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<b>33RD ANNUAL GENERAL MEETING</b>	
Date	26.09.2016
Day	MONDAY
Time	10:00A.M.
Place	R-489,GF-B,NEWRAJINDER NAGAR NEWDELHI-110060

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Raj Kumar Gupta	DIN:00074532	Whole Time Director & CFO
Mr. Prabindra Nath Baidya	DIN: 00294339	Director
Mr. Amit Gupta	DIN:00074483	Director
Mr. Pankaj Aggarwal	DIN:01586710	Independent Director
Ms. Lalita Mittal	DIN:06928783	Independent Director
Ms. Karishma Jain	ACS:46124	Company Secretary cum Compliance Officer

AUDITORS M/s G.K. KEDIA & CO. Chartered Accountants, FRN- 013016N Mr Satish Kumar Singh, Partner Membership No.: 525888 Address: 914 Naurang House, 21, Kasturba Gandhi Marg, New Delhi- 110001 Tel : 011-46259900 Email: mail@gkkediaandco.com	CIN	L67120DL1982PLC289090
	Date of Incorporation	14730 dated 22.11.1982
	Date of Commencement	14730 dated 15.12.1982
	PAN	AAACD0851F
	TAN/VAT	0718692614 dated 13.06.2014 Jewellery, Diamonds, Gems, Precious Metals & Stones, Etc
	ISIN	INE183R01010

<b>BANKERS</b> 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi-110060 2. Bank of Maharashtra 17A/45, W.E.A. Karol Bagh, New Delhi-110005	<b>REGISTRAR</b> Alankit Assignments Limited R.O: 1E/13, Aiankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960
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### OFFICE

<b>REGISTERED OFFICE</b> R-489, GF- B, New Rajinder Nagar, New Delhi-110060
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### CONTACTS DETAILS

Tel: 011-42475489 Mob: 9911223638	Email: decorous1982@gmail.com Website: www.ditco.in
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### IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

### **NOTICE OF ANNUAL GENERAL MEETING**

To the Members,

NOTICE IS HEREBY GIVEN THAT 33<sup>rd</sup>, ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 26<sup>th</sup> DAY OF SEPTEMBER, 2016 AT 10:00 A.M. AT MR- 489, GF-B, NEW RAJINDER NAGAR, NEW DELHI-110060"

TO CONSIDER AND TRANSACT THE BUSINESS (ES) MENTIONED BELOW:

#### **ORDINARY BUSINESS**

ITEM NO.-1: To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, and the Profit and Loss Account & Cash Flow Statements for the year ended on that date along with the Reports of Auditors and Directors thereon.

ITEM NO.- 2: To re-appoint Mr. Amit Gupta (DIN:00074483) as Director who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

ITEM NO.-3: To ratify the appointment of M/s G.K.KEDIA & CO, Chartered Accountants, FRN -013016N, as statutory auditors of the company, who have confirmed their eligibility & given their consent, to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board.

By Order of the Board of Directors  
For DECOROUS INVESTMENT & TRADING CO.LTD.

Place : New Delhi  
Date : 24.08.2016

Raj Kumar Gupta- DIN:00074532  
WTD&CFO  
1/11682, Panchsheel Park,  
New Delhi-110032

#### **NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of Proxy in order to be effective must be received at the company's Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 10:00 a.m. on 26th September, 2016.
2. Corporate Members intending to send their authorized representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorising the representatives to attend and vote on their behalf at the AGM.
3. Members are requested to bring their attendance slips duly filled-in and signed as per the specimen signature recorded with the company for attending the meeting along with Annual Report.
4. In case of several joint-holders attending the meeting, only such joint-holder who is higher in the order of names will be entitled to vote at the meeting.
5. Register of Members & Share Transfer Books of the company will remain closed from 23.09.2016 to 26.09.2016 (both days inclusive).
6. Queries proposed to be raised at the AGM may be sent to the Company at its Registered Office at least Seven days prior to the date of AGM to enable the Management to compile the relevant information enabling to Reply the same.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

7. Copies of the Memorandum and Articles of Association of the Company and the Documents referred to in the Notice etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
- B. Members who hold shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.
9. Brief profile of the Directors seeking appointment / re-appointment, as mandated under Clause 49 of the Listing Agreement with Stock Exchanges, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent or to the Company.
11. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN details to Registrar and Transfer Agent or to the Company.
12. Members are requested to:
  - i. Quote their folio number (s) / Client ID / DP ID in all correspondence.
  - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address along with Pin Code Number, and e-mail ID, etc., to the Registrar and Share Transfer Agent or to Company.
13. Electronic copy of the Annual Report for 2015-16 is being sent to all the Members whose email IDs are registered with the Company/ Depository Participants (s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of a-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants (s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of a-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 33<sup>rd</sup> Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.ditco.in](http://www.ditco.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi, 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 email id: [decorous1982@gmail.com](mailto:decorous1982@gmail.com).
15. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. The Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.
17. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 33<sup>rd</sup> Annual General Meeting.

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

18. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.

Voting Through Electronic means:

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Clause 358 of the Listing Agreements, with Stock Exchanges, the company provides the members facility to exercise their right to vote on resolution proposed to be passed in the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL:

The instructions for E-voting are as under:-

(i) In case of Members receiving an email from NSDL:

1. Open E-mail and open attached PDF file "Decorous e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
  2. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
  3. Click on "Shareholder-Login":
  4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. 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)
  5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
  6. Home page of "e-voting" opens. Click on e-Voting: Active E-voting Cycles.
  7. Select the Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. [104662] as given in the body of E-mail. Now you are ready for e-voting as Cast Vote page opens and you can cast vote online from September 23, 2016 (9:00 a.m.) till September 25, 2016 (5:00 pm). Note: e-Voting shall not be allowed beyond said time.
  8. Cast your vote by selecting appropriate option and click on "submit" and also "Confirm", when prompted.
  9. Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
  10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii). In case of Members receiving physical copies of the Notice of the AGM by Post:
1. User ID and initial password along with Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. [104662] is provided/ stapled/ annexed in the Annual Report for the purpose of remote e-voting for AGM.
  2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

General Instructions :

1. The E-voting period begins at 09:00 A.M. on Friday, 23.09.2016 and ends at 5:00 P.M. on Sunday, 25.09.2016. During this period Member's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 19.09.2016 may cast their vote electronically. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently. The e-voting module shall be displayed by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll/ show of hands.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The Company has appointed M/s. B. Shushan & Co., Practicing Company Secretaries, New Delhi (M. No.: A31951, COP: 14469) to act as the "Scrutinizer", to scrutinize the remote e-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19<sup>th</sup> September, 2016.
6. 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. 19<sup>th</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any query pertaining to a-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's a-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [RajivR@nsdl.co.in](mailto:RajivR@nsdl.co.in) or at telephone nos 022-24994600/022-24994738. Members may also address their queries relating to e-voting to the company's e-mail ID [decorous1982@gmail.com](mailto:decorous1982@gmail.com).
9. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
10. Every Client ID No./ Folio No. shall have one e-vote, irrespective of the number of joint holders.
11. Remote E-voting right cannot be exercised by a proxy.
12. The Scrutinizer, after scrutinising the votes cast at the meeting through poll/ show of hand and through remote a-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.d\\_itco.in](http://www.d_itco.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Results shall simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed.

**By Order of the Board of Directors  
For DECOROUS INVESTMENT & TRADING CO. LTD.**

**Raj Kumar Gupta · DIN: 00074532**

**WTD & CFO**

**1/11682, Panchsheel Park,**

**New Delhi-110032**

**Place : New Delhi**

**Date : 24.08.2016**

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 33rd Annual Report for the year ended 31.03.2016.

### FINANCIAL RESULTS

(In Rupees)

Particulars	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
Income from Operations		
Sale of Jewellery	81,924,235.00	102,988,835.00
Surplus on purchase/ sale of Bullion Commodities, etc	-	243,249.00
Other Income	-	317,779.00
Total Income	81,924,235.00	103,549,863.00
Total Expenditure	81,790,185.55	101,564,115.00
Profit/(Loss) before tax	134,049.45	1,985,748.00
Provision for Tax	36,122.58	547,544.00
Net Profit/(Loss)	97,926.87	1,438,203.00

### FINANCIAL HIGHLIGHTS

During the year under review your company was carrying-out the business of Gems & Jewellery and purchase & sale of commodities, bullion, etc. Company has earned the total revenue of Rs.81924235/- Net Profit after Tax for the year under consideration is Rs.97926.87. Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

### TRANSFER TO RESERVES

Company has not transferred any amount to general reserves during financial year ended 31.03.2016.

### LIQUIDITY

We continue to maintain sufficient funds to meet our strategic objective.

### DIVIDEND

In view of the requirement of funds for the expansion, your Directors do not consider it desirable to recommend any dividend in the current year.

### CAPITAL

During the year, the Company has not allotted any Equity Share on rights/ preferential/ private placement basis. All Equity Shares of the Company rank pari-passu in all respects.

The Company has also not allotted any Preference Shares/ Debentures.

Subsequent to 31<sup>st</sup> March, 2016 there has been no change in authorized, issued, subscribed and paid-up equity share capital of the company.

Authorised share capital as on 31.03.2016 is Rs.4,00,00,000 divided into 40,00,000 Equity Shares of Rs.10/- each and the Paid-up capital stands at Rs.3,45,00,000/-.

### DIRECTORS AND KEY MANAGERIAL PERSON

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association,

Mr. Amit Gupta, Director of the Company, who retires by rotation and being eligible & has shown his willingness for Re-appointment.

- Mr. Raj Kumar Gupta was appointed as an Additional Director on 30.04.2014 and subsequently on 23.08.2014 was appointed as Whole Time Director & Chief Financial Officer of the Company.
- Mr. P.N. Baidya is Non-Independent Director w.e.f. 01.01.2004

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- Ms.LalitaMittal is Independent Directorw.e.f.29.09.2014.
- Mr.PankajAggarwalisIndependent Directorw.e.f. 29.09.2014.
- Mr.AmitGuptais Non-IndependentDirectorw.e.f.29.01.2015.
- And Ms. Karishma Jain (ACS- 46124) is the Company Secretary cum Compliance Officer of the Company w.e.f.10.08.2016.

### MEETING OF THE BOARD

10(Ten) Meetings of the Board were held during reporting period, the details of which are given in the Corporate Governance Report.

*(Maximum Gap of 120 days between two consecutive board Meetings has been complied with)*

### LOANS,GUARANTEESANDINVESTMENTS

The company has not given any Guarantee,provided any Security and made an Investment during the reporting period as specified under section 186 of Companies Act,2013.

