

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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<b>36th ANNUAL GENERAL MEETING</b>	
Date	25.09.2019
Day	WEDNESDAY
Time	10:00 A.M.
Place	R-489, GF-B, NEW RAJINDER NAGAR NEW DELHI - 110060

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Raj Kumar Gupta	DIN: 00074532	Whole Time Director & CFO
Mr. Amit Gupta	DIN: 00074483	Director
Mr. Pankaj Aggarwal	DIN: 01586710	Independent Director
Ms. Lalita Mittal	DIN: 06928783	Independent Director
Mr. Manish Sinha	ACS: 39188	C S & Compliance Officer Appointed w.e.f. 16.07.2018

AUDITORS	
M/s G.K. KEDIA & CO. Chartered Accountants, FRN – 013016N Ms. Kanishka Aggarwal, Partner Membership No.: 544129 Address: 812 Naurang House, 21, Kasturba Gandhi Marg New Delhi- 110001 Tel : 011-46259900 Email Id: kanishka.aggarwal@gmail.com	CIN : L67120DL1982PLC289090 Date of incorporation : 14730 dated 22.11.1982 Date of commencement : 14730 dated 15.12.1982 *PAN : AAACD0851F *TAN : DELD15977D *GST : 07AAACD0851F2Z3 *ISIN : INE183R01010

SECRETARIAL AUDITORS	INTERNAL AUDITORS
B. BHUSHAN & CO. Company Secretaries, COP No. : 14469 Mr. Bharat Bhushan, Proprietor Membership No.: A31951 Address: 1195, Gali Babu Ram, Sita Ram Bazar, Delhi- 110006 Tel : 9650555376, 9311531800 Email Id: b.bhushanandcompany@gmail.com	MITTAL JINDAL & ASSOCIATES Chartered Accountants, FRN – 001467N Mr. Satish Kumar Gupta, Proprietor Membership No.: 080984 Address: 7 / 18, Ansari Road, Darya Ganj, New Delhi - 110002 Tel : 23275297, 43560900 Email Id: hmkd90@gmail.com

BANKERS	REGISTRAR
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	Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960

LISTING:	
1. Bombay Stock Exchange Ltd.	- BSE
2. Calcutta Stock Exchange Ltd.	- CSE
3. Delhi Stock Exchange Ltd.	- DSE (DSE stands de – recognized)

**REGISTERED OFFICE** : R-489, GF- B, Ground Floor, New Rajinder Nagar, New Delhi – 110060

### CONTACTS DETAILS

Mob : 9910003638	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  
Decorous Investment & Trading Company Limited  
R-489, GF-B, New Rajinder Nagar  
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, 25<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 10:00 A. M. AT "R- 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 2019 and the Statement of Profit and Loss Account & Cash Flow Statements for the year ended on that date alongwith 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 re-appoint M/s G.K. Kedia & Co. as statutory auditors and fix their remuneration and, to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s G. K. KEDIA & Co., Chartered Accountants, FRN 013016N, be and are hereby re-appointed as Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS

#### **ITEM NO. – 4: TO APPOINT MR. RAJ KUMAR GUPTA, AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER**

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

"RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and provisions of Articles of Association of the Company and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) Mr. Raj Kumar Gupta (DIN: 00074532) who was appointed by the Board as an Additional Director pursuant to the provisions of section 161 w.e.f. 30.04.2014 and further was appointed as Whole Time Director and Chief Financial Officer w.e.f. 23.08.2014 and who retires by rotation & being eligible offers himself for re-appointment and be & is hereby appointed as Whole Time Director (WTD) and Chief Financial Officer (CFO) of the Company, on the same terms & conditions, for another period of 5 (five) consecutive years from the date of this 36<sup>th</sup> Annual General Meeting and he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Amit Gupta (DIN: 00074483), Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as he may be deem fit or desirable to give effect to the aforesaid resolution and to do the needful"

#### **ITEM NO. – 5: TO APPOINT Ms. LALITA MITTAL, AS INDEPENDENT DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and Clauses of the Listing Agreement, Ms. Lalita Mittal (DIN 06928783),

