



DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

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

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

NOTICE OF TWENTY-FORTH ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS :

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

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

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

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

SPECIAL BUSINESS

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

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Vidhu Bhushan Verma (DIN- 00555238)) who has submitted a declaration of independence under section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vidhu Bhushan Verma (DIN- 00555238)) as a candidate for the office of director of the company to hold office for a term of five years from term up to the conclusion of 29th Annual General Meeting to be held in calendar year 2023.

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

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

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs Veedhi Raja



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

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

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

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

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

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

7. Approval of Related Party Transactions

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

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

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

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

Registered Office:

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

By Order of the Board
Decillion Finance Limited

Archana Mishra
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxy form is annexed to the notice.** A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective must be lodged with the Company's Registered Office at least 48 hours before the commencement of the Meeting.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the item of Special Business to be transacted at the meeting is annexed hereto.
3. The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") regarding the Directors who are proposed to be re-appointed is annexed.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2018 to 29th September, 2018. (both days inclusive)
5. The Securities and Exchange Board of India (SEBI) has mandated by its Circular dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form. To facilitate the above, a letter from the RTA enclosing a Form where the above particulars are to be provided is being sent with this Notice to the Members who hold the shares in physical form. The said Members are requested to promptly submit the required information and documents asked for to Niche Technologies Pvt Ltd, Registrar and Share Transfer Agent of the Company.
6. SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eighteenth day from the date of publication of the notification in the Official Gazette. In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.
7. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 133 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically further.
11. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their folio number on the attendance slip for attending the AGM and hand over the duly filled attendance slip(s) at the entrance to the venue.
12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours upto the date of the Meeting.
13. Members desirous of making a nomination in respect of their shareholding, as permitted by section 72 of the Companies Act, 2013, are requested to write to the Registrar and Transfer Agent of the Company for the prescribed form.



14. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
15. Members/Proxies are requested to kindly take note of the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting.
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting.
 - (iii) Entry to the venue will be strictly on the basis of produce of duly completed and signed Attendance Slip; and
 - (iv) In all correspondences with the Company and/or the R & T Agent, Folio No. must be quoted.
16. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
17. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

NICHE TECHNOLOGIES PRIVATE LIMITED
D-511 Bagree Market, 5th Floor
71, B.R.B. Basu Road, Kolkata 700001
Phone No. : 033 22357270/71; Telefax : 033 22156823
Email: nichetechpl@nichetechpl.com
18. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporates to serve documents through electronic mode. In view of the above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.
19. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.decillion.co.in 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
20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. I. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the service of National Securities Depository Limited (NSDL) to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors has appointed Mr. Anand Khandelia, Practicing Company Secretary, as the Scrutinizer for this purpose.
 - II. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not

be entitled to cast their vote again.

- V. The remote e-voting period commences on 26th September, 2018 (9:00 am IST) and ends on 28th September, 2018 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter at 5.00 p.m. 28th September, 2018. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The process and manner for remote e-voting are as under:

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

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

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

Details on Step-1 is mentioned below:

How to Log-into NSDL e-Voting website?

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:

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



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

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

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

Details on Step 2 are given below:

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

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

General Guidelines for shareholders

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

- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **22nd September, 2018**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. of **22nd September, 2018** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at nichetechpl@nichetechpl.com
- X. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at 022 2499 4738 (Mr. Rajiv Ranjan) or at the toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (Forty eight) hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.decillion.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Calcutta Stock Exchange, where the shares of the company are listed.
- XVI. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.

Registered Office:

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

Date: 14.08.2018

By Order of the Board
Decillion Finance Limited

Archana Mishra
Company Secretary



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

ITEM No. 4 :

The Board of Directors of the Company (the ‘Board’) on recommendation of the Nomination and Remuneration Committee, at its meeting held on 14th November, 2017 has, subject to the approval of members, appointed Mr. Vidhu Bhushan Verma (DIN- 00555238) as Additional Independent Director, to be ratified for a period of 5 (five) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2023.

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

Mr. Vidhu Bhushan Verma holds a Chartered Accountant Degree. His Directorship on the Board of the Company will help the Company to grow and make wise decisions.

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

Mr. Vidhu Bhushan Verma does not hold any shares in the company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Copy of the draft letter for appointment of Mr. Vidhu Bhushan Verma as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Company has received notices in writing from members’ along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vidhu Bhushan Verma for the office of Director of the Company.

