



DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: "Mercantile Building" Block -E, 2nd Floor, 9/12, Lalbazar treet, Kolkata-700001

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

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of Decillion Finance Limited will be held at the Registered Office of the Company at "Mercantile Building", Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata - 700001 on Tuesday, the 30th day of September, 2014 at 1.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2014 along with Director's and Auditor's report thereon.
2. To appoint 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 retiring Auditors, M/s S.K. Rungta & Co, Chartered Accountants, (Firm Registration Number - 308081E) of 1, Jagmohan Mallick Lane, Kolkata - 700 007 to hold office from the conclusion of this Annual General Meeting until the conclusion of 23rd Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

4. To Appoint Mr. Ashish Jalan (Din-06503424) as an Independent Director of the Company and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashish Jalan (DIN-06503424) a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September' 2014 upto the conclusion of the 25th AGM to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To Appoint Mr. Nikunj Kanodia (DIN-06427863) as an Independent Director of the Company and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Nikunj Kanodia (DIN-06427863) a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September' 2014 upto the conclusion of the 25th AGM to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To Appoint Ms. Bharti Ranga (DIN-06864738) as a Director of the Company and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, and the Article of Association of the Company, Ms. Bharti Ranga (DIN-06864738) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as a non executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Place: Kolkata
Dated: 28th August, 2014**

**Poonam Dalmia
Company Secretary**

NOTE:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and the proxy need not be a member of the Company. A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing proxies in order to be effective must be received by the Company at the Registered office, not less than 48 hours before the scheduled time of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2014 to 30th September, 2014 (both days inclusive).
3. Members holding shares in physical form are requested to intimate changes in their Registered address mentioning full address in block letters with Pin Code of the Post Office, E-mail id, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
4. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
5. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
6. Members/Proxies are requested to kindly take note of the following:
 - (i) copies of Annual Report will not be distributed at the venue of the meeting;
 - (ii) attendance slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting;
 - (iii) entry to the venue will be strictly on the basis of produce of duly completed and signed attendance slips; and
 - (iv) in all correspondences with the company and/or the R&T Agent, Folio No. must be quoted.
7. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a Certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to the following address:

Niche Technologies Pvt. Ltd.
D-511 Bagree Market
5th Floor
71, B.R.B. Basu Road
Kolkata - 700001
Phone No. : 033 22357270/71
Email-nichetechpl@nichetechpl.com
11. The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
12. The Securities and Exchange Board of India (SEBI) has mandated to 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 account. Members holding shares in physical form can submit their PAN to the Company and/or its Registrars & Share Transfer Agents.
13. Information about Director proposed to be appointed and re-appointed at the Annual General Meeting as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges

Name of Director	Date of Birth	Date of Appointment	Qualification	Directorship in other public limited Companies	Membership of Committees in other public limited companies	Shareholding of Director in the Company
Jitendra Kumar Goyal	03/11/1963	02/06/2003	B.Com	04	09	70100
Nikunj Kanodia	31/10/1989	29/09/2012	B.Com (Hons), C.A	01	03	NIL
Ashish Jalan	28/10/1983	05/02/2013	MBA	01	03	NIL
Bharti Ranga	13/11/1988	30/09/2014	B.Com (Hons), C.S	01	03	NIL

14. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.decillion.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during normal business hours on working days. Even after Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@decillion.co.in
15. The Register of Directors' and Key managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189, respectively under the Companies Act, 2013, will be available for inspection to the members at the AGM.
16. Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL, on all resolutions set forth in this notice.
 - II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. Members are requested to follow the instruction below to cast their vote through e-voting.
 - III. The instructions for shareholders voting electronically are as under:
 - i. The e-voting period begins on 24th September, 2014 (9:00 a.m. IST) and ends on 26th September, 2014 (6:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on "Shareholders" tab.
 - iv. Now enter your User Id:
 - (a) For CDSL : 16 digits beneficiary ID,
 - (b) For NSDL : 8 character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - v. Next enter the Image Verification as displayed and Click on Login.

- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Member holding shares in Demat Form and Physical Form

(Applicable for both demat shareholders as well as physical shareholders)

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr/Mrs/Smt/Miss/Ms/M/s etc. <p>Example: (1) Mr. V.N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C- 0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Account Number in order to login. If both the details are not recorded with the Depository Participant or Company then please enter in the Dividend Bank Details field the Number of Shares held by you as on cut-off date (record date) of 22nd August, 2014.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant "**Decillion Finance Limited**" on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES/NO" as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "Resolution File Link" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Notes for Institutional Shareholders:**
- Institutional shareholders (i.e other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and Register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp & signed of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting , you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
17. M/s. Ajay M L & Co., Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in the favour or against, if any, forthwith to the Chairman of the Company.
19. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.decillion.co.in and on the website of CDSL viz www.cdslindia.com within two days of the passing of the resolutions at the Twentieth Annual General Meeting on 30th September,2014 and communicated to all the stock exchange(s), where the shares of the Company are listed.
20. The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on the cut-off date (record date) of 22nd August, 2014.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Mr. Ashish Jalan has been a Non-Executive Director of the Company since 05/02/2013 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Ashish Jalan did Masters in Business Administration (MBA). He has eight years of experience in the field of finance and retail marketing operations. He is also Director on the Board of other Indian companies.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Ashish Jalan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ashish Jalan for the office of Director of the Company.

