

**NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 27th Annual General Meeting of the members of the M/s. Decillion Finance Limited will be held at "COMPASS" - Computer Association of Eastern India, 37, Shakespeare Sarani, S.B. Tower, 1st Floor, Kolkata – 700017, West Bengal, on Wednesday, the 29th September, 2021 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2021 along with Directors' Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Jitendra Kumar Goyal, Managing Director (DIN: 00468744), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To modify the terms of appointment of Statutory Auditors and fix their remuneration and in this respect, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 as amended by the Companies (Amendment) Act, 2017 effective from 7th May, 2018 and all other applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force), the existing terms of appointment of M/s. C.K. Chandak & Co., Chartered Accountants (Firm Registration No. 326844E), Statutory Auditors of the Company be and is hereby modified to the extent that their appointment done in the 24th AGM of the Company shall not be subjected to ratification by the Shareholders at the Annual General Meeting and they shall continue to be the Statutory Auditors of the Company for remaining duration of their terms of appointment without ratification at each AGM and the Board be and is hereby authorized to fix their remuneration, if any, to be paid to the Auditors in each of the financial years on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

4. **Appointment of Ms. Pooja Kalanoria (DIN: 09056683) as a Non-Executive Independent Woman 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 obligation and Disclosure Requirements) Regulations, 2015, Ms. Pooja Kalanouria (DIN: 09056683) 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 director under section 160 of the Companies Act, 2013 signifying her intention to propose Ms. Pooja Kalanouria as a candidate for the office of Director of the Company to hold office for a term of Five (5) Years till the Conclusion of the 32nd Annual General Meeting to be held in the calendar Year 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary 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."

Registered Office:

"Jajodia Tower", 3, Bentinck Street,
4th Floor, Room No. D-8,
Kolkata – 700001, West Bengal
CIN: L65999WB1995PLC067887
Phone: 91 33 2248 5664
E-mail: info@decillion.co.in;
Website: www.decillion.co.in

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

**CS Ishu Maskara
Company Secretary**

Place: Kolkata
Dated: 14/08/2021

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. 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.

In term of Rule 19 of the Companies (Management and Administration) Rules, 2014, 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.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the items 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 23rd September, 2021 to 29th September, 2021. (Both days inclusive).
5. 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.
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. 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 authorized representatives to attend the Meeting pursuant to Section 113 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 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.
10. Members/ Proxies/ Authorized 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.
11. 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 up to the date of the Meeting.
12. 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.
13. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.




14. 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.
 15. 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.
 16. 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 Pvt. Ltd.
3A, Auckland Place 7th Floor,
Room No. 7A & 7B, Kolkata-700017
Tel: (033) 2280 6616/6617/6618
Fax: (033) 2280 6619
[Email: nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
 17. 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.
 18. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2021 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.
 19. **Voting through electronic means**
 - 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. Rajesh Ghorawat, Practicing Company Secretary (FCS: 7226), as the Scrutinizer for this purpose.
 - II. The facility for voting through ballot paper shall be made available at the AGM. 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.
 - III. The remote e-voting period begins on 26th September, 2021 (9:00 AM IST) and ends on 28th September, 2021 (5:00 PM IST). 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, 2021, 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, 2021.

IV. 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e -Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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. Shareholders/Members can also download NSDL Mobile App “ NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e -Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration .

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual 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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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 use 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.co.in 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.

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.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
 3. 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.
 4. Upon confirmation, the message “Vote cast successfully” will be displayed.
 5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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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 rgadvisory18@gmail.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.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [at evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Process for those shareholders whose email ids are not registered with the depositories/ company 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 the Company Secretary at 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 shareholder 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.co.in 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.
5. 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, 2021**. 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.
6. 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. **22nd September, 2021** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com.
7. 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 the toll-free no.: 1800-222-990.
8. 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.
9. 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.
10. 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.



11. 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 three days 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.
12. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 BSE Limited, where the shares of the company are listed.
13. 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. D-8,
Kolkata – 700001, West Bengal
CIN: L65999WB1995PLC067887
Phone: 91 33 2248 5664
E-mail: info@decillion.co.in;
Website: www.decillion.co.in

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

**CS Ishu Maskara
Company Secretary**

Place: Kolkata
Dated: 14/08/2021



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

ITEM NO. 4:

The Board of Directors of the Company had appointed Ms. Pooja Kalanouria (DIN: 09056683) as an Additional Director of the Company with effect from 12th February, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Pooja Kalanouria shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from a director signifying her candidature as an Independent Director of the Company.

A brief profile of Ms. Pooja Kalanouria, including nature of her expertise, is provided at annexure to notice.

The Company has received a declaration of independence from Ms. Pooja Kalanouria. In the opinion of the Board, Ms. Pooja Kalanouria fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.decillion.co.in.

Ms. Pooja Kalanouria does not hold any equity shares of the Company. The Board, based on working experience of Ms. Pooja Kalanouria considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Pooja Kalanouria as an Independent Director and accordingly recommends the resolution as set forth in Item no. 4 for the approval of the shareholders of the Company.

Copy of draft letter of appointment setting out the terms of her appointment is open for inspection at the Registered Office of the Company by any members during business hours on all working days till the conclusion of the ensuing Annual General Meeting.

Except Ms. Pooja Kalanouria, no other director and Key Managerial Personnel of the Company and their relative is concerned or interested, financial or otherwise, in the said resolution set out at item no.4.

The Board recommends the Ordinary resolution as set out at item no. 4 of the notice for approval of the members.

