The percentage increase in the Managerial Remuneration	Nil

vi. Affirmation that the remuneration is as per the remuneration policy of the company: The Board of Directors of the Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board
Decillion Finance Limited

Place: Kolkata	**Sd/-**	**Sd/-**
Date: 04.09.2026	**Jitendra Kumar Goyal**	**Priyanka Mohta**
	Managing Director	**Director**
	DIN: 00468744	**DIN: 08853818**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INTRODUCTION

Management Discussion and Analysis mainly comprise of the statements which, inter-alia, involve predictions based on perceptions and may, therefore, be prone to uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which are forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

GLOBAL ECONOMIC OVERVIEW

The global economy in 2025 operated in an environment characterized by shifting trade dynamics, geopolitical uncertainties and divergent growth trajectories among major economies. The implementation of higher tariff rates across several jurisdictions disrupted global trade flows and prompted businesses to accelerate imports during the early part of the year. Consequently, global economic growth moderated to approximately 2.8%– 3.0% during 2025 as compared to 3.3% in 2024.

The United States experienced slower growth amid policy uncertainties and rising input costs, while China's economic expansion remained constrained by challenges in the property sector and external trade barriers. Growth across the Eurozone remained subdued owing to structural industrial challenges and fluctuating energy prices. Monetary policy actions also diverged among major economies as central banks responded differently to inflationary pressures and economic growth concerns.

Despite these challenges, global financial markets remained broadly resilient, supported by easing inflationary trends and selective policy support measures. However, geopolitical tensions and supply chain disruptions continued to pose risks to global growth prospects.

INDIAN ECONOMY OVERVIEW

India continued to demonstrate remarkable economic resilience during FY 2025-26 and retained its position as the fastest-growing major economy in the world. Strong domestic consumption, sustained public capital expenditure, robust manufacturing activity and continued digital transformation supported economic growth despite global uncertainties.

According to advance estimates, India's real GDP growth for FY 2025-26 is estimated at approximately 7.6%. Growth was driven by strong manufacturing performance, resilient domestic demand, expanding ser vices activity and continued government investment in infrastructure development. The services sector recorded robust growth led by financial services, real estate, professional services, trade, transportation and hospitality sectors.

Inflationary pressures moderated significantly during the year supported by favourable agricultural output, stable commodity prices and prudent monetary policy measures. The Reserve Bank of India maintained a supportive policy stance to sustain economic growth while ensuring price stability.

The Government of India continued its focus on fiscal consolidation while simultaneously promoting economic growth through infrastructure development, tax reforms and policy initiatives aimed at improving ease of doing business. Foreign direct investment inflows remained healthy, reflecting investor confidence in India's long-term growth prospects.

FINANCIAL SERVICES AND NBFC INDUSTRY

India's financial services sector continued to expand steadily during FY 2025-26, supported by increasing formalization of the economy, rising digital adoption and improving financial inclusion across urban and rural markets.

The banking sector remained resilient with historically low levels of non-performing assets and strong capital adequacy. The NBFC sector also demonstrated stability, supported by adequate capitalization, healthy profitability and improving asset quality.

Digital lending, fintech innovation and technology- driven customer acquisition models continued to reshape the lending landscape. Increasing penetration of smartphones, digital payment infrastructure and account aggregator frameworks have enhanced access to credit, particularly in underserved and semi-urban markets.

Retail credit demand remained strong during the year, although regulators maintained close oversight of unsecured lending segments to ensure sustainable growth and prudent risk management. Secured lending products, including gold loans, vehicle finance and business loans, witnessed healthy demand supported by economic expansion and increasing credit awareness.

OUTLOOK

India remains well positioned to maintain strong economic growth supported by favourable demographics, increasing formalization, rapid digital adoption and sustained policy reforms. Continued investments in infrastructure, financial inclusion and technology are expected to create significant opportunities for financial institutions and fintech- driven NBFCs.

The Company believes that the long-term growth potential of the Indian lending and financial services sector remains strong. Increasing demand for accessible and technology-enabled credit solutions, expanding digital ecosystems and supportive regulatory initiatives are expected to drive sustainable growth opportunities for the Company in the coming years.

The Company will continue to focus on responsible lending practices, technology-led innovation, prudent risk management and customer-centric solutions to capitalize on emerging opportunities while maintaining long-term financial sustainability.

COMPANY'S OVERVIEW

Decillion Finance Limited was founded in 1995 and is a registered Non-Banking Finance Company (NBFC) regulated by the Reserve Bank of India (RBI). The Company operates in the state of West Bengal and specialises in providing financial services. The mainstay of your Company's operations continued to be investments in various companies, under which steady interest income flows into the Company coupled with sustained appreciation in capital. During the year under review, your Company has earned income in the form of interest.

OPPORTUNITIES & THREATS

DFL constantly monitors the external environments and internal situation so that it is aware of the opportunities and threats that emerge. This enables the Company to tap into the positive prospects that come its way while overcoming or bypassing the challenge of threats.

Opportunities

- Efficient Business Model helps to minimise risk and operating cost
- Adequate capitalisation to support medium-term growth plans
- Operates in “B2B” business segment with huge growth potential
- Expanding revenue streams through strategic partnerships in non-lending financial services and co-lending arrangements
- A strengthening economy, increasing levels of formalisation, and rapid digital adoption, opening new avenues for innovation and scale
- A growing middle class with evolving and diverse financial needs, creating demand for customised solutions
- Growing investor activity is driving demand for loans against securities, creating a strong lending opportunity

Threats

- Global political uncertainties that may impact capital flows and investor sentiment
- Heightened competition from banks, which are expanding into traditional NBFC segments.
- A potential slowdown in the automotive sector, affecting vehicle financing demand.

SEGMENT WISE PERFORMANCE REVIEW

The Company has only one line of business, i.e., Financing and Investment Activities during the year under review, hence no segment wise information is required. The Company has no activity outside India. Therefore, there is no geographical segment.

REGULATORY

The Reserve Bank of India (RBI) has been continually strengthening the supervisory framework from NBFC's in order to ensure sound and healthy functioning and avoid excessive risk taking. In furtherance of these objectives, RBI issued new guidelines during past years.

1. Know your customer guidance – Anti money laundering Standards
2. Guidance on classification, monitoring and reporting of frauds
3. Guidance on Securitisation of Standards Assets

HUMAN RESOURCE MANAGEMENT

Human resources remain central to achieving the Company's goals. Guided by the active involvement of the promoters and supported by the strategic insights of a diverse and capable Board, the Company continues to build a strong foundation for sustainable growth.

We also remain committed to the health, safety, and well-being of all employees and business associates, ensuring a secure and healthy work environment that supports productivity and engagement.

INTERNAL CONTROL SYSTEMS & ITS ADEQUACY

The Company has a strong and well-defined internal control framework, built on structured policies and procedures that are periodically reviewed and tested across all key processes and functions. Oversight is further strengthened by dedicated committees such as the Risk Management Committee and the Asset and Liability Committee, which monitor and evaluate critical aspects of operations. Moreover, the Company has appointed M/s Srimal Jain & Co., Chartered Accountants, an outside agency as its Internal Auditors, who conduct internal audit for various activities

Robust systems and processes ensure effective control mechanisms are in place. The Internal Audit and Compliance teams regularly assess adherence to internal policies, regulatory requirements, and legal obligations, providing timely feedback to the management for necessary corrective actions, including minimising any design risks.

The Audit Committee of the Board oversees the functioning of the audit and compliance processes, reviews the adequacy of controls, and ensures alignment with regulatory guidelines.

CAUTIONARY NOTE

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations and tax regime, economic developments within India and abroad, financial markets, etc.

The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events. The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The Management of the Company has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit/loss for the year. The narrative on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the Annual Report.

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For and on behalf of the Board
M/s Decillion Finance Limited

	Sd/-	**Sd/-**
	Priyanka Mohta	**Jitendra Kumar Goyal**
Date: 04.09.2026	**Director**	**Managing Director**
Place: Kolkata	**DIN: 08853818**	**DIN: 00468744**

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) a report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last.

The Company believes in the Code of Governance so as to be a responsible corporate citizen and to serve the best interest of all the stakeholders viz, the employees, shareholders, customers, vendors and the society at large. The Company seeks to achieve this goal by being transparent in its business dealings, by disclosure of all relevant information in an easily understood manner, and by being fair to all stakeholders by ensuring that the Company's activities are managed by professionally competent and independent Board of Directors.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, with regard to Corporate Governance.

2. BOARD OF DIRECTORS:

The Company has a very balanced and diversified Board of Directors. The composition of the Board primarily takes care of the business needs and stakeholders' interest. The Non-Executive Directors including Independent Directors on the Board are well qualified, experienced and competent persons from the fields of finance & taxation, law, governance etc. They take active part at the Board and Committee Meetings by providing their valuable guidance and expert advice to the Board and the Management on various aspects of business policy direction, governance, compliance etc. and play a critical role in resolving strategic issues, which enhances the transparency and adds value in the decision-making process of the Board of Directors.

Your Company's Board comprises of the appropriate mix of Executive, Non-Executive and Independent Directors including two Women Independent Directors to maintain its independence. The Board consists of Five Directors out of which 1 is Executive Director, 1 is Non-Executive Non-Independent Directors and remaining 3 are Non-Executive Independent Directors.

Category of Directors	No of Directors
Executive Director (ED)	1
Non-Executive Non-Independent Director	1
Non-Executive Independent Directors	3

None of the Directors on the Board is a member of more than ten Committees or Chairman of five Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all the Indian Public Companies in which he/she is a director. Necessary disclosures regarding their committee positions have been made by all the Directors.

None of the Directors hold office in more than ten Public Companies. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations. Certificates have also been obtained from the Independent Director confirming their position as Independent Director on the Board of the Company in accordance with Section 149 of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the declarations received from the Independent Directors, the Board confirms that the Independent Directors fulfill the conditions specified in these regulations and that they are Independent of the Management.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on 31st March, 2026 are given below.

Name of Director	**Category**	**No. of Board Meetings Attended**	**Attendance at last AGM held on 26th September, 2025**	**Directorship in other public companies**	**No. of Committee position held in other companies#**	
					Chairperson	**Member**
Mr. Jitendra Kumar Goyal (DIN: 00468744)	Executive Director (Managing Director)	6	Yes	3	-	5
Mrs. Priyanka Mohta (DIN: 08853818)	Non-Executive Non-Independent Director	6	Yes	3	-	-
Mr. Vidhu Bhushan Verma (DIN: 00555238)	Non-Executive Independent Director	6	Yes	1	2	-
Ms. Pooja Kalanouria (DIN: 09056683)	Non-Executive Independent Director	6	Yes	2	-	4
Mr. Kashiprasad Singh (DIN: 08262696)	Non-Executive Independent Director	2	Yes	0	-	-

Committee considered are only Audit Committee and Stakeholders Relationship Committee.

On account of expiry of the first tenure of five consecutive years, office held by Ms. Ritu Agarwal, who was appointed as Non-Executive Independent Director is deemed to be vacated with effect from 2nd September, 2025, since she was not re-appointed and the same led to resignation.

On recommendation of Nomination and Remuneration Committee, the Board at their meeting held on 2nd September, 2025, approved the appointment of Mr. Kashiprasad Singh (DIN: 08262696) and Ms. Rinku Saini (DIN: 11059678) as Additional Non-Executive Independent Directors of the Company w.e.f. 2nd September, 2025 and their appointment was regularized at the Annual General Meeting held on 26th September, 2025. Further, at the Board Meeting took note of resignation tendered by Ms. Rinku Saini held on 14th February, 2026 with immediate effect.

Meetings of the Board of Directors

During the year under review, 6 (six) Meetings of the Board of Directors were held on 8th May, 2025, 29th May, 2025, 12th August, 2025, 2nd September, 2025, 14th November, 2025 and 14th February, 2026 respectively. The gap between any two meetings does not exceed 120 days.

Directorships in Listed Entities as on 31st March, 2026

The details of Directorship held in other listed entities as on 31st March, 2026 are as under:

Name of Director	Name of the listed entity	Category of Directorship
Mr. Jitendra Kumar Goyal	Scintilla Commercial & Credit Limited	Managing Director
	Virat Leasing Limited	Non-Executive Director
	Kaushal Investments Ltd	Non-Executive Director
Mr. Vidhu Bhushan Verma	Virat Leasing Limited	Non-Executive Independent Director
Ms. Pooja Kalanouria	Scintilla Commercial & Credit Limited	Non-Executive Independent Director
	Khaitan (India) Ltd	Non-Executive Independent Director
Mrs. Priyanka Mohta	N.B.I. Industrial Finance Company Limited	Non-Executive Independent Director

Shareholding of Directors

Details of equity shares of the Company held by the Directors as on 31st March, 2026 are given below:

Name	Category	Number of Shares
Mr. Jitendra Kumar Goyal	Managing Director	70,100

Disclosures of Relationships between directors

No Director is related to any other Director on the Board in terms of the definition of "Relative" given under the Companies Act, 2013.

Skills / Expertise / Competencies of the Board of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- ***Knowledge of Financial Service Industry***: Understanding of the functioning of NBFC's across the length and breadth of the country and its regulatory jurisdictions.

- ***Strategy and Planning***: Appreciation of long-term trends, strategic choices, and experience in guiding and leading management teams to make decisions in uncertain environments.

- ***Governance, Ethics and Regulatory Oversight***: Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements, and driving corporate ethics and values.

- ***Audit, Risk Management, Internal Control***: Experience in both internal and external audit of Companies / body corporate in financial services industry.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business.

Board Procedure

The annual tentative calendar of the Board Meetings is circulated to the members of the Board, well in advance. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board members to take informed decisions. The agenda and related information are circulated in electronic form through their email or by hand delivery, which is easily accessible to the Board members. The information as required under Part A of Schedule II to the SEBI Listing Regulations is also made available to the Board, wherever applicable, for their consideration. The Company adheres to the Secretarial Standard-1 on the Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India.

Code of Conduct for Board of Directors and Senior Management

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management (The Code). The Code has been communicated to the Directors and Senior Management. The Code has also been posted on the Company's website at www.decillion.co.in. All Board of Directors and Senior Management have confirmed compliance with code for the year ended 31st March, 2026.

Apart from receiving remuneration, if any, that they are entitled to under the Act as Non-Executive Independent Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Independent Directors has any other material pecuniary relationship or transactions with the Company, its Promoters or its Directors and its Senior Management.

The Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Independent Directors and Separate Meeting of Independent Directors

The Independent Directors of the Company have been appointed in terms of the requirements of the Act, the SEBI Listing Regulations and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the Company's website at www.decillion. co.in. The Company also has a structured Familiarization framework for the Independent Directors. It takes due steps for familiarizing the Independent Directors with the Company's procedures and practices, by providing them the necessary documents, reports and internal policies. The familiarization programme for Independent Directors is given on the website at www.decillion.co.in.

As stipulated by Regulation 25(3) of the SEBI Listing Regulations and Section 149(8) read with Clause VII of Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 14th February, 2026 during the Financial Year, without the attendance of Non-Independent Director.

The following matters were considered at the meeting of the Independent Directors:

a) Reviewed the performance of Non-Independent Directors and the Board as a whole;

b) Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. AUDIT COMMITTEE:

Audit Committee acts in accordance with the terms and reference specified by the Board which includes the recommending on the appointment, re-appointment, terms of appointment, replacement or removal of the statutory auditor and the fixation of audit fees, review and monitor the auditor's performance and effectiveness of the audit process, financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, evaluation of internal financial control and risk management system, any subsequent modification of transaction of the Company's related party, monitoring the end use of the fund raised through public offers and related matters.

Composition

Name of the Director	Category	Designation
Mr. Vidhu Bhushan Verma	Non-Executive Independent Director	Chairman
Mrs. Pooja Kalanouria	Non-Executive Independent Woman Director	Member
Mr. Jitendra Kumar Goyal	Executive Director	Member

Mrs. Shruti Poddar, Company Secretary was the Compliance Officer of the Company and acts as Secretary to Committee.

There were 5 meetings of the Audit Committee held during the Financial Year ended 31st March, 2026 on 29th May, 2025, 12th August, 2025, 2nd September, 2025, 14th November, 2025 and 14th February, 2026 respectively.

S. No.	Name of the Director	Number of Audit Committee Meetings attended during the Financial Year ended 31st March, 2026
1.	Mr. Vidhu Bhushan Verma	5
2.	Ms. Pooja Kalanouria	5
3.	Mr. Jitendra Kumar Goyal	5

The Representative of Internal Auditors and Statutory Auditors also attended the Audit Committee Meetings. The Internal Audit Report is directly placed to the Board Committee.

The Chairman of Audit Committee was present at the Annual General Meeting held on 26th September, 2025. The minutes of Audit Committee Meetings are placed in the Board for noting.

Terms of Reference

The terms of reference of the Audit Committee are in line with Regulation 18(3) read with Schedule II, Part - C of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 are briefly described below:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- To recommend the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Internal Auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a) 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;
b) Changes, if any, in accounting policies and practices and reasons for the same;
c) Major accounting entries involving estimates based on the exercise of judgment by Management;
d) Significant adjustments made in the financial statements arising out of audit findings;
e) Compliance with listing and other legal requirements relating to financial statements;
f) Disclosure of any related party transactions;
g) Modified opinion(s) in the draft audit report, if any.

- To review with management, the quarterly financial statements before submission to the board for approval;
- 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in the matter;
- To review and monitor the Auditor's independence and performance and effectiveness of the Audit Process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of Inter-corporate loans and Investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, 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;
- Discussion with internal auditors of any significant findings and follow up thereon;
- 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;
- 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;
- 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;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

- To review the utilization of loans and/ or advances from/ investment by the company to its subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments;

- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Review of information by Audit Committee

- To review the following:
  a) management discussion and analysis of financial condition and results of operations;
  b) statement of significant related party transactions (as defined by the audit committee), submitted by management;
  c) management letters / letters of internal control weaknesses issued by the statutory auditors;
  d) internal audit reports relating to internal control weaknesses; and
  e) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  f) statement of deviations:
     · quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
     · annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

4. NOMINATION & REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

Composition

Name of the Director	Category	Designation
Mr. Vidhu Bhushan Verma	Non-Executive Independent Director	Chairman
Kashiprasad Singh	Non-Executive Independent Director	Member
Mrs. Pooja Kalanouria	Non-Executive Independent Woman Director	Member

Mrs. Shruti Poddar, Company Secretary was the Compliance Officer of the Company and acts as Secretary to Committee.

Three Meetings of the Nomination and Remuneration Committee was held during the Financial Year ended 31st March, 2026 on 8th May, 2025, 2nd September, 2025 and 14th February, 2026.

S/N	Name of the Director	Number of Nomination & Remuneration Committee Meetings attended during the Financial Year ended 31st March, 2026
1.	Mr. Vidhu Bhushan Verma	3
2.	Kashiprasad Singh	1
3.	Mrs. Pooja Kalanouria	3

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a policy, relating to the remuneration of the Directors, Key managerial Personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Identify person who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommended to the Board their appointment and removal and shall carry out evaluation of each director's performance;
- Devising a policy on Board diversity;
- Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

Performance Evaluation

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors has laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its Committees and the individual Board members, including Independent Directors. On the basis of performance evaluation of Independent Directors, it is determined whether to extend or continue their term of appointment, whenever their respective term expires.

The Independent Directors at their separate meeting reviewed the performance of: Non-Independent Directors and the Board as a whole and the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The performance evaluation process for the Financial Year 2025-26 has been completed.

Nomination and Remuneration Policy

The Company has adopted a Nomination and Remuneration Policy for its Directors, Key Managerial Personnel and other employees. The Nomination & Remuneration Committee formulates and reviews Nomination and Remuneration Policy and also lays down the criteria for determining qualifications, positive attributes, Independence of Director and Board diversity. The Policy laid down the factors for determining remuneration of Non-Executive Directors, Key Managerial Personnel and other employees.

The Company does not have any Employee Stock Option Scheme. The Nomination and Remuneration policy may be referred to at the Company's official website at the web link www.decillion.co.in.

A. Remuneration to Executive Directors:

The Executive Directors are paid salary as per agreement, considered by Board & Committee. In addition, the Company provides with certain perquisites, allowances and benefits in accordance with terms of contract, if any. In the event that there is no breach of the terms of the agreement, if any, by the Executive Director, the Company exercise the discretion to terminate his/her services during the terms of agreement, without assigning any reason thereof, then and in that event, the Executive Director may be paid a compensation of a sum which shall not exceed the remuneration which he/she would have earned.

B. Remuneration to Non-Executive Independent Directors:

The Non-Executive Independent Directors are not paid any sitting fees or commission for attending the meetings of the Board and/or Committee thereof with the discretion of Board. The Non-Executive Independent Directors, in their individual capacity, did not have any pecuniary relationship or transactions with the Company during the financial year 2025-26.

C. Remuneration to Key Managerial Personnel (KMP) and other Employees:

The objective of the Policy is to have a compensation framework that will reward and retain talent. The remuneration will be such as to ensure the correlation of remuneration to performance is clear and meet appropriate performance benchmark. Remuneration to Key Managerial Personnel, Senior Management and other Employees will involve a balance between fixed and variable pay reflecting short- and long-term performance objectives of the employees in line with the working of the Company and its goal.

The Nomination & Remuneration Committee recommend the remuneration of KMP and other Employees.

