



**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](mailto:info@decillion.co.in); Website: [www.decillion.co.in](http://www.decillion.co.in)**

**NOTICE FOR THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY**

**TO  
THE SHAREHOLDERS**

Notice is hereby given that an Extra Ordinary General Meeting of the members of **M/s Decillion Finance Limited** will be held at Oswal Chamber, 5<sup>th</sup> Floor, EITMA, 2, Church Lane, Kolkata-700001 on Tuesday, the 16<sup>th</sup> July, 2019 at 3:00 P.M. (I.S.T.) to transact the following business(es):-

**SPECIAL BUSINESS**

**ITEM NO. 1**

**Disposal of Investments made by the Company in Limited Liability Partnership(s)**

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 the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Company, be and is hereby accorded to sell, transfer or otherwise dispose of the investments made by the Company in LLP(s).

**RESOLVED FURTHER THAT** Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, and things and to execute all such documents and writings as it may be considered necessary, for the purposes of giving effect to this resolution".

**ITEM NO. 2**

**Appointment of Shri Jitendra Kumar Goyal, as the Managing Director of the Company for a further period of three years and remuneration thereof**

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Jitendra Kumar Goyal, as Managing Director of the Company for a further period of 3 years with effect from 9<sup>th</sup> February, 2019 at following remuneration:

Salary – Basic Rs. 50,000 p.m. and bonus of one month Salary.

**FURTHER RESOLVED THAT** the Board (the term "Board" includes Board of Directors of Company and the Nomination and Remuneration Committee), be and is hereby authorized to vary and / or modify the terms and conditions including remuneration payable / made available to the appointee in such manner as may be agreed upon between the board and the appointee.

**FURTHER RESOLVED THAT** the Board, be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of directors or to any director of the Company to give effect to the aforesaid resolution.

**FURTHER RESOLVED THAT** in the event of loss or inadequate profits of the Company, in any financial year during the term of the office of the appointee, the remuneration shall be subject to Schedule V of the Companies Act, 2013."

**ITEM NO.3**

**Alteration/modification/replacement of Clause 163A of the Articles of Association of the Company to make Managing Director/Whole Time Director liable to retire by Rotation.**

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 provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re-enactment thereof), the consent of the members be and is hereby accorded to alter the Articles of Association of the Company by alteration of the existing Article 163A in the following manner:-

Article No.163A – The Managing Director and / or the Whole Time Director of the Company will be liable to retire by rotation at the Annual General Meeting of the Company and will be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire and will be subject to same provisions as to the resignation and removal as the Directors of the Company (Save and except to the extent provided in any contract or agreement entered into by him at the time of appointment, if any, with Company) and will, ipso facto and immediately, cease to be Managing Director/Whole Time Director, if he/they cease(s) to hold the Office of Director from any cause.



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**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Mr. Jitendra Kumar Goyal, (DIN: 00468744), Managing Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, West Bengal."

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

**Sd/-**

**(Jitendra Kumar Goyal)**

**Managing Director**

**DIN:00468744**

**Place: Kolkata**

**Date: 29.05.2019**

**NOTES:-**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting.
3. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
6. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
7. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 9<sup>th</sup> July, 2019. 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 i.e. Tuesday, 9<sup>th</sup> July, 2019 only shall be entitled to avail the facility of remote e-voting / Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. Notice of the Meeting is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting is being sent in the permitted mode.
9. Member(s) may also note that the Notice of the Meeting will also be available on the Company's website [www.Decillion.co.in](http://www.Decillion.co.in).
10. The Register of Directors and Key Management Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra-Ordinary General Meeting.



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11. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company at "Jajodia Tower" 4<sup>th</sup> Floor, Room No. D-8, 3, Bentinck Street, Kolkata-700 001 on all working days, except Saturdays, during business hours up to the date of the meeting.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/ M/s. Niche Technologies Private Limited before 9<sup>th</sup> July, 2019.
13. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting. The facility for voting through ballot paper will also be made available at the Extra-Ordinary General Meeting and the members attending the Extra-Ordinary General Meeting who have already cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.
14. **The procedure and instructions for e-voting as given in the Notice of the Extra Ordinary General Meeting are as follows:**
  - a. The e-voting period begins at 9:00 A.M on Saturday, 13<sup>th</sup> July, 2019 and ends at 05:00 P.M on Monday, 15<sup>th</sup> July, 2019. After the expiry of said period, the facility shall forthwith be blocked.