Mr. Vidhu Bhushan Verma is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to his respective appointment.

The relatives of Mr. Vidhu Bhushan Verma may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board commends the Ordinary Resolution set out at Item Nos. 4 of the Notice for approval by the members.

ITEM No. 5 :

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

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

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

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

Mrs. Veedhi Raja does not hold any shares in the company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Copy of the draft letter for appointment of Mrs.Veedhi Raja as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Company has received notices in writing from members' along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs.Veedhi Raja for the office of Director of the Company

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

The relatives of Mrs.Veedhi Raja may be deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board commends the Ordinary Resolution set out at Item Nos. 5 of the Notice for approval by the members.

ITEM No. 6 :

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

(a) Remuneration: Basic: 20,000 p.m

(b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company

(c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(d) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

(e) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Mr. Jitendra Kumar Goyal holds 70100 equity shares in the Company. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

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

Mr. Jitendra Kumar Goyal holds 70100 equity shares in the Company. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jitendra Kumar Goyal under Section 190 of the Act.

Brief resume of Mr. Jitendra Kumar Goyal is given below:

Mr. Jitendra Kumar Goyal is a qualified B.Com Graduate from Calcutta University having 25 years of experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market operations and related activities. He has deep understanding of the World Markets and their functioning and inter-relation. He strategized the Company's foray into Investments and Finance related activities. His continuation as a Managing Director on the Board of the Company will help the Company to grow and make wise decisions.

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

Mr. Jitendra Kumar Goyal is interested in the Resolution mentioned at Item No. 6 of the Notice with regard to his appointment.



Other than Mr. Jitendra Kumar Goyal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

ITEM No.7 :

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

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

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

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

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

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

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

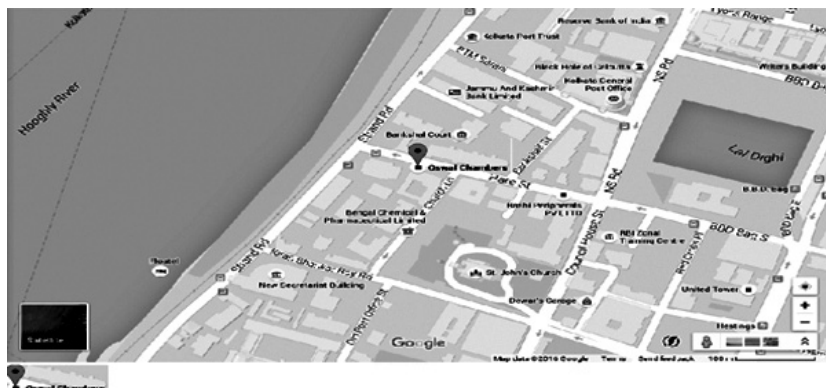
The Audit Committee has approved the above said related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

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

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

ANNEXURE TO THE ITEM 2, 4, 5 & 6
Detail of Director seeking re-appointment/ appointment at the forth coming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

MAP SHOWING LOCATION OF THE VENUE OF THE 24th ANNUAL GENERAL MEETING
Venue : Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001




DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

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

ATTENDANCE SLIP

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

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

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

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

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

Signature of Shareholder.....

Signature of Proxy.....

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



DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

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FORM NO. MGT 11 Proxy Form

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

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

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

Name:.....

Address:.....

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

Name:.....

Address:.....

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

Name:.....

Address:.....

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

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held at "Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001 on Saturday, the 29th September, 2018 at 3.00 P.M. in respect of such resolutions as are indicated below:



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

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Ordinary Resolution to be passed to receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2018 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN: 00468744), who retires and being eligible, offers himself for re-appointment		
3.	Ordinary Resolution appoint of Statutory Auditor of the Company.		
SPECIAL BUSINESS			
4.	Ordinary Resolution to appoint Mr. Vidhu Bhushan Verma (DIN: 00555238), additional director, as on Non- Executive Independent Director.		
5.	Ordinary Resolution to appoint Mrs Veedhi Raja (DIN: 08142844), additional director, as on Non-Executive Independent Director.		
6.	Ordinary Resolution for variation in term of appointment of Managing Director of the Company.		
7.	Ordinary Resolution for approval of related party transactions		

Signed this day of 2018

Signature of Shareholder:

Signature of Proxy holder:

Affix Revenue Stamp

Note:

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

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

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