D. Remuneration paid or payable to Directors for the year ended 31st March, 2026 are as follows:

Executive Directors (EDs):

Name of the Directors	Salary (‘000)	Perquisites(‘000)	Others(‘000)	Total (‘000)
Mr. Jitendra Kumar Goyal	900.00	-	-	900.00

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

Composition

Name of the Director	Category	Designation
Mr. Vidhu Bhushan Verma	Non-Executive Independent Director	Chairman
Ms. Pooja Kalanouria	Non-Executive Independent Woman Director	Member
Mr. Jitendra Kumar Goyal	Executive Director	Member

Mrs. Shruti Poddar, Company Secretary was the Compliance Officer of the Company and acts as Secretary to Committee.

One Meeting of the Stakeholders Relationship Committee was held during the Financial Year ended 31st March, 2026 on 14th February, 2026.

S.No.	Name of the Director	Number of Stakeholders Relationship Committee Meetings attended during the Financial Year ended 31st March, 2026
1.	Mr. Vidhu Bhushan Verma	1
2.	Ms. Pooja Kalanouria	1
3.	Mr. Jitendra Kumar Goyal	1

Terms of Reference

The terms of reference and roles of the Stakeholders Relationship Committee as framed in line with provisions of SEBI Listing Regulations and Companies Act, 2013, are as under:

- To resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

Normally all Complaints/ Queries are disposed of expeditiously. The Company had no complaints pending at the close of the Financial Year. The Committee considers and resolves the grievances of the Shareholders of the Company including complaints related to shares, non-receipts of balance sheet, non-receipts of declared dividend, if any, transfer/ transmission of shares/ debentures, Issue of duplicate Share Certificate, etc.

The Chairman of the Stakeholders Relationship Committee was present at the last AGM of the Company held on 26th September, 2025 to answer the queries of the security holders.

6. GENERAL BODY MEETINGS:

a) Location and time where last three AGMs were held:

The details of the last three Annual General Meetings (AGMs) of the Company held as under:

Financial Year	Date and Time	Venue	No of Special Resolutions passed
2024-2025	26th September, 2025 at 1.00 p.m.	"Commerce House" 2A, Ganesh Chandra Avenue, 4th Floor, Room No. 1, Kolkata -700013	4
2023-2024	12th September, 2024 at 12.00 noon	"Commerce House" 2A, Ganesh Chandra Avenue, 8th Floor, Room No. 1, Kolkata -700013	1
2022-2023	28th September, 2023 at 12.00 noon	Oswal Chambers, EITMA, 5th Floor, 2, Church Lane, Kolkata - 700 001	2

b) Extraordinary General Meeting:

No Extra-Ordinary General Meeting of the Shareholders was held during the financial year 2025-26.

c) Postal Ballot

During the year, the Company has not passed any resolution through postal ballot. Further, there is no proposal to pass any Special Resolution through Postal Ballot. Special Resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

7. MEANS OF COMMUNICATION:

The quarterly / annual financial results are normally published in “Business Standard” (English) and “Duronto Varta” (Bengali). The financial results, shareholding pattern and other requirements under Regulation 17 to 27 and 46(2)(b) to (i) of SEBI Listing Regulations, wherever applicable, were uploaded on the websites of the BSE Limited at www.bseindia.com, the Calcutta Stock Exchange Limited at www.cse-india.com and the Company at www.decillion.co.in.

The full Annual Report was made available on the website of the Company and also disseminated to the stock exchanges where shares of the Company are listed. The electronic copies of the annual report and the notice convening the 30th AGM were sent to all the members whose e-mail addresses were registered with the Company or their respective Depository Participants (DP) and also via physical mode whose e-mail addresses were not registered with the Company/ Depository Participants.

8. GENERAL SHAREHOLDER INFORMATION:

I. The particulars of the Annual General Meeting for the year ended 31st March, 2026 is as under:

Date of 32nd Annual General Meeting	Venue	Time
29th September, 2026	"B B D Bag Professional Association", Commerce House, 2A, Ganesh Chandra Avenue, 4th Floor, Room No. 1, Kolkata-700013	02.00pm

ii. Financial Calendar: Our tentative calendar for declaration of results for the financial year 2025-26 are given below:

Financial Calendar	Period	Declaration of Unaudited Results
1st Quarter	1st April to 30th June	On or before 14th August, 2026
2nd Quarter	1st July to 30th September	On or before 14th November, 2026
3rd Quarter	1st October to 31st December	On or before 14th February, 2027
Audited Financial Results	1st January to 31st March	On or before 30th May, 2027

iii. The Company's financial year begins on 1st April and ends on 31st March of the following year.

iv. Dates of Book Closure: As mentioned in the Notice of this AGM.

v. Dividend Payment Date: Not Applicable.

vi. Listing on Stock Exchange: The Company's Shares are currently listed and traded on the following Stock Exchanges

Name of the Stock Exchange	Address	Stock Code / Symbol
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Fort, Mumbai-400001	ISIN - INE848N01017, Scrip Code – 539190
The Calcutta Stock Exchange Limited	7, Lyons Range, Dalhousie, Kolkata - 700001, West Bengal	Scrip Code: 013097

Listing Fees as applicable have been paid.

vii. Market Price Data:

Monthly High and Low price of shares traded at BSE Ltd during the Financial Year 2025-26 are as:

Period	Monthly High (Rs.)	Monthly Low (Rs.)
Apr'2025	52.00	37.94
May'2025	44.99	42.93
Jun'2025	49.19	38.38
Jul'2025	60.11	41.60
Aug'2025	54.88	45.97
Sep'2025	55.00	42.75
Oct'2025	55.98	39.00
Nov'2025	61.90	44.20
Dec'2025	60.00	50.00
Jan'2026	51.00	45.00
Feb'2026	47.00	42.14
Mar'2026	47.00	42.55

viii. **Suspension of Securities of the Company from Stock Exchange:** The Securities of the Company are not suspended from trading on the stock exchanges.

ix. **Registrars and Share Transfer Agents:** All matters pertaining to Share Transfers / Transmissions are being handled by Niche Technologies Private Limited, the Registrars and Share Transfer Agents.

Address: 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700 017
Tel. No.: 033) 2280 6616/6617/6618
Fax No.: (033) 2280 6619
E-Mail: **nichetechpl@nichetechpl.com**

x. **Share Transfer System:** The Company has in place a proper and adequate share transfer system. The Company formed a Committee known as "Stakeholders Relationship Committee" to process share transfer request as delegated by the Board of Directors of the Company. M/s. Niche Technologies Private Limited, the Registrar and Share Transfer Agent of the Company was appointed to ensure that the share transfer system is maintained in physical as well as electronic form.

xi. **Dematerialization of Shareholding and Liquidity:** 34,10,000 i.e., 97.43% of the Paid-Up Share Capital had been dematerialized, as at 31st March, 2026.

A reconciliation of share capital, audited by Practicing Company Secretary (PCS) is submitted to the Stock Exchanges on a quarterly basis in terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.

xii. **Address for Correspondence:**

Decillion Finance Limited
Registered Office Address: 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata-700001
Email: **info@decillion.co.in**
Website: **www.decillion.co.in**

xiii. Distribution of Shareholding:

The shareholding distribution of equity shares as on 31st March, 2026 is given below:

No of shares (Range)	No of shareholders	No of Equity shares held	Percentage of holding
1-500	1682	61059	1.75
501-1000	39	30843	0.88
1001-5000	49	111356	3.18
5001-10000	16	111879	3.20
10001-50000	25	658817	18.82
50001-100000	11	761046	21.74
100001 and above	6	1765000	50.43
Total	**1804**	**35,00,000**	**100.00**

Categories of Shareholders as on 31st March, 2026:

Category	No of Shares held	% of shareholdings
Promoters' Holding	14,34,200	40.98
Non-Promoters' Holding	20,65,800	59.02
Total	**35,00,000**	**100.00**

9. DISCLOSURES:

a. a. There are no materially significant related party transactions during the period under review ade by the Company with Promoters, Directors or other designated person which may have a potential conflict with the interest of the Company at large. The Company has the Related Party Transaction Policy which has been hosted on the website of the Company at www.decillion.co.in**.** There is no transaction of a material nature with any related party, which was in conflict with the interest of the Company. In any case, disclosures regarding the transactions with related parties are given in the notes to the accounts of Financial Statements.

b. The Company has complied with the requirements of regulatory authorities on capital market and no penalties / strictures have been imposed against it in the last three years.

c. The Company has adopted Vigil Mechanism/Whistle Blower policy and affirms that no personal has been denied access to the Audit Committee. This policy has been posted on the website of the Company.

d. The Company has complied with all mandatory requirements under the applicable provisions of SEBI Listing Regulations.

e. The Company has adopted Policy for determining 'material' subsidiaries which has been placed in the website of the Company www.decillion.co.in.

f. The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) during the financial year 2025-26.

g. The Company has received a certificate from a Company Secretary in Practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

h. The Board had accepted all recommendation of mandatory committees during the financial year 2025-26.

i. Details of total fees for all services, paid by the Company to the Statutory Auditors have been provided under Notes to the Financial Statement forming part of this Annual Report.

j. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- number of complaints filed during the financial year - NIL
- number of complaints disposed of during the financial year - N.A.
- number of complaints pending as on end of the financial year – NIL

k. The loans /advances are provided to firms/ Companies in which the directors of the Company are interested and the same has been disclosed in the Notes to Financial Statements.

l. The financial statements have been prepared in accordance with the applicable Accounting Standards and relevant provisions of the Companies Act, 2013 and related rules, as amended from time to time.

m. There has been no instance of non-compliance of any requirement of Corporate Governance Report and the Company has fully complied with the applicable requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulation 2 of Regulation 46 of the Listing Regulations as on 31st March, 2026.

n. Disclosure on discretionary requirements as specified in Part E of Schedule II of the Listing Regulations:

- **Shareholders' Rights**

  The Company's Financial Results are uploaded on its website www.decillion.co.in. Hence, Financial Results are not sent to the Shareholders. However, the Company furnishes the Financial Results on receipt of request from the shareholders.

- **Modified opinion in Audit Report**

  The Statutory Auditors have provided an unmodified opinion in their Audit Reports on the financials the Company for the year ended 31st March, 2026.

- **Reporting of Internal Auditor**

  Internal Audit Report are directly to the Board.

10. CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct for all Board members and all employees in management grade of the Company. The Code of Conduct is posted on the website of the Company. All Board members and senior management personnel have confirmed compliance with the Code. Chief

Executive Officer's (MD) certificate regarding compliance of the Code of Conduct by the Directors and Senior Management is appended to this Report.

11. COMPLIANCE CERTIFICATE FROM THE AUDITORS:

The Company has obtained a certificate from Statutory Auditors of the Company, regarding the compliance with the provisions of Corporate Governance as required under the SEBI Listing Regulations. The same is annexed to this Report.

For and on behalf of the Board
Decillion Finance Limited

Place: Kolkata **Date: 04.09.2026**	**Sd/-** **Priyanka Mohta** **Director** **DIN: 08853818**	**Sd/-** **Jitendra Kumar Goyal** **Managing Director** **DIN: 00468744**

CERTIFICATE REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I, Jitendra Kumar Goyal, Managing Director of **the Company**, hereby affirm and declare, to the best of my knowledge and belief and on behalf of the Board of Directors of the Company and Senior Management Personnel, that:

- The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company;
- The Code of Conduct has been posted on the website of the Company;
- The Code of Conduct has been complied with.

For and on behalf of the Board
Decillion Finance Limited

Sd/-
Jitendra Kumar Goyal
Managing Director
DIN: 00468744

Place: Kolkata
Date: 04.09.2026

Certification by Managing Director and Chief Financial Officer

(Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015)

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
   a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   b) 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.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the auditors and the Audit committee:
   a) significant changes in internal control over financial reporting during the year, if any;

   b) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and

   c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board
Decillion Finance Limited

	sd/-	**sd/-**
	Apoorva Malhotra	**Jitendra Kumar Goyal**
Place: Kolkata	**CFO**	**Managing Director**
Date: 04.09.2026	**PAN: ARCPM3074F**	**DIN : 00468744**

Certificate to the Members of Decillion Finance Limited on the conditions of Corporate Governance for the year ended 31st March, 2026

To,
The Members,
Decillion Finance Limited
3, Bentinck Street, 4th Floor, Room No D-8,
Kolkata-700001

I have examined the compliance of conditions of Corporate Governance by **Decillion Finance Limited** ('the Company') for the year ended **31st March 2026**, as stipulated in Regulation 17 to 27, 46(2) (b) to (i), Schedule II and V (paragraphs C, D and E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time. I have obtained all the information and explanations which to the best of my knowledge and belief which is necessary for the purpose of certifications.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

I further 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.

sd/-
Abhishek K Pandey
Practising Company Secretary
M No. A33116
COP: 12294

Peer Review No.: 2938/2023
UDIN: A033116H001353314

Place: Kolkata
Date: 02.09.2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Decillion Finance Limited
3, Bentinck Street,
4th Floor, Room No D-8,
Kolkata-700001

I have examined the relevant registers, minutes, forms, returns and disclosures received from the Directors of **Decillion Finance Limited** (CIN L65999WB1995PLC067887) and having its Registered Office at 3, Bentinck Street, 4th Floor, Room No D-8, Kolkata – 700001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V, Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment in Company
1.	Mr. Jitendra Kumar Goyal	00468744	02.06.2003
2.	Mr. Vidhu Bhushan Verma	00555238	14.11.2017
3.	Mrs. Pooja Kalanouria	09056683	12.02.2021
4.	Mrs. Priyanka Mohta	08853818	01.09.2023
5.	Mr. Kashiprasad Singh	08262696	02.09.2025

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Abhishek K Pandey
Practising Company Secretary
M No. A33116
COP: 12294

Peer Review No.: 2938/2023
UDIN: A033116H001353270

Place: Kolkata
Date: 02.09.2026

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DECILION FINANCE LIMITED
Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of Decillion Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and total comprehensive income (comprising of Net Profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion
We conducted our audit in accordance with the Standards on Auditing (SAs)specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter

Provision for expected credit losses (ECL) on loans (refer note no 5.2(f), note no 10 and Note 33(2)(a) of the financial statements

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1.	Management estimates impairment provision using Expected Credit loss model for the loan assets. Measurement of loan impairment involves application of significant judgement by the management. The most significant judgements are: Timely identification and classification of the impaired loans. Determination of probability of defaults (PD) and estimation of loss given defaults (LGD) based on the premise that loans made by the company are unsecured and relevant factors. The estimation of Expected Credit Loss (ECL) on financial instruments involve significant judgments and estimates. Following are points with increased level of audit focus: • Classification of assets to stage 1, 2 or 3 using criteria in accordance with Ind AS 109. • Accounting interpretations, assumptions and data used to build the models. • Inputs and judgements used by the management at various assets stages. • The disclosures made in the financial statements for ECL especially in relation to judgements and estimates made by the management in determination of the ECL.	1) In our audit approach we assessed the basis upon which the ECL model is build and discussed with the management of the Company in order to understand the mechanics of ECL deployed by the company to measure the loan impairment. 2) We examined that Board does not have approved policy for computation of ECL, but have in place the internal guidelines for computation of ECL. These internal guidelines address procedures and controls for assessing and measuring the credit risk on its loan portfolio. 3) We evaluated the operating effectiveness of controls across the process relevant to ECL including the judgments and estimates. 4) We evaluated the nature of loan assets of the company and held discussions with the management and assessed that the company has only one class of loan i.e. unsecured loans repayable on demand and 12 month ECL is just the same as lifetime ECL, because the all the loans are repayable on demand, which is shorter than 12 months as a result life time of a loan is that short period required to transfer cash when demanded by the company. 5) We tested the completeness of loans and advances included in the Expected Credit Loss calculations as of March 31, 2026 by reconciling it with the balances as per loan balance register as on date. 6) We tested assets on sample basis to verify that they were allocated to the appropriate stage. 7) For samples of exposure, we tested the appropriateness of determining EAD, PD and LGD. 8) For forward looking assumptions used in ECL calculations, we held discussions with

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1.	• Considering the significance of such allowances to the overall financial statements and degree of judgement and estimation involved in computation of expected credit losses, this area is considered as key audit matter.	management, assessed the assumptions used to determine the probability weights assigned to the possible outcomes. During our examination we assessed that company estimates the PD based on historical observed default rates adjusted for forward looking estimates, based upon macro-economic developments occurring in the economy and market it operates in. 9) We performed an overall assessment of the ECL provisions if they were reasonable considering the Company's portfolio, risk profile, credit risk management practices and the macro-economic environment. 10) We assessed the adequacy and appropriateness of disclosures in compliance with accounting standards in relation to judgements used in estimation of ECL provisions.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance Report included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed; we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility and those charged with governance for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- *Identify and assess the risks of material misstatement of the financial statements*, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- *Obtain an understanding of internal control relevant to the audit* in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.

- *Evaluate the appropriateness of accounting policies used* and the reasonableness of accounting estimates and related disclosures made by management.

- *Conclude on the appropriateness of management's use of the going concern basis* of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- *Evaluate the overall presentation, structure and content of the financial statements*, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually origin aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

(i) planning the scope of our audit work and in evaluating the results of our work; and

(ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section143(11) of the Act, applicable from 01st April, 2021, we give in the **“Annexure B”** a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of profit and loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of cash flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid 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 as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 with reference to financials statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.

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) Amendment Rules, 2021, effective from 01st April 2021, in our opinion and to best of our information and according to the explanations given to us:

a) The Company did not have any significant pending litigations as at March 31, 2026, which may effect on its financial position in a substantial way

b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, during the year ended March 31, 2026.

c) During the year no amounts were required to be transferred, to the Investor Education and Protection Fund by the Company, so the question of delay in transferring such sums does not arise.

d) Omitted by the Companies (Audit and Auditors) Amendment Rules 2021, effective from 01st April, 2021

e) (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 33(6)(14)(A) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 33(6)(14)(B) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii)<u>Unmodified Opinion:</u> Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

f) No dividends were declared or paid during the year by the Company, hence compliance with Section 123 of the Companies Act, 2013 is not applicable.

g) With respect to the matters to be included in the Auditors Report in accordance with Rule 11(g) of Companies (Audit and Auditors) Rules 2014 effective from 1st April 2023, in our opinion and to the best of our information and according to the explanations given to us and based on our examination which included test checks, the Company have used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software in compliance to the Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (or maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility as applicable to the company with effect from April, 2023). Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Further pursuant to Proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 for reporting requirement for preservance of Audit trail by the company, the company has preserved/retained the audit trail and the same has not been tampered with.

3) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act read with Schedule V to the Act.

For and on behalf of

For TDK & Co.
Chartered Accountants
Firm Registration Number: 109804W

sd/-
Neelanj Tilakchand Shah
Partner
Membership Number: 121057

UDIN: 26121057EQHIQF5981

Place: Kolkata
Date: 29.05.2026

Annexure - A
to the Independent Auditors' Report

With reference to the Annexure A referred to *paragraph 2 (f) under* Report on Other Legal and Regulatory Requirements of the Independent Audit Report of even date to the members of the DECILLION FINANCE LIMITED ("the Company") on the financial statements as on and for the year ended March 31, 2026, we report the following:

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of **DECILLION FINANCE LIMITED** ("the Company") as of March 31, 2026 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 and the Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential component of stated in the Guidance Note 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section143(10) of the Companies Act,2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to standalone financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effective internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 with reference to financial statement.

Meaning of Internal Financial Controls with reference to Financial Statements.

A company's internal financial control with reference to financial statement 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 with reference to financial statement includes those policies and procedures that:-

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

(ii) 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 authorizations of management and directors of the company; and

(iii) 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements 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 the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the internal control with reference to financial statements 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 (the 'Guidance Note').

For TDK & Co.
Chartered Accountants
Firm Registration Number: 109804W

sd/-
Neelanj Tilakchand Shah
Partner
Membership Number: 121057

UDIN: 26121057EQHIQF5981

Place: Kolkata
Date: 29.05.2026

Annexure - B to the Independent Auditors' Report

Referred to in paragraph 1 of the Independent Auditor's Report of even date to the members of Decillion Finance Limited Company on the financial statements as of and for the year ended March 31, 2026, we report the following:

i. In respect of the Company's Property, plant and equipment:

(a) The Company does not have any property, plant and equipment. The Company does not have any intangible assets, hence reporting under clause (i) (a) of the Order is not applicable.

(b) The Company does not have any property, plant and equipment and hence reporting under clause (i) (b) of the Order is not applicable.

(c) The Company does not have any immovable properties of freehold or leasehold land and building and hence reporting under clause (i) (c) of the Order is not applicable.

(d) The Company does not have any property, plant and equipment and hence reporting under clause (i) (d) of the Order is not applicable.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company and as stated in Note no 33 (1) to the financial statements, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made there under.

ii. (a) The Company is in the business of providing loans, making investments in shares and securities and does not have any physical inventories. Accordingly, reporting under clause (ii) (a) of the Order is not applicable.

(b) In our opinion and according to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned working capital limits in excess of five crores, in aggregate, from banks or financial institutions on the basis of security of currents assets, and hence reporting under clause (ii) (b) of the Order is not applicable.

iii. (a) Since the Company's principal business is to give loans, the provisions of clause (iii) (a) of the Order are not applicable to it.