**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: 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-in to NSDL e-Voting website?**



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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:

<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.



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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).
  - b) **Physical User Reset Password?** (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.
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.
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 [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in)
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
  - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. 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 09<sup>th</sup> July, 2019.
  - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 09<sup>th</sup> July, 2019, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Share Transfer Agents (RTA), Niche Technologies Private Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. 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 following toll free no.: 1800-222-990.



**DECILLION FINANCE LIMITED**

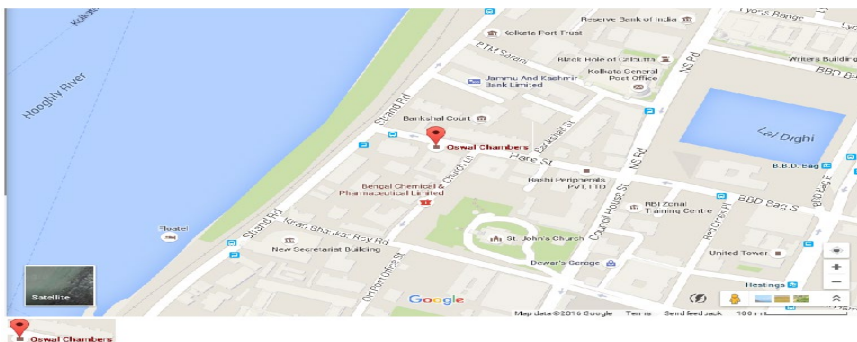
**CIN: L65999WB1995PLC067887**

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- F. A member may participate in the EGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.
- G. 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 EGM through ballot paper.
- H. Mr. Rajesh Ghorawat, Practising Company Secretary (Membership No. 7226, CP No. 20897), having office at 68, R.K. Chatterjee Road, Kasba-Bakultala, Kolkata-700042, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. **For members who do not cast votes using e-voting facility:** The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility. Members are provided with Ballot Papers along with this Notice of EGM. Ballot Paper contains instructions for filling the Ballot Paper. Duly filled in Ballot Paper, properly marked for casting of vote and sign is required to be dropped in the Ballot Box as will be provided at the venue of EGM to complete the process of casting of vote via ballot paper procedure.
- J. The Scrutinizer shall after the conclusion of voting at the EGM, will count the votes cast at the meeting and will 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 EGM, a consolidated scrutinizer's report of the total votes cast in favour 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 within two days.
- K. 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 and communicated to the BSE Limited.
- L. In case of any queries or issues regarding e-voting, members may contact to Mr. S. Abbas, Sr. Manager - Systems, Niche Technologies Private Limited, RTA at 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata – 700 017, Tel.: (033) 22806616/6617/6618, Email: [nichetechnpl@nichetechnpl.com](mailto:nichetechnpl@nichetechnpl.com) to address the grievances connected with the electronic voting.
- M. In case of any queries or issues in general, members may contact to Mr. Jitendra Kumar Goyal, Managing Director of Decillion Finance Limited, having its Registered Office at Jajodia Tower, 3, Bentinck Street, 4<sup>th</sup> Floor, Room No. D-8, Kolkata- 700001 Tel.: (033) 22485664/ 22439601 , E-mail:[info@decillion.co.in](mailto:info@decillion.co.in)

15. Route Map of Venue of EGM:



16. Member may note that no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.

**By order of the Board of Directors**

**Decillion Finance Limited**

**Sd/-**

**(Jitendra Kumar Goyal)**

**Managing Director**

**DIN:00468744**

**Place: Kolkata**

**Date: 29.05.2019**



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**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned under Item No. 1 to 3 of the accompanying notice dated 29.05.2019.

