



# DECILLION FINANCE LIMITED

Regd. Off: "JAJODIA TOWER", 4TH FLOOR, ROOM NO. D-8, 3, BENTINCK STREET, KOLKATA - 700 001  
PHONE : (O) 2248 5664, 2243 9601, E-MAIL : info@decillion.co.in WEBSITE : www.decillion.co.in

CIN : L65999WB1995PLC067887

Date: 05/12/2020

To,  
The Secretary  
BSE Limited  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

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

**Scrip Code: 539190**

Dear Sir/ Madam,

**Sub: 26<sup>th</sup> Annual Report of the company for the Financial Year 2019-20 along with the Notice of Annual General Meeting**

Pursuant to Regulation 30 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report for the Financial Year 2019-20 along with the notice of the 26<sup>th</sup> Annual General Meeting of the Company scheduled to be held at "Oswal Chambers", EITMA, 5<sup>th</sup> Floor, 2, Church Lane, Kolkata-700 001, on Monday, the 28<sup>th</sup> December, 2020 at 01.00 PM, being sent to the members through electronic mode.

The Annual Report including Notice convening Annual General Meeting is also uploaded on the Company's website at [www.decillion.co.in](http://www.decillion.co.in).

This is for your information and records.

Thanking you.

Yours faithfully,

For Decillion Finance Limited

*Ishu Maskara*

CS Ishu Maskara

Company Secretary & Compliance Officer



Encl: As above



## DECILLION FINANCE LIMITED

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### **NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of the M/s. Decillion Finance Limited will be held at "Oswal Chambers", EITMA, 5th Floor, 2, Church Lane, Kolkata – 700 001, on Monday, the 28<sup>th</sup> December, 2020 at 1.00 PM 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 31<sup>st</sup> March, 2020 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. Ritu Agarwal (DIN: [08143534](#)) as a Non-Executive Independent Women 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. Ritu Agarwal (DIN: [08143534](#)) 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. Ritu Agarwal 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 31st 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."

5. **Revision in the Remuneration of Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications and any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the said act and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Jitendra Kumar Goyal (DIN: 00468744), as Managing Director of the Company, on such terms & conditions as mentioned in the Explanatory Statement annexed to the notice."

**"RESOLVED FURTHER THAT** where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration."

**"FURTHER RESOLVED THAT** any Director and/or the Chief Financial Officer/ Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

#### **Registered Office:**

Jajodia Tower,  
3, Bentinck Street, 4<sup>th</sup> Floor, Room No-D8  
Kolkata – 700001  
CIN: L65999WB1995PLC067887  
Phone: 91 33 2248 5664  
E-mail: [info@decillion.co.in](mailto:info@decillion.co.in);  
[Website: www.decillion.co.in](http://www.decillion.co.in)

**By Order of the Board**

**Decillion Finance Limited**

**Ishu Maskara  
Company Secretary**

**Date: 10<sup>th</sup> November, 2020**





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### 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 22nd December, 2020 to 28th December, 2020. (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 8<sup>th</sup> 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:



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- (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 26<sup>th</sup> Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website [www.decillion.co.in](http://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](mailto: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 commences on 25<sup>th</sup> December, 2020 (9:00 AM IST) and ends on 27<sup>th</sup> December, 2020 (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 21<sup>st</sup> December, 2020 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. on 27<sup>th</sup> December, 2020. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - IV. 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 of Step-1 are 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 e-services 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.*





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4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details 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, 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:
- 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](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)
  - b) “(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open.

**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.



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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 [rgadvisory18@gmail.com](mailto:rgadvisory18@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- V. 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 **21<sup>st</sup>December, 2020**. 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.
- VI. 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. **21<sup>st</sup>December, 2020** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
- VII. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.
- VIII. 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.
- IX. 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.
- X. 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.
- XI. 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.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.decillion.co.in](http://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 BSE Limited and the Calcutta Stock Exchange, where the shares of the company are listed.
- XIII. 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, 4<sup>th</sup> Floor, Room No-D8  
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Website: [www.decillion.co.in](http://www.decillion.co.in)

By Order of the Board

Decillion Finance Limited

Ishu Maskara  
Company Secretary

Date: 10<sup>th</sup> November, 2020





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### **EXPLANATORY STATEMENT PURUSANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

#### **ITEM NO. 4:**

The Board of Directors of the Company had appointed Ms. Ritu Agarwal (DIN: [08143534](#)) as an Additional Director of the Company with effect from 10<sup>th</sup> November, 2020. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Ritu Agarwal 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 upto 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. Ritu Agarwal, including nature of her expertise, is provided at annexure to notice.

The Company has received a declaration of independence from Ms. Ritu Agarwal. In the opinion of the Board, Ms. Ritu Agarwal 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](http://www.decillion.co.in).

Ms. Ritu Agarwal does not hold any equity shares of the Company. The Board, based on working experience of Ms. Ritu Agarwal considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Ritu Agarwal 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. Ritu Agarwal, 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.

#### **ITEM NO. 5:**

Considering the contribution of Mr. Jitendra Kumar Goyal, (DIN: 00468744), Managing Director of the Company and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 10<sup>th</sup> November, 2020 approved the revision in the remuneration of Mr. Jitendra Kumar Goyal on the terms and conditions as below with effect from aforesaid Board Meeting:

#### **Remuneration:**

Rs.1,25,000/- per month including House Rent Allowance (HRA) Rs.40,000/- per month and an additional amount of Rs. 50,000/- per annum will be deposited in the National Pension Scheme (NPS) being the Key Employee of the Company, subject to the limits specified under Schedule V of the Companies Act, 2013 and Rules made there under.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Jitendra Kumar Goyal as decided by the Board is required to be approved by the Members at their meeting.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of the members is being sought by way of a Special Resolution.