(b) In our opinion and according to the information and explanations given to us, the investments made, and the terms and conditions of the grant of loans and advances in the nature of loans provided are, prima facie, not prejudicial to the Company's interest

(c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the loans are repayable on demand and schedule of payment of interest has been stipulated and repayments or receipts are regular during the year

(d) In our opinion and according to the information and explanations given to us, no amount is overdue in respect of loans and advances in the nature of loans.

(e) Since the Company's principal business is to give loans, the provisions of clause (iii) (e) of the Order are not applicable to

(f) In our opinion and according to the information and explanations given to us, the Company has granted loans or advances in the nature of loans to Related parties (as defined in Section 2(76) of the Act) which are repayable on demand. Required details in respect thereof are as follows:

Particulars	All parties	Promoters	Related Parties
Aggregate number of loans /advances in nature of loans Repayable on demand (A) Agreement does not specify any terms or period of repayment(B)	 135716.63 Nil	 37171.39 Nil	 28420.96 Nil
Total (A) + (B)	**135716.63**	**37171.39**	**28420.96**
Percentage of loans/advances in nature of loans to the total loans	**100%**	**27.39%**	**20.94**

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the applicable provisions of Sections 185 and 186 of the Act with respect to the loans given, and investments made. Further the Company has not given guarantees or provided security. The Company is a non-banking financial company, due to which its investments are exempted under Section 186(11) (b). The Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186(1) of the Act. Accordingly, the Company has complied with the provisions of Sections 185 and 186 of the Act, as applicable.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under and hence reporting under clause (v) of the Order is not applicable.

vi. The maintenance of cost records has not been prescribed for the activities of the Company by the Central Government under Section 148(1) of the Companies Act, 2013.

vii. a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Income Tax, provident fund, employee state insurance Goods and Services Tax, and other statutory dues as may be applicable to it 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 become payable.

As informed, the provisions of provident fund, employee state insurance and Goods and Services Tax are currently not applicable to the Company.

b) In our opinion and according to the information and explanations given to us, there are no statutory dues which have not been deposited with the appropriate authority on account of any dispute.

viii. In our opinion and according to the information and explanations give to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions recorded in the books of account which reflected income surrendered or disclosed during the year in the tax assessments under the Income Tax Act 1961.

ix. (a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender or financial institutions during the year. The Company does not have any borrowings from banks, or from the Government.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority or any other lender.

(c) The Company has neither taken any term loan during the year nor there are unutilized term loans at the beginning of the year; hence, reporting under clause (ix)© of the Order is not applicable.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have, prima facie, been used for long term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any joint ventures or associates or subsidiaries.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company does not have any joint ventures or associates or subsidiaries.

x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments or term loans and hence reporting under this clause of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.

xi. a) To the best of our knowledge and according to the information and explanations 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.

(b) According to information and explanations given to us, no report under sub-section (12) of Section

143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the management there are no instances of whistle-blower complaints received during the year by the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, reporting under clause (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with the provisions of Section 177 and Section 188 of the Companies Act, 2013 where applicable for all transactions with the related parties and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business. The Company has engaged a firm of Chartered Accountants to carry out internal audit and who submit their report to the Audit Committee and to the Board of Directors.

(b) The reports of the internal auditors for the period under audit have been considered by us.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them during the year. Accordingly, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our Opinion, the Company being a non-deposit taking non-systematically important Non-Banking Financial Company and is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the Company has duly obtained the required registration.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per Reserve Bank of India Act, 1934.

(c) According to the information and explanations given to us by the management, the Company is not a Core Investment Company (CIC) as defined in the Regulations made by the Reserve Bank of India hence Para 3(xvi)© and Para 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the Statutory Auditors of the Company during the year.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx. The Provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company, hence reporting under {Para 3(xx)(a)} and {Para 3(xx)(b)} of the Order is not applicable to the Company.

xxi. The Company does not have any subsidiaries or associates or joint ventures, the accounts of which are to be consolidated and as such there are no consolidated financial statements. Hence reporting under {Para 3(xxi}of the Order is not applicable to the Company.

For TDK & Co.
Chartered Accountants
Firm Registration Number: 109804W

sd/-
Neelanj Tilakchand Shah
Partner
Membership Number: 121057

UDIN: 26121057EQHIQF5981

Place: Kolkata
Date: 29.05.2026

BALANCE SHEET as at 31st March, 2026

(Rs in '000)

Particulars	Note No.	As at 31st March 2026		As at 31st March 2025	
I. ASSETS					
(1) Financial Assets					
(a) Cash and cash equivalents	8	26.44		5,213.07	
(b) Receivables	9				
(i) Trade receivables		637.49		-	
(c) Loans	10	1,28,930.80		1,21,168.94	
(d) Investments	11	6,159.50		3,990.89	
(e) Other financial assets	12	200.00	1,35,954.23	245.00	1,30,617.91
(2) Non-Financial Assets					
(a) Current tax assets (net)	13	585.36		791.41	
(b) Deferred tax assets (net)	14	1,707.99		1,638.10	
(d) Other non- financial assets	15	112.23	2,405.59	81.87	2,511.39
Total Assets			**1,38,359.82**		**1,33,129.30**
II. LIABILITES AND EQUITY					
Liabilities					
(1) Financial Liabilities					
Payables	16				
(a) Trade payables					
(i) total outstanding dues of micro enterprises and small enterprises		-		-	
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		12.98		25.73	
(b) Borrowings (other than debt securities)	17	13,835.79		8,457.79	
(c) Other financial liabilities	18	79.95	13,928.71	61.93	8,545.45
(2) Non-Financial Liabilities					
(a) Current tax liabilities (net)		-			
(b) Other non-financial liabilities	19	10.14	10.14	180.36	180.36
Total Liabilities			13,938.85		8,725.80
(3) Equity					
(a) Equity share capital	20	35,000.00		35,000.00	
(b) Other equity	21	89,420.97		89,403.50	
Total Equity			1,24,420.97		1,24,403.50
Total Liabilities and Equity			**1,38,359.82**		**1,33,129.30**

The accompanying notes 1 to 34 forms an integral part of the Financial Statements

As per our report of even date attached
For TDK & Co.
Chartered Accountants
Firm Registration No: 109804W

sd/-
Neelanj Tilakchand Shah
Partner
Membership No- 121057

UDIN: 26121057EQHIQF5981
Place of Signature : Kolkata
Date : 29.05.2026

For and on behalf of the Board of Directors
For Decillion Finance Limited

Sd/-
Jitendra Kumar Goyal
Managing Director
DIN: 00468744

Sd/-
Priyanka Mohta
Director
DIN: 08853818

Sd/-
Shruti Poddar
Company Secretary

Sd/-
Sonia Ghosh
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS for the years ended 31st March 2026 (Rs in '000)

Particulars	Note No	Year ended 31st March 2026	Year ended 31st March 2025
Revenue from operations			
i) Interest income	22	10,446.57	10,470.05
ii) Dividend	23	-	-
iii) Net gain on fair value change	24	-	-
I Total Revenue from operations		10,446.57	10,470.05
II Other Income	25	34.24	265.46
III Total Income(I+II)		**10,480.81**	**10,735.51**
Expenses:			
i) Finance cost	26	420.00	426.81
ii) Net loss on fair value change	24	7,785.61	6,569.99
iii) Impairment of financial instruments	27	408.52	-
iv) Employee benefit expense	28	1,129.02	1,795.57
v) Other expenses	29	1,041.75	1,060.08
IV Total Expenses		**10,784.89**	**9,852.44**
V Profit before exceptional items and tax (III - IV)		**-304.08**	**883.07**
VI Exceptional Items			-
VII Profit /(Loss) before tax (V + VI)		**-304.08**	**883.07**
VIII Tax expense :	30		
(1) Current tax		30.06	150.54
(2) Deferred tax		-69.89	61.73
(3) Tax adjustment for earliers		67.65	10.93
Total tax expense		**27.83**	**223.20**
IX Profit /(Loss) for the period from continuing operations (VII - VIII)			
X Profit /(Loss) for the year		**-331.90**	**659.87**
XI Other Comprehensive Income / (Loss)	31		
(A) (i) Items that will not be reclassified to profit or loss		349.38	-
(ii) Income tax relating to items that will not be recycled to profit or loss		-	0.00
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be recycled to profit or loss		-	-
Total other Comprehensive Income / (Loss) (A)+(B)		**349.38**	**-**
XII Total Comprehensive Income /(Loss) for the year (X + XI)		**17.47**	**659.87**
(Comprising of profit /(loss) and other comprehensive income/(loss) for the year)			
XIII Earnings per equity share*(Nominal value per share Rs 10 /-)*			
Basic and diluted **(Refer Note no 32 (4))**		**-0.09**	**0.19**
Number of shares used in computing earnings per share			
Basic and diluted **(Refer Note no 32 (4))**		3,500	3,500

The accompanying notes 1 to 34 forms an integral part of the Financial Statements

As per our report of even date attached
For TDK & Co.
Chartered Accountants
Firm Registration No: 109804W

sd/-
Neelanj Tilakchand Shah
Partner
Membership No- 121057

UDIN: 26121057EQHIQF5981
Place of Signature : Kolkata
Date : 29.05.2026

For and on behalf of the Board of Directors
For Decillion Finance Limited

Sd/-
Jitendra Kumar Goyal
Managing Director
DIN: 00468744

Sd/-
Priyanka Mohta
Director
DIN: 08853818

Sd/-
Shruti Poddar
Company Secretary

Sd/-
Sonia Ghosh
Chief Financial Officer

CASH FLOW STATEMENT for the year ended 31st March 2026 (Rs in '000)

Particulars	Year ended 31st March 2026		Year ended 31st March 2025	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before exceptional items and tax		**(304.08)**		**883.07**
Adjustments to reconcile profit before exceptional items and tax				
Finance costs	420.00		426.81	
Interest on TDS/Income tax refund	(34.24)		(20.19)	
Other miscellaneous income	0.00		-	
Expected credit loss /(Reversal) of Expected credit loss	-		(245.27)	
		385.76		161.34
Operating profit/loss before working capital changes		**81.68**		**1,044.41**
Adjustments to reconcile operating profit to cash flow				
Decrease/(increase) in trade and other receivables	(637.49)		3,750.00	
Decrease/ (Increase) in loans	(7,761.86)		4,905.38	
Decrease/ (Increase) in investments	(2,168.61)		(51.26)	
Decrease/ (Increase) in financial assets	45.00		(45.00)	
Decrease/ (Increase) in current tax assets	206.05			
Decrease/ (Increase) in deferred tax assets	(69.89)			
Decrease / (Increase) in other non-financial assets	(30.35)		169.12	
(Decrease)/ Increase in trade payables	(12.75)		(4,974.27)	
(Decrease)/ Increase in other non-financial liabilities	(170.22)		169.89	
(Decrease)/Increase in other financial liabilities	18.02		(2.05)	
		-10,582		3,921.80
Cash generated from operations		**(10,500.42)**		**4,966.21**
Tax Expense		28		161.47
Exceptional items		349		-
Net cash generated from operating activities A		**(10,178.87)**		**4,804.74**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Interest on IT Refunds	34.24		20.19	
Other miscellaneous income	0.00		-	
Net cash used in investing activities B		**34.24**		**20.19**
C. CASH FLOW FROM FINANCING ACTIVITIES				
Borrowings (other than debt instruments)	5,378.00		182.77	
Interest Expense	(420.00)		(426.81)	
Net cash (used in) financing activities C		**4,958.00**		**-244.04**
Net decrease/ Increase in cash and cash equivalents (A+B+C)		**-5,186.63**		**4,580.90**
Opening cash and cash equivalents		**5,213.07**		**632.17**
Closing cash and cash equivalents for the purpose of Cash Flow Statement		**26.44**		**5,213.07**

The accompanying notes 1 to 34 are an integral part of the financial statements

Notes:
1) The above Cash Flow Statement has been prepared under the " Indirect Method " as set out in the Indian Accounting Standard (Ind AS)-7on Statement of Cash Flows
2) Cash and cash equivalents do not include any amount which is not available to the Company for its use
3) Cash and cash equivalents as at the Balance Sheet date consists of: **(Rs in 000)**

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Balances with banks		
On current accounts	3.91	5,141.80
Cash on hand	22.54	71.28
Closing cash and cash equivalents **(Refer Note 8)**	26.44	5,213.07
Add : Deposits with banks (with more than 12 months maturity) and interest accrued there upon.	-	-
Closing cash and cash equivalents for the purpose of cash flow statement	**26.44**	**5,213.07**

As per our report of even date attached
For TDK & Co.
Chartered Accountants
Firm Registration No: 109804W

sd/-
Neelanj Tilakchand Shah
Partner
Membership No- 121057

UDIN: 26121057EQHIQF5981
Place of Signature : Kolkata
Date : 29.05.2026

For and on behalf of the Board of Directors
For Decillion Finance Limited

Sd/-
Jitendra Kumar Goyal
Managing Director
DIN: 00468744

Sd/-
Priyanka Mohta
Director
DIN: 08853818

Sd/-
Shruti Poddar
Company Secretary

Sd/-
Sonia Ghosh
Chief Financial Officer

Statement of changes in Equity for the year ended 31st March 2026

(a). Equity Share capital:

For the year ended 31st March, 2026 **(Rs in '000)**

Balance as at 1st April, 2025	Changes in equity share capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the year	Balance as at 31st March, 2026
35,000.00		-	-	35,000.00

For the year ended 31st March, 2025

Balance as at 1st April, 2024	Changes in equity share capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the year	Balance as at 31st March, 2025
35,000.00		-	-	35,000.00

(b). Other equity :

	Reserves and Surplus				Other Comprehensive Income	Total other equity
	Capital reserve	Securties premium	Retained Earnings	Statutory reserve		
Balance as at 1st April, 2025	8,294.00	66,000.00	13,121.45	1,988.04	-	**89,403.50**
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the period	-	-	-	-	-	-
Changes in equity during the year ended 31st March, 2026	-	-	-	-	-	-
Profit for the year	-	-	-331.90	-66.38		-265.52
Transfer to statutory reserve	-	-	66.38	-	-	-66.38
Transfer to /from capital reserve	-	-	-	-	-	-
Other Comprehensive income/loss for the year	-	-	-	-	349.38	349.38
Transfer from/to other Comprehensive income/retained earnings	-	-	-	-	-	-
Tax Impact There on	-	-	-	-	-	-
Balance as at 31st March, 2026	**8,294.00**	**66,000.00**	**12,855.93**	**1,921.66**	**349.38**	**89,420.97**

(b). Other equity (Contd...)

	Reserves and Surplus				Other Comprehensive Income	Total other equity
	Capital reserve	Securties premium	Retained Earnings	Statutory reserve		
Balance as at 1st April, 2024	8,294.00	66,000.00	12,593.56	1,856.07	-	**88,743.63**
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the period	-	-	-	-	-	-
Changes in equity during the year ended 31st March, 2025	-	-	-	-	-	-
Profit for the year	-	-	659.87	131.97		791.84
Transfer to statutory reserve	-	-	-131.97	-	-	(132)
Transfer to /from capital reserve	-	-	-	-	-	-
Other Comprehensive income/loss for the year	-	-	-	-	-	-
Transfer from/to other Comprehensive income/retained earnings	-	-	-	-	-	-
Tax Impact There on	-	-	-	-	-	-
Balance as at 31st March, 2025	**8,294.00**	**66,000.00**	**13,121.45**	**1,988.04**	-	**89,403.50**

As per our report of even date attached
For TDK & Co.
Chartered Accountants
Firm Registration No: 109804W

sd/-
Neelanj Tilakchand Shah
Partner
Membership No- 121057

UDIN: 26121057EQHIQF5981
Place of Signature : Kolkata
Date : 29.05.2026

For and on behalf of the Board of Directors
For Decillion Finance Limited

Sd/-
Jitendra Kumar Goyal
Managing Director
DIN: 00468744

Sd/-
Priyanka Mohta
Director
DIN: 08853818

Sd/-
Shruti Poddar
Company Secretary

Sd/-
Sonia Ghosh
Chief Financial Officer

Notes forming part of the Financial Statements

Note No : 1 Corporate Information

DECILLION FINANCE LIMITED ("the Company") is a public limited company incorporated and domiciled in India. The registered office of the Company is situated at 3, Bentinck Street, 4th Floor Room No-D8, Kolkata-700 001, West Bengal, India. The Company's shares are listed on the BSE Ltd and The Calcutta Stock Exchange.

The Company is a Non-Deposit taking Systematically not important Non-Banking Financial Company and is Registered under Section 45-IA of the Reserve Bank of India Act, 1934. The Company is engaged in the business of making investments in shares and Securities, extending loans and advances and other financial services activities, except insurance and pension, funding activities, n.e.c The financial statements for the year ended 31st March, 2026 were approved for issuance by the Board of Directors of the Company in their meeting held on May 29, 2026 and is subject to the adoption and approval by the shareholders in the ensuing 32nd Annual General Meeting.

Note No. : 2 Basis of preparation

The accompanying financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). For all periods up to and including the year ended 31 March 2026, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).

Historical cost convention

The financial statements have been prepared on a historical cost basis, except for derivative financial instruments and other financial assets held for trading all of which have been measured at fair value.

Use of Estimates and Judgements

The preparation of financial statements requires the management to make judgements, accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent liabilities, at the end of the reporting period.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company are discussed in **Note 7 - Significant accounting judgements, estimates and assumptions.**

The financial statements including notes thereon are presented in Indian Rupees ("Rupees"or "Rs."), which is the Company's functional and presentation currency. All amounts disclosed in the financial statements including notes thereon have been rounded off to the nearest thousands as per the requirement of Schedule III to the Act, unless stated otherwise.

Note No. : 3 Presentation of Financial Statement

These financial statements have been prepared in all material aspects in accordance with the Indian Accounting Standards (Ind AS) Statements as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements of the Company are presented in order of liquidity and in accordance with Schedule III (Division III) of the Companies Act, 2013 applicable to NBFCs, as notified by the Ministry of Corporate Affairs (MCA). An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in **Note 32(1)**

Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:
I) The normal course of business
ii) The event of default
iii) The event of insolvency or bankruptcy of the company and/or its counterparties

Note No. : 4 Statement of Compliance with Ind AS
These financial statements of the Company have been prepared in accordance with Indian Accounting Standards ['Ind AS'] as prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015 (as ammended) and other relevant provisions of the Act to the extent applicable and applicable guidelines issued by the Securities and Exchange Board of India ('SEBI')

Note No. : 5 Significant Accounting Policies
5.1 Revenue recognition
Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract:
A performance obligation is a promise in a contract with a customer to transfer a good or a service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Revenue includes the following:
I) Interest Income
Under Ind AS 109 interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at

FVTPL. The EIR in case of a financial asset is computed

a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
b. By considering all the contractual terms of the financial instrument in estimating the cash flows
c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in the statement of profit and loss with the corresponding adjustment to the carrying amount of the assets. Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortized cost (net of provision) of the financial asset.

II) Dividend Income

Dividend income is recognised on the date when the Company's right to receive the dividend is established , it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. in case of interim dividend, on the date of declaration by the Board of Directors; whereas in case of final dividend, on the date of approval by the shareholders.

III) Net Gain/(Loss) on Fair Value Changes

Any differences between the fair values of financial assets (including investments, derivatives and stock in trade) classified as fair value through the profit or loss ("FVTPL") held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of profit and loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL is recognised in net gain / loss on fair value changes. However, net gain / loss on derecognition of financial instruments classified as amortized cost is presented separately under the respective head in the statement of profit and loss.

Income from investments in Equity / Preferance which are included within FVTOCI Category (Fair value through Other Comprehensive income) are recognised in OCI (Other comprehensive income) except the dividend on such investments which are recognised in Statement of Profit and Loss.

IV) Other Income

In respect of other heads of income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is made

5.2 Financial Instruments

(I) Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments, as described in subsequent notes. Financial instruments are initially measured at their fair value, except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from, this amount. Trade receivables are measured at the transaction price. When the fair value of financial instruments at initial recognition differs from the transaction price, the company ,accounts for the Day 1 profit or loss, as described below.

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the company recognizes the difference between the transaction price and fair value in net gain/(loss) on fair value changes.

(ii) Classification of financial instruments

The Company classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost

2. Financial assets to be measured at fair value through other comprehensive income (FVTOCI)

3. Financial assets to be measured at fair value through profit or loss account (FVTPL)

The classification depends on the contractual terms of the financial assets, cash flows and the Company's business model for managing financial assets. The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The business model is assessed on the basis of aggregated portfolios based on observable factors. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account.

The Company also assesses the contractual terms of financial assets on the basis of its contractual cash flow characteristics that are solely for the payments of principal and interest on the principal amount outstanding. 'Principal' is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

iii) Financial Assets and Liabilities

(a) Financial assets measured at amortized cost

These financial assets comprise bank balances, loans, trade receivables and other financial assets.

Financial Assets with contractual terms that give rise to cash flows on specified dates and represent solely payments of principal and interest (SPPI) on the principal amount outstanding and are held within a business model whose objective is achieved by holding to collect contractual cash flows are measured at amortized cost.

These financial assets are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortized cost. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or a financial liability.

(b) Financial assets measured at fair value through other comprehensive income

Debt instruments

Investments in debt instruments are measured at fair value through other comprehensive income where they have:

a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and

b) are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income (a separate component of equity).

Impairment losses or reversals, interest revenue are recognised in statement of profit and loss.
Upon disposal, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit and loss.

As at the reporting date the Company does not have any financial instruments measured at fair value through other comprehensive income.