### PERFORMANCE EVALUATION OF BOARD MEMBERS

With a view to improve performance and effectiveness,progressive, Board Members are now increasingly deploying board performance evaluation tools to identify areas of improvement benchmarking themselves against leading practices.Realizing the trends and challenges,the regulators around the world have mandated board evaluations.

### PUBLIC DEPOSIT

During the year under review, your company has not invited any fixed deposits from the Public and has not accepted fixed deposits and nothing is outstanding and no complaints.

### STATUTORY AUDITORS

To ratify the Appointment by members of M/s G.K.KEDIA & CO, Chartered Accountants,FRN - 013016N,as statutory auditors of the company,who have confirmed their eligibility & given their consent,to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board.

### AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2016 is self Explanatory and does not warrant any further comments / explanation from the Board of Directors,except relating to Company Secretary.The Company has now found suitable Company Secretary and has already appointed Company Secretary- Ms. Karishma Jain,ACS-46124,w.e.f.10.08.2016.

### SECRETARIAL AUDITOR

The Board have appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2015-16.The Secretarial Audit Report for the financial year 2015-16 is annexed with Directors' Report.

Secretarial Audit Report does not contain any qualification, reservation or adverse remark, except relating to Company Secretary.The Company has now found suitable Company Secretary and has already appointed Company Secretary- Ms.Karishma Jain,ACS-46124,w.e.f.10.08.2016.

### COST AUDITORS

The provisions of Section 148 of the Companies Act,2013 does not apply to the Company and hence,no cost auditors are appointed.

### LISTING OF SHARES

Equity Shares of the Company are listed on BSE Ltd.and Calcutta Stock Exchanges Limited and Delhi Stock Exchange Limited (DSE stands de-recognized). Company has complied with the requirement of Listing Agreements during the period of review.

Annual Listing Fee stands paid to BSE Ltd.for & upto-31.03.2017.

Annual Custodial Fee stands paid to CDSL & NSDL for & upto-date 31.03.2017.

Company got the Trading Approval of 34,50,000 Equity Shares of the Company from BSE Ltd. w.e.f. 21.10.2015.



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## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

### **SHIFTING OF REGISTERED OFFICE**

The Registered Office of the Company stands shifted from "Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam, 781021 to "R-489, GF-B, New Rajinder Nagar, New Delhi-110060" during January 2016.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All the transaction(s) are in the ordinary course of business and at arms' length basis and details are part of Audited Annual Accounts.

### **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is presented in a separate section forming part of the Annual Report.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, your Company does not have any subsidiary & holding companies and no type of joint-venture, merger or amalgamation.

### **PARTICULARS OF EMPLOYEES**

In terms of the provisions of the section 197(2) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employee drew remuneration in excess of the limit set out in the said rules.

### **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Corporate Governance is about maximizing shareholders value ethically and sustainably. We believe sound corporate governance is essential criteria to enhance and retain investor's reliance. We always seek to ensure that our performance is driven by integrity. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the Report on Corporate Governance.

### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Board consists of five members, one of whom is Executive (CFO) and whole-time director and two are independent directors and two are non-independent directors. Board consists of appropriate mix of executive & independent & non-independent directors to maintain the independence of the Board and separate its functions of governance and management.

The policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013. There has been no change in the policy since last financial year.

### **INDEPENDENT DIRECTORS**

Independent Directors of the company have met 2 times in the financial year 2015-16 to (a) review the performance of non-independent directors and the Board as a whole, (b) review the performance of the Board of the company, taking into account the views of executive directors and non-executive directors; (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **DECLARATION BY INDEPENDENT DIRECTORS**

Ms. Lalita Mittal and Mr. Pankaj Aggarwal are Independent Directors on the Board of your Company. The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, and in the opinion of the Board and as confirmed by these Directors that both of them meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **BOARD EVALUATION**

As mandated under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board shall review and monitor the Board evaluation framework. The Board evaluates various parameters such as Decision-making, relationship with stakeholders, Company performance and strategy, checking Board and committee's effective working, etc.

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

The Companies Act, 2013 says that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent director shall be done by the entire Board, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole has been conducted. The Board approved the evaluation results as collated by the nomination and remuneration committee.

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

Code of Conduct for the Prevention of Insider Trading is in accordance with the requirements specified in the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Board has adopted the same. The Insider Trading Policy of the Company explains the guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation of norms. The Insider Trading Policy is available on the website of the Company.

### **UNIFORM LISTING AGREEMENT**

SEBI issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which become effective from December 1, 2015 by replacing existing Listing Agreement. The Company entered into New Listing Agreement with Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited during February 2016.

### **OPERATIONS**

Our reputation for excellence and integrity earned through the consistent delivery of quality work and by adhering to the highest standard of business conduct through principles of Corporate Governance continues to be our most valuable assets. As we position ourselves for the future and our standard of excellence, integrity and accountability will serve us well.

Further, no material events, commitment and changes occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

### **VIGIL MECHANISM**

The Vigil Mechanism Policy of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism is available on the Company's website.

### **CORPORATE SOCIAL RESPONSIBILITY**

Provisions of the Companies Act, 2013 in regards of Corporate Social Responsibility (CSR) do not mandatorily apply to your company,

### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions, if any, entered by the Company during the financial year 2015-16 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material. Your Directors draw attention of the members to Notes to the Financial Statement which sets out Related Party Disclosures.

### **RISK MANAGEMENT POLICY**

In terms of the requirement of the Act, the Risk Management Policy is Not Applicable to your company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNALS/INCOME TAX**

During the year under review, no significant and material Orders were passed by the regulators or courts or tribunals or income tax dept, etc. impacting the going concern status and company's operations.

### **INTERNAL FINANCIAL CONTROLS**

The internal financial controls are commensurate with the size and nature of business of the Company.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31.03.2016 the applicable accounting standards had been followed along with proper explanation relating to material departures;

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.03.2016 and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **SHARE TRANSFER SYSTEM**

Shares lodged for physical transfer are registered within a period of 15 days, if the documents are clear and complete in all respects. The shares duly transferred would be dispatched to the Shareholders upon approval of transfers. Adequate care is taken to ensure that, no transfers are pending for more than a fortnight. As bulk of the Company's shares are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL / CDSL through their depository participants. Alankit Assignments Limited is the common Share Transfer Agent for both physical and dematerialised mode.

### **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.**

Information required to be given pursuant to this Clause are given below:

#### **A. CONSERVATION OF ENERGY**

The company did not use any energy during the year under review. Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasize towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

#### **B. RESEARCH & DEVELOPMENT**

Your Company has not imported any technology for any research and development.

#### **C. TECHNOLOGY ABSORPTION**

Your Company has not imported any technology; however, we believe and use information technology extensively in all spheres of our activities to improve efficiency levels.

#### **D. FOREIGN EXCHANGE EARNINGS AND OUTGO.**

	31.03.2016 (Amt.)	31.03.2015 (Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

### **DISCLOSURES**

#### **AUDIT COMMITTEE**

Sr.No.	Name of the Director	Category of Director
1.	Mr. Pankaj Aggarwal	Chairman, Non-Executive & Independent Director
2.	Mr. Raj Kumar Gupta	Executive & Non-Independent Director
3.	Ms. Lalita Mittal	Non- Executive & Independent Director

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### REMUNERATION AND NOMINATION COMMITTEE

Sr.No.	Name of the Director	Category of Director
1.	Mr. Pankaj Aggarwal	Chairman, Non- Executive & Independent Director
2.	Ms. Lalita Mittal	Non- Executive & Independent Director
3.	Mr. Amit Gupta	Non-Executive & Non-Independent Director

### SHAREHOLDERS /INVESTORS GRIEVANCE COMMITTEE

Sr.No.	Name of the Director	Category of Director
1.	Mr. Raj Kumar Gupta	Chairman, Executive & Non- Independent Director
2.	Ms. Lalita Mittal	Non- Executive & Independent Director
3.	Mr. P. N. Baidya	Non- Executive & Non- Independent Director

### EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, Extract of Annual Return of the Company in form MGT-9 is annexed herewith Director's Report.

### APPRECIATION

Your Directors wish to place on record their deep thanks and gratitude to;

- a) The Directors acknowledge and would like to place on record the commitment and dedication on the part of the employees of your Company for their continued efforts in achieving good results.
- b) The Central and State Government as well as their respective Departments and Development Authorities connected with the business of the Company, Bankers of the Company as well as Stock Exchanges & Other Institutions for their co-operation and continued support.
- c) The Shareholders & Others for the trust and confidence reposed and to the Customers for their valued patronage.
- d) The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavour towards attainment of better working results during the current year.

By Order of the Board of Directors  
For DECOROUS INVESTMENT & TRADING CO. LTD.

Raj Kumar Gupta - DIN: 00074532

Place: New Delhi  
Dated : 24.08.2016

Whole Time Director & CFO  
1/11682, Panchsheel Park,  
New Delhi-110092

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2016

### I. REGISTRATION AND OTHER DETAILS:

- i) CIN L67120DL1982PLC289090
- ii) Registration Date 22nd November, 1982
- iii) Name of the Company Decorous Investment & Trading Company Limited
- iv) Category / Sub-Category of the Company Public Company / Limited by shares
- v) Address of the Regd. Office R-489, GF-B, New Rajinder Nagar  
New Delhi-110060
- vi) contact details  
a.) Website www.ditco.in  
b.) Email id. decorous1982@gmail.com  
c.) Phone No. 9911223638
- vii) Whether listed company YES  
1) BSE Ltd.  
2) Calcutta Stock Exchange Ltd.  
1) Delhi Stock Exchange Ltd.  
(DSE stands de-recognised)
- viii) Detail of RTA  
a.) Name Alankit Assignments Limited  
b.) Address R.O. IE/13, Alankit Heights,  
Jhandewalan Extn., New Delhi-55  
C.O. : 205-208, Anarkali Complex,  
Jhandewalan Extn., New Delhi-55  
c.) Contact 011-42541234, 011-42541960  
rta@alankit.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl.No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Gems & Jewellery		100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES.

