



DECILLION FINANCE LIMITED

Regd. Off.: 'MERCANTILE BUILDING', 'E' BLOCK, 2ND FLOOR, 9/12, LALBAZAR STREET, KOLKATA - 700 001
PHONE : (O) 2248 5664 FAX : (033) 2243 9601 E-MAIL : info@decillion.co.in WEBSITE : www.decillion.co.in
CIN : L65999WB1995PLC067887

Date: 20th October, 2017

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

Dear Sirs,

Sub: Minutes of the Proceedings of the Twenty Third Annual General Meeting

With enclose, in compliance of regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, minutes of the proceedings of the Twenty Third Annual General Meeting of the Company

This is for your information and record.

Thanking you.

Yours faithfully,
For Decillion Finance Limited

M. Kumar
Jitendra Kumar Goyal
Managing Director.
Encl: as above

CHAIRMAN

In accordance with the provisions of Section 108 of the Companies Act 2013, Mr. Jitendra Kumar Goyal was appointed as the Chairman of the Meeting. He thereafter, took the Chair and welcomed all those present in 23rd Annual General Meeting.

The chairman informed that the requisite quantum was present, the meeting was called in order thereafter.





DECILLION FINANCE LIMITED

MINUTES OF THE PROCEEDINGS OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF DECILLION FINANCE LIMITED HELD ON SATURDAY, AT 23RD SEPTEMBER, 2017 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT "MERCANTILE BUILDING", BLOCK-E, 2ND FLOOR, 9/12, LALBAZAR STREET, KOLKATA - 700 001 (MEETING COMMENCED AT 3.00 P.M. AND CONCLUDED AT 3.35 P.M.)

DIRECTORS

Mr. Jitendra Kumar Goyal, Managing Director & Chairman,
Mr. Mahesh Kumar Bhalotia, Non-Executive Director
Mr. Mahesh Kumar Kejriwal, Non-Executive Independent Director; Chairman of Audit Committee and Nomination & Remuneration Committee.

INVITEES

Mr. Sushil Kumar Rungta, M/s S. K. Rungta & Co., Chartered Accountants, Statutory Auditors
Mr. Tikam Chand Mahawar, M/s T C Mahawar & Co., Chartered Accountants, Statutory Auditors (Proposed Statutory Auditor)
Mr. Anand Khandelia, Secretarial Auditor and Scrutinizer
Mr. Rajesh Kumar Yadav, Chief Financial Officer

IN ATTENDANCE

Miss Archana Mishra, Company Secretary & Compliance Officer

Members present in person including representatives: 26 (Number of share represented 359835)

Proxies Present: 0

CHAIRMAN

In accordance with the provisions of Section 104 of the Companies Act' 2013, Mr. Jitendra Kumar Goyal was appointed as the Chairman of the Meeting. He thereafter, took the Chair and welcomed all those present in 23rd Annual General Meeting.

The chairman informed that the requisite quorum was present; the meeting was called in order thereafter.





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The Chairman declared that Notice convening the 23rd Annual General Meeting, Director's Report along with Annexures thereto for the financial year ended 31st March 2017. The Audited Financial Statement and Auditor's Report for financial year ended 31st March' 2017, the Register of Directors and Key Managerial Personnel and their shareholdings under Section 170 of Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested were available for inspection.

The Chairman commenced the meeting at 3.00 P.M by welcoming the members to the 23rd Annual General Meeting (AGM).

The Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Director's Report along with Annexures thereto and the Annual Accounts for the financial year ended 31st March 2017 were taken as read.

In terms of Section 145 of the Companies Act' 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which had any adverse effect on the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors Report and the Secretarial Audit Report were not required to be read.

Thereafter, the Chairman informed that in accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, all members were given the opportunity to vote by e-voting facility which was available from 20th September, 2017 to 22nd September, 2017.

The Chairman informed that the Company has also provided the facility of voting at AGM through Ballot to shareholders, present in person or through proxies who had not/ could not exercise e-voting and were eligible to vote through Ballot at the AGM.

The Chairman informed the Shareholders about the flow of events at the AGM and stated that he would first move all the resolutions as set out in the Notice of AGM and then, in accordance with Section 109 of the Companies Act' 2013, would order for voting by Ballot Paper on every item of the Agenda post which the question & answer session would be commenced. The Chairman stated that on conclusion of the question & answer session, the Shareholders may cast their vote through Ballot Paper at the AGM. The Chairman further informed that the consolidated results of entire Voting process would be displayed within 48 hours of the conclusion of the meeting, on the website of the Company, NSDL and the Stock Exchanges where the shares are listed.





The Chairman thereafter, took up the official business of the meeting.

1. Annual Accounts and Report for Financial Year ended 31st March, 2017.

As an Ordinary Resolution

“RESOLVED THAT the Audited Statement of Profit & Loss for the financial year ended 31st March’ 2017, the Balance Sheet as on that date along with Director’s Report, Auditor’s Report, Cash Flow Statement, Notes, Schedules and Annexures thereto as circulated to the Shareholders and laid before the meeting, be received, considered and adopted.”

The resolution was proposed by Mr. Syamal Maitra (DP- ID IN300513/ Client ID 22831985) and seconded by Mr. Goutam Nandy (DP- ID IN304004/ Client ID 10011465) as an ordinary resolution.

2. Re-appointment of Mr. Mahesh Kumar Bhalotia as a Director.

As an Ordinary Resolution

“RESOLVED THAT Mr Mahesh Kumar Bhalotia (DIN:00280743) who retires by rotation and being eligible offered himself for re-appointment , be and his hereby re-appointed as Director of the Company.”

The resolution was proposed by Mr. Dilip Kumar Das (DP-ID IN30295/Client ID 20112350) and seconded by Mrs. Mamata Banerjee (DP-ID 12029900/ Client ID 00178841 as an ordinary resolution

3. Appointment of Statutory Auditor.

“RESOLVED THAT pursuant to the provisions of Sections 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 T C Mahawar & Co., Chartered Accountants (ICAI Firm Registration 322294E) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s S. K. Rungta & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the the conclusion of Twenty-third Annual General Meeting upto to the conclusion of the 28th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.





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RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) 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."

The resolution was proposed by Mr. Bijan Kumar Mandal (DP-ID IN300513 /Client ID - 17084914) and seconded by Mr. Somnath Banerjee (DP-ID IN300773/Client ID 10167506) as an ordinary resolution

After the above resolutions were proposed and seconded, the Chairman, invited the Members to make comments, offer suggestions and seek clarification, if any, on agenda items of this AGM.

Since no query being raised and the Chairman ordered voting by ballot on all resolution as set out in item numbers 1 to 3 of the Notice of Annual General Meeting by the concerned Members present and entitled to Vote on Poll, which was taken immediately after the closure of the meeting at the venue.

The Chairman informed that the Company has appointed Mr. Anand Khandelia, Practicing Company Secretary, as Scrutinizers for ensuring that voting was carried out in a fair and transparent manner, and to submit the Scrutinizer's Report.

The Chairman announced that combined Results of e-voting already done and voting by ballot at the AGM, would be available on Website of the Company, NSDL, the Stock Exchange where shares of the Company are listed as per the prescribed time.

The business before the 23rd Annual General Meeting of the company having being transacted, the Chairman thanked all those present and declared the meeting as concluded at 3.35 P.M.

Place : Kolkata

Sd/-

Jitendra Kumar Goyal

CHAIRMAN

Date: 3rd October, 2017.