Equity instruments
Investment in equity instruments are generally accounted for as at fair value through the statement of profit and loss account unless an irrevocable election has been made by management to account for at fair value through other comprehensive income such classification is determined on an instrument-by-instrument basis. Amounts presented in other comprehensive income for equity instruments are not subsequently transferred to statement of profit and loss. Dividends on such investments are recognised in statement of profit and loss.

(c) Items at fair value through profit or loss
The financial assets are classified as FVTPL if these do not meet the criteria for classifying at amortized cost or FVOCI. Items at fair value through profit or loss comprise:
• Investments (including equity shares) and stock in trade held for trading;
• Items specifically designated as fair value through profit or loss on initial recognition; and
• Debt instruments with contractual terms that do not represent solely payments of principal and interest.
• Derivative transactions

Financial instruments held at fair value through profit or loss are initially recognised at fair value, with transaction costs recognised in the statement of profit and loss as incurred.

Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

Financial instruments held for trading
A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

d) The Company classifies its financial liabilities at amortized costs unless it has designated liabilities at fair value through the statement of profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

(e) Derivatives
The Company enters into derivative transactions being equity derivative transactions in the nature of Futures and Options in Equity Stock/ Index for trading purposes. Derivatives are recorded at fair value and carried as assets when their fair value is positive and as liabilities when their fair value is negative. The notional amount and fair value of such derivatives are disclosed separately. Changes in the fair value of derivatives are included in net gain on fair value changes.

(f) Impairment of financial assets

Overview of the ECL principles

The Company recognises loss allowances (provisions) for expected credit losses on its financial assets that are measured at amortised costs or at transaction cost which may approximates fair value. However at the reporting date, the company does not have any exposure to non-fund exposures. The Company applies a three-stage approach to measuring expected credit losses (ECLs) for the following categories of financial assets that are not measured at fair value through profit or loss:

• debt instruments measured at amortised cost
• loan commitments; and
• financial guarantee contracts

However at the reporting date, the company does not have any loan commitments and financial guarantee contracts.

Equity instruments are not subject to impairment under Ind AS 109. The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Company's loan portfolio comprises of only class, i.e Unsecured loans repayable on demand both to corporates and Indiviuals

Stage 1

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Company classifies all standard advances and advances upto 30 days default from the date of demand of loan under this category. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2. The company has only one class of loan portfolio i.e. unsecured loans repayable on demand

Stage 2

All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. 31 days to 90 days past due from the date of demand is considered as significant increase in credit risk.

Stage 3

All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount 90 days past due from the date of demand is considered as default for classifying a financial instrument as credit impaired.

Since the company has only one class of loan i.e unsecured loans repayable on demand, 12 month expected credit loss will be just the same as lifetime expected credit loss, because the loan is repayable on demand which is shorter than 12 months as a result lifetime of a loan is that short period required to transfer cash when demanded by the company.

Credit-impaired financial assets
At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt financial assets carried at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The mechanics of ECL
Ind AS requires the company to calculate ECL based on probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to the Company in accordance with the contract and the cashflows that the company expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:
Probability of default (PD) - The probability of default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Exposure at default (EAD) - The exposure at default is an estimate of the exposure at a future default date.

Loss given default (LGD) - The loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. Since all the loans given by the company are repayable on demand, in this specific of on-demand repayable loan there are two options
1) The borrower is able to pay immediately (if demanded) or
2) The borrower is not able to pay immediately

Hence the company examines whether the borrower has sufficient liquid assets to repay the loan immediately If the borrower has sufficient liquid assets (cash and cash equivalents) to repay the outstanding loan including interest accrued therein, then ECL is close to zero, because probablity of default is zero
However, the probability of loss (PD) is not zero, if the company assess that the borrower has no sufficient liquid assets to repay the loan when demaded and accordingly the Company estimates the PD based on historical observed default rates adjusted for forward looking estimates, based upon macro-economic developments occuring in the economy and market it operates in and the relationship between key economic trends like GDP, benchmark rates set by the Reserve Bank of India, inflation and most importantly the competitive advantage and disadvantage the company has in comparison to its peer group(s).

Since the company's loan portfolio mainly comprises of unsecured loans (repayable on demand), Loss given default (LGD) is always close to 100%. While the internal estimates of PD, LGD rates by the Company may not be always reflective of such relationships as temproray overlays (as mentioned in above para(s)), if any, are embedded in the methodology to reflect such macro economic trends reasonably.

Trade Receivables
The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. An

impairment analysis is performed at each balance sheet date on an individual basis for major clients. In addition,number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Based on Company's past history and the model under which it works, where it obtains most of the revenues on cut off dates or on settlement date.

(I) Write-offs

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the client or borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

However the Company continue to monitor such bad loans and takes every possible effort towards its recovery.

(ii) Fair value measurements

Fair value is a market-based measurement, not an entity-specific measurement. Under Ind AS, fair valuation of financial instruments is guided by Ind AS 113 "Fair Value Measurement."

For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability).

Three widely used valuation techniques specified in the said Ind AS are the market approach, the cost approach and the income approach which have been dealt with separately in the said Ind AS. Each of the valuation techniques stated as above proceeds on different fundamental assumptions, which have greater or lesser relevance, and at times there is no relevance of a particular methodology to a given situation. Thus, the methods to be adopted for a particular purpose must be judiciously chosen. The application of any particular method of valuation depends on the company being evaluated, the nature of industry in which it operates, the company's intrinsic strengths and the purpose for which the valuation is made. In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 financial instruments - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments - Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

Level 3 financial instruments - Those that include one or more unobservable input that is significant to the measurement as whole. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. No such instances of transfers between levels of the fair value hierarchy were recorded during the reported period.

Further In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in statement of profit and loss when the inputs become observable, or when the instrument is derecognised.

5.3 Expenses

(I) Finance costs

Finance costs represents Interest expense recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL.

Since the short term borrowings were for short term duration and repayable on demand, hence the same is recorded at transaction value All other expenses are recognised in the period they accrue/occur.

(ii) Employee Benefits

a) Short-term employee benefits

Short-term employee benefits in respect of salaries and wages, including non-monetary benefits if any are recognised as expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

b) Defined contribution plans

The Company does not have any obligation towards defined contribution plans

c) Defined benefit plans

The Company does not have any obligation towards defined benefit plans

(iii) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in Statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity respectively.

a) Current tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities using the tax rates and tax laws that are enacted orsubstantively enacted by the reporting date and applicable for the period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously

b) Deferred tax

Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.
Deferred income tax is determined using tax rates (and Laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liablity is settled.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss.

Deferred tax assets are recognized for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

Goods and services tax / value added taxes paid on incurring expenses

Since the Company is not required to get registered under Goods and Services Tax Act, (GST ACT), GST paid on expenses incurred are charged to statement of profit and loss.

5.4 Cash and Cash Equivalents

Cash and cash equivalents in the Balance sheet comprise cash on hand, balance with banks on current accounts and short term, highly liquid investments (if any) with an original maturity of three months or less and which carry insignificant risk of changes in value.

5.5 Leases

At the inception of the contract, the Company assesses whether a contract is, or contain, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether:

A) The contract involves the use of an identified asset, this may be specified explicitly or implicitly.
B) The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and
C) The Company has right to direct the use of the asset.
With effect from April 1, 2019, new Ind AS 116 -Leases has come into effect replacing Ind AS 17 Ind AS 116 - Leases introduces a single, on- balance sheet laese accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Lessor accounting remains similar to the current standard - i.e. lessors continue to classify leases as finance or operating leases. However the company does not have any lease contracts as a lessee, hence there is no impact in the financial statements of the Company.

5.6 Provisions, contingent liabilities and contingent assets
a) A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are not recognised for future operating losses.If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the passage of time is recognized as finance costs.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation as at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the mreceivable can be measured reliably. The expense relating to provision is presented in the Statement of Profit and Loss net of any reimbursement.

b) A contingent liability is not recognised in the financial statements, however, is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote. If it becomes probable that an outflow of future economic benefits will be required for an item dealt with as a contingent liability, a provision is recognized in the financial statements of the period (except in the extremely rare circumstances where no reliable estimate can be made).

c) A contingent asset is not recognised in the financial statements, however, is disclosed, where an inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

d) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

5.7 Earnings per Share
The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share
a) Basic earnings per share are computed by dividing the net profit/(loss) after tax (excluding other comprehensive income) by the weighted average numberof equity shares outstanding during the year.
b) Diluted earnings per share are computed by dividing the net profit/(loss) after tax (excluding other comprehensive income) by the weighted average numberof equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the

conversion of all dilutive potential equity shares.

5.8 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands as per the requirements

5.9 Exceptional Items

The term exceptional items is neither defined in Ind AS nor in Schedule III. However, Ind AS 1 has reference to such items in paras 85,86,97 & 98. Accordingly when the items of income or expenses are material, the Company discloses its nature and amount separately. Following circumstances (as per para 98) gives circumstances that would give rise to the separate disclosure of items of income and expenses and includes:

1) Written down of inventories to net reliasable value or of PPE to recoverable amount, as well as reversals of such write-downs

2) restructuring of the activities of an entity and reversals of any provisions for the costs of restructuring;

3) disposals of items of PPE

4) disposals of investments

5) discontinued operations

6) litigations settlements; and

7) other reversals of provisions

In case the company has more than one such item of income/expense of the above nature which is exceptional, then such items are disclosed on the face of the Statement of Profit and Loss. However the Company does not have any exceptional items during the current reporting period.

5.10 Contingencies and events occurring after the Balance Sheet Date

Events occurring after the date of the Balance Sheet, which provide further evidence of conditions that existed at the Balance Sheet date or that arose subsequently, are considered upto the date of approval of accounts by the Board of Directors, where material.

5.11 Dividends on Ordinary Shares

The Company recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders A corresponding amount is recognised directly in equity.

6. Segement Information

Primary Segment

The Company's primary business segments are reflected based on the principal business carried out i.e. Investments & Financing. All other activities of the Company revlove around the main business. The risk and returns of the business of the Company is not associated with geographical segmentation, hence there is no secondary segment reporting based on geographical segment. As such, there are no separate reportable segments as per the Indian Accounting Standard 108

7. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company’s financial statements in conformity with the Ind AS requires the managementto make judgments, estimates and assumptions that affect the reported amounts of evenues, expenses, assetsand liabilities and the accompanying disclosure and the disclosure of ontingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applyingaccounting policies that have the most significant effect on the amounts recognized in the financial statements isincluded in the following notes:

7.1 Business Model Assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test.The Company determines the business model at a level that reflects how groups of financial assets are managedtogether to achieve a particular business objective. This assessment includes judgement reflecting all relevantevidence including how the performance of the assets is evaluated and their performance is measured, the risksthat affect the performance of the assets and how these are managed and how the managers of the assets arecompensated. The Company monitors financial assets measured at amortised cost or fair value through othercomprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoringis part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

7.2 Fair Value Measurement

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measuredbased on quoted prices in active markets, their fair value is measured using different valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasiblea degree of judgment is required in establishing fair values. Judgments include considerations of inputs suchas liquidity risk, credit risk and volatility.
Changes in assumptions about these factors could affect the reported fair value of financial instruments.

7.3 Impairment of financial asset

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary. The impairment loss on loans and advances is disclosed in more detail in Note 5.2 (iii)(f) Overview of ECL principles.

7.4 Contingent liabilities and Provisions other than Impairment on Loan Portfolio

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration in the ordinary course of the Company's business. When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

7.5 Effective Interest Rate (EIR)

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycleof the instruments, as well expected changes to India's base rate and other fee income/ expense that are integralparts of the instrument

Note No. : 8 Cash and cash equivalents

(Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
Balances with banks		
On current accounts	3.91	5,141.80
Cash on hand	22.54	71.28
	26.44	**5,213.07**

Note No. : 9 Receivables

(I) Trade receivables

(Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
Trade receivables considered good-secured	-	-
Trade receivables considered good-unsecured	637.50	
Trade receivables which have significant increase in credit risk	-	-
Trade receivables credit-impaired	-	-
Total	**637.50**	**-**
Allowances for impairment loss	-	-
Total	**637.50**	**-**

Particulars	As at 31st March 2026	As at 31st March 2025
Out of the above Trade receivables **Trade receivables from Related parties**	**-**	**-**

No trade or other receivable are due by directors or other officers of the NBFC or any of them either severally or jointly with any person, or debts due by firms including LLP, private companies respectively in which any director is a partner, or a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

The Company does not felt necessary to provide for Expected credit loss on trade receivables, as historic credit lossover the preceding three to five years on the total balance of non-credit impaired trade receivables is close to Nil

Reconciliation of impairment allowance on trade receivables

Particulars	Amount
Impairment allowance measured as per simplified approach	
Impairment allowance as on April 01, 2024	
Add: Addition during the year	Nil
Less: Reduction during the year	Nil
Impairment allowance as on March 31, 2025	Nil
Add: Addition during the year	Nil
Less: Reduction during the year	Nil
Impairment allowance as on March 31, 2026	Nil

Additional disclosure pursunat to MCA Notification dated 24th March 2025

Particulars	Outstanding for following periods from due date of payment					
	less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Trade receivables - considered good						
F.Y 2025-26	637.50	-	-	-	-	**637.50**
F.Y 2024-25		-	-	-	-	**-**
(ii) Undisputed - Trade receivables having significant increase in credit risk						
F.Y 2025-26	-	-	-	-	-	-
F.Y 2024-25	-	-	-	-	-	-
(iii) Undisputed - Trade receivables - Credit impaired						
F.Y 2025-26	-	-	-	-	-	-
F.Y 2024-25	-	-	-	-	-	-
(iv) Disputed - Trade receivables - considered good						
F.Y 2025-26	-	-	-	-	-	-
F.Y 2024-25	-	-	-	-	-	-
(v) Disputed - Trade receivables having significant increase in credit risk						
F.Y 2025-26	-	-	-	-	-	-
F.Y 2024-25	-	-	-	-	-	-
(vi) Disputed - Trade receivables - Credit impaired						
F.Y 2025-26	-	-	-	-	-	-
F.Y 2024-25	-	-	-	-	-	-
Total						
F.Y 2025-26	**637.50**	**-**	**-**	**-**	**-**	**637.50**
F.Y 2024-25	-	-	-	-	-	**-**

Note No. : 10 Loans **(Rs in '000)**

Particulars	As at March, 2026	As at March, 2025
	At amortised cost	At amortised cost
(A)		
i) Bills purchased and bills discounted	-	-
ii) Loans repayable on demand	1,35,716.63	1,27,546.27
iii) Term loans	-	-
iv) Leasing	-	-
v) Factoring	-	-
v) Others	-	-
Total (A) Gross	**1,35,716.63**	**1,27,546.27**
Less: Impairment loss allowance	6,785.83	6,378.87
Total (A) Net	**1,28,930.80**	**1,21,167.40**

Note No. : 10 Loans (Contd..) **(Rs in '000)**

Particulars	As at March, 2026 At amortised cost	As at March, 2025 At amortised cost
(B)		
i) Secured by tangible assets	-	
ii) Unsecured	1,35,716.63	1,27,546.27
Total (B) Gross	**1,35,716.63**	**1,27,546.27**
Less: Impairment loss allowance	6,785.83	6,378.87
Total (B) Net	**1,28,930.80**	**1,21,167.40**
(C)		
i) Public sector	-	-
ii) Others	-	-
Retail	1,35,716.63	1,27,546.27
Corporates	-	-
Total (C) Gross	**1,35,716.63**	**1,27,546.27**
Less: Impairment loss allowance	6,785.83	6,378.87
Total (C) Net	**1,28,930.80**	**1,21,167.40**

Particulars	As at March, 2026 At amortised cost	As at March, 2025 At amortised cost
Out of the above loans		
Loans to related parties	65,592.35	77,430.89

Type of borrowers	Amount Of Loan or Advance in the nature of loan Outstanding	Percentage to the Loans & Advances in the nature of Loans
Promoters	37,171.39	27.39%
Directors	-	0.00%
KMPs	-	0.00%
Related Parties	28,420.96	20.94%

Credit quality of assets

The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internalpolicy and year end stage classification. The amount presented are gross of impairment allowances. Company's internal guidelines on ECL allowances are set out in Note no 5.2 (f) and Note no. 34(1)

(Rs in 000)

Particulars	As at March, 2026	As at March, 2025
Stage wise break up of loans		
Low credit risk (Stage 1)	1,35,747.73	1,27,577.37
Significant increase in credit risk (stage 2)	-	-
Credit impaired (Stage 3)	-31.10	-31.10
Total	**1,35,716.63**	**1,27,546.27**

An analysis of changes in the gross carrying amount as follows

(Rs in 000)

Particulars	As at March, 2026				As at March, 2025			
	Stage 1 collective	**Stage 2 collective**	**Stage 3 collective**	**Total**	**Stage 1 collective**	**Stage 2 collective**	**Stage 3 collective**	**Total**
Gross carrying amount opening balance	1,27,577.37	-	-31.10	1,27,546.27	1,32,451.65	-	-	1,32,451.65
New assets orginated or purchased	75,324.75	-	-	75,324.75	85,004.39	-	-	85,004.39
Assets derecognised or repaid (excluding write offs)	-67,154.39	-	-	-67,154.39	-89,878.67	-	-	-89,878.67
Transfers to stage 1		-	-	-	-	-	-	-
Transfers to stage 2		-	-	-	-	-	-	-
Transfers to stage 3		-	-	-	-	-	-	-
Changes to contractual cash flows due to modifications not resulting in derecognition		-	-	-	-	-	-	-
Amounts written off		-	-	-		-	-31.10	-31.10
Gross carrying amount closing balance	**1,35,747.73**	-	**-31.10**	**1,35,716.63**	**1,27,577.37**	-	-31.10	**1,27,546.27**

Reconciliation of ECL Balance

(Rs in 000)

Particulars	As at March, 2026				As at March, 2025			
	General approach				General approach			
	Stage 1 collective	**Stage 2 collective**	**Stage 3 collective**	**Total**	**Stage 1 collective**	**Stage 2 collective**	**Stage 3 collective**	**Total**
ECL allowance - opening balance	6,378.87	-	-1.56	6,377.31	6,622.58	-	-	6,622.58
New assets orginated or purchased	3,766.24	-	-	3,766.24	4,250.22	-	-	4,250.22
Assets derecognised or repaid (excluding write offs)	-3,357.72	-	-	-3,357.72	-4,493.93	-	-	-4,493.93
Transfers to stage 1	-	-	-	-	-	-	-	-
Transfers to stage 2	-	-	-	-	-	-	-	-
Transfers to stage 3	-	-	-	-	-	-	-	-
Impact on year end ECL of exposures transferred between stages during the year and reversal of ECL on account of recovery	-	-	-	-	-	-	-	-
Unwinding of discount	-	-	-	-	-	-	-	-
Changes to contractual cash flows due to modifications not resulting in derecognition	-	-	-	-	-	-	-	-
Changes to models and inputs used for ECL calculations	-	-	-	-	-	-	-	-
Amounts written off	-	-	-	-	-	-	-	-
ECL allowance - closing balance	**6,787.39**	**-**	**-1.56**	**6,785.83**	**6,378.87**	-	-	**6,378.87**

Particulars	Amount In Rs 000	
Provision as per RBI Prudential Norms	**As at March, 2026**	**As at March, 2025**
Standard Asset	339.37	318.94
Sub-Standard Asset	-	-
Doubtful Asset	-	-
Loss Asset	-	-31.10
Total	**339.37**	**287.84**

Notes

a) Asset classifiation is as per Reserve Bank of India guidelines and provisions is as per Expected Credit Loss methodologyas per Ind AS which is higher than minimum required as per prudential norms

b) As the ECL provisions is higher than provision required under IRACP (Income Recognition, Assets classification & provisioning, there is no requirement to create Impairment allowance reserve.

Note No. : 11 Investments

	As at March, 2026					
		At fair value				
Particulars	**Amortised cost**	**Through Other Comprehensive Income**	**Designated at Fair Value through Profit or Loss**	**Sub-Total**	**Others**	**Total**
	1	**2**	**3**	**4 = 2 + 3**	**5**	**6 = 1 + 5**
i) Mutual funds	-	-		-	-	-
ii) Government securities	-	-		-	-	-
iii) Debt securities (Quoted)	-	-		-	-	-
iii) Equity instruments (quoted)	-	-	115.88	115.88	-	115.88
iv) Equity instruments (unquoted)	-	1,343.62	4,700.00	6,043.62	-	6,043.62
v) Subsidiaries (at cost)	-	-	-	-	-	-
vi) Associates (at cost)	-	-	-	-	-	-
vii) Others	-	-	-	-	-	-
Total (A) Gross	**-**	**1,343.62**	**4,815.88**	**6,159.50**	**-**	**6,159.50**
i) Investments outside India	-	-	-	-	-	-
ii) Investments in India	-	1,343.62	4,815.88	6,159.50	-	6,159.50
Total (B) Gross	**-**	**1,343.62**	**4,815.88**	**6,159.50**	**-**	**6,159.50**
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
Total - Net (D)= (A)-(C)	**-**	**1,343.62**	**4,815.88**	**6,159.50**	**-**	**6,159.50**

Note No. : 11 Investments (Contd...)