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary	% of shares held	Applicable Section
	NIL				

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### IV. SHARE HOLDING PATTERN

(Equity Share Capital Break-up as percentage of Total Equity)

#### i) Category-wise Share Holding

(A)	Category of Shareholder	No. of Shares held at the beginning of the year	% of total no. of shares	No. of Shares held at the end of the year	% of total no. of shares	Change during the year
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/Hindu Undivided Family	0		0		
(b)	Central Government/ State Government(s)	0		0		
(c)	Bodies Corporate	72700	2.11	72700	2.11	0
(d)	Financial Institutions/ Banks	0		0		
(e)	Any others (Specify)	0		0		
(e-i)						
(e-ii)						
	Sub Total (A)(1)	72700	2.11	72700	2.11	0
2	Foreign					
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0		0		
b	Bodies Corporate	0		0		
c	Institutions	0		0		
d	Qualified Foreign Investor	0		0		
e	Any others (Specify)	0		0		
e-i		0		0		
e-ii						
	Sub Total (A)(2)	0		0		
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	72700	2.11	72700	2.11	0

#### (B) Public shareholding

##### 1 Institutions

(a)	Mutual Funds/UTI	0		0	
(b)	Financial Institutions/Banks	0		0	
(c)	Central Government/ State Government(s)	0		0	
(d)	Venture Capital Funds	0		0	

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		
(g)	Foreign Venture Capital Investors	0		0		
(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (Body Corporate)	200000	5.80	200000	5.80	0
(i-ii)						
(i-ii)						
	Sub-Total(8)(1)0		0			

**82 Non-institutions**

(a)	Bodies Corporate					
(b)	Individuals					
I	i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	408100	11.83	408100	11.83	0
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2769200	80.27	2769200	80.27	0
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	0		0		
(d-i)						
(d-ii)						
	Sub-Total(8)(2)	3177300	92.10	3177300	92.10	0
(B)	Total Public Shareholding (B)=(B)(1)+(B)(2)	3377300	97.89	3377300	97.89	0
	TOTAL(A)+(B)	3450000	100.00	3450000	100.00	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
1	Promoter and Promoter Group					
2	Public					
	Sub-Total(C)	0		0		
	GRAND TOTAL (A)+(B)+(C)	3450000	100.00	3450000	100.00	0

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			%change in shareholding during the year
		No. of Shares		% of Shares Pledged / encumbered	No. of Shares		% of Shares Pledged / encumbered	
1	Aditya Estates Pvt. Ltd P R	24300	0.70	0	24300	0.70	0	0
2	Holdings Ltd Buckingham	9600	0.28	0	9600	0.28	0	0
3	Industries Ltd	9800	0.28	0	9800	0.28	0	0
4	Swagtam Trading & Services Ltd	9600	0.28	0	9600	0.28	0	0
5	Jeewan Commercial Ltd	9600	0.28	0	9600	0.28	0	0
6	Antique Holdings P Ltd	9800	0.28	0	9800	0.28	0	0
TOTAL		72700	2.11		72700	2.11		

### (iii) Change in Promoters' Shareholding: NO CHANGE DURING THE YEAR

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Aditya Estates Pvt. Ltd.				
	At the Beginning of the year	24300	0.70	24300	0.70
	At the End of the year	24300	0.70	24300	0.70

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
2	PR Holdings Ltd.				
	At the Beginning of the year	9600	0.28	9600	0.28
	At the End of the year	9600	0.28	9600	0.28

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
3	Buckingham Industries Ltd.				
	At the Beginning of the year	9800	0.28	9800	0.28
	At the End of the year	9800	0.28	9800	0.28



**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
4	Swagtam Trading & Services Ltd.				
	At the Beginning of the year	9600	0.28	9600	0.28
	At the End of the year	9600	0.28	9600	0.28

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
5	Jeewan Commercial Ltd.				
	At the Beginning of the year	9600	0.28	9600	0.28
	At the End of the year	9600	0.28	9600	0.28

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
6	Antique Holdings Ltd.				
	At the Beginning of the year	9800	0.28	9800	0.28
	At the End of the year	9800	0.28	9800	0.28

(iv) Shareholding Pattern of TOP TEN Shareholders: NO CHANGE DURING THE YEAR  
(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Sita Rani				
	At the Beginning of the year	175000	5.07	175000	5.07
	At the End of the year	175000	5.07	175000	5.07

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
2	Sumit Gupta				
	At the Beginning of the year	175000	5.07	175000	5.07
	At the End of the year	175000	5.07	175000	5.07

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
3	Amit Gupta				
	At the Beginning of the year	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
4	Richa Aggarwal				
	At the Beginning of the year	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
5	Veena Gupta				
	At the Beginning of the year	155000	4.49	155000	4.49
	At the End of the year	155000	4.49	155000	4.49

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
6	Madhu Mohan				
	At the Beginning of the year	100100	2.90	100100	2.90
	At the End of the year	100100	2.90	100100	2.90

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
7	Princep Trade And Finance Private Limited				
	At the Beginning of the year	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
8	Rajesh Gupta				
	At the Beginning of the year	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
9	Seema Gupta				
	At the Beginning of the year	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
10	Weldon Fincap Private Limited				
	At the Beginning of the year	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

(v) Shareholding of Directors and Key Managerial Personnel: NO CHANGE DURING THE YEAR

Sl. No	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Amit Gupta Director-w.e.f.29.01.2015				
	At the Beginning of the year	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount (Rs.)

	Secured Loans excluding deposits	Unsecured Loans /Advances	Deposits
Indebtedness at the beginning of the financial year	NIL		NIL
i) Principal Amount		0	
ii) interest due but not paid		0	
iii) interest accrued but not due.		0	
<b>Total(i+ii+iii)</b>	<b>NIL</b>	<b>0</b>	<b>NIL</b>
Change in Indebtedness during the financial year			
*Addition			
*Reduction Net		0	
Change Indebtedness at the end	NIL	0	NIL
of the Financial Year	NIL	NIL	NIL
i) Principal Amount		0	
ii) Interest due but not paid		0	
iii) Interest accrued but not due		0	
<b>Total(i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no	Particulars of Remuneration	Total Amount (Rs.)	
		Per Month	Per Year
	<b>RAJ KUMAR GUPTA</b>		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,000	2,40,000
	(b) Value of perquisites u/s 17(2) Income-tax: Act, 1961	0	
	(c) profit in lieu of salary under section 17(3) income tax: Act, 1961	0	
2	Stock Option	0	
3	Sweat Equity	0	
4	Commission- as % of Profit- Other, Specify.....	0	
5	Others, please specify	0	
	<b>Total(A)</b> Ceiling as per the Act	<b>20,000</b>	<b>2,40,000</b>

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. no	Particulars of Remuneration	Total Amount (Rs.)	
1	Independent Director *Fee for attending Board Committee Meeting *Commission *Other, Please Specify	NIL	NIL
	Total(1)	NIL	NIL
2	Other Non-Executive Directors *Fee for attending board Committee Meeting *Commission *Other, Please Specify	NIL	NIL
	Total(2)	NIL	NIL
	Total(B)=(1+2)	NIL	NIL
	Total Managerial Remuneration Overall Ceiling as per the Act	NIL	NIL

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER I/WTD**

TOTAL (Rs.)

Sl. no		Per Month	Per Year
1	Mr. Mohit Kumar (ACS-38142) (Resigned w.e.f. 08.02.2016) Company Secretary	15,000	1,55,338

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act		Appeal made, if any (Details)
<b>A. COMPANY</b>			
Penalty		NIL	NIL
Punishment		NIL	NIL
Compounding		NIL	NIL
<b>B. DIRECTOR</b>			
Penalty		NIL	NIL
Punishment		NIL	NIL
Compounding		NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>			
Penalty		NIL	NIL
Punishment		NIL	NIL
Compounding		NIL	NIL

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

**B.Bhushan & CO.**  
Company Secretaries

1195, Gali Babu Ram, Bazar Sita Ram Delhi-  
1 10006.  
Email: b.bhushanandcompany@gmail.com  
Mobile: 9650555376, 9311531800

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31.03.2016

[Pursuant to section 204(1) of the Companies Act, 2013 and the rules made thereunder]

To,  
The Members,  
Decorous Investment and Trading Company Limited  
R-489, GF- B, Ground Floor,  
New Rajinder Nagar, New Delhi-110060.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Decorous Investment and Trading Company Limited (CIN : L67120DL1982PLC289090) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 1.04.2015 ended on 31.03.2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the clients/Members;
- (vi) and other laws applicable on the company.

We report that during the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Bombay Stock Exchange Limited, Delhi Stock Exchange limited and Calcutta Stock Exchange limited, the trading platform is not available with the Calcutta stock exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI on 19<sup>th</sup> November 2014.

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

We further report that, there were no actions/events in pursuance of:

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; requiring compliance thereof by the company during the financial year.

We further report that based on information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by officials of the company taken on records by the Board of Directors of the company, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable laws.

We further report that the compliance by the company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the director/directors, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that Mr. Mohit Kumar, Company Secretary of the company has resigned during the year and the necessary statutory compliances had already been made by the company in this regard and further the company is in process to appoint another company secretary in place of Mr. Mohit Kumar.

We further report that during the audit period the company has not indulged in any matter related to the following:-

- (i) Public/Right/ Preferential/debentures/sweat equity issue, etc.
- (ii) Redemption/buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger/ amalgamation /reconstruction, etc.
- (v) Foreign technical collaborations etc.

Place: New Delhi  
Date : 26-05-2016

For **B. Bhushan & Co.**  
(Company Secretaries)

Bharat Bhushan  
(Proprietor) M.  
No.: A31951  
COP : 14469

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors presents before you the Company's Management Discussion and Analysis Report for the year ended on 31.03.2016

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### **FORWARD LOOKING STATEMENT**

Statement in this report, particularly those which relate to Management Discussion and Analysis, describing the company's future plans, objectives, projections, estimates and expectations may constitute •forward looking statements• within the meaning of applicable laws and regulations. Actual results may vary materially from those either expressed or implied.

### **GEMS & JEWELLERY BUSINESS. BULLION. COMMODITIES. ETC.**

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

India has substantial reserves of gold, diamond, ruby and other gemstones. The gems and jewellery sector has been playing a very important role in the Indian economy and contributes about six-seven per cent to the country's gross domestic product (GDP), apart from large scale employment generations and foreign exchange earnings (FEE). Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion. The primary segments of the sector in India are gold jewellery and diamonds & gems. India is the world's largest consumer of gold, accounting for over 20 per cent of the global gold consumption. The country is also the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. India exports 95 per cent of the world's diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). The industry is projected to generate up to US\$ 35 billion of revenue.

#### **OPPORTUNITIES**

- The country is slowly starting to move towards branded jewellery and consumers are progressively accommodating modern retail formats.
- Gold jewellery exports from India increased on year to year basis.
- India has the high skilled low cost Labour.
- The Indian cut diamonds and designed jewellery are in demand in the international market.