**ITEM NO. 1**

**Disposal of Investments made by the Company in Limited Liability Partnerships**

As per RBI notification CC No. 214/03.02.002/2010-11 dated March 30, 2011, NBFCs were prohibited from contributing capital to any partnership firm or to be partners in partnership firms. In cases of existing partnerships, NBFCs were advised to seek early retirement from the partnership firms. In this connection clarifications also came that Partnership firms mentioned above also include Limited Liability Partnerships (LLPs). Your Company had made investments in some Private/public limited companies of which some of those Private/Public Limited Companies were subsequently converted into the LLPs. To comply with the RBI Guidelines, your company has decided to transfer/disinvest/dispose of such investments made by the Company in LLPs.

Resolution as set out in the accompanying Notice is now being placed before the members for their approval. The Board recommends the Ordinary Resolution set forth in Item No. 1 for the approval of the Company. Accordingly, your Directors seek your approval of the said Resolution.

None of the Directors, KMP and their relatives is interested in this resolution except to the extent of shareholdings, if any, held by them.

**ITEM NO. 2**

**Appointment of Shri Jitendra Kumar Goyal, as the Managing Director of the Company for a further period of three years and remuneration thereof.**

As you are already aware that Shri Jitendra Kumar Goyal, was appointed as the Managing Director of the Company for a period of three years on 09.02.2016 and his term has to expired on 08.02.2019. Your Directors are of the opinion that the Company should avail his services as the Managing Director of the Company for a further term of three years effective from 09.02.2019. The Nomination and Remuneration Committee in its meeting held on 13.02.2019 has recommended his re-appointment for further three years. The Board has also approved the same in its meeting held on 13.02.2019 subject to approval of the members.

The details of his other Directorship and memberships in other companies/committees are provided in the "Annexure" to the Notice.

He holds 70,100 shares in the Company.

Resolution as set out in the accompanying Notice is now being placed before the members for their approval. The Board recommends the Ordinary Resolution set forth in Item No. 2 for the approval of the Company. Accordingly, your Directors seek your approval of the said Resolution.

None of the Directors, KMP and their relatives is interested in this resolution except to the extent of shareholdings, if any, held by them.

**ITEM No.3**

**Alteration/modification/replacement of Clause 163A of the Articles of Association of the Company to make Managing Director/Whole Time Director liable to retire by rotation.**

Article No. 163A of the Articles of Association of the Company provides that the Managing Director/Whole Time Director of the Company shall be liable to retire by rotation.



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Since, the Board of the Company comprises of four directors only including the Managing Director. It was felt necessary that the Managing Director/Whole Time Director's should be made liable to retire by rotation to meet the requirements of Section 152(6)(a) of the Companies Act, 2013. This will require to alter/replace/modify Article No.163A of the Articles of Association of the Company.

Section 14 of the Companies Act, 2013 provides that any alteration/replacement/modification in the Articles of Association of the Company will require members' approval by way of Special Resolution.

Resolution as set out in the accompanying Notice is now being placed before the members for their approval. The Board recommends the Special Resolution set forth in Item No. 3 for the approval of the Company. Accordingly, your Directors seek your approval of the said Resolution.

None of the Directors, KMP and their relatives is interested in this resolution except to the extent of shareholdings, if any, held by them.

Place: Kolkata  
Date: 29.05.2019

For and on behalf of the Board  
**Decillion Finance Limited**

Sd/-  
**(Jitendra Kumar Goyal)**  
**Managing Director**  
**DIN: 00468744**

**ANNEXURE TO THE NOTICE**

<b>Name of Director</b>	Jitendra Kumar Goyal
Date of birth	03/11/1963
Nationality	Indian
Date of first appointment on the Board	02/06/2003
Qualification	Commerce Graduate
Experience in functional area	30 Years (Appx.)
Relationship with other Directors	Nil
Shareholding in the Company	70,100
List of directorship held in other listed Companies	1. Virat Leasing Limited 2. Scintilla Commercial & Credit Ltd 3. Kaushal Investments Ltd
Committee membership in other listed Companies	1. Decillion Finance Limited – a. Audit Committee; and b. Stakeholders Committee 2. Virat Leasing Limited – a. Audit Committee; b. Nomination and Remuneration Committee; and c. Stakeholders Committee. 3. Kaushal Investments Limited – a. Audit Committee; b. Nomination and Remuneration Committee; and c. Stakeholders Committee.