Particulars	As at March, 2025					
		At fair value				
	Amortised cost	Through Other Comprehensive Income	Designated at Fair Value through Profit or Loss	Sub-Total	Others	Total
	1	2	3	4 = 2 + 3	5	6 = 1 + 5
i) Mutual funds	-	-	-	-	-	-
ii) Government securities	-	-	-	-	-	-
iii) Debt securities (Quoted)	-	-	-	-	-	-
iii) Equity instruments (quoted)	-	343.62	147.26	490.88	-	490.88
iv) Equity instruments (unquoted)	-	3,500.01	-	3,500.01	-	3,500.01
v) Subsidiaries (at cost)	-	-	-	-	-	-
vi) Associates (at cost)	-	-	-	-	-	-
vii) Others	-	-	-	-	-	-
Total (A) Gross	-	**3,843.63**	**147.26**	**3,990.89**	**-**	**3,990.89**
i) Investments outside India	-	-	-	-	-	-
ii) Investments in India	-	3,843.63	147.26	3,990.89	-	3,990.89
Total (B) Gross	-	**3,843.63**	**147.26**	**3,990.89**	**-**	**3,990.89**
Less: Allowance for impairment loss (C)	-	-	-	-	-	-
Total - Net (D)= (A)-(C)	-	**3,843.63**	**147.26**	**3,990.89**	**-**	**3,990.89**

As per Ind As 109, equity instruments measured at other than at cost and debt instruments measured at fair value through profit or loss do not require a separate evaluation of impairment amount.Hence, in such cases, the disclosure pertaining to impairment shall not be applicable.

Investments at FVTOCI (Non-trade)

(Rs in '000)

Equity (Unquoted) at FVTOCI (Non-trade)	Face Value	Quantity	As at 31st March 2026	Quantity	As at 31st March 2025
ABM Finlease Pvt. Ltd. (Incl. 104625 bonus share)	10		-	4,625	0.01
MOTI FINVEST PVT. LTD.	10		-	1,07,500	2,500.00
Prakash Estates Pvt. Ltd.	10	10,000	1,000.00	10,000	1,000.00
MCC Investment & Leasing Co Ltd.	10	16,600	343.62	16,600	343.62
Total			**1,343.62**		**3,843.63**
Aggregate Break-up value of Unquoted shares			1,020.75		5,372.16

(No of shares are in full figures)

Trade investments held as stock in trade and measured at FVTPL (Fair value through profit & loss)

Trade investments at FVTPL (Stock-in-trade) Quoted **(Rs in '000)**

Particulars	Face Value	Quantity	As at 31st March 2026	Quantity	As at 31st March 2025
Equity (Quoted)					
Nissan Copper Ltd.	10	16,786	0.00	16,786	12.59
McLEOD Russel (India) Ltd.	10	4,000	115.88	4,000	134.68
Total			**115.88**		**147.26**
Aggregate Market value of Quoted shares			**116.08**		147.26

Further refer note no 5.2 (iii) for the basis of classification, measurement and recognition of of FVTPL investments

Trade investments at FVTPL (Stock-in-trade) Unquoted					(Rs in '000)
Particulars	**Face Value**	**Quantity**	**As at 31st March 2026**	**Quantity**	**As at 31st March 2025**
Equity Unquoted					
Mayborn Investment Pvt Ltd.	10	47,000	4,700.00		-
Total			**4,700.00**		

Note No. : 12 Other financial assets **(Rs in '000)**

Particulars	As at 31st March 2026	As at 31st March 2025
Security deposit for rent	200.00	200.00
Other advances	-	45.00
	200.00	**245.00**

(a) Security deposit for rent is payable on demand, hence fair value approximates transaction value

Note No. : 13 Current tax assets (net)

(Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
Tax deducted at source	615.42	941.95
Less : Provision for Income Tax	-	150.54
Less : provision for Income Tax AY 2026-27	30.06	-
	585.36	**791.41**

Note No. : 14 Deferred tax Assets/Liabilites (net)

Movement of deferred tax during the year(s)

As at 31st March 2026

(Rs in '000)

Particulars	Opening Balance	Recognised in Profit or loss	Reclassified from equity to profit or loss	Recognised in Other Comprehensive Income	Closing Balance
Tax effect of items constituting deferred tax liabilities					
Investment	-	-	-	-	-
	0.00	**-**		**0.00**	**-**
Tax effect of items constituting deferred tax assets					
ECL	1,638.10	69.89	-	-	1,707.99
	1,638.10	**69.89**	**-**	**-**	**1,707.99**
Net deferred tax (Asset) Liabilites/ (Income) Expense	**-1,638.10**	**-69.89**		**0.00**	**-1,707.99**
As at 31st March 2025					
Tax effect of items constituting deferred tax liabilities	-	-	-	-	
Investment		-	-		0.00
	0.00	**-**	**-**	**0.00**	**0.00**
Tax effect of items constituting deferred tax assets					
ECL	1,699.84	-61.73	-	-	1,638.10
Investments	-	-	-	-	-
	1,699.84	-61.73	**-**	**-**	**1,638.10**
Net deferred tax (Asset) Liabilites/ (Income) Expense	**-1,699.84**	**61.73**	**-**	**0.00**	**-1,638.10**

Note No. : 15 Other non-financial assets

(Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
TDS (Rectification pending)	-	81.87
Income tax refundable	112.23	-
	112.23	**81.87**

Note No. : 16 Trade Payables

(Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
(i) total outstanding dues of micro enterprises & small enterprises	-	-
(i) total outstanding dues of creditors other than micro enterprises & small enterprises	12.98	25.73
	12.98	**25.73**

As per the requirements of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 with respect to trade payables , the Company has no outstanding towards it.

b) Trade Payables ageing Schedule (Rs in '000)

Particulars	Unbilled	Outstanding for following periods from due dates of payment			
		Less than 1 year	1 - 2 year	2 - 3 year	more than 3 year
As on 31 March 2026					
- MSME	-	-	-	-	-
- Others	-	12.98	-	-	-
- Disputed dues- MSME	-	-	-	-	-
- Disputed dues -Others	-	-	-	-	-
Total	**-**	**12.98**	**-**	**-**	**-**
As on 31 March 2025					
- MSME	-	-	-	-	-
- Others	-	25.73	-	-	-
- Disputed dues- MSME	-	-	-	-	-
- Disputed dues -Others	-	-	-	-	-
Total	**-**	**25.73**	**-**	**-**	**-**

Note No. : 17 Borrowings (other than debt securities) (Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
Short term borrowings	13,835.79	8,457.79
	13,835.79	**8,457.79**

Note No. : 18 Other financial liabilities (Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
Liabilities for expenses	75.42	61.93
Temprorary Overdraft	4.53	-
	79.95	**61.93**

Note No. : 19 Other non- financial liabilities (Rs in '000)

Particulars	As at 31st March 2026	As at 31st March 2025
TDS Payable	10.14	180.36
	10.14	**180.36**

Note No. : 20 Equity Share capital

(Rs in '000)

Particulars	As at 31st March 2026		As at 31st March 2025	
	No of Shares	Amount	No of Shares	Amount
(a) Authorised				
Equity shares of par value 10 /- each	37,50,000	37,500.00	37,50,000	37,500.00
(b) Issued, subscribed and fully paid up				
Equity shares of par value 10 /- each	35,00,000	35,000.00	35,00,000	35,000.00
		35,000.00		**35,000.00**

(Rs in '000)

Particulars	As at 31st March 2026		As at 31st March 2025	
	No of Shares	Amount	No of Shares	Amount
At the beginning of the year	35,00,000.00	35,000.00	35,00,000.00	35,000.00
At the end of the year	35,00,000.00	35,000.00	35,00,000.00	35,000.00

Terms / rights / restrictions attached to equity shares

(**d**) The Company has only one class of equity shares. The holders of equity shares are entitled to receive dividend as declared from time to time and are entitled to one vote per share.

(e) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

(f) Shareholders holding more than 5 % of the equity shares in the Company

Name of the shareholder	31st March 2026		31st March 2025	
	% of shares	No. of shares	% of shares	No. of shares
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

(g) Disclosure of shareholding of promoters

Name of the Promoter	31st March 2026			31st March 2025		
	No of shares held	% of holding	% change in year	No of shares held	% of holding	% change in year
Jitendra Kumar Goyal	70100	2.00%	0%	70100	2.00%	0%
Renu Goyal	70000	2.00%	0%	70000	2.00%	0%
Virendra Kumar Goyal	74500	2.13%	0%	74500	2.13%	0%
Anjaniputra Promoters Private Limited	100	0.00%	0%	100	0.00%	0%
Kudrat Holdings Pvt. Ltd.	432000	12.34%	0%	432000	12.34%	0%
Tubro Consultants & Enterprises Pvt. Ltd.	787500	22.50%	0%	787500	22.50%	0%

(**h**) There are no shares reserved for issue under options and contracts / commitments for the sale of shares/ disinvestments

(I) For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared

Name of the Shareholder	As at 31st March 2026	As at 31st March 2025
	No of Shares	No of Shares
(a) Aggregate number and class of shares alloted as fully paid up pursuant to contract(s) without payment being received in cash	**NIL**	**NIL**
(b) Aggregate number and class of shares alloted as fully paid by way of bonus shares	**NIL**	**NIL**
(c) Aggregate number and class of shares bought back	**NIL**	**NIL**

(j) There were no securities issued having a term for conversion into equity / preference shares.

(k) There are no calls unpaid in respect of Equity Shares issued by the Company

(l) There are no forfeited shares by the Company

Note No. : 21 Other equity

Particulars	As at 31st March 2026		As at 31st March 2025	
Securities premium				
Balance as per last account	66,000		66,000	
Add: During the year	-		-	
Less: Utilized during the year	-	66,000	-	66,000
Capital reserve				
Balance as per last account	8,294.00		8,294.00	
Add: During the year	-		-	
Less: Utilized during the year	-	8,294.00	-	8,294.00
Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934				
Balance as per last account	1,856.07		1,856.07	
Add: Transfer from Profit or loss	-	1,856.07	-	1,856.07
Retained earnings				
Balance as per last account	13,253.43		12,593.56	
Add : Net Profit for the Year	-331.90		659.87	
Less; Transfer to Statutory reserve	-66.38			
Add : Transfer from Other Comprehensive Income	349.38	13,337.28	-	13,253.43
Other Comprehensive Income				
Balance as per last account	-		-	
Add : Other Comprehensive Income for the Year	349.38		-	
Less : Transfer to retained earnings	-349.38	0.00	-	-
		89,487.35		**89,403.50**

Nature and purpose of Reserves

1) Securities Premium

Securities Premium reserves is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares, writing off the preliminary expenses in accordance with the provisions of the Companies Act, 2013.

2) Capital Reserve

Capital reserve represents the amount received on reissue of forfeited shares and are not the free reserves and cannot be used to pay dividends to shareholders.

3) Statutory Reserve (Pursuant to Section 45-IC of the Reserve Bank of India Act, 1934 (RBI Act, 1934)

Statutory reserve (Statutory Reserve pursuant to Section 45-IC of The RBI Act, 1934) defines that every non banking finance institution which is a Company shall create a reserve fund and transfer therein a sum not less than twenty percent of its net profit every year as disclosed in the statement of profit and loss before any dividend is declared.

Since for the current financial year the Company reported net loss, hence a sum of twenty percent as required by Section 45-IC of the RBI Act, 1934 has not been transferred to such reserve fund

4) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to/from other comprehensive income income, or other distributions paid to shareholders if any

5) Other Comprehensive reserve

Items of Other Comprehensive income represents the fair value changes (both realised/unrealised and net of income tax) in equity instruments irrevocably designated at FVTOCI as per the business model assessment of the Company and are not recycled to profit and loss. However the same can be transferred within equity as permitted by the Ind AS.

Revenue from operations

Note No. : 22 Interest Income **(Rs in '000)**

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
On financial assets measured at amortised cost		
Interest on loans	10,446.57	10,470.05
	10,446.57	**10,470.05**

Note No. : 23 Dividend **(Rs in '000)**

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Dividend income		
From investments in Shares & Securities	-	-
	-	**-**

Note No. : 24 Net Gain /(Loss) on Fair Value Changes **(Rs in '000)**

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Net gain /(loss) on financial instruments at fair value through Profit or loss		
(i) On trading portfolio		
Investments	12,454	-6,569.99
Derivatives		
a) Net gain/(loss) from trade in Future & options	-	-
b) Fair value changes in other derivatives	-	-
Total Net Gain /(Loss) on fair value changes	**12,454.23**	**-6,569.99**

Fair value changes				
(i) On trading portfolio				
Investments				
(a) Realised	12,454.23		-6,569.99	
(b) Unrealised	-	12,454.23	-	-6,569.99
(ii) Derivatives				
(a) Realised	-		-	
(b) Unrealised	-	-	-	-
Total Net Gain /(Loss) on fair value changes		**12,454.23**		**-6,569.99**

Note No. : 25 Other Income **(Rs in '000)**

Particulars	Year ended 31st March, 2026		Year ended 31st March, 2025	
(a) Interest				
Income tax refund	34.24		20.19	
		34.24		20.19
(b) Reversal of impairment loss		-	245.27	245.27
		34.24		**265.46**

Note No. : 26 Finance cost **(Rs in '000)**

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Interest Expense on short term borrowings	420	426.81
	420.00	**426.81**

Note No. : 27 Impairment of financial assets (expected credit loss) **(Rs in '000)**

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
On financial instruments measured at amortised cost		
Loans (fund based)	408.52	-245.27
Less: reversals (transferred to other income)		245.27
	408.52	**-**

Note No. : 28 Employee benefit expense

(Rs in '000)

Particulars	Year ended 31st March, 2026		Year ended 31st March, 2025	
Managing director's remuneration	-		1,500.00	
Salaries and bonus	1,105.00		250.77	
Staff welfare	24.02		44.80	
		1,129.02		**1,795.57**

Note No. : 29 Other expenses

(Rs in '000)

Particulars	Year ended 31st March, 2026		Year ended 31st March, 2025	
Payments to auditor				
As auditor for statutory audit	27.20		27.20	
Others	14.16	41.36	15.24	42.44
Internal audit fees		12.98		12.98
Accounting charges		20.00		20.00
Advertisement		21.61		21.76
Annual fees (CRB)		-		16.23
Bank charges		2.01		1.80
Bad debts		-		31.10
Conveyanace		68.40		77.65
CIC Registeration charges		17.70		23.60
Donation		30.00		7.50
Demat charges		0.66		0.78
Depository Charges		30.82		46.04
Establishment charges		90.00		90.00
Licence fee for PIT Archieve software		3.54		15.93
Filing fees		12.00		9.30
Listing fees		413.00		413.00
General Expenses		50.88		33.94
Professional fees		146.85		98.25
Printing & Stationery		30.31		35.65
Postage & couriers		10.12		23.91
Registrar fees		26.55		26.55
Trade licence		2.80		2.15
Professional tax		2.50		2.50
Website maintenance		7.66		7.04
		1,041.75		**1,060.08**

Note No. : 30 Tax expense **(Rs in '000)**

Particulars	Year ended 31st March, 2026		Year ended 31st March, 2025	
Current tax	0.00		150.54	
Taxation for earlier years	67.65		10.93	
Deferred tax **(refer note no 15)**	0.00		61.73	
		67.65		223.20
		67.65		**223.20**

Reconciliation of total Income tax expense **(Rs in '000)**

Particulars	As at 31st March 2026
Profit before tax for Computation	-304.08
Add: Expected credit loss	408.52
Less: Unrealised gain (FVTPL)	0.00
Adjusted profit before tax for income tax	104.44
Current tax as per books (effective rate 25.17%)	**26.29**
Realised gain on investments designated as OCI	-
Long term capital gain (net of Rs 1 lac exemption)	-
Less: Long term capital loss of earlier (Set off)	-
Capital gain	Nil
Total current tax as given in books	**26.29**
Deferred tax (Note no 14)	**-69.89**
Income tax of earlier years	**67.65**
Total tax expense	**24.05**

Note No. : 31 Other comprehensive income /(loss) **(Rs in '000)**

Particulars	Year ended 31st March, 2026		Year ended 31st March, 2025	
Items that will not be reclassified to profit or loss				
Fair value gain /(loss) of non-current Investments (Realised)	349.38			
Fair value gain /(loss) of non-current Investments (Unrealised)	-		-	
Less: Income tax relating to items that will not be reclassified to profit or loss	-	349.38	-	-
Total other Comprehensive Income		**349.38**		**-**

Note No. : 32 Other disclosures

1) Contingent liabilities and commitments (to the extent not provided for)

a) Contingent liabilities :

NIL

b) Commitments :

There are no capital commitments contracted by the Company during the period under review

C) Other Statutory & Legal Matters

There has been no significant and/ or material order(s) passed by any Regulators/Courts/Tribunals impacting the status of the Company

2) There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days from the date they become due. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

3) Disclosures as required by Indian Accounting Standard (Ind AS) 37:- Provisions, Contingent liabilities and Contingent assets(i) Nature of provision

Provision for contingencies

Provision for contingencies represent provision towards various claims made/anticipated in respect of duties and taxes and otherlitigation claims against the Company based on the Management's assessment

(ii) Movement in provision:-

Particulars	Duties & Taxes	Other Litigation Claims	Total
Balance as at 1st April, 2025		NIL	
Provided during the year			
Used during the year		NIL	
Reversed during the year			
Balance as at 31st March, 2026		NIL	
Non-current		NIL	
Current			
Balance as at 1st April, 2022		NIL	
Provided during the year			
Used during the year		NIL	
Reversed during the year			
Balance as at 31st March, 2025		NIL	
Non -current		NIL	
Current			

Note No. : 32 Other disclosures*(Continued)*

(4) Earnings per share - The numerators and denominators used to calculate Basic / Diluted earnings per share

Particulars		Year ended 31st March, 2026	Year ended 31st March, 2025
(a) Amount used as the numerator			
Profit after Tax -	(A)	**-331.90**	**659.87**
(b) Weighted average number of equity shares outstanding used as the denominator for computing Basic Earnings Per Share	(B)	3,500	3,500
Add: Weighted average number of dilutive potential equity shares		-	-
(C) Weighted average number of equity shares outstanding used as the denominator for computing Basic Earnings Per Share	(C)	3500	3500
(d) Nominal value of equity shares	(Rs)	10.00	10.00
Basic earnings per share	**(A)/(B)**	**(0.09)**	**0.19**
Diluted earnings per share	**(A)/(C)**	**(0.09)**	**0.19**

5) Segment Reporting :

The Company's primary business segments are reflected based on the principal business carried out i.e. Investments & Financing. All other activities of the Company revlove around the main business. The risk and returns of the business of the Company is not associated with geographical segmentation, hence there is no secondary segment reporting based on geographical segment. As such, there are no separate reportable segments as per the Indian Accounting Standard 108

6) Related party disclosures :

As per Indian Accounting Standards on related party disclosures (Ind AS 24), the names of the related parties of the company are as follows

(a) Name of the related parties and description of relationship

(I) Subsidiary Company : (Control exists)Not Applicable

(ii) Associate Company : (Significant influence can be exercised)Not Applicable

(iii) Directors and/or Key Mangerial personel (KMP)

Jitendra Kumar Goyal (Managing Director), Priyanka Mohta (Non-Executive Non-Independent Director), Shruti Poddar (Company Secretary), Dhanashree Bhaskar Patade (Chief Financial Officer)-Appointed, w.e.f. 08.05.2025 and Resigned w.e.f. 30.07.2025, Apoorva Malhotra (Chief Financial Officer)-Appointed w.e.f. 12.08.2025 and Resigned w.e.f. 14.04.2026, Sonia Ghosh (Chief Financial Officer)-Appointed w.e.f. 29.05.2026

(iv) Other related parties (Close members of KMP)

Sumit Goyal (Son of Managing Director), Renu Goyal (Wife of Managing Director), Varsha Jain (Daughter of Managing Director), Virendra Kumar Goyal HUF (Karta is Brother of Managing Director), G Jitendra HUF (Karta is a Managing Director), Anju Goyal (Wife of Brother of Managing Director), Y.K. Goyal & Sons (Karta is a Managing Director)

(V) Significant Influence entities

Virat Leasing Limited, Goyal Toys LLP, Moti Finvest Private Limited, Rambhakta Enterprises LLP, VZ Vanijya LLP, Yashoyog Commercial LLP, Centuple Commercial LLP, Tubro Consultants & Enterprises Private Limited, Goyal Commercial Private Limited, Littlestar Tracom LLP, Mayborn Investments Private Limited, Aurelian Commercial LLP, ABM Finlease Private Limited, Scintilla Commercial & Credit Limited, Spectrum Pestrogan LLP, Tubro Consultants & Enterprises Private Limited, Kaushal Investments Ltd, Lifestyle Vanijya LLP, Zigma Commosales Private Limited, Horizon Agro Processing LLP, Anjaniputra Promoters Private Limited, Laxmidhan Properties Private Limited, Shreyans Stockinvest Pvt Ltd, Sumit Technisch & Engineering Pvt Ltd, Aurelian Trading LLP, Merit Commosales LLP, Twinkle Vintrade LLP, Daulat Vintrade LLP, Suncity Dealers LLP, Silverlake Tradelinks LLP, Success Dealers LLP, Icon Commotrade LLP, Skylight Vintrade LLP, Maruti Tie-Up LLP, Yashoyog Investments, KVZ Enterprises.