#### **THREATS:**

- Gold import is subject to high custom duty which fluctuates & can affect the business severely.
- Gold prices are also not stable that poses threat to the profit margin consequently.
- Tough competition from the other players may compel Company to offer competitive price and ultimately affect our profit margin.
- Money Market tightness and financial crunch.
- Alternative to Diamonds such as American Zirconia and CVD
- Consumer avoiding Gold Jewellery as investment option.
- Consumer preference towards branded & imported Designer Jewellery & Watches.
- Working Women does not prefer wearing any type of jewellery

#### **OUTLOOK:**

Overall business situation appears to be positive. Company has to concentrate on Product Development; in order to gain some ground in mass market segment. Assuming the inflation is brought under control and input prices remain at reasonable level, the domestic market is expected to continue to deliver a modest top line growth. With the continued effort on Retail upgradation and contemporary experience, the footfall and Brand image at the Retail level would be improved.

#### **RISK & CONCERN:**

Aggressive competitions by new players, who wish to enter the category, pose a risk of the Company losing its market share. The Company will focus on contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.



# **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

## **REAL ESTATE & SERVICE SECTOR**

### **INDUSTRY STRUCTURE & DEVELOPMENTS**

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to five-six percent of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$180 billion by 2020.

Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. The role of the Government of India has been instrumental in the development of the sector including FDI in Real Estate. With the government trying to introduce developer and buyer friendly policies and law enforcement against delay in delivery & breach of commitments, the outlook for real estate sector does look promising.

### **OPPORTUNITIES**

- Real estate contributes about 5 per cent to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 percent during FY2008-2020.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.
- The residential asset class looks to have great potential for growth with housing requirements growing across cities.
- Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add three million hospital beds to meet the global average of three for every 1,000 people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward to in 2016.

### **THREATS**

- High inflation rate may increase the cost and company's profit margins may suffer.
- High interest rate may also prove to be adverse.
- Real estate industry is capital intensive sector which require high capital and in present scenario it is challenge in front of management to arrange for the funds requirement.
- Tough competition from the other existing players in the industry also poses a threat.

### **OUTLOOK**

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has a proper and adequate system of internal controls & audit commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. The Audit Committee of the Board will review Internal Control Systems of the company on periodical basis

#### **DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS**

Your company recognizes the value of human resource, therefore, the human resource policies are being framed in such fashion that they not only aim at achieving the organizational goal but also recognize, appreciate and develop the individual interest of the employees. The Human Resource Development policies of the company are being so framed that it is in the best interest of the organization as well as employees of the company.

By Order of the Board of Directors  
For DECOROUS INVESTMENT & TRADING CO. LTD.

Raj Kumar Gupta - DIN:00074532  
Whole Time Director & CFO  
1/11682, Panchsheel Park, New Delhi-110092

Place : New Delhi  
Dated: 24.08.2016

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Good Corporate Governance practices are fundamental to the success of any organization and for enhancement of value of all stakeholders. With this view Company has decided to adopt clause 49 of Listing Agreement from 01.08.2014, as prescribed by SEBI and incorporated in the Listing Agreement, though it is not Mandatory for your Company to comply the Regulation 27 of SEBI (LODR) Regulations, 2015 of Listing Agreement. To strengthen this belief the Company has further adopted a Code of Conduct, which inter alia forms guidelines for Leadership with Trust". The Company will focus its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, protect the interests of all its stakeholders.

#### BOARD OF DIRECTORS

The Board of Directors is an optimum combination of professionalism experience, executive, non executive, and Independent Directors, provides and evaluates the strategic directions of the Company: formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders.

#### Composition:

The Board of Directors comprise of '5' Directors as on 31.03.2016 namely

NAME	CATEGORY
Mr.Raj Kumar Gupta	Whole Time Director & CFO
Mr.P.N.Baidya	Director
Mr.Amit Gupta	Director
Ms.Lalita Mittal	Independent Director
Mr.Pankaj Aggarwal	Independent Director

#### BOARD MEETING :

During the financial year ended March 31, 2016, 10(Ten) Meetings of the Board of Directors were held as against the minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days in between them. The dates of Board meetings and Directors attendance record is given below:

S.No.	Date-Board Meeting	S.No.	Date-Board Meeting
1.	25.05.2015	6.	04.12.2015
2.	31.07.2015	7.	14.01.2015
3.	30.09.2015	8.	08.02.2016
4.	16.10.2015	9.	22.02.2016
5.	09.11.2015	10.	28.03.2016

#### Attendance Record of Directors

Sr. No.	Name of Director	No. of Meetings attending during 2015-16			No. of other Directorship		No. of outside Committee	
		Board		Last AGM	Listed	others	Chairman	Member
Held*	Attended							
1.	Mr.Raj Kumar Gupta	10	10	Yes	1	1	NIL	2
2.	Mr.P.N.Baidya	10	10	Yes	3	15	NIL	NIL
3.	Mr.Amit Gupta	10	10	Yes	3	6	NIL	NIL
4.	Ms.Lalita Mittal	10	10	Yes	4	NIL	0	3
5.	Mr.Pankaj Aggarwal	10	10	Yes	2	1	2	1

\*Denotes number of meetings held during the tenure of directorship of each director.

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

### Notes:

- None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.
- The directorship/ committee membership is based on the disclosures received from the directors.
- No Director is inter-se related to any other Director on the Board of the Company.

### CODE OF CONDUCT

Code of Conduct for Members of the Board and Senior Management is a comprehensive Code applicable to Executive and Non-Executive Directors as well as members of the Senior Management. The Code of Conduct is available on the Company's website [www.ditco.in](http://www.ditco.in)

The Whole Time Director has declared that all the members of the Board have affirmed that they have complied with the code of conduct for the financial year 2015-16.

SEBI has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15.01.2015 repealing SEBI (Insider Trading) Regulations, 1992 applicable to all the listed companies with effect from 15.05.2015. Accordingly company has adopted code of internal procedures and conduct for prohibition of insider trading, as amended, in dealing with the securities of the company.

### DEMATERIALISATION OF SHARES AND LIQUIDITY

98.54% of the equity shares of the Company have been dematerialized as on 31.03.2016. The Company has entered into Agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories and cast their electronic vote.

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every Quarter and the Report thereon is submitted to the Stock Exchange(s) where the Company's shares are listed. The Audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

### NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination Form can be obtained from the Company's Registrar and Share Transfer Agent.

### RESUME OF DIRECTORS PROPOSED TO BE APPOINTED

The brief resume of Director seeking appointment is appended herein above in the Notice for calling Annual General Meeting.

#### Brief Resume of Appointee Director

Mr. Amit Gupta (DIN:00074483) holds M.B.A. & M.COM Degrees and has more than 15 years of experience in the fields of Stock Market, Finance, Gems & Jewellery, Real Estate, etc.,

At present he holds the Directorship in the following Companies

S. No.	Name of the Company	Category of Directorship
1.	Shubh Estates Private Ltd	Director
2.	Unique Credits Private Limited	Director
3.	Dune Estates Private Limited	Director
4.	Empire Realcon Private Limited	Director

Mr. Amit Gupta (DIN:00074483) holds 170000 (4.93%) shares of the Company.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees:

- [A] Audit Committee
- [B] Remuneration and Nomination Committee
- [C] Shareholders'/Investors' Grievance Committee

#### [A] AUDIT COMMITTEE

In pursuance of section 177 of the Companies Act, 2013 and other applicable laws Board of Directors of the Company has constituted an Audit Committee. The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

#### i) Terms of reference

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, remuneration and terms of appointment and change of statutory and internal auditors, fixation of audit fee and also approval for payment for any other services.
3. To review and monitor the independence and performance of auditors & effectiveness of audit process.
4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause 3(C) of section 134 of the Companies Act, 2013.
  - Any Change in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance of legal requirements concerning financial statements.
  - Any related party transactions.
5. Reviewing with the management, statutory and internal Auditors, the adequacy and compliance of internal control system.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
8. Discussion on internal Auditor's significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with statutory Auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.
11. Reviewing the Company's financial and risk management policies.
12. Approval or any subsequent modification of transaction of the Company with the Related parties.
13. Scrutiny of inter corporate loans and investments.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses; and

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

5. The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

ii) Composition:

Audit Committee comprise of three members- Mr.Pankaj Aggarwal, Chairman, Non- Executive /Independent Director, Mr. Raj Kumar Gupta, Executive & Non - Independent Director and Ms. Lalita Mittal, Non- Executive & Independent Director.

*Mr. Pankaj Aggarwal is heading the Audit Committee.*

Audit Committee has been constituted by the Board of Directors in its Board meeting held on 23.08.2014, to inter alia to look into the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements.

Meeting and attendance:

Audit Committee have met Seven times i.e. 25.05.2015, 31.07.2015, 04.09.2015, 16.10.2015 and 09.11.2015, 08.02.2016, 22.08.2016 during financial year 2015-16.

Sr.No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	7	7
2.	Ms. Lalita Mittal	7	7
3.	Mr. Raj Kumar Gupta	7	7

### (B) REMUNERATION AND NOMINATION COMMITTEE

In Accordance with the provisions of Section 178 of the Companies Act, 2013 the Board of Directors of the Company in its meeting held on 08.02.2016 and 28.03.2016 has constituted a Committee of Directors to be known as "Remuneration and Nomination Committee". The Role of the Remuneration and Nomination Committee and its constitution is given below.

Role of Remuneration and Nomination Committee

1. To identify the persons who are qualified to become the director and who may be appointed in the senior management.
2. To lay down the criteria and policy for selection relating to the appointment of Directors, Officers in the senior Management and their remuneration.
3. To recommend to the Board of Directors of the Company on appointment and removal of Directors or officers in the senior management.

Constitution of the Committee

Remuneration and Nomination Committee shall consist of the following Directors:

1. Mr. Pankaj Aggarwal                      Chairman, Non-Executive & Independent Director
2. Ms. Lalita Mittal                          Non-Executive & Independent Director
3. Mr. Raj Kumar Gupta                  Executive & Non-Independent Director

*Mr. Pankaj Aggarwal is the chairman of the committee.*

### ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

Remuneration and Nomination committee have met two times i.e. 08.02.2016 and 28.03.2016 during financial year 2015-16

Sr.No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	2	2
2.	Ms. Lalita Mittal	2	2
3.	Mr. Raj Kumar Gupta	2	2

### DETAILS OF REMUNERATION PAID TO THE DIRECTOR (WTD & CFO)

S.No.	Director	Remuneration (in Rs.)
1.	Mr. Raj Kumar Gupta	2,40,000/-

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### [C] SHAR\_EHOLDERS'/INVESTORS'GRIEVANCE COMMITTEE

The purpose of constituting shareholders' /Investors' grievance committee is to expedite the process of redressal of investors' grievances and it is responsible for specifically to look into the matters related to the shareholders grievances and their complaints related to non receipt of share certificates, transfers, non-payment of dividend, etc.