The matter regarding appointment of Mr. Ashish Jalan as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director upto the conclusion of the 25th AGM to be held in the calendar year 2019, when he will retire as per the policy on retirement of directors adopted by the Company.

In the opinion of the Board, Mr. Ashish Jalan fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ashish Jalan as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Mr. Ashish Jalan is interested and concerned in the Resolution mentioned at Item No.4 of the Notice. Other than Mr. Ashish Jalan, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5

Mr. Nikunj Kanodia has been a Non-Executive Director of the Company since 29/09/2012 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Nikunj Kanodia has completed his graduation in commerce and is an associate member of ICAI. He is also practicing as a Chartered Accountant. He has experience in the field of accounts, auditing, taxation, finance and costing. He is also Director on the Board of other Indian companies.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April’ 2014, an independent director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Nikunj Kanodia has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Nikunj Kanodia as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director upto the conclusion of the 25th AGM to be held in the calendar year 2019, when he will retire as per the policy on retirement of directors adopted by the Company.

In the opinion of the Board, Mr. Nikunj Kanodia fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Nikunj Kanodia for the office of Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Nikunj Kanodia as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Mr. Nikunj Kanodia is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Nikunj Kanodia, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Item No. 6

The matter regarding appointment of Ms. Bharti Ranga as a Director was placed before the Nomination & Remuneration Committee, which commends her appointment as a Director whose period of office shall be liable to determination by retirement of directors by rotation.

Ms. Bharti Ranga is a Graduate and a Company Secretary by profession and has vast knowledge in the field of Company law and secretarial and accounts related activities. Her experience as a fresher with new ideas would help to face the stiff competition, and will groom the Company for the challenges ahead. As she has got the first hand experience in a work environment it is benefit for the Company to have her on the Board. At the same time, Ms. Bharti Ranga based on her talent and skills have a high chance to bring value addition to the Board.

In the opinion of the Board, Ms. Bharti Ranga fulfils the conditions specified in the Act and the Rules made thereunder for appointment as a Director.

Ms. Bharti Ranga does not hold any shares in the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Copy of the draft letter for appointment of Ms. Bharti Ranga as a Director is available for inspection by members at the Registered Office of the Company.

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, Ms. Bharti Ranga in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a non executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Ms. Bharti Ranga is interested in the resolution set out respectively at Item No. 6 of the Notice with regard to her respective appointment.

The relatives of Ms. Bharti Ranga may be deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice, to the extent of her shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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

**Place: Kolkata
Dated: 28th August, 2014**

**Poonam Dalmia
Company Secretary**



DECILLION FINANCE LIMITED

**Regd. Office: "Mercantile Building" Block -E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001
Email: info@decillion.co.in; Website: www.decillion.co.in
CIN: L 65999WB1995PLC067887**

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/ We record my /our presence at the 20th Annual General Meeting of the Company at Registered Office of the Company at Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata - 700001, on Tuesday, 30th September, 2014 at 1.00 P.M.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140829024	Please refer note No.16 of Notice	

-----TEAR HERE-----



DECILLION FINANCE LIMITED

**Regd. Office: "Mercantile Building" Block -E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001
email: info@decillion.co.in; Website: www.decillion.co.in
CIN: L 65999WB1995PLC067887**

FORM NO. MGT 11

Proxy Form

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

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

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

Name _____

Address. : _____

E-mail ID: _____ Signature : _____ or failing him/her.

Name _____

Address. : _____

E-mail ID: _____ Signature : _____ or failing him/her.

Name _____

Address. : _____

E-mail ID: _____ Signature : _____ or failing him/her.

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2014 at 1:00 p.m. at "Mercantile Building" Block -E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001 in respect of the such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For	Against
1.	Ordinary Resolution to be passed to receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2014 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution to be passed 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.	Ordinary Resolution to be passed to re-appoint M/s S.K. Rungta & Co, Chartered Accountants as Statutory Auditors and fixing their remuneration.		
4.	Ordinary Resolution to be passed to appoint Mr. Ashish Jalan (DIN -06503424) as an Independent Director of the Company.		
5.	Ordinary Resolution to be passed to appoint Mr. Nikunj Kanodia (DIN -06427863) as an Independent Director of the Company.		
6.	Ordinary Resolution to be passed to appoint Ms. Bharti Ranga (DIN-06864738) as a Director of the Company.		

Signed this _____ day of _____ 2014

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

Note:

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

For the Resolutions, explanatory statements and notes please refer to the Notice of the 20th Annual General Meeting

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