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

(b) Transactions with related party

Year ended 31st March 2026		
Name of the related party	**Nature of Transactions**	**Amount**
Anjaniputra Promoters Private Limited	Interest on Loan	349.40
Anjaniputra Promoters Private Limited	Interest on Loan paid by Party	85.52
Anju Goyal	Interest on Loan	287.80
Anju Goyal	Interest on Loan paid by Party	27.62
Goyal Toys LLP	Interest on Loan	120.63
Goyal Toys LLP	Interest on Loan paid by Party	81.68
Icon Commotrade LLP	Interest on Loan	111.74
Icon Commotrade LLP	Interest on Loan paid by Party	11.17
Jitendra Kumar Goyal	Interest on Loan	136.33
Jitendra Kumar Goyal	Interest on Loan paid by Party	374.11
Maruti Tie-Up LLP	Interest on Loan	197.64
Maruti Tie-Up LLP	Interest on Loan paid by Party	587.93
Renu Goyal	Interest on Loan	2.96
Renu Goyal	Interest on Loan paid by Party	52.15
Skylight Vintrade LLP	Interest on Loan	9.00
Sumit Goyal	Interest on Loan	1,318.28
Sumit Goyal	Interest on Loan paid by Party	1,468.99
Varsha Jain	Interest on Loan	145.12
Varsha Jain	Interest on Loan paid by Party	226.72
Virendra Kumar Goyal	Interest on Loan	2,740.03
Virendra Kumar Goyal	Interest on Loan paid by Party	2,552.73
Virendra Kumar Goyal HUF	Interest on Loan	34.96
Virendra Kumar Goyal HUF	Interest on Loan paid by Party	19.97
Yashoyog Investments	Interest on Loan	15.98
Yashoyog Investments	Interest on Loan paid by Party	1.60
Anjaniputra Promoters Private Limited	Loan Given	100.00
Anju Goyal	Loan Given	5,800.00

(b) Transactions with related party (Contd..)

Year ended 31st March 2026		
Name of the related party	**Nature of Transactions**	**Amount**
Anju Goyal	Loan Repaid by Party	3,600.00
Goyal Toys LLP	Loan Given	4,300.00
Goyal Toys LLP	Loan Repaid by Party	1,600.00
Icon Commotrade LLP	Loan Given	4,787.50
Icon Commotrade LLP	Loan Repaid by Party	8,687.50
Jitendra Kumar Goyal	Loan Repaid by Party	2,450.00
Jitendra Kumar Goyal	Loan Given	3,500.00
Maruti Tie-Up LLP	Loan Repaid by Party	8,400.00
Renu Goyal	Loan Repaid by Party	500.00
Sumit Goyal	Loan Given	3,250.00
Sumit Goyal	Loan Repaid by Party	4,500.00
Varsha Jain	Loan Given	4,850.00
Varsha Jain	Loan Repaid by Party	6,200.00
Virendra Kumar Goyal	Loan Given	3,450.00
Virendra Kumar Goyal	Loan Repaid by Party	1,950.00
Virendra Kumar Goyal HUF	Loan Given	1,100.00
Virendra Kumar Goyal HUF	Loan Repaid by Party	3,500.00
Yashoyog Investments	Loan Given	100.00
Yashoyog Investments	Loan Repaid by Party	800.00
Icon Commotrade LLP	Loan Taken	2,887.50
Icon Commotrade LLP	Loan Returned to Party	2,887.50
KVZ Enterprises	Loan Taken	6,300.00
KVZ Enterprises	Loan Returned to Party	6,300.00
Rambhakta Enterprises LLP	Loan Taken	12,638.84
Rambhakta Enterprises LLP	Loan Returned to Party	12,638.84
Shreyans Stockinvest Pvt Ltd	Loan Taken	150.00
Shreyans Stockinvest Pvt Ltd	Loan Returned to Party	150.00
Kaushal Investments Ltd	Loan Given	2,687.50
Kaushal Investments Ltd	Loan Repaid by Party	2,687.50
Lifestyle Vanijya LLP	Loan Given	161.88
Lifestyle Vanijya LLP	Loan Repaid by Party	161.88
Centuple Commercial LLP	Expenses incurred by party on behalf of Company	110.00
Centuple Commercial LLP	Re-Imbursement of expenses incurred by party on behalf of Company	90.00
G Jitendra HUF	Advance Received	1,000.00
G Jitendra HUF	Advance Repaid	1,000.00
Tubro Consultants & Enterprises Private Limited	Advance Received	234.76
Tubro Consultants & Enterprises Private Limited	Advance Repaid	225.57
Y.K. Goyal & Sons	Advance Received	500.00

(b) Transactions with related party (Contd..)

Year ended 31st March 2025		
Name of the related party	**Nature of Transactions**	**Amount**
Y.K. Goyal & Sons	Advance Repaid	500.00
Jitendra Kumar Goyal	Advance Given	3.75
Jitendra Kumar Goyal	Advance Repaid by Party	48.75
ABM Finlease Private Limited	Purchase of Investment	161.88
ABM Finlease Private Limited	Sale of Investment	161.88
Moti Finvest Private Limited	Purchase of Investment	187.50
Moti Finvest Private Limited	Sale of Investment	2,687.50
G Jitendra HUF	Interest on Loan	0.26
G Jitendra HUF	Loan Given	150.00
Moti Finvest Private Limited	Loan Taken	5,000.00
Moti Finvest Private Limited	Loan Returned to Party	5,000.00
Lifestyle Vanijya LLP	Loan Given	7,434.61
Lifestyle Vanijya LLP	Loan Repaid by Party	7,434.61
ABM Finlease Private Limited	Loan Taken	313.61
ABM Finlease Private Limited	Loan Repaid	313.61
Anju Goyal	Loan Given	927.51
Anju Goyal	Loan Repaid by Party	3,575.30
Anjaniputra Promoters Private Limited	Loan Given	4,569.16
Anjaniputra Promoters Private Limited	Loan Repaid by Party	2,006.92
Goyal Toys LLP	Loan Given	322.27
Goyal Toys LLP	Loan Repaid by Party	16.27
Lifestyle Vanijya LLP	Loan Given	101.04
Lifestyle Vanijya LLP	Loan Repaid by Party	101.04
Littlestar Tracom LLP	Loan Given	100.32
Littlestar Tracom LLP	Loan Repaid by Party	100.32
Skylight Vintrade LLP	Loan Given	202.79
Skylight Vintrade LLP	Loan Repaid by Party	102.79
VZ Vanijya LLP	Loan Given	352.34
VZ Vanijya LLP	Loan Repaid by Party	352.34
Kaushal Investments Ltd	Loan Taken	4,000.00
Kaushal Investments Ltd	Loan Repaid	4,000.00
Daffodil Dealtrade Private Limited	Purchase of Preference Shares	4,000.00
Daffodil Dealtrade Private Limited	Sale of Preference Shares	4,000.00
Jitendra Kumar Goyal	Loan Given	319.13
Jitendra Kumar Goyal	Loan Repaid by Party	2,073.70
Jitendra Kumar Goyal	Advance Given	45.00
Jitendra Kumar Goyal	Managerial Remuneration	1,500.00
Maruti Tie-Up LLP	Loan Given	3,242.45
Maruti Tie-Up LLP	Loan Repaid by Party	7,385.45
Balaji Enterprises	Loan Given	474.35

(b) Transactions with related party (Contd..)

Year ended 31st March 2025		
Name of the related party	**Nature of Transactions**	**Amount**
Balaji Enterprises	Loan Repaid by Party	1,792.47
Daulat Vintrade LLP	Loan Given	360.00
Daulat Vintrade LLP	Loan Repaid by Party	360.00
Icon Commotrade LLP	Loan Given	1,402.04
Icon Commotrade LLP	Loan Repaid by Party	2,886.41
Laxmidhan Properties Private Limited	Loan Repaid by Party	3,750.00
Virat Leasing Limited	Advance Given	50.00
Virat Leasing Limited	Advance Repaid by Party	50.00
Yashoyog Investments	Loan Given	879.36
Yashoyog Investments	Loan Repaid by Party	12,801.05
Yashoyog Investments	Loan Taken	6,750.00
Yashoyog Investments	Loan Repaid	6,750.00
Centuple Commercial LLP	Advance Received	4.56
Centuple Commercial LLP	Advance Refunded	4.56
Centuple Commercial LLP	Loan Repaid by Party	146.01
Centuple Commercial LLP	Loan Taken	227.50
Centuple Commercial LLP	Loan Repaid	252.50
Centuple Commercial LLP	Expenses incurred on behalf of company	112.50
Centuple Commercial LLP	Re-imbursed expenses incurred on behalf of company	92.50
Centuple Trading LLP	Loan Given	307.40
Centuple Trading LLP	Loan Repaid by Party	7.40
Moti Finvest Private Limited	Loan Given	100.37
Moti Finvest Private Limited	Loan Repaid by Party	100.37
Planet Dealtrade LLP	Loan Given	1,372.33
Planet Dealtrade LLP	Loan Repaid by Party	4,202.30
Rambhakta Enterprises LLP	Loan Taken	2,500.00
Rambhakta Enterprises LLP	Loan Repaid	7,500.00
Rambhakta Enterprises LLP	Loan Given	10,579.42
Rambhakta Enterprises LLP	Loan Repaid by Party	10,579.42
Renu Goyal	Loan Given	49.19
Renu Goyal	Loan Repaid by Party	1,000.00
Sumit Goyal	Loan Given	6,768.99
Sumit Goyal	Loan Repaid by Party	5,509.80
Varsha Goyal	Loan Given	2,002.65
Varsha Goyal	Loan Repaid by Party	1,000.00
Virendra Kumar Goyal	Loan Given	4,752.73
Virendra Kumar Goyal	Loan Repaid by Party	1,962.99
Virendra Kumar Goyal HUF	Loan Given	1,480.64
Virendra Kumar Goyal HUF	Loan Repaid by Party	3,880.64
Mayborn Investments Private Limited	Advance Received	200.00
Mayborn Investments Private Limited	Advance Repaid	200.00
Tubro Consultants & Enterprises Private Limited	Advance Received	78.72
Tubro Consultants & Enterprises Private Limited	Advance Repaid	78.72
Spectrum Pestrogan Pvt Ltd	Advance Received	12.79
Spectrum Pestrogan Pvt Ltd	Advance Repaid	12.79

(c) Details of Remuneration paid to Directors/ KMPs **Amount '000**

Year ended 31st March 2026

Particulars	Shruti Poddar	Jitendra Kumar Goyal	Dhanashree Bhaskar Patade	Apoorva Malhotra
Short-term employee benefits				
Salary	180.00	900.00	-	-
Commission	-	-	-	-
Perquisites	-	-	-	-
Post-employment benefits				
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-	-
	-	-	-	-

Year ended 31st March 2025 **Amount '000**

Particulars	Shruti Poddar	Jitendra Kumar Goyal	Rajesh Kumar
Short-term employee benefits			
Salary	150.00	1,500.00	120.00
Commission	-	-	-
Perquisites	-	-	-
Post-employment benefits			
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-
	-	-	-

The said amount does not includes amount in respect of gratuity and leave as the same are not ascertainable

d) The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.

e) The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognised in current year and previous year for bad or doubtful debts in respect of the amounts owed by related parties.

f) The remuneration of directors is determined by the Nomination & Remuneration Committee having regard to the performance of individuals and market trends.

Note No. : 33 Other disclosures

1) Financial instruments - Accounting, Classification and Fair value measurements

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 and Note 5 to the financial statements.

A) Financial instruments by category

As at 31st March, 2026 **(Rs in '000)**

Particulars	Note No	Amortised Cost	FVTOCI	FVTPL	Cost	Total Carrying Value
1) Financial assets						
Cash and cash equivalents	**8**	26.44	-	-	-	26.44
Trade receivables	**9**	637.49	-	-	-	637.49
Loans	**10**	1,28,930.80	-	-	-	1,28,930.80
Investments	**11**	-	1,000.00	4,815.88	-	5,815.88
Other financial assets	**12**	200.00	-	-	-	200.00
TOTAL		**1,29,794.73**	**1,000.00**	**4,815.88**	-	**1,35,610.61**
2) Financial Liabilites						
Trade payables	**16**	12.98	-	-	-	12.98
Borrowings	**17**	13,835.79	-	-	-	13,835.79
Other financial liabilities	**18**	79.95	-	-	-	79.95
TOTAL		**13,928.71**	**-**	**-**	**-**	**13,928.71**

As at 31st March, 2025 **(Rs in '000)**

Particulars	Note No	Amortised Cost	FVTOCI	FVTPL	Cost	Total Carrying Value
1) Financial assets						
Cash and cash equivalents	**8**	5,213.07	-	-	-	5,213.07
Trade receivables	**9**	-	-	-	-	-
Loans	**10**	1,21,167.40	-	-	-	1,21,167.40
Investments	**11**	-	3,843.63	147.26	-	3,990.89
Other financial assets	**12**	245.00	-	-	-	245.00
TOTAL		**1,26,625.48**	**3,843.63**	**147.26**	**-**	**1,30,616.37**
2) Financial Liabilites						
Trade payables	**16**	26	-	-	-	26
Borrowings	**17**	8,457.79	-	-	-	8,457.79
Other financial liabilities	**18**	61.93	-	-	-	61.93
TOTAL		**8,519.72**	**-**	**-**	-	**8,545.45**

B. Fair value hierarchy

(1) The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(2) The Company uses the following fair value hierarchy for determining and disclosing the fair value of financial instrument:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same.

instrument nor are they based on available market data. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates. Carrying value of investments in unquoted shares approximates cost at which they are purchased

(I) Financial assets measured at fair value on a recurring basis as at 31st March, 2026: **(Rs in '000)**

Particulars	Level 1	Level 2	Level 3	Total
1) Financial assets				
(i) Investments in Equity Instruments At FVTOCI	343.62	-	1,000.00	1,343.62
(ii) Investments in Equity Instruments At FVTPL	115.88		4,700.00	4,815.88
Total	**343.62**	**-**	**5,700.00**	**6,159.50**

(ii) Financial assets measured at fair value on a recurring basis as at 31st March, 2025: **(Rs in '000)**

Particulars	Level 1	Level 2	Level 3	Total
1) Financial assets				
(I) Investments in Equity Instruments At FVTOCI	343.62	-	3,500.01	3,843.63
(ii) Investments in Equity Instruments At FVTPL	147.26	-	-	147.26
Total	**490.88**	**-**	**3,500.01**	**3,990.89**

There have been no transfer between Level 1 and Level 3 for the years ended 31st March, 2026 and 31st March, 2025"

The following methods and assumptions were used to estimate the fair values

Financial instruments measured at fair value

(I) Investments carried at fair value are generally based on market price quotations. However in cases where quoted prices are not available than different valuation technique are used by the management for different investments.

Certain investments in equity instruments are not held for trading. Instead, they are held for long term strategic purposes, hence The Company has chosen to designate these investments in equity instruments at FVOCI since, it provides a more meaningful presentation. Further investments which are held for trading and company considers them as stock in trade are designated through FVTPL.

Level 1 investments are valued at the quoted closing price on stock exchange. Investments included in Level 3 of the fair value hierarchy have been valued using the cost approach to arrive at their fair value.

Cost of unquoted equity instruments have been considered as an appropriate estimate of fair value because of wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. As at 31st March, 2025 and, 31st March, 2024 the company did not hold any financial assets or financial liabilities which could have been categorized as Level 2

Financial instruments not measured at fair value

(ii) Financial assets not measured at fair value include cash and cash equivalents, trade receivables, loans and other financial assets. These are financial assets whose carrying amounts approximate fair value, due to their short term nature. Additionally, financial liabilities such as trade payables and other financial liabilities are not measured at FVTPL whose carrying amounts approximate fair value, because of their short-term nature.

(iii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the

Note No. : 33 Risk Management

2) Financial risk management

Risk is an integral part of the Company's business and sound risk management is critical to success. The Company's primary businessare reflected based on the principal business carried out i.e. loans and investments (and all other activities of the company revolvearound the main business), hence the company is exposed to risks that are particular to its lending and the environment withinwhich it operates and primarily includes credit risk, liquidity risk and market risk.Since the company is Systematically non-important and non-deposit taking NBFC, and also in terms of Sub -Regulation (5) of Regulation 21 of SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015 as amended, the Company is not requiredto have Risk Management Committee, but as a prudence the Board of Directors of the Company oversees the overall risk management approach, risk management strategies, procedures and principles. The senior management provides assurance that the Company's financial risks are identified, measured and managed in accordance with the Company's internal guidelines and risk objectives

a) Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss to the Company. The Company's main income generating activty inter-alia is lending to customers and therefore credit risk is a principal risk. Credit risk mainly arises from loans and advances which are in entirety payable on demand. The credit risk management guideline of the company seeks to have following controls and key metrics that allows credit risks to be identified, assessed, monitored and reported in a timely and efficent manner in compliance with regulatory requirements.

> Standardise the process of identifying new risks and having in place appropriate controls for these risks
> Maintain an appropriate credit administration and loan review system
> Establish metrics for portfolio monitoring
> Minimize losses due to defaults or untimely payments by borrowers and implementing appropriate risk mitigation techniques.

In order to mitigate the impact of credit risk in the future profitability, the company makes reserves basis the Expected Credit Loss(ECL) Model for the outstanding loans including interest accrued but not due and interest overdue therein at balance sheet date. Asset classification is as per Reserve Bank of India guidelines and provisions is as per Expected Credit Loss Methodology as per Ind AS, which ever is higher than the minimum required as per prudential norms.

The below discussion describes the Company's approach for assessing impairment as stated in the significant accounting policies.

<u>**The mechanics of ECL**</u>

Ind AS requires the company to calculate ECL based on probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flowsthat are due to the Company in accordance with the contract and the cash flows that the company expects to receive.The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of default (PD) - The probability of default is an estimate of the likelihood of default over a given timehorizon. A default may only happen at a certain time over the assessed period, if the facility has not been previouslyderecognised and is still in the portfolio.

Exposure at default (EAD) - The exposure at default is an estimate of the exposure at a future default date.The outstanding balance (including the interest accrued but not due and interest overdue) at the reporting date is consideredEAD by the Company.
Since all the loans given by the company are repayable on demand, in this specific of on-demand repayable loanthere are two options
1) The borrower is able to pay immediately (if demanded) or
2) The borrower is not able to pay immediately

Hence the company examines whether the borrower has sufficient liquid assets to repay the loan immediatelyIf the borrower has sufficient liquid assets (cash and cash equivalents) to repay the outstanding loan including interest accrued therein, then ECL is close to zero, because probablity of default is zeroThe Company considers a financial instrument defaulted and therefore Stage 3 (credit impaired) for ECL Calculations in all cases when the borrower becomes 90 days past due on its contractual payments.

As a part of the qualitative assessment of whether a customer is in default, the company also considers a varietyof instances that may indicate unlikeness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECLcalculations or whether Stage 2 is appropriate.

Considering that the PD determined above factors in amount at default, there is no separate requirement toestimate EAD.

However, the probability of loss (PD) is not zero, if the company assess that the borrower has no sufficient liquid assets to repay the loan when demaded and accordingly the Company estimates the PD based on historical observed default rates adjusted for forward looking estimates, based upon macro-economic developments occuring in the economy and market it operates in and the relationship between key economic trends like GDP, benchmark ratesset by the Reserve Bank of India, inflation and most importantly the competitive advantage and disadvantage the company has in comparison to its peer group(s).

Based upon the above facts, the Company has assessed the following PD Percentage as at 31st March, 2026, while PD percentages for 31st March 2025 and on the date of transition remain same at 5%

Category
Loans: Unsecured and repayable on demand
Stage 1: All Standard loans in the above category upto 30 days past due (DPD) are considered as Stage 1 assets for computation of ECLStage 2: Exposure under Stage 2 include under-performing loans having 31 to 90 days past due (DPD) for computation of ECLStage 3: Exposure under Stage 2 include non-performing loans with overdue more than 90 days past due (DPD).

Based upon historical data the Company assigns PD to Stage 1 and Stage 2 and applies it to the EAD to compute the ECL.For Stage 3 assets PD is considered as 100%.

For Stage 3 assets PD is considered as 100%

		31st March, 2026	
Pools	**Stage1**	**Stage 2**	**Stage 3**
Unsecured loans, repayable on demand	5%	5%	100%
		31st March, 2025	
Pools	**Stage1**	**Stage 2**	**Stage 3**
Unsecured loans, repayable on demand	5%	5%	100%

Loss given default (LGD) - The loss given default is an estimate of the loss arising in the case where a defaultoccurs at a given time. It is based on the difference between the contractual cash flows due and those that the Companywould expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage ofthe EAD.

Since the company's loan portfolio mainly comprises of unsecured loans (repayable on demand), Loss given default(LGD) is always close to 100%.

Pools	31-03-2026	31-03-2025
Unsecured loans, repayable on demand	100%	100%

Probability of default is consistent as mentioned above and LGD are always near to 100% since the loans are unsecured.

Further refer note no 10 which provides information about exposure to credit risk and ECL on loan

Trade receivables

Trade receivables are non-interest bearing and do not involve significant financing cost ,further all the receivables are of short term in nature, hence transaction value approximates fair value for trade receivables. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. An impairment analysis is performed at each balance sheet date on an individual basis for major clients. In addition, number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

b) Liquidity Risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to entity's reputation.