#### i) Terms of reference

1. To consider and review the queries/complaints received from Share/ Debenture Holders
2. To take steps to redress queries/ complaints and ensure speedy satisfaction.
3. To work under the control & supervision of the Board of Directors

#### ii) Composition:

The Shareholders'/Investors' Grievance Committee comprises of three members, including Mr. Raj Kumar Gupta, Chairman, Executive & Non Independent Director, Ms. Lalita Mittal, Non-Executive & Independent Director and Mr. P. N. Baidya, Non-Executive & Non-Independent Director.

*Mr. Raj Kumar Gupta is heading the Committee.*

#### Meeting and attendance:

Shareholders /Investors Grievance Committee have met two times i.e. 14.07.2016 & 28.03.2016 during Financial Year 2015-16.

Sr.No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raj Kumar Gupta	2	2
2.	Ms. Lalita Mittal	2	2
3.	Mr. P. N. Baidya	2	2

#### COMPLAINTS STATUS

Received	Resolved	Pending
None	NIL	NIL

#### DIRECTOR'S SHAREHOLDING

S.No.	Director	No. of Shares held
1.	Mr. Amit Gupta	170000

#### Role and Powers of Shareholders'/Investors' Grievance Committee:

The Investors' Grievance Committee shall have the following role, functions and responsibilities:

- (i) To look into and supervise the redressal of shareholders'/Investors' Complaints.
- (ii) To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- (iii) To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

#### INDEPENDENT DIRECTORS

Independent Directors of the company have met 2 times in the financial year 2015-16 to

- a. Review the performance of non-independent directors and the Board as a Whole
- b. Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- c. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Sr.No.	Name of the Member	Meetings Held	Meetings Attended
1.	Ms. Lalita Mittal	2	2
2.	Mr. Pankaj Aggarwal	2	2

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

### GENERAL BODY MEETINGS

Date and Venue of last Four Annual General Meeting

Nature of Meeting	Date	Venue	Special Resolution passed
Annual General Meeting for the financial year 2014-15	12.09.2015	Registered Office	1. To Appoint Mr. Amit Gupta (DIN:00074483) as Director
Annual General Meeting for the financial year 2013-14	29.09.2014	Registered Office	1. To Appoint Mr. Raj Kumar Gupta as Whole-Time Director & Chief Financial Officer. 2. To Adopt New Set Of Regulation / Article Of Association. 3. To Issue Equity Share On Preferential Basis
Annual General Meeting for the financial year 2012-13	30.09.2013	Registered Office	None
Annual General Meeting for the financial year 2011-12	29.09.2012	Registered Office	None

### DISCLOSURES

- (i) There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Annual Report.
- (ii) In the preparation of the financial statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- (iii) There were no penalties, strictures imposed on the company by BSE, CSE, DSE or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

### MEANS OF COMMUNICATION

- Company communicates with shareholders through its Annual Report, Publication of Financial Results, Website, etc.
- Board of Directors of the Company approves and takes on record the Un-audited financial results within 45 days of the close of the quarter except March end quarter and the Results are announced to the BSE Ltd & Calcutta Stock Exchange Limited. Further the highlights of the quarterly results are published in the Newspapers. [i.e. generally, The Pioneer (English & Hindi), Financial Express (English) Dainik Lipi (Bengali)].
- Various sections of the Company's website [www.ditco.in](http://www.ditco.in) keep the investors updated on material developments like management, financial information, quarterly reports, announcements, etc.
- All Compliances of BSE are uploaded at their Online Portal-Listing Centre.

### GENERAL SHAREHOLDER INFORMATION

- a) Annual General Meeting  
Date and Time 26.09.2016 at 10:00 A.M.  
Venue R-489, GF-B, New Rajinder Nagar,  
New Delhi-110060.
- b) Financial Year of the Company from April 1 to March 31.  
Tentative Schedule for Financial Year 2016-17  
1-Quarter ending June 30, 2016 End of July, 2016  
2-Quarter ending September 30, 2016 End of October, 2016  
3-Quarter ending December 31, 2016 End of January, 2017  
Annual Result for the year ended March 31, 2017 End of May, 2017

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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- c) Date of Book Closure /Record Date 23<sup>rd</sup>-26th September, 2016
- d) Registered Office R-489, GF-B, New Rajinder Nagar,  
New Delhi-110060
- e) Dividend Payment Date N.A.
- f) Listing of Equity Shares on  
Stock Exchange(s) BSE Ltd  
Calcutta Stock Exchange Ltd.  
Delhi Stock Exchange Ltd.  
\* (DSE stands de-recognized)
- g) Stock Code  
BSE Ltd 539405  
Calcutta Stock Exchange 014338  
Delhi Stock Exchange 04029
- h) Registrar & Share Transfer Agents Alankit Assignments Limited
- i) Liquidity  
Equity Shares of your Company are listed on BSE Ltd & Trading is active at BSE but  
Trading Platform is not available at DSE & CSE
- j) Market Price Data  
BSE Ltd 52 Week High: Rs. 14.25 and  
52 Week Low: Rs. 12.50  
At CSE & DSE, market price of the share is not available for want of Trading Platform.
- k) Dematerialization of Shares  
Shares of the company are in physical mode and also in DEMAT with CDSL & NSDL.
- l) Outstanding GDRs/ADRs/JWarrants or any other convertible instruments  
Your Company does not have any GDRs/ADRs/JWarrants or any other Convertible Instruments.
- m) Investor Correspondence
- (i) For transfer of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:  
Mr. J.K. Singla (Sr. Manager)  
M/s Aiankit Assignments Limited  
Address: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055  
Contact: 011-42541234, 4254 1960 Email id: rta@alankit.com.
- (ii) Mr. Raj Kumar Gupta, WTD & CFO & Compliance Officer was designated as the Compliance Officer of the Company as required under the Listing Agreements with Stock Exchange(s), due to Resignation of Mr. Mohit Kumar (ACS-38142) w.e.f. 08.02.2016. Ms. Karishma Jain (ACS-46124) has now been appointed Company Secretary & Compliance Officer w.e.f. 10.08.2016.
- n) Address for Correspondence  
The Correspondence may be addressed to  
Ms. Karishma Jain (ACS-46124) Company Secretary & Compliance Officer, at the Registered Office of the Company,  
OR  
Mr. J.K. Singla, Senior Manager, Aiankit Assignments Ltd., at  
1-E/13, Alankit House, Jhandewalan Extension, New Delhi-110055,  
Tel. No. +91-4254-1234, 4254-1960, Email id: rta@alankit.com.



**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

o) SHAREHOLDING PATTERN

The shareholding pattern as on 31st March, 2016:

Category code (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)
(A)	Shareholding of Promoter and Promoter Group <sup>2</sup>		
1	Indian		
(a)	Individuals/Hindu Undivided Family	0	0
(b)	Central Government/State Government(s)		
(c)	Bodies Corporate	6	72700
(d)	Financial Institutions/ Banks		
(e)	Any Others (Specify)		
(e-i)			
(e-ii)			
	Sub Total (A)(1)	6	72700
2	Foreign		
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0
b	Bodies Corporate	0	0
c	Institutions	0	0
d	Qualified Foreign Investor	0	0
e	Any Others (Specify)	0	0
e-i		0	0
e-ii			
	Sub Total (A)(2)	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	6	72700
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/UTI Financial Institutions /	0	0
(b)	Banks Central Government/State	0	0
(c)	Government(s) Venture Capital Funds	0	0
(d)	Insurance Companies	0	0
(e)	Foreign Institutional Investors	0	0
(f)	Foreign Venture Capital Investors	0	0
(g)	Qualified Foreign Investor	0	0
(h)	Any Other (specify)	0	0
(i)		0	0
(i-ii)			
(i-ii)			
	Sub-Total (B)(1)	0	0

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

B2 (a) (b)	Non-institutions Bodies Corporate Individuals	2	200000
I	i. Individualshareholders holdingnominal sharecapitaluptoRs 1 lakh	452	408100
II (c) (d) (d-i) (d-ii)	ii. Individualshareholders holding nominal sharecapitalin excess of Rs.11akh. Qualified Foreign Investor Any Other (specify)	52  0	2769200  0
	Sub-Total(B)(2)	504	3177300
(B)	TotalPublic Shareholding(B)=(B)(1)+(B)(2)	506	3377300
	TOTAL(A)+(B)	512	3450000
(C)	Shares heldbyCustodiansand against whichDepositoryReceiptshavebeen issued		
1 2	Promoter andPromoterGroup Public		
	Sub-Total(C)	0	0
	GRANDTOTAL(A)+(B)+(C)	512	3450000

### VIGIL MECHANISM -WHISTLE BLOWER POLICY

The Whistle Blower Policy is formulated to provide a vigil mechanism for Directors and Employees to raise genuine concerns about unethicalbehaviour,actualor suspected fraud or violation of the Company's Code of Conduct or Ethics policy.It also provides for adequate safeguard againstvictimisationof persons who use such mechanism.

The Policy provides necessary safeguards for protection of Directors and Employees who avail the vigil mechanism from reprisals or victimization,for whistle blowing in good faith and to provide opportunity to Directors and Employees for direct access to the Chairperson of theAudit Committee in appropriate or exceptionalcases

The WhistleBlowerPolicy is in conformity with Clause 49of the ListingAgreement and provisions of the CompaniesAct, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

All Directors and Employees of Company are eligible to make "Protected Disclosuresto the Chairman of the Audit Committee.Duringtheyearunder review, no employee was denied access to theAudit Committee.

#### Principles

- Protected disclosures shallbe acted upon in a time bound manner.
- CompleteconfidentialityoftheWhistleBlowerwill be maintained.
- The Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.
- Evidence oftheProtected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to concealordestroy evidence.
- 'Subject' of the Protected Disclosure i.e. Director or Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof,they must have sufficientcauseforconcern.
- The Whistle Blower shall co-operate with investigatingauthorities, maintaining full confidentiality.

By Order of the Board of Directors  
For DECOROUS INVESTMENT & TRADING CO.LTD.