ANNEXURE TO THE NOTICE

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

Name of the Director	Mr. Jitendra Kumar Goyal	Ms. Pooja Kalanouria
Director Identification Number	00468744	09056683
Date of Birth	03/11/1963	04/05/1991
Nationality	Indian	Indian
Date of Appointment on Board	02/06/2003	12/02/2021
Qualification	B. Com (H)	B.com(H) and member of Institute of Company Secretary
Expertise in specific functional area	<p>He has more than 27 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 in understanding and handling the major functions of our company. Under his dynamic leadership and vast experience, we are able to deliver constant value to our customers repeatedly. He has been the architect of our company's projects and expansion strategy.</p> <p>His continuation as a Director on the Board of the Company, will help the Company to grow and make wise decisions.</p>	<p>She has enriched knowledge and vast experience in the field of Companies Act or SEBI Act and other related Act.</p>
Shareholding in Decillion Finance Limited	70,100 Equity Shares of Rs.10/- each	NIL
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	Kaushal Investments Limited Virat Leasing Limited Scintilla Commercial & Credit Ltd	Scintilla Commercial & Credit Ltd
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Decillion Finance Limited	<ol style="list-style-type: none"> 1. Member of the Audit Committee and Chairman of Stakeholders Relationship Committee of Kaushal Investments Ltd. 2. Member of the Audit Committee of Scintilla Commercial & Credit Ltd 3. Member of the Audit Committee and Chairman of Stakeholders Relationship Committee of Virat Leasing Limited 	<ol style="list-style-type: none"> 1. Member of the Audit Committee and Stakeholders Relationship Committee of Kaushal Investments Ltd
Relationships between the Directors inter -se	NIL	NIL

**DECILLION FINANCE LIMITED**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****CIN: L65999WB1995PLC067887****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 Proxy, of any (in Block Letters)			

I hereby record my presence at the 27th Annual General Meeting of the Company at "COMPASS" - Computer Association of Eastern India, 37, Shakespeare Sarani, S.B. Tower, 1st Floor, Kolkata – 700017, West Bengal, on Wednesday, the 29th September, 2021 at 12.00 Noon.

Signature of Shareholder**Signature of Proxy****Notes:**

1. Only Member/Proxy can attend the meeting.
2. Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

*Applicable in case of shareholders holding shares in electronic form only.

**DECILLION FINANCE LIMITED**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****CIN: L65999WB1995PLC067887****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:

1. Name :
- Address :
- E-mail ID:..... Signature..... Or failing him / her
2. Name :
- Address :
- E-mail ID:..... Signature..... Or failing him / her
3. 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 27th Annual General Meeting of the Company, to be held at "COMPASS" - Computer Association of Eastern India, 37, Shakespeare Sarani, S.B. Tower, 1st Floor, Kolkata – 700017, West Bengal, on Wednesday, the 29th September, 2021 at 12.00 Noon.in respect of such resolutions as are indicated below:

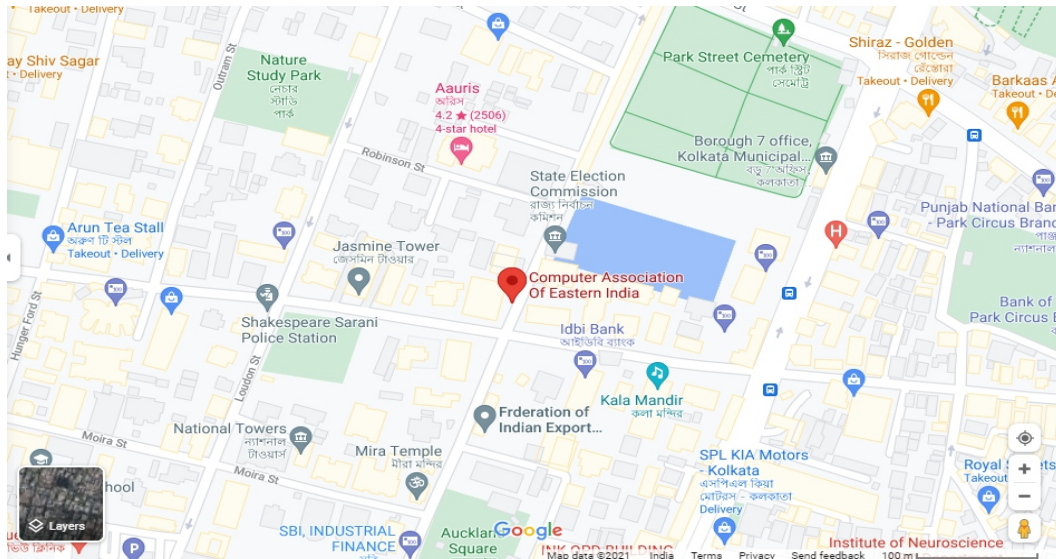


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MAP SHOWING LOCATION OF THE VENUE OF THE 27th ANNUAL GENERAL MEETING

VENUE: “COMPASS” - Computer Association of Eastern India, 37, Shakespeare Sarani, S.B. Tower, 1st Floor, Kolkata – 700017,



DECILLION FINANCE LIMITED

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CIN: L65999WB1995PLC067887

* 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 consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March, 2021 along with Directors' and Auditor's report thereon.		
2.	Ordinary Resolution To 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. To modify the terms of appointment of Statutory Auditors and fix their remuneration		
SPECIAL BUSINESS			
4.	Ordinary Resolution To consider and approve the appointment of Mrs. Pooja Kalanouria (DIN: 09056683) as a Non-Executive Independent Woman Director of the Company.		

Signed this day of September, 2021

Signature of Shareholder: _____

Signature of Proxy holder: _____

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 27th 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 be entitled to vote in the manner as he/she thinks appropriate.