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and close out market positions.The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

Refer note 32 for analysis of maturities of financial assets and financial liabilities.

c) Market Risk

Market risk arises when movements in market factors (interest rates, credit spreads, equity prices etc.)impact the Company's income or market value of its portfolios. The Company, in its course of business, is exposed to market risk due to change in equity prices and interest rates. The objective of market risk management is to maintain an acceptable level of market risk exposure while aiming to maximizing returns.

(I) Equity price

The Company's exposure to equity price risk arises primarily on account of investments in equity instruments(both short term and long term). The Company designates its investments in equity instruments based upon its business model. Investments which are held for trading are fair valued through profit and loss, whereas investments which are held for long term and strategic purpose are fair valued through Other comprehensive income The Company's equity price risk is managed in accordance with the objective of the Company and as approved by the senior management of the Company

(ii) Interest Rate Risk

The Company is exposed to Interest rate risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

The Company's interest rate risk arises from interest bearing deposits with bank and loan given to customers. Such instrument exposes the Company to fair value interest rate risk. Management believes that the interest rate risk attached to these financial assets is not significant due to the nature of these financial assets.

d) Operational And Business Risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. when controls fails to operate effectively, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial loss. The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit

Note No. : 33 Risk Management

3) Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company. The Company determines the amount of capital required on the basis of recurring business plan coupled with long term and short term Strategic investments and expansion plans. The funding needs are met through equity, cash generated from operations, short term borrowings and through use of bank overdrafts if required.

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity shareholders of the Company. The Company's objective when managing capitalis to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stake holders. The Company manages its capital structure and makes adjustments in light of changes in the financial condition and the requirement of the financial covenants if any.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders (buy back its shares) or issue new shares.

Note No. : 33 MATURITY ANALYSIS

(4) The table below shows an analysis of assets and liabilities analyzed according to whenthey are expected to be recovered or settled.

Particulars	As at 31 March, 2026		
	Total	**Within 12 months**	**After 12 months**
I. Assets			
Financial Assets			
Cash and cash equivalents	26.44	26.44	-
Trade receivables	637.49	637.49	-
Loans	1,28,930.80	1,28,930.80	-
Investments	6,159.50	6,159.50	
Other financial assets	200.00	-	200.00
Non-Financial Assets	**1,35,954.23**	**1,35,754.23**	**200.00**
Current tax assets (net)	585.36	585.36	-
Deferred tax assets (net)	1,707.99	-	1,707.99
Other non- financial assets	112.23	-	112.23
	2,405.58	**585.36**	**1,820.22**
Total Assets	**1,38,359.81**	**1,36,339.59**	**2,020.22**
II. Liabilities			
Financial Liabilities			
Trade payables	12.98	12.98	-
Borrowings	13,835.79	13,835.79	-
Other financial liabilities	79.95	79.95	-
Non-Financial Liabilities	13,928.71	13,928.71	-
Other non-financial liabilities	10.14	10.14	-
	10.14	**10.14**	**-**
Total Liabilities	**13,939**	**13,939**	**-**
Net Assets	**1,24,420.96**	**1,22,400.74**	**2,020.22**

Particulars	As at 31 March, 2025		
	Total	**Within 12 months**	**After 12 months**
I. Assets			
Financial Assets			
Cash and cash equivalents	5,213.07	5,213.07	-
Trade receivables	-	-	-
Loans	1,21,168.94	1,21,168.94	-
Investments	3,990.89	147.26	3,843.63
Other financial assets	245.00	45.00	200.00
	1,30,617.91	**1,26,574.28**	**4,043.63**
Non-Financial Assets			
Current tax assets (net)	791.41	791.41	-
Deferred tax assets (net)	1,638.10	-	1,638.10
Other non- financial assets	81.87	-	81.87
	2,511.39	**791.41**	**1,719.97**
Total Assets	**1,33,129.30**	**1,27,365.69**	**5,763.60**

Particulars	As at 31 March, 2025		
	Total	Within 12 months	After 12 months
II. Liabilities			
Financial Liabilities			
Trade payables	25.73	25.73	
Borrowings	8,457.79	8,457.79	-
Other financial liabilities	61.93	61.93	-
Non-Financial Liabilities	8,545.45	8,545.45	-
Other non-financial liabilities	180.36	180.36	-
	180.36	**180.36**	**-**
Total Liabilities	**8,726**	**8,726**	**-**
Net Assets	**1,24,403.49**	**1,18,639.89**	**5,763.60**

Note No 33 (6)

Additional Regulatory Information

Amended Schedule III requires additional regulatory information to be provided in the financial statements. These are as follows;

1) Title deeds of Immovable Property

The Company does not have any immovable property during the year.

2) Revaluation of Property, Plant and Equipment and Right -of- Use Assets

The Company does not have any Property, Plant and Equipment during year

3) Intangible Assets under development

The Company does not have any intangible assets under development during the current and previous year reporting period

4) Details of Benami Property held : Additional Disclosure

The Company does not hold any Benami Property and hence there were no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and the Rules made thereunder, hence no disclosure is required to be given as such.

5) Capital Work in Progress

The Company does not have any capital work in progress during the current and previous year reporting period

6) Loans or advances to specified persons

The Company has granted loans to related parties (as defined under the Companies Act, 2013) either severally or jointly with any other person, that are repayable on demand.

Refer Note 10 for further details.

7) Undisclosed Income

The Company does not have any undisclosed Income which was not recorded in the books of accounts and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions. Also the Company does not have previously unrecorded income and related assets which were required to be properly recorded in the books of accounts during the year.

8) Borrowings secured against current assets

The Company does not have any borrowings from banks or financial institutions on the basis of security of current assets hence no disclosure is required as such

9) Wilful Defaulter

The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority or any lender as at the date of the balance sheet or on the date of approval of the financial statements.

10) Relationship with Struck off Companies

The Company does not have any transactions with Companies which are struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956, hence no disclosure is required as such

11) Registeration of Charges or Satisfaction with Registrar of Companies (ROC)

There are no charges against the companies which are yet to be registered or satisfaction yet to be registered with ROC beyond the statutory period, hence no disclosures are required as such

12) Compliance with number of layers of companies

The Company does not have investment in any downstream companies for which it has to comply with the number of layers prescribed under Clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017, hence no disclosure is required as such.

13) Utilization of Borrowings

The Company does not have any outstanding balances towrads the borrowings from banks and financial institutions at the balance sheet date, hence no further disclosure is required as such.

14) Utilization of Borrowed Funds and Share Premium

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or Share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall;

a) Directly or indirectly lent or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) Or

b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Hence no disclosure is required as such.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Parties) with the understanding (whether recorded in writing or otherwise) that the company shall;

a) Directly or indirectly lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) Or

b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Hence no disclosure is required as such.

15) Details of Crypto Currency Or Virtual Currency

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year, hence disclosure requirments for the same is not applicable

16) Corporate Social Responsibility Activities

The Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013

Note No. : 33 (5) Disclosure Pursuant to Reserve Bank of India Circular Dated 13 March, 2020

Disclosure pursuant to Reserve Bank of India (RBI) Circular No.RBI/2019-20/170 DOR (NBFC).CC.PD No.109/22.10.106/2019-20

Appendix based on above RBI Notification dated 13 March, 2020 on Implementation of Indian AccountingStandards (Ind AS)

Asset classification as per RBI Norms	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying amount	Provisions required as per IRACP norms	Difference between Ind AS 109 Provisions and IRACP NORMS
(1)	(2)	(3)	(4)	(5) = (3) - (4)	(6)	(7) = (4) - (6)
Performing Assets						
Standard	Stage 1	1,35,716.63	6,785.83	1,28,930.80	339.37	6,446.46
	Stage 2	-	-	-	-	-
Subtotal		1,35,716.63	6,785.83	1,28,930.80	339.37	6,446.46
Non-Performing Assets						
(NPA)						
Sub-Standard	Stage 3	-	-	-	-	-
Doubtful upto 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
more than 3 years	Stage 3	-	-	-	-	-
Sub-total for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for loss		-	-	-	-	-
Other items such as guarantees, loan commitments etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and provisioning(IRACP) norms	Stage 1	-	-	-	-	-
		-	-	-	-	-
	Stage 2	-	-	-	-	-
		-	-	-	-	-
	Stage 3	-	-	-	-	-
		-	-	-	-	-
		-	-	-	-	-
Sub-total		-	-	-	-	-
Total	Stage 1	1,35,716.63	6,785.83	1,28,930.80	339.37	6,446.46
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	1,35,716.63	6,785.83	1,28,930.80	339.37	6,446.46

(Rs in '000)

Particulars		
Provision as per RBI Prudential Norms	**As at March, 2026**	**As at March, 2025**
Standard Asset	339.37	318.94
Sub-Standard Asset	-	-
Doubtful Asset	-	-
Loss Asset	-	31.10
Total	**339.37**	**350.05**

a) Asset classifiation is as per Reserve Bank of India guidelines and provisions is as per Expected Credit Loss methodologyas per Ind AS which is higher than minimum required as per prudential norms.

b) As the ECL provisions is higher than provision required under IRACP (Income Recognition, Assets classification &provisioning, there is no requirement to create Impairment allowance reserve.

34(1): Ratio Analysis & its element *Amount in thousands*

Ratio	Numerator	Denominator	Current Year	Previous Year	% variance	Reason for variance
Current ratio (in times)	Current Assets	Current Liabilities	9.78	14.59	32.97%	NA
Debt-equity ratio (in times)	Total Debt	Shareholder's equity	0.111	0.068	-63.56%	NA
Debt service coverage ratio (in times)	EBITDA	Debt service obligation	0.01	0.18	95.25%	NA
Inventory turnover ratio (in times)	Net Turnover	Average inventory	NA	NA	NA	NA
Trade Receivables turnover ratio	Net Credit sales	Average Trade Receivables	NA	NA	NA	NA
Trade payables turnover ratio	Net credit purchse	Average trade payables	NA	NA	NA	NA
Net capital turnover ratio	Net Turnover	Average Working capital	0.09	0.09	1.80%	NA
Net profit ratio (%)	Net Profit after tax	Net Turnover	-3.18%	6.30%	150.41%	Due to decrease in net loss and increase in net turnover
Return on equity (%)	Net Profit after tax-Preference Dividend (if any)	Average Shareholders Equity	-0.27%	0.53%	-150.30%	Due to decrease in net loss and increase in net turnover
Return on capital employed (%)	EBIT	Capital employed	0.08%	0.99%	91.50%	Due to increase in EBIT
Return on investment (%)	Net Profit after tax	Total average investment	-6.54%	16.64%	139.30%	NA

Note No. : 34 (2) Fraud

During the year there have been no such instances of fraud on the Company by the officers and employees, whether loan related misappropriations or cash embezzlements/ burglaries.

Note No. : 34 (3) Previous year figures

Previous year figures have been regrouped/reclassified, where necessary, to conform current year's classification.

SCHEDULE TO THE BALANCE SHEET OF DECILLION FINANCE LIMITED AS ON 31.03.2026 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 **PARTICULARS** **(Rs. In '000)**

1	**LOANS AND ADVANCES AVAILED BY THE NBFCS INCLUSIVE OF INTEREST ACCRUED THERE ON BUT NOT PAID:**	**AMOUNT OUTSTANDING**	**AMOUNT OVERDUE**
a	DEBENTURES		
	• SECURED	-	-
	• UNSECURED (OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSITS*)	-	-
b	DEFERRED CREDITS	-	-
c	TERM LOANS	-	-
d	INTER – CORPORATE LOANS AND BORROWINGS	13,835.79	-
e	COMMERCIAL PAPER	-	-
f	OTHER LOANS (SPECIFY NATURE)	-	-
	*Please see note – 1 below		

ASSETS SIDE

2	**BREAKUP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW:**	**AMOUNT OUTSTANDING**
	• SECURED	-
	• UNSECURED	1,28,930.80
3	**BREAKUP OF LEASED ASSETS AND STOCK ON HIRE AND OTHER ASSETS COUNTING TOWARDS AFC ACTIVITIES:**	
a	LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS	
	• FINANCIAL LEASE	-
	• OPERATING LEASE	-
b	STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS	
	• ASSETS ON HIRE	-
	• REPOSSESSED ASSETS	-
c	OTHER LOANS COUNTING TOWARDS AFC ACTIVITIES	
	• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	-
	• LOANS OTHER THAN (a) ABOVE	-

4	**BREAK UP OF INVESTMENTS:**	
	CURRENT INVESTMENTS	
1.	QUOTED	
	• SHARES	
	i. EQUITY	115.88
	ii. PREFERENCE	-
	• DEBENTURES AND BONDS	-
	• UNITS OF MUTUAL FUND	-
	• GOVERNMENT SECURITIES	-
	• OTHERS	-
2.	UNQUOTED	
	• SHARES	
	i. EQUITY	4,700.00
	ii. PREFERENCE	-
	• DEBENTURES AND BONDS	-
	• UNITS OF MUTUAL FUND	-
	• GOVERNMENT SECURITIES	-
	• OTHERS	-
	LONG TERM INVESTMENTS	
1.	QUOTED	
	• SHARES	
	i. EQUITY	-
	ii. PREFERENCE	-
	• DEBENTURES AND BONDS	-
	• UNITS OF MUTUAL FUND	-
	• GOVERNMENT SECURITIES	-
	• OTHERS	-
2.	UNQUOTED	
	• SHARES	
	i. EQUITY	1,343.62
	ii. PREFERENCE	-
	• DEBENTURES AND BONDS	-
	• UNITS OF MUTUAL FUND	-
	• GOVERNMENT SECURITIES	-
	• OTHERS	-

5	BORROWER GROUP WISE CLASSIFICATION OF ASSETS FINANCED AS IN (2) AND (3) ABOVE: Please Note 2 below			
	CATEGORY	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	-	65,592.35	65,592.35
2.	OTHER THAN RELATED PARTIES	-	63,338.45	63,338.45
	TOTAL	-	1,28,930.80	1,28,930.80

6	**INVESTOR GROUPWISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED):** Please see note 3 below as per Accounting Standard of ICAI		
	CATEGORY	**MARKET VALUE / BREAKUP OR FAIR VALUE OR NAV**	**BOOK VALUE (NET OF PROVISION)**
1.	RELATED PARTIES**		
	(a) SUBSIDIARIES	NIL	NIL
	(b) COMPANIES IN THE SAME GROUP	NIL	NIL
2.	OTHER THAN RELATED PARTIES	5,836.83	6,159.50
	TOTAL	**5,836.83**	**6,159.50**

7	**OTHER INFORMATION:**	
	PARTICULARS	**AMOUNT**
I	GROSS NON-PERFORMING ASSETS	
	(a) RELATED PARTIES	NIL
	(b) OTHER THAN RELATED PARTIES	NIL
II	NET NON-PERFORMING ASSETS	
	(a) RELATED PARTIES	NIL
	(b) OTHER THAN RELATED PARTIES	NIL
III	ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL

NOTES:

1. As defined in paragraph 2 (1) (xii) of the Non- Banking Financial Companies Acceptance of Public Deposits (Reserve bank) Directions, 1998.

2. Provisioning Norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,

3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other asset as also assets acquired in satisfaction of debts. However, market value in respect of quoted investment and break-up/ fair value/ NAV in respect of unquoted investment should be disclosed irrespective of whether they are classified as long term or current in (4) above.

If undelivered please return to :

Decillion Finance Limited

CIN: L65999WB1995PLC067887

"Jajodia Tower" 3, Bentinck Street,

4th Floor, Room No. D-8, Kolkata - 700001

Tel.: 033 2248 5664 | E-mail : info@decillion.co.in

Website : www.decillion.co.in

NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 32nd Annual General Meeting (AGM) of the Members of M/s. Decillion Finance Limited ("the Company") will be held on Tuesday, 29th September, 2026 at 2:00 pm (IST) at "B B D Bag Professional Association", "Commerce House", 2A Ganesh Chandra Avenue, 4th Floor, Room No: 1, Kolkata-700013 to transact the following business:

ORDINARY BUSINESS:

Item No. 1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2. Re-Appointment of a Director:

To appoint a director in place of Mr. Mr. Jitendra Kumar Goyal (DIN: 00468744), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-election.

SPECIAL BUSINESS:

Item No. 3. Appointment of M/s MGSA & Company, Chartered Accountants (FRN: 022481C) as Statutory Auditors of the Company for a period of one financial year.

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 any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the 'Rules'), including any statutory amendments or modifications or re-enactments thereof for the time being in force, and pursuant to recommendation made by the Audit Committee and the Board of Directors at their meeting held on 2nd July, , consent of the Members of the Company be and is hereby accorded for appointment of M/s. MGSA & Company, Chartered Accountants (FRN: 022481C), as the Statutory Auditors of the Company on account of casual vacancy that has occurred due to resignation tendered by previous Statutory Auditors i.e., M/s T D K & Co., Chartered Accountants (FRN: 109804W) for a period of one financial year who shall hold office until the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027 at such remuneration as the Board of Directors may fix in this behalf in consultation with the Audit Committee.

RESOLVED FURTHER THAT any Director and/or Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

Item No. 4. To approve conversion of Loan into Equity Shares of the Company:

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

"**RESOLVED THAT** pursuant to Section 62(3), 62 (1) (c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and under all other laws applicable and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations, the consent of the Members of the Company be and is hereby accorded to the

Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution) on the terms and conditions contained in the financing documents, such terms and conditions to provide, *interalia*, the ability of, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not) at the option of the lender, the loans (hereinafter referred to as the "Financial Assistance"), into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in accordance with the following conditions:

i. the conversion right reserved as aforesaid may be exercised by the lender on one or more occasions during the currency of the Financial Assistance;

ii. on receipt of the notice of conversion, the Company shall, subject to the provisions of the financing documents (Agreements), allot and issue the requisite number of fully paid-up equity shares to the lender;

iii. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the lender shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

iv. In the event that the lender exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the lender as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the financing documents and to negotiate, finalise, amend, modify, execute any and all documents/agreements/notices in regard and to give effect to the aforesaid.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the lender such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the lender.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the lender arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

Item No. 5. To approve existing as well as proposed material related party transactions:
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), the Company's policy on Materiality and dealing with Related Party Transaction(s), provisions of the Memorandum and Articles of Association of the Company and recommendations of the Audit Committee and the Board, consent of the Members of the Company be and is hereby accorded for entering into related party transactions and/ or carrying out and/ or continuing with contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with the related parties as mentioned in explanatory statement, from the date of ensuing Annual General Meeting ("AGM") up to the date of the next AGM for a period not exceeding fifteen months.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

Item No. 6. Appointment of Mrs. Nita Agarwal (DIN: 07092762) 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 a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, including any statutory modifications, re-enactments and amendments thereof, Securities and Exchange Board of India (LODR) Regulations 2015, applicable regulations, notifications and circulars of Reserve Bank of India and based on the performance evaluation, recommendation of Nomination and Remuneration Committee and approval of Board of Directors at their respective meetings held on 2nd July, 2026, Mrs. Nita Agarwal (DIN:

07092762), who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16 of the Securities and Exchange Board of India (LODR) Regulations 2015 and who 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 Act, proposing her candidature for the office of director, be and is hereby appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 2nd July, 2026.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

Item No. 7. Appointment of Ms. Diksha Sharma (DIN: 11914278) 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 a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, including any statutory modifications, re-enactments and amendments thereof, Securities and Exchange Board of India (LODR) Regulations 2015, applicable regulations, notifications and circulars of Reserve Bank of India and based on the performance evaluation, recommendation of Nomination and Remuneration Committee and approval of Board of Directors at their respective meetings held on 4th September, 2026, Ms. Diksha Sharma (DIN: 11914278), who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16 of the Securities and Exchange Board of India (LODR) Regulations 2015 and who 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 Act, proposing her candidature for the office of director, be and is hereby appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 4th September, 2026.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

Item No. 8. To increase the Authorized Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), applicable provisions of SEBI (LODR) Regulations, 2015 and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of

Association of the Company, consent of Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3,75,00,000/- (Rupees Three Crores Seventy-Five Lakhs Only) divided into 37,50,000 (Thirty-Five Lakhs) equity shares of Rs. 10/- (Ten only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Lakhs Only) divided into 1,00,00,000 (One Crore Only) equity shares of Rs. 10/- (Ten only) each by the creation of additional 62,50,000 (Sixty-Two Lakhs Fifty Thousand) additional share capital which shall be ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

"The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- (Ten only) each."

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director/Company Secretary of the Company to give effect to the aforesaid resolution."

Item No. 9. To adopt fresh Articles of Association as per Companies Act, 2013
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approval(s) required under all the applicable rules and regulations, if any, consent of the Members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table F' of Schedule I of the Act in place of existing Articles of Association as available for inspection in the meeting and at the Registered Office of the Company during working hours.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director/Company Secretary of the Company to give effect to the aforesaid resolution."

Item No. 10. Authorisation to Board for making of any Investment/ giving any Loan or Guarantee/ providing Security under Section 186 of Companies Act, 2013
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard, pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 ("the Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Shareholders of the Company be

and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to invest, from time to time, any sum or sums of money in shares and securities, grant loans, give guarantees and/or provide security in respect of loan to any person or bodies corporate together with the monies already invested into shares and securities and loans given, guarantee given or security provided to the extent of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) over and above the prescribed limit of aggregate of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, on the terms and conditions as may be determined by the Board of Directors at their discretion.