Place : New Delhi  
Dated: 24.08.2016

Raj Kumar Gupta DIN:00074532  
Whole Time Director & CFO

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## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

### **CERTIFICATE ON THE COMPLIANCE WITH CORPORATE GOVERNANCE**

To

The Members

Decorous Investment and Trading Company Limited

We have examined the compliance of conditions of Corporate Governance by Decorous Investment and Trading Company Limited for the year ended on 31st March, 2016, as prescribed in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI (LODR) Regulations, 2015") (erstwhile Clause 49 of the Listing Agreement).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement Except-

Regulation 6(1) of SEBI (LODR) Regulations, 2015, which requires that a listed entity shall appoint a qualified company secretary as the compliance officer, so the company has appointed Ms. Karishma Jain ACS-46124 as Company Secretary cum compliance officer w.e.f. 10.08.2016.

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the shareholder/Investor grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **B. Bhushan & Co.**

(Company Secretaries)

Place:- New Delhi

Date:- 12.08.2016

Bharat Bhushan, (Proprietor)

1195, Gali Babu Ram, Bazar Sita Ram, Delhi-110006

M. No.: A31951

COP : 14469

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### **DECLARATION BY THE CEO / CFO UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

I, Raj Kumar Gupta (DIN:00074532), WTD & CFO, to the best of our knowledge and belief, hereby Certify to the Board that:

- a. I have reviewed financial statements and the cash flow statement and the Directors' Report and that to the best of my knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company which are fraudulent, illegal or violative of the company's code of conduct or ethics policy.
- c. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit committee
  - i. significant changes in internal control during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which they have become aware and the involvement, if any, of the management or an employee having a significant role in the company's internal control system.

Date : 24.08.2016

Place: New Delhi

RAJKUMAR GUPTA

DIN:00074532

Whole Time Director & CFO

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

G.K. KEDIA & CO.  
Chartered Accountants  
(ISO 9001:2008 Certified)

914, Naurang House  
21, Kasturba Gandhi Marg  
New Delhi-110001

### INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
DECOROUS INVESTMENT AND TRADING COMPANY LIMITED

#### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of DECOROUS INVESTMENT AND TRADING COMPANY LIMITED, [CIN:L67120DL1982PLC289090] ("the Company"), which comprise of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies, notes and other explanatory information.

#### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2016;
- b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended on that date.
- c) In the case of the Cash Flow Statements, of the cash flows of the company for the year ended on that date.

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

### **OTHER MATTER**

We further report that Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, requires to appoint Company Secretary in whole-time employment. Mr. Mohit Kumar, Company Secretary of the Company has resigned during the year dated 08.02.2016 as accepted by the Board by passing resolution on 08.02.2016. As explained to us by the management, the company is in the process to appoint new Company Secretary.

No Company Secretary has been appointed till the date of signing of our report. Financial Statements are required to be signed by the Company Secretary wherever they are appointed, as required by Section 134 of Companies Act, 2013. Therefore, we further report that financial statements have not been signed by the Company Secretary.

The above reporting does not affect our opinion on financial statement.

### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by sub-section (11) of Section 143 of the Act, a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India has been reported in "Annexure-I" to this report.
2. As required by section 143(3) of the Act, we Report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The company has no branch offices and consequently we have not received any report on accounts of branch of the company.
  - d) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
  - f) On the basis of written representations received from the Directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164(2) of the Act;
  - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-11".
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors), Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) Company does not have any pending litigation which would impact its financial position;
    - (ii) Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
    - (iii) No amounts were required to be transferred to the Investor Education and Protection Fund by the company as on 31.03.2016.

For G.K.Kedia & Co.  
Chartered Accountants  
Firm Registration No.: 013016N

Satish Kumar Singh  
Partner  
M.No. 525888  
Place: New Delhi  
Date: 26.05.2016

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

ANNEXURE-TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF DECOROUS INVESTMENT AND TRADING COMPANY LIMITED  
(as referred in Paragraph 1 of other Legal and Regulatory Matters in Independent Auditor's Report)

We report on the matters contained in Paragraph 3 of the Companies (Auditor's Report) Order, 2016 as follows:

- i) a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - b) Those fixed assets were physically verified by the management at reasonable intervals and according to the information and explanation given to us, no material discrepancies were noticed on such verification;
  - c) According to information and explanation given to us and on the basis of our examination of the books of accounts, the company does not have any immovable property. Hence, this clause is not applicable for this company;
- ii) Physical verification of inventories i.e. gold/ diamond jewellery has been conducted at reasonable intervals by the management and according to information and explanation given to us, no material discrepancies were noticed;
- iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not granted loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, sub clause (a), (b), and (c) of this clause are not applicable to this company;
- iv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013;
- v) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not accepted any deposits. Therefore, compliances as stated in this clause with respect to directive issued by the Reserve Bank of India, the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, the rules framed thereunder are not required. Further, according to the information and explanations given to us, no order was passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for this company. Therefore, question of compliance or contravention with the same does not arise;
- vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014;
- vii) According to the information and explanations given to us, in respect of statutory dues:
  - a. The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it with the appropriate authorities and as on 31.03.2016, no amount was outstanding for a period of more than six months from the date they became payable;
  - b. No dues were required to be deposited on account of any dispute with income tax or sales tax or service tax or duty of customs or duty of excise or value added tax. Therefore, this sub-clause is not applicable for this company;
- viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company does not have any loans or borrowing from a financial institution, bank, Government or dues to debenture holders, therefore this clause of the Order is not applicable to this company;
- ix) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company did not raise any moneys by way of IPO / FPO (including debt instruments) and term loans during the year, therefore this clause of the Order is not applicable to this company;

## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

- x) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, no fraud by Company or any fraud on the company by its officers or employees has been noticed or reported during the year;
- xi) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, no Managerial Remuneration has been paid during the year, therefore this clause of the Order is not applicable to this company;
- xii) The Company is not Nidhi company, therefore the provisions of clause (3) (xii) of the Order are not applicable to the company;
- xiii) In our opinion and according to the information and explanations given to us, all related parties transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Financial Statements etc., as required by the applicable accounting standards;
- xiv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not made any preferential issue / private placement of shares or debentures during reporting period, therefore this clause of the Order is not applicable to this company;
- xv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not entered into any non -cash transactions with directors or person connected with him, during the reporting period, therefore this clause of the Order is not applicable to this company;
- xvi) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

For **G. K. Kedia & Co.**  
Chartered Accountants  
Firm Registration No.: 013016N

Satish Kumar Singh  
Partner  
Membership No.: 525888  
Place: New Delhi  
Date: 26.05.2016

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF DECOROUS INVESTMENT AND TRADING COMPANY LIMITED  
(as referred in Paragraph 3(h) of Other Legal and Regulatory Matters in Independent Auditor's Report)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of DECOROUS INVESTMENT AND TRADING COMPANY LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



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## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G. K. Kedia & Co.**  
Chartered Accountants  
Firm's Registration No. 01316N

Satish Kumar Singh  
Partner  
Membership No. 525888

Place: New Delhi  
Date: 26.05.2016

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

**DECOROUS INVESTMENT & TRADING CO.LTD**

CIN:L67120DL1982PLC289090

**BALANCE SHEET AS AT 31.03.2016**

Particulars	Note	Amount in ₹	
		As at 31.03.2016	As At 31.03.2015
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDER's FUNDS</b>			
Share Capital	2.1	34,500,000.00	34,500,000.00
Reserves and Surplus	2.2	132,273.87	34,347.00
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities		0.00	7,544.00
<b>CURRENT LIABILITIES</b>			
Short-term Provisions	2.3	252,132.04	649,534.00
other current liabilities	2.4	500,000.00	19,854.00
		<b>35,384,405.91</b>	<b>35,211,279.00</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets (Tangible)	2.5	114,855.00	112,858.00
Loans & advances	2.6	336,976.00	338,367.00
Deferred tax Assets	2.7	12,738.42	0.00
<b>CURRENT ASSETS</b>			
Loans and Advances	2.8	25,700,000.00	25,200,000.00
Trade Inventory		7,651,319.04	5,896,254.00
Trade Receivables	2.9	1,328,119.00	3,538,659.00
Cash and cash equivalents	2.10	238,671.17	125,141.00
other Current Assets	2.11	1,727.19	0.00
		<b>35,384,405.91</b>	<b>35,211,279.00</b>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b> 1&2			

Note: See accompanying notes which are integral part of the Financial Statements

As per our report of even date attached  
For G.K.Kedia & Co.  
Chartered Accountants  
Firm Registration No: 013016N

Satish Kumar Singh  
Partner  
Membership No.525888  
Place: New Delhi  
Date: 26.05.2016

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta  
WTD&CFO  
DIN:00074532

AmitGupta  
Director  
DIN:00074483

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

**DECOROUS INVESTMENT & TRADING CO.LTD**

CIN: L67120DL1982PLC289090

**STATEMENT OF PROFIT & LOSS  
FOR THE YEAR ENDED 31.03.2016**

Particulars	Note	Year ended 31.03.2016 f	Year ended 31.03.2015 f
<b>REVENUE</b>			
Revenue from ORerations			
Sale of Jewellery, Bullion, etc.		81,924,235.00	102,988,835.00
Surplus on purchase/sale of bullion,Commodity, etc.		0.00	243,249.00
Misc.Balances written back		0.00	317,779.00
		81,924,235.00	103,549,863.00
<b>EXPENSES</b>			
Purchase of Jewellery,Bullion,etc.		80,458,500.00	104,820,372.00
Changes in Inventories - Stock in Trade		(1,755,065.04)	(5,896,254.00)
Employee Benefit Exp	2.12	1,232,500.00	477,700.00
Financial costs	2.13	62,380.00	0.00
Depreciation and amortization Expenses	2.5	107,003.00	12,132.00
Administration & Other expenses	2.14	1,684,867.59	2,150,166.00
TotalExpenses		81,790,185.55	101,564,115.00
Profit before exceptional and extraordinary items		134,049.45	1,985,748.00
Exceptional items		0.00	0.00
Profit before extraordinary items and tax		134,049.45	1,985,748.00
Extraordinary Items		0.00	0.00-
<b>PROFIT BEFORE TAX</b>		134,049.45	1,985,748.00
Tax Expense:			
Current Year Tax		85,813.04	540,000.00
Earlier Year Tax		(29,408.04)	0.00
Deferred Tax		(20,282.42)	7,544.00
<b>PROFIT for the year</b>		97,926.87	1,438,203.00
<b>EARNING PER SHARE</b>			
(Equity share of par value on'10 each)			
Basic		0.03	0.79
Diluted		0.03	0.79
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	1&2		

Note: See accompanying notes which are integral part of the Financial Statements

As per our report of even date attached

For Decorous Investment & Trading Co. Ltd.