Except Mr. Jitendra Kumar Goyal, 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. 5.

The Board recommends the Special resolution as set out at item no.5. of the notice for approval of the members.



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### 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. Ritu Agarwal
Director Identification Number	00468744	08143534
Date of Birth	03/11/1963	11/07/1988
Nationality	Indian	Indian
Date of Appointment on Board	02/06/2003	09/11/2020
Qualification	B. Com	ICWAI & CS
Expertise in specific functional area	<p>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 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 experience in Accountancy, Statutory Compliance, Auditing, Direct Tax Matters including Compliances.</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 Limited Kaushal Investments Limited Virat Leasing Limited
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Decillion Finance Limited	4-Membership 2- Chairmanship	3 – Membership
Relationships between the Directors inter-se	NIL	NIL





## DECILLION FINANCE LIMITED

CIN: L65999WB1995PLC067887

Regd. Office: JAJODIA TOWER" 4<sup>TH</sup> FLOOR, ROOM NO. D-8 , 3 BENTINCK STREET, 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

DP ID*		Folio No.	
Client ID*		No. of Shares	
Name & Address of First / Sole Shareholder			

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company at "Oswal Chambers", EITMA, 5th Floor, 2, Church Lane, Kolkata – 700 001 on Monday, the 28<sup>th</sup> December, 2020 at 1:00 P.M.

\_\_\_\_\_  
Signature of Member/Proxy

#### Notes:

1. Only Member/Proxy can attend the meeting. No minors would be allowed at 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.
3. \*Applicable in case of shareholders holding shares in electronic form only.



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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 26<sup>th</sup> Annual General Meeting of the Company, to be held at "Oswal Chambers", EITMA, 5th Floor, 2 Church Lane, Kolkata – 700 001 on Monday, the 28<sup>th</sup> December, 2020 at 1:00 P.M. in respect of such resolutions as are indicated below:



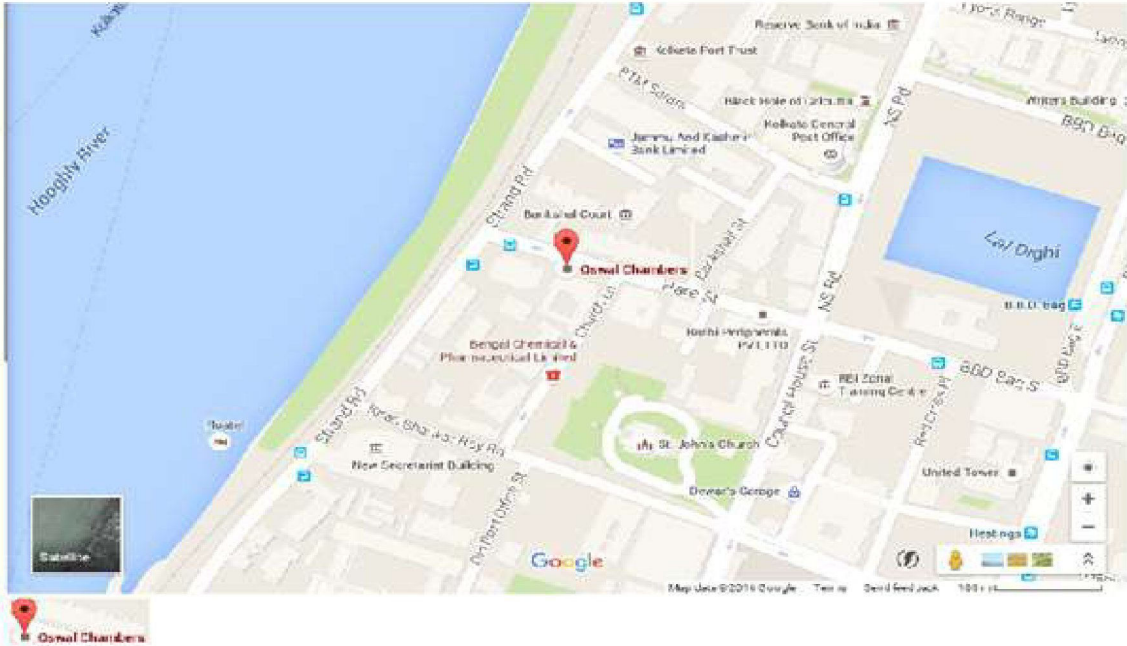
# DECILLION FINANCE LIMITED

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## MAP SHOWING LOCATION OF THE VENUE OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING



# DECILLION FINANCE LIMITED

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

Resolution No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Ordinary Resolution To consider and adopt the Audited Accounts (both Standalone and Consolidated) of the Company for the year ended 31 <sup>st</sup> March, 2020 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.		
<b>SPECIAL BUSINESS</b>			
4.	To consider and approve the appointment of Ms. Ritu Agarwal (DIN: 08143534) as a Non-Executive Independent Women Director of the Company.		
5.	To revise the remuneration of Mr. Jitendra Kumar Goyal (DIN: 00468744), Managing Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

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 26<sup>th</sup> 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.