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**Ballot Form**

(In lieu of E-voting)

Extra Ordinary General Meeting - Tuesday, the 16<sup>th</sup> July, 2019

1. Name of the First Named Shareholder : \_\_\_\_\_  
And Registered address \_\_\_\_\_  
\_\_\_\_\_
2. Name(s) of the Joint Shareholder(s) : \_\_\_\_\_
3. Registered Folio/DPID & Client ID No. : \_\_\_\_\_
4. No. of Shares held : \_\_\_\_\_

I/we hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of Extra Ordinary General Meeting of the Company on **Tuesday, the 16th July, 2019 at 3:00 P.M. (I.S.T.)** by conveying my/our assentor dissent to the said Resolution(s) by placing the (√) mark at the appropriate box below.

Item No.	Description	No. of Equity Shares	I/We assent to the Resolution (For)	I/We dissent to the resolution (Against)
1.	Ordinary Resolution for Disposal of Investments made in Limited Liability Partnership(s).			
2.	Ordinary Resolution for Appointment of Shri Jitendra Kumar Goyal, as the Managing Director of the Company for a further period of three years and remuneration thereof effective from 09.02.2019.			
3.	Special Resolution for Alteration/modification/replacement of Clause 163A of the Articles of Association of the Company to make Managing Director/Whole Time Director liable to retire by rotation.			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**Signature of Shareholder**



**DECILLION FINANCE LIMITED**

**CIN: L65999WB1995PLC067887**

**Regd. Office: "AJODIA TOWER" 4<sup>TH</sup> FLOOR, ROOM NO. D-8 , 3 BENTINCK STREET, KOLKATA-700 001**

**Email: [info@decillion.co.in](mailto:info@decillion.co.in); Website: [www.decillion.co.in](http://www.decillion.co.in)**

**INSTRUCTIONS**

1. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
2. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
3. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form will be verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form will be verified as per the records of the share transfer agent of the Company (i.e., Niche Technologies Private Limited). Members are requested to keep the same updated.
4. There will be only one Ballot Form for every DP ID & Client ID/ Folio No. irrespective of the number of joint members.
5. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
6. Where the Ballot Form has been signed by an authorized representative of the Body Corporate / Trust / Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
7. Duly filled in and signed Ballot Form should be dropped in the Ballot Box provided at the venue of the Extra-Ordinary General Meeting.



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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) holding \_\_\_\_\_ 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	



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as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held at Oswal Chamber, 5<sup>th</sup> Floor, Eitma, 2, Church Lane, Kolkata-700001 on Tuesday, 16<sup>th</sup> day of July, 2019 at 03.00 p.m. and at any adjournment thereof in respect of such resolution as is indicated below:

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

Resolution No.	Description	Optional	
		For	Against
1.	Ordinary Resolution for Disposal of Investments made in Limited Liability Partnership(s).		
2.	Ordinary Resolution for Appointment of Shri Jitendra Kumar Goyal, as the Managing Director of the Company for a further period of three years and remuneration thereof effective from 09.02.2019.		
3.	Special Resolution for Alteration/modification/replacement of Clause 163A of the Articles of Association of the Company to make Managing Director/Whole Time Director liable to retire by rotation.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Note:

Affix Revenue
Stamp

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 Extra-ordinary General Meeting of the Company

\*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.

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting at 03:00 p.m. on 16<sup>th</sup> July, 2019.**



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**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 venue.**

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

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held at Oswal Chamber, 5<sup>th</sup> Floor, EITMA, 2, Church Lane, Kolkata-700001 on Tuesday, 16<sup>th</sup> day of July, 2019 at 03.00 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 for shareholders holding shares in Electronic Form only.