For G.K.Kedia & Co.

Chartered Accountants

Firm Registration No: 013016N

Satish Kumar Singh

Partner

Membership No.525888

Place: New Delhi

Date: 26.05.2016

Raj Kumar Gupta

WTD&CFO

DIN:00074532

AmitGupta

Director

DIN:00074483

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

**DECOROUS INVESTMENT & TRADING CO.LTD**

CIN:L67120DL1982PLC289090

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

PARTICULARS	CURRENT YEAR 31.03.2016	PREVIOUS YEAR 31.03.2015
<b>f</b>		
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	97,926.87	1,438,203.00
Income Tax	56,405.00	540,000.00
Deferred Tax	(20,282.42)	7,544.00
Depreciation	107,003.00	0.00
Interst/ Dividend Received	0.00	(317,779.00)
Other Income	0.00	0.00
Operating profit before working capital changes	241,052.45	1,667,969.00
(Increase)/Decrease in Trade Receivables	2,210,540.00	(27,442,968.00)
(Increase)!Decrease in Inventories	(1,755,065.04)	(5,896,254.00)
(Increase)/Decrease in other current assets	(1,727.24)	0.00
Increase/(Decrease) in current liabilities	536,931.00	(321,059.00)
(Increase)/Decrease in Loans and Advances	1,391.00	0.00
Direct Taxes paid	(510,592.00)	(34,200,281.00)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>722,530.17</b>	<b>(32,532,312.00)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed Assets	(109,000.00)	(112,858.00)
Security Deposit Given	(500,000.00)	0.00
Sale of investments	0.00	0.00
Sale of shares	0.00	0.00
Interest / Dividend received	0.00	0.00
Other income	0.00	3,17,779.00
Net cash flow from investing activities (B)	(609,000.00)	2,04,921.00
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Capital Contribution	0.00	32,500,000.00
Increase /(Decrease) in borrowings	0.00	(79,778.00)
Net cash flow from financing activities (C)	0.00	3,24,20,222.00
<b>NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B)</b>	<b>113,530.17</b>	<b>92,830.00</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Beginning of the year	125,141.00	32,311.00
End of the year	238,671.17	125,141.00

As per our even report attached  
For G.K.Kedla & Co.  
Chartered Accountants  
Firm Registration No:013016N

Satish Kumar Singh  
Partner  
Membership No.525888  
Place:New Delhi  
Date:26.05.2016

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta  
WTD&CFO  
DIN:00074532

AmitGupta  
Director  
DIN:00074483

**NOTES -which are integral part of financial statements asat March31,2016 :-**

Decorous Investment and Trading Company Limited ("the Company") was incorporated on November 22, 1982 with main objects to invest in properties, debentures, securities and to do the business of promoters, investment consultants etc. Certificate of Commencement of Business was issued by ROC dated December 15, 1982.

At the meetings of Board & Shareholders held on 23rd Day of August 2014 & 29th day of September respectively, MOA & ADA were amended and Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated 17.11.2014 received from ROC and the Company is now carrying out the principal business of Gems & Jewellery, Bullion, etc.

Registered Office stands shifted from the State of Assam (Guwahati) to New Delhi vide Order No RD/NER/13/2014/445 dated 09.11.2015 by Regional Director & a Certified copy of Regional Director's Order has Registered with ROC dated 05.02.2016.

**1 Significant Accounting Policies**

**1.1 Basis of preparation of financial statements**

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP Comprises accounting standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, to the extent applicable. Accounting policies have been consistently applied.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the form AOC- 3 to the Companies (Accounts) Rule, 2014. Company has ascertained its operating cycle as 12 months for the purpose of current & non current classification of assets and liabilities.

**1.2 Use of estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as of the date on the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

**1.3 Revenue recognition**

Revenue is recognized on accrual basis. Dividend income is accounted for on receipt basis.

**1.4 Inventories**

Gems & Jewellery, Bullion, Inventories, etc., which are considered by the management as stock in trade, are valued at lower of cost or net realizable value. Further cost technique adopted for inventory is Weighted Average Cost Method.

**1.5 Employee benefits**

In accordance with Accounting Standard-15 (Revised) "Employee Benefits", short term benefits are charged to profit & loss statement as and when they occur. Long term benefits are given to employees as required by law and charged to profit and loss accounts for the period to which they relate on the basis of best possible estimates.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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NOTES -which are integral part of financial statements as at March 31,2016

### 1.6 Fixed Assets

Tangible Assets are recognised at the cost incurred to purchase and bring them into the condition which makes it able to be used by the company. Historical Cost method is being followed. No revaluation of assets is done.

Tangible Assets are depreciated on the basis of life prescribed in Schedule II of Companies Act, 2013 following Diminishing Balance Method.

Intangible Assets, if any, will be amortised in compliance with *Accounting Standard-26* on Straight Line Method.

### 1.7 Impairment of Assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life to their present value based on an appropriate discount factor.

### 1.8 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

### 1.9 Taxes

Taxation, if any, is being provided at the rate prevailing during relevant period under normal provisions prescribed by the Income tax Act, 1961 and rules made thereunder.

The difference between taxable income and the net profit or loss before tax for the year as per the financial statements are identified and the tax effect of the deferred tax asset or deferred tax liability is recorded for timing differences, i.e. difference that originate in one accounting year and reverse in another. The tax effect is calculated on accumulated timing differences at the end of the accounting year based on effective tax rates that would apply in the years in which the timing differences are expected to reverse.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

### 1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and balances with banks.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements as at March 31, 2016:-

2.1 Share Capital	Amount in ₹	
Particulars	As at 31.03.2016	As at 31.03.2015
<b>Authorised</b>		
Equity shares 4,000,000 (4,000,000) of par value ₹ 10/- each	40,000,000.00	40,000,000.00
	40,000,000.00	40,000,000.00
<b>Issued, Subscribed and Paid up</b>		
Equity shares 3,450,000 (3,450,000) of par value ₹ 10/- each fully paid up	34,500,000.00	34,500,000.00
	34,500,000.00	34,500,000.00

### Equity Shares

The company has one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders shall be eligible to receive any of the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

### Reconciliation of the number of shares outstanding

Particulars	As at 31.03.2016		As at 31.03.2015	
	No. of shares	Value	No. of shares	Value
<b>EQUITY SHARES</b>				
Shares outstanding at the beginning	3,450,000	34,500,000.00	200,000	2,000,000.00
Add: Shares issue during the year	0	0.00	3,250,000	32,500,000.00
<b>Total Shares outstanding at the end of the year</b>	<b>3,450,000</b>	<b>34,500,000.00</b>	<b>3,450,000</b>	<b>34,500,000.00</b>

Shares in respect of each class in the company and shares held by shareholders holding more than 5% shares

Name of the shareholders	Class of shares	Shares as at 31.03.2016		Shares as at 31.03.2015	
		Nos.	%	Nos.	%
Sita Rani	Equity shares	175,000	5.07	175,000	5.07
Sumit Gupta	Equity shares	175,000	5.07	175,000	5.07
		<b>3,50,000</b>		<b>3,50,000</b>	

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements as at March 31, 2016 :-

2.2 Reserves and Surplus		Amount in	
Particulars	As at 31.03.2016	As at 31.03.2015	
Profit & Loss Account			
Balance in Profit & Loss Account- Opening	34,347.00	(1,403,856.00)	
Add: Profit during the year	97,926.87	1,438,203.00	
Balance in Profit & Loss Account- Closing	132,273.87	34,347.00	
Total Reserves & Surplus	132,273.87	34,347.00	
2.3 Short-term Provisions			
Particulars	As at 31.03.2016	As at 31.03.2015	
Provision of Income Tax	85,813.04	540,000.00	
Provision for Expenses	166,319.00	109,534.00	
	252,132.04	649,534.00	
2.4 other current liabilities			
Particulars	As at 31.03.2016	As at 31.03.2015	
Trade Payables	500,000.00	0.00	
Duties & Taxes	0.00	19,854.00	
	500,000.00	19,854.00	



NOTES- which are Integral part of financial statements as at March 31,2016

NOTE: 2.5

FIXED ASSETS AND DEPRECIATION

(AMOUNT IN ₹)

Particular	Gross Value of assets at the beginning of the year	Addition During the Year	Deletion During the Year	Closing Gross Value	Life prescribed as per Companies Ad. 2013	Accumulated Depreciation at the beginning of the year	Depredation for the year	Depre-lation Accumu- lated on disposals During the Year	Accumulated Depreciation at the end of the year	Carrying Amount as on 31.03.2016	Carrying Amount as on 31.03.2015
(A) Computer Computer	61,150.00	0.00	0.00	61,150.00	3.00	9,559.00	37,216.00	0.00	46,775.00	14,375.00	51,591.00
(B) Furniture & Future Furniture	26,840.00	0.00	0.00	26,840.00	10.00	2,104.00	8,935.00	0.00	11,039.00	15,801.00	24,736.00
(C) Office Equipment											
Security Camera	5,000.00	40,000.00	0.00	45,000.00	5.00	13.00	18,672.00	0.00	18,685.00	26,315.00	4,987.00
Battery & Inverter	32,000.00	0.00		32,000.00	5.00	456.00	14,640.00		15,096.00	16,904.00	31,544.00
Mobile Phone	0.00	69,000.00	0.00	69,000.00	5.00	0.00	27,540.00	0.00	27,540.00	41,460.00	0.00
<b>Total Assats</b>		124,990.00	109,000.00	0.00	233,990.00		12,132.00		107,003.00	114,855.00	112,858.00
Previous Year	0.00	124,990.00	0.00	124,990.00		0.00	12132.00	0.00	12,132.00	112,858.00	0.00

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DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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Notes which are integral part of financial statements as at March 31, 2016 :-



## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements as at March 31, 2016 :-

2.6 Loans & advances (Non-Current)		Amount in ₹	
Particulars	As at 31.03.2016	As at 31.03.2015	
Unsecured - considered good Advance Income Tax	336,976.00	338,367.00	
	<b>336,976.00</b>	<b>338,367.00</b>	

There is no loan and advance due by directors or officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a member.