RESOLVED FURTHER THAT any Director and/or Company Secretary be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

Item No. 11. To set the borrowing limits of the Company
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of Rs. 50,00,00,000/- (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

For Decillion Finance Limited

Sd/-
Yogesh Sharma
Company Secretary

Place: Kolkata
Date: 04.09.2026

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING" OR "AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**. The instrument appointing the proxy should, however, be submitted at the corporate office of the company not less than forty-eight hours before the commencement of the meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the AGM is annexed hereto.

3. Additional information, pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting is furnished as an Annexure to the Notice.

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP - ID and Client - ID/ Folio No.

5. Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) intending to attend AGM through their Authorised Representatives are requested to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization, etc. authorizing its representative to attend the AGM on its behalf and to vote through poll or remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to anandkhandelia@gmail.com with a copy marked to the company's email address i.e., info@decillion.co.in.

6. 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.

7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.

8. The Company has appointed **M/s. Niche Technologies Pvt. Ltd**, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting Folio No., full name, and name of the Company as Decillion Finance Limited.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository participants with whom they are maintaining their demat accounts.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

11. Notice of the AGM along with attendance slip and proxy form is being sent to all the members whose name appears in the Register of Members as on **21st August, 2026** at the e-mail ids registered with the Company/ Depository Participant(s). For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Members may note that the Notice of AGM will also be available on the Company's website www.decillion.co.in, website of the BSE Limited at www.bseindia.com, website of the Calcutta Stock Exchange Limited at www.cse-india.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively.

13. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.

14. The Board of Directors of the Company has appointed Mr. Anand Khandelia, Practicing Company Secretary as a Scrutinizer, for conducting poll during the Annual General Meeting and to oversee voting process.

15. The Voting Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.decillion.co.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing.

16. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

17. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive) for the purpose of AGM of the Company.

Voting Through Electronic Means:

18. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing facility of remote e-Voting to its Members in respect of the business to be

transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating voting through electronic means, as the authorized agency. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.

19. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on 22nd September, 2026 being the cut-off date shall be entitled to avail the facility of remote e-voting or voting during the AGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.

20. The Members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again. During the voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

21. The Members whose names appear in the Register of Members / List of Beneficial Owners as on 22nd September, 2026 are entitled to vote on resolutions set forth in the Notice. Eligible Members who have acquired shares after sending the Notice and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.

22. The remote e-voting period begins on Saturday, 26th September, 2026 at 9.00 A.M. (IST) and ends on Monday, 28th September, 2026 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. A person who is not a Member as on the cut-off date shall treat this notice for information purpose only.

23. 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 22nd September, 2026. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting.

24. The instructions for members for remote e-voting are stated in Annexure I of this Notice.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Jitendra Kumar Goyal	Mrs. Nita Agarwal	Ms. Diksha Sharma
Date of birth	03.11.1963	15.11.1977	24.08.1994
Nationality	Indian	Indian	Indian
Date of first appointment on the board	27.01.1995	02.07.2026	02.09.2026
Qualification	Commerce Graduate	Commerce Graduate	LLB
Experience in functional area	He has more than 25 years of experience and versatile knowledge in the fields of Accountancy, Statutory Compliance and Auditing.	Ms. Nita Agarwal is a Commerce Graduate with a sound academic foundation in accounting, finance, business administration, and commercial practices. Her educational background has equipped her with a comprehensive understanding of financial management, corporate governance principles, regulatory compliance, and business operations. She possesses strong analytical and decision-making abilities, coupled with a practical approach towards evaluating business matters. Her knowledge of commercial and financial concepts enables her to contribute effectively to board deliberations, particularly in areas relating to governance, compliance, financial oversight, and strategic decision-making. Ms. Agarwal is committed to upholding the highest standards of integrity, transparency, ethical conduct, and corporate governance. She believes in fostering sustainable business practices and protecting the interests of all stakeholders through objective and independent judgment	Deeksha Sharma is an enrolled Advocate in India with extensive legal practice credentials and corporate regulatory accreditation. Qualified through the All-India Bar Examination (AIBE-XIV), she holds a Certificate of Practice enabling her to represent matters across Indian judicial forums. In addition to her active legal practice, she holds an approved Director Identification Number (DIN) issued by the Ministry of Corporate Affairs, enabling her to serve in directorship and corporate governance roles. Her areas of competence are Legal Advisory & Litigation, Corporate Governance & Regulatory Compliance, Statutory Filings with the Ministry of Corporate Affairs (MCA) and Contractual & Statutory Interpretation

Name of Director	Jitendra Kumar Goyal	Mrs. Nita Agarwal	Ms. Diksha Sharma
Relationship with other Directors	NIL	NIL	NIL
Shareholding in the Company	70,100	-	-
List of directorships held in other Listed Companies	3	1	-
Committee membership in other Listed Companies	5	2	-

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

Item No. 3:

M/s TDK & Co., Chartered Accountants (Firm Registration No. 109804W) were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 26th September, 2025 for a period of five consecutive years and shall hold office till the conclusion of 36th Annual General Meeting to be held in the year 2030.

However, M/s TDK & Co., Chartered Accountants (Firm Registration No. 109804W) have tendered their resignation as Statutory Auditors w.e.f. 5th June, 2026 citing reasons that due to their pre-occupation in other assignments they will not be able to continue as Statutory Auditors of the Company. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of Statutory Auditors shall be approved by the Shareholders at the General Meeting within three months from the date of recommendation of the Audit Committee/Board of Directors of the Company.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on 2nd July, 2026 recommended the appointment of M/s. MGSA & Company, Chartered Accountants (FRN: 022481C) as the Statutory Auditors of the Company in order to fill the casual vacancy caused by the resignation of the previous M/s TDK & Co., Chartered Accountants (Firm Registration No. 109804W) and accordingly, members approved the same by way of passing Ordinary Resolution.

Therefore, your Board, in order to fill the causal vacancy occurred due to resignation of previous auditors, are proposing to appoint M/s. MGSA & Company, Chartered Accountants (FRN: 022481C) for a period of one financial year and shall hold office till the conclusion of 33rd Annual General Meeting to be held in the year 2027.

Further, M/s. MGSA & Company, Chartered Accountants (FRN: 022481C), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Shareholders, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 3 of the accompanying Notice as an Ordinary Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 4

The company has been regularly spending funds on the existing operations and working capital of the company to enable them to become operational and has been taking continuous efforts to look for possible lender. The Board has put forward the proposal to Shareholders of the Company for granting approval for borrowing upto Rs. 50 crores. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company has approached various lender/corporates for financial assistance.

In accordance with Section 62 (3) and 62(1)(c) and all other applicable provisions of the Companies Act, 2013, approval of the members is required for issuance of such loan with the option to convert them into shares of the Company by way of a Special Resolution.

All relevant documents will be available for inspection by the member at the registered Office of the company between 9:00 a.m. to 5:00 p.m., except on holidays upto and including the date of this Annual General Meeting.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 4 of the accompanying Notice as a Special Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 5:

As per the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from 1st April, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company is a Non-Banking Financial Company (NBFC), primarily engaged in the business of financing/investing, needs various corporate having presence in the state of West Bengal. Considering the nature of business and operations, the Company enters into various Related Party Transactions in the ordinary course of business and at arm's length price.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, approval of the Members is sought for arrangements/ transactions/contracts undertaken whether by way of continuation/ modification/ratification of earlier arrangements/ transactions/contracts and for transactions proposed to be entered into by the Company with Related Parties.

Further, the SEBI vide its circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 has clarified and specified that the Shareholders' approval of omnibus RPTs approved in an Annual General Meeting ("AGM") shall be valid up to the date of the next AGM for a period not exceeding fifteen months. Therefore, the Company is required to obtain Shareholders' approval in every AGM.

The details required as under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 in connection with the Material Related Party Transactions is given below.

Details of Summary of information provided by the management to the Audit Committee:

Name of the Related Party and its relationship with the listed entity including nature of its concern or interest (financial or otherwise):

Directors and/or Key Managerial Personnel (KMP)
Jitendra Kumar Goyal (Managing Director), Priyanka Mohta (Non-Executive Non-Independent Director), Shruti Poddar (Company Secretary), Dhanashree Bhaskar Patade (Chief Financial Officer)-Appointed, w.e.f. 08.05.2025 and Resigned w.e.f. 30.07.2025, Apoorva Malhotra (Chief Financial Officer)-Appointed w.e.f. 12.08.2025 and Resigned w.e.f. 14.04.2026, Sonia Ghosh (Chief Financial Officer)-Appointed w.e.f. 29.05.2026.

Other related parties (Close members of KMP)
Sumit Goyal (Son of Managing Director), Renu Goyal (Wife of Managing Director), Varsha Jain (Daughter of Managing Director), Virendra Kumar Goyal HUF (Karta is Brother of Managing Director), G Jitendra HUF (Karta is a Managing Director), Anju Goyal (Wife of Brother of Managing Director), Y.K. Goyal & Sons (Karta is a Managing Director).

Significant Influence entities
Virat Leasing Limited, Goyal Toys LLP, Moti Finvest Private Limited, Rambhakta Enterprises LLP, VZ Vanijya LLP, Yashoyog Commercial LLP, Centuple Commercial LLP, Tubro Consultants & Enterprises Private Limited, Goyal Commercial Private Limited, Littlestar Tracom LLP, Mayborn Investments Private Limited, Aurelian Commercial LLP, ABM Finlease Private Limited, Scintilla Commercial & Credit Limited, Spectrum Pestrogan LLP, Tubro Consultants & Enterprises Private Limited, Kaushal Investments Ltd, Lifestyle Vanijya LLP, Zigma Commosales Private Limited, Horizon Agro Processing LLP, Anjaniputra Promoters Private Limited, Laxmidhan Properties Private Limited, Shreyans Stockinvest Pvt Ltd, Sumit Technisch & Engineering Pvt Ltd, Aurelian Trading LLP, Merit Commosales LLP, Twinkle Vintrade LLP, Daulat Vintrade LLP, Suncity Dealers LLP, Silverlake Tradelinks LLP, Success Dealers LLP, Icon Commotrade LLP, Skylight Vintrade LLP, Maruti Tie-Up LLP, Yashoyog Investments, KVZ Enterprises.

Materiality Thresholds for Related Party Transactions (per transaction):

Nature of Transactions (per transaction per party)	Value of Transactions (Rs)
Purchase/ sale of securities from/ to related parties	2,50,00,000/-
Granting of loan to each related party	2,50,00,000/-
Availing of loan from related parties	2,50,00,000/-
Remuneration paid to Key Managerial Personnel	25,00,000/-
Rent Paid	5,00,000/-
Expenses incurred/ re-imbursed for availment/ providing of services	10,00,000/-

In the event the Company becomes aware of any RPT that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practical before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction and the Company shall take such action as the Committee deems appropriate under the circumstances.

Material terms and particulars of the proposed transaction:

Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract. The particulars of the proposed transaction are mentioned above.

If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity:

Not applicable as the Company is Non-Banking Financial institution (NBFC) Company.

Details of the source of funds in connection with the proposed transaction:

Not Applicable

Details of financial indebtedness incurred:

Not Applicable

Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:

Not Applicable

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:

Not Applicable

Justification as to why the Related Party Transaction is in the interest of the listed entity:

The Company is a Non-Banking Financial Company (NBFC), primarily engaged in the business of financing/investing, needs various corporate having presence in the state of West Bengal. These are treated as related party transactions by virtue of law itself and there is no discrimination made while the transactions entered with a related party and unrelated parties. Considering the nature of business and operations of the Company, transactions as mentioned above will help for meeting its business requirements and overall business performance of the Company.

A copy of the valuation or other external party report, if any such report has been relied upon:

Not Applicable

Any other information:

Nil

The Audit Committee and Board of Directors of the Company have approved the Related Party Transactions at their meetings held on 4^{th} September, 2026 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 5 of the accompanying Notice as a Special Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 6:
On recommendation of Nomination & Remuneration Committee, the Board has proposed the appointment of Mrs. Nita Agarwal (DIN: 07092762) as the Non-Executive Independent Director of the Company at the meeting held on 2^{nd} July, 2026 for a period of five consecutive years w.e.f. 2^{nd} July, 2026.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for appointment of Mrs. Nita Agarwal (DIN: 07092762), for the office of Non-Executive Independent Director of the Company.

The terms and conditions of appointment of Mrs. Nita Agarwal (DIN: 07092762), shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolution of item no. 6.

Brief profile of Mrs. Nita Agarwal (DIN: 07092762), nature of his expertise in functional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

The Board commends the Special Resolution set out at Item No. 6 for the approval of the Members of the Company.

Item No. 7:
On recommendation of Nomination & Remuneration Committee, the Board has proposed the appointment of Ms. Diksha Sharma (DIN: 11914278) as the Non-Executive Independent Director of the Company at the meeting held on 4^{th} September, 2026 for a period of five consecutive years w.e.f. 4^{th} September, 2026.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for appointment of Ms. Diksha Sharma (DIN: 11914278), for the office of Non-Executive Independent Director of the Company.

The terms and conditions of appointment of Ms. Diksha Sharma (DIN: 11914278), shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolution of item no. 6.

Brief profile of Ms. Diksha Sharma (DIN: 11914278), nature of his expertise in functional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

The Board commends the Special Resolution set out at Item No. 7 for the approval of the Members of the Company.

Item No. 8:

The Board at their meeting held on 4th September, 2026, discussed the present scenario at concluded that in order to maximize its profit in long run it has been regularly spending funds on the existing operations and working capital of the company to enable them to become operational and has been taking continuous efforts to look for possible lender. Therefore, the Board pursuant to approval of the Shareholders has decided to convert loan into equity, taking on account Company's existing and future financial requirements to support its business operations, it might require additional funds and for the purpose of the same, the Company is required to increase the Authorized Share Capital of the Company in order to provide equity shares in lieu of funds raised. Further, the existing Authorized Capital is fully utilized and in order to raise funds, it seems necessary to do so.

However, the present Authorised Share Capital of the Company is Rs. 3,75,00,000/- (Rupees Three Crores Seventy-Five Lakhs Only) comprising of 37,50,000 (Thirty-Seven Lakhs Fifty Thousand) Equity Shares of Rs.10/- each and Paid-up Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) comprising of 35,00,000 (Thirty-Five Lakhs) Equity Shares of Rs. 10/- each. Therefore, the Board has accorded to increase the Authorized Share Capital of the Company to Rs. 10,00,00,000/- (Rupees Ten Cores Only) divided into 1,00,00,000 (One Crore) equity shares of Rs.10/- each, ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to Members approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

None of the directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution except to the extent of their shareholding in the Company.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 8 of the accompanying Notice.

Item No. 9:

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and the existing Articles of Association are no longer in conformity with the new Companies Act 2013. Upon enactment of the Act various provisions of the Companies Act 1956 have been repealed and in view of the same, the existing Articles of Association of the Company need to be re-aligned as per the provisions of the Companies Act, 2013. Therefore, it seems desirable to adopt new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company.

The new set of Articles of Association to be substituted in place of existing Articles of Association is based on Table 'F' of Schedule I of the Act which sets out the model Articles of Association for a Company limited by shares.

None of the directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution except to the extent of their shareholding in the Company.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 9 of the accompanying Notice.

Item No. 10

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 50,00,00,000 (Rupees Fifty Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

None of the directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution except to the extent of their shareholding in the Company.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 10 of the accompanying Notice.

Item No. 11

The company has been regularly spending funds on the existing operations and working capital of the company to enable them to become operational and has been taking continuous efforts to look for possible lender. The shareholders of the Company have already granted approval for borrowing upto

Rs. 50,00,00,000 (Rupees Fifty Crores. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company has approached various lender/corporates for financial assistance.

In accordance with Section 62 (3) and 62(1)(c) and all other applicable provisions of the Companies Act, 2013, approval of the members is required for issuance of such loan with the option to convert them into shares of the Company by way of a Special Resolution.

All relevant documents will be available for inspection by the member at the registered Office of the company between 9:00 a.m. to 5:00 p.m., except on holidays upto and including the date of this Annual General Meeting.

None of the directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution except to the extent of their shareholding in the Company.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 11 of the accompanying Notice.

For Decillion Finance Limited

Sd/-
Yogesh Sharma
Company Secretary

Place: Kolkata
Date: 04.09.2026

ANNEXURE I

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 26th September, 2026 at 09:00 A.M. and ends on 28th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2026

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will

Type of shareholders	Login Method
	open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSD	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
LIndividual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 hold shares 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.
How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 anandkhandelia@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

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.nsdl.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.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@decillion.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@decillion.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.

DP ID*		Folio No.	
Client ID*		No. of Shares	
Name of the member(s) (in Block Letters)			
Name of the Proxi, of any (in Block Letters)			

I hereby record my presence at the 32nd Annual General Meeting of the Company being held on Tuesday, 29th September, 2026 at 2:00 pm (IST) at "B B D Bag Professional Association", "Commerce House", 2A Ganesh Chandra Avenue, 4th Floor, Room No: 1, Kolkata-700013 and at any adjournment thereof.

Signature of Shareholder   Signature of Proxy

* Applicable for Members holding Shares in electronic form.

DECILLION FINANCE LIMITED

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

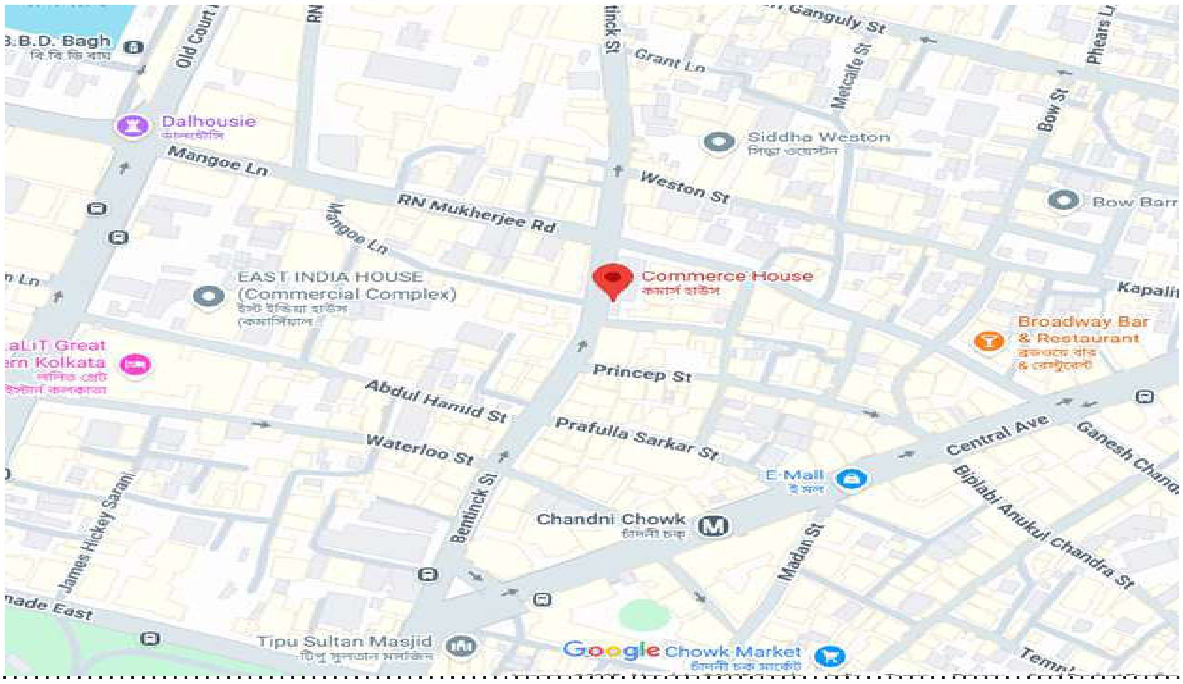
Name :..

Address :..

E-mail ID:.. Signature.. Or failing him / her

as my/our proxy to vote for me/us on my/our behalf at the 32nd Annual General Meeting of the Company scheduled to be held on Tuesday, 29th September, 2026 at 2:00 pm (IST) at "B B D Bag Professional Association", "Commerce House", 2A Ganesh Chandra Avenue, 4th Floor, Room No: 1, Kolkata-700013 and any adjournment thereof, in respect of such resolutions as are indicated below:

Route Map



DECILLION FINANCE LIMITED

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

Resolution Nos.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026.		
2.	To appoint a director in place of Mr. Jitendra Kumar Goyal (DIN: 00468744), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s MGSA & Company, Chartered Accountants (FRN: 022481C) as the Statutory Auditors of the Company for a period of one financial year on account of casual vacancy that occurred due to resignation of previous Statutory Auditors.		
4.	To approve conversion of Loan into Equity Shares of the Company.		
5.	To approve existing as well as proposed material related party transactions.		
6.	To appoint Mrs. Nita Agarwal as Non-Executive Independent Director of the Company for a period of five consecutive years.		
7.	To appoint Ms. Diksha Sharma as Non-Executive Independent Director of the Company for a period of five consecutive years.		
8.	To increase the Authorized Share Capital of the Company from Rs. 3.75 crores to Rs. 10 crores To adopt fresh Articles of Association as per Companies Act, 2013.		
	To authorise Board for making of any Investment/ giving any Loan or Guarantee/ providing Security under Section 186 of Companies Act, 2013.		
	To set the borrowing limits of the Company under Section 180(1)(c) of Companies Act, 2013.		

Signed this ___________ day of ___________2026

Affix Revenue Stamp

Signature of Shareholder: ____________________ Signature of Proxy holder: ____________________

Notes:

- The Proxy form duly completed must be deposited at the corporate office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.