2.7 Deferred Tax Asset / (Liabilities)			
Particulars	As at 31.03.2016	As at 31.03.2015	
Timing Difference on Value of Fixed Assets	12,738.42	(7,544.00)	
	<b>12,738.42</b>	<b>(7,544.00)</b>	

2.8 Loans and Advances (Current)			
Particulars	As at 31.03.2016	As at 31.03.2015	
Advance for Purchase of Property	25,200,000.00	25,200,000.00	
Security Deposit	500,000.00	0.00	
	<b>25,700,000.00</b>	<b>25,200,000.00</b>	

2.9 Trade Receivables			
Particulars	As at 31.03.2016	As at 31.03.2015	
Due for more than six months	1,308,119.00	0.00	
others	20,000.00	3,538,659.00	
	<b>1,328,119.00</b>	<b>3,538,659.00</b>	

2.10 Cash and Cash equivalents			
Particulars	As at 31.03.2016	As at 31.03.2015	
Cash on hand	168,278.99	32,023.00	
Bank of Maharashtra	4,502.41	26,968.00	
PNB-Preferential Issue	19,150.17	19,432.00	
SBBJ Bank	30,925.02	32,173.00	
PNB- C/A	15,814.58	14,545.00	
	<b>238,671.17</b>	<b>125,141.00</b>	

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended 31,2016 :-

Particulars	Amount in	
	As at 31.03.2016	As at 31.03.2015
Duties & Taxes	1,727.19	0.00
	<u>1,727.19</u>	<u>0.00</u>

Notes which are Integral part of financial statements for the year ended March 31,2016 :-

### 2.12 Employees Benefits Exp.

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Salary to Employees	1,232,500.00	477,700.00
	<u>1,232,500.00</u>	<u>477,700.00</u>

### 2.13 Financial Costs

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Interest on Income Tax	56,408.00	0.00
Bank Charges	5,972.00	0.00
	<b><u>62,380.00</u></b>	<u>0.00</u>

### 2.14 Administrative & other expenses

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Business Promotion Exp	314,960.00	0.00
Rent Expense	312,000.00	173,000.00
Annual Listing Fees	278,890.00	840,276.00
Professional charges	146,600.00	169,815.00
Travelling Exp	119,673.60	28,320.00
Mics Exp	37,758.00	109,161.00
Printing and stationery	65,194.00	20,376.00
Office Exp	54,045.00	20,730.00
Advertisement & Publicity Exp	44,684.56	53,847.00
Electricity Exp	35,900.00	0.00
Telephone Exp	32,512.00	10,900.00
RTA Fee-Aiankit	26,484.43	50,826.00
Conveyance Exp	26,303.00	26,993.00
Repair & Maintenance	25,770.00	0.00
Secretarial Audit Fee	25,000.00	25,000.00
Internal Audit Fee	25,000.00	28,090.00
Courier & Postage Exp	22,920.00	13,946.00

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2016

Auditor's Remuneration		
Audit Fees	22,900.00	11,236.00
Other Fees	4,750.00	4,750.00
Donation Given	20,448.00	0.00
Accounting Software Expenses	17,200.00	0.00
Filing Fee- ROC	15,600.00	309,150.00
Demat Charges	10,275.00	97,212.00
DeepawaliExp	0.00	16,000.00
Jewellery Making Charges	0.00	140,538.00
	<b>1,884,887.59</b>	<b>2,150,166.00</b>

### Details to Notes

#### Listing Fees

Particulars	Year ended 31.03.2016 (f)	Year ended 31.03.2015 (f)
Bombay Stock Exchange	250,800.00	561,800.00
Calcutta Stock Exchange	28,090.00	146,630.00
Delhi Stock Exchange	0.00	131,846.00
	<b>278,890.00</b>	<b>840,276.00</b>

#### Demat Charges

Particulars	Year ended 31.03.2018 (f)	Year ended 31.03.2015 (f)
NSDL	6,840.00	41,013.00
CDSL	3,435.00	56,199.00
	<b>10,275.00</b>	<b>97,212.00</b>

#### Misc. Expenses

Particulars	Year ended 31.03.2018 ro	Year ended 31.03.2015 ro
Other Misc. Expenses	21,945.00	86,721.00
TDS Penalties	2,600.00	0.00
Website Charges	3,500.00	0.00
Pantry Exp	9,713.00	22,440.00
	<b>37,758.00</b>	<b>109,161.00</b>

**Notes which are integral part of financial statements for the year ended March 31, 2016**

**2.15 Related Party Disclosures**

<b>a) Name of the Related Parties :</b> Key Management Personnel		<ol style="list-style-type: none"> <li>1. Sh.P.N. Baidya-Director</li> <li>2. Sh.Raj KumarGupta-WTD&amp;CFO</li> <li>3. Sh.PankajAggarwal- Director</li> <li>4. Smt Lalita Mittal - Director</li> <li>5. Sh.Amit Gupta - Director</li> </ol>
Enterprises over which Key Management Personnel/Shareholders/Relatives have significant influence at yearend		Swagtam Trading and Services Limited Usha Financial Services Private Limited
<b>b) Transactions with Related Parties</b> Name of Related Party	Nature of Transaction	Enterprises over which Key Management Personnel/Shareholders/Relatives have significant influence
Swagtam Trading and Services Limited	Advance for Goods and Services	₹400,00.00
Balance outstanding as at year end	-	NIL

**2.16 Deferred Taxation**

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Long Term Capital Loss of Rs.2,09,750 has not been taken into consideration as Timing Difference as there is no reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**2.17 Earnings per share**

Basic earning per share is calculated by dividing the net profit / loss for the year attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

For calculating diluted earning per share, the net profit /loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.

The following is the computation of earnings per share:-

Particulars		31.03.2016	31.03.2015
Net profit as per P&LAIC		97,926.87	1,438,203.00
Weighted average number of shares outstanding	shares	3,450,000.00	1,825,000.00
Weighted average number of equity shares & potential equity share equivalents outstanding	shares	3,450,000.00	1,825,000.00
Nominal Value of shares		10.00	10.00
Basic earning per shares		0.03	0.79
Diluted earning per share		0.03	0.79

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2016

### 2.18 Post Balance Sheet Events

No material events occurred after the Balance Sheet date.

### 2.19 Loans & Advances

In the opinion of the Board of directors the value on realization of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities has been made.

### 2.20 Segment Reporting

The accounting policies applicable to the reportable segment are the same as those used in the preparation of the financial statements as set out above. Segment revenue expenses include amounts which can be directly identifiable to the segment or allocable on a reasonable basis.

Segment assets include all operating assets used by the segment and consist primarily of debtors, inventories and fixed assets, Segment liabilities include all operating liabilities and consist primarily of creditors and statutory liabilities.

The company has functioned under a single line of operations and has not diversified business operations, so there is no Separate business/geographical segment as per AS 17 regarding 'Segment Reporting' issued by The Institute of Chartered Accountants of India.

### 2.21 Contingent Liabilities

Particulars	31.03.2016	31.03.2015
Contingent Liabilities	NIL	NIL

### 2.22 Foreign Currency Transactions

Particulars	31.03.2016	31.03.2015
a. Expenditure in Foreign Currency	NIL	NIL
b. Income in Foreign Currency	NIL	NIL

### 2.23 Previous year's figures

Previous year's figures have been regrouped / rearranged / reclassified wherever necessary to correspond with the current year classification / disclosures.

Note: The notes referred to above are an integral part of the Balance Sheet

As per our report of even date attached  
For G.K.Kedia & Co.  
Chartered Accountants  
Firm Registration No: 013016N

Salish Kumar Singh  
Partner  
Membership No. 525888  
Place: New Delhi  
Date: 26.05.2016

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta  
WTD & CFO  
DIN: 00074532

Amit Gupta  
Director  
DIN: 00074483



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**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

**DECOROUS INVESTMENT & TRADING CO. LTD.**

Regd. Office: R-489, GF-B, New Rajinder Nagar, New Delhi-110060  
CIN: L67120DL1982PLC289090

**ATTENDANCE SLIP**

33<sup>rd</sup> ANNUAL GENERAL MEETING Monday,  
26<sup>th</sup> September, 2016, at 10.00 A.M.  
R-489, GF-B, New Rajinder Nagar, New Delhi-110060

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE. Members are requested to bring the copy of Annual Report along with them to the Annual General Meeting. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder:

Ledger Folio No./ DP ID & Client ID No.:

Address:

No. of Shares held :

Name of the Proxy, if any :

I/ We hereby record my/ our presence at the AGM.

Place :

Dated :

Member's / Proxy's Signature

.....k.....

**ELECTRONIC VOTING PARTICULARS**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 33<sup>rd</sup> Annual General Meeting will be transacted through remote E-Voting (facility to cast vote from a place other than the venue of the AGM)

EVEN (E-voting Event Number)	User ID	Password
104662		

Please refer to Note No 18 of Notice

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**REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION**

Name of the Shareholder :

Telephone No. :

Mobile No.:

Email ID:

Registered Folio No./ DP ID & Client ID No.:

Registered Address :

No. of Shares held :

Signature of the Shareholder :

4"



**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

DECOROUS INVESTMENT & TRADING CO.LTD.  
 Regd Office:R-489,GF-B,New Rajinder Nagar, New Delhi-110060  
 CIN:L67120DL1982PLC289090

33<sup>rd</sup> ANNUAL GENERAL MEETING  
 Monday, 26<sup>th</sup> September, 2016, at 10.00 A.M.  
 at R-489,GF-B,New Rajinder Nagar,New Delhi-110060

PROXY FORM  
 FormNo.MGT-11

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

Affix Revenue Stamp
---------------------------

Name of the Shareholder :  
 Ledger Folio No.IDP ID & Client ID No.:  
 Address:  
 No. of Shares held :  
 I/We being a Member/ Shareholders of Decorous Investment & Trading Co. Ltd., hereby appoint  
 Mr./ Mrs.  
 failing him/ her Mr./ Mrs.  
 Rio  
 EmailId: \_\_\_\_\_ Tel/Mobile No. : \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 33<sup>rd</sup> Annual General Meeting of the members of the Company, to be held on Monday, 26.09.2016 at 10:00 A.M. at R-489,GF-B,New Rajinder Nagar,New Delhi-110060 and at any adjournment thereof in respect of such Resolutions as indicated below:-

S.No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	To receive, consider & adopt the Audited Balance Sheet and Profit & Loss as on 31.03.2016 and Cash Flow Statements for the year ended 31.03.2016 along with the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. Amit Gupta as Director who retires by rotation & being eligible offers himself for re-appointment.		
3.	To re-appoint M/s. G. K. KEDIA & Co, Chartered Accountants, FRN-013016N as the Statutory Auditors.		

Signed this ..... day of ..... 2016

Signature of Shareholder ..... Signature of Proxy.....

Notes:

- This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the AGM.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 33<sup>rd</sup> AGM.
- \*It is optional to put ' / ' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.

4"