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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who was appointed as Non-Executive & Independent Director, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company w.e.f., 19.07.2014 and who holds office up to the date of this Annual General Meeting has submitted a declaration that she meets the criteria for independent director as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive & Independent Director of the Company for another period of 5 (five) consecutive years from the date of this 36<sup>th</sup> Annual General Meeting and She shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Amit Gupta (DIN: 00074483), Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as he may be deem fit or desirable to give effect to the aforesaid resolution and to do the needful”

### ITEM NO. – 6: TO APPOINT MR. PANKAJ AGGARWAL, AS INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pankaj Aggarwal (DIN: 01586710) who was appointed as Non-Executive & Independent Director, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, w.e.f. 19.07.2014 and who holds office up to the date of this 36<sup>th</sup> Annual General Meeting has submitted a declaration that he meets the criteria for independent director as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive & Independent Director of the Company for a period of 5 (five) consecutive years from the date of this 36<sup>th</sup> Annual General Meeting and he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Amit Gupta (DIN: 00074483), Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as he may be deem fit or desirable to give effect to the aforesaid resolution and to do the needful”

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

Place: New Delhi

Dated: 09.08.2019

Raj Kumar Gupta - DIN: 00074532  
Whole Time Director & CFO  
B-15, Panchsheel Garden,  
Naveen Shahadara  
Delhi- 110032

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 relating to the special business to be transacted at the Annual General Meeting (AGM) is annexed hereto)

### **ITEM NO. – 4: APPOINTMENT OF MR. RAJ KUMAR GUPTA, AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER**

The Board of Directors of the Company appointed Mr. Raj Kumar Gupta as Whole Time Director and Chief Financial Officer w.e.f. 23.08.2014. Having regards to the dynamic Business situation and the expansion programs on anvil it is thought fit and proper to re-appoint him as Whole Time Director and Chief Financial Officer who shall be responsible for taking care of the day to day activities of the Business of the Company.

#### **Brief Resume of Appointee Whole Time Director and Chief Financial Officer**

Mr. Raj Kumar Gupta (DOB-30.04.1968) holds a Bachelor Degree from University of Delhi and has over 35 years of experience in the fields of administration, finance, liaisons, stock markets, etc.

At present he holds the Directorship in the following Companies :-

S.No.	Name of the Company	Title	Shareholding
1.	Shreeaadya Merchandise Private Limited CIN: U52320DL2016PTC302366	Director	10
2.	Swagtam Trading and Services Limited CIN: L67120DL1982PLC289090	Director	NIL

#### **Terms of appointment of Executive**

Re-appointment of Mr. Raj Kumar Gupta as the Whole Time Director and Chief Financial Officer, on the same terms & conditions, Agreement entered into with him by the Company, aforesaid agreement is available for inspection of the members at the office of the Company from 11:00 AM to 5:00 PM on all working days except Saturday. Extracts of the Agreement has been reproduced hereunder for your kind consideration.

#### **Term & Termination**

Appointment of Mr. Raj Kumar Gupta as Whole Time Director and Chief Financial Officer shall be effective for a period of 5(five) years from the date of Agreement and shall be subject to the approval of shareholders in the general meeting.

Agreement may be terminated earlier by either party after giving three months notice.

#### **Duties & Powers**

Shri R. K. Gupta shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and as separately communicated to him. Subject to the supervision and control of the Board, he be entrusted with powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated concerns/ companies and / or subsidiaries, including performing duties as assigned to by the Board from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee(s) and shall not exceed the powers so delegated by the Board.

Mr. Raj Kumar Gupta undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

#### **Remuneration**

As long as he performs his duties and confirms to the terms and conditions contained in this Agreement and, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force

- A. SALARY:** Rs. 25,000/- (Rs. Twenty Five Thousand) per month with an annual increment as may be decided by the Board and will be merit-based and take into account the Company's performance as well.
- B. Benefits, Perquisites, Allowances:** In addition to the basic salary referred to in (A) above, he shall be entitled to following benefits and perquisites:
  - Telecommunication facilities including broadband, internet and mobile
  - Hospitalisation and major medical expenses.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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- shall be entitled to leave in accordance with the Rules of the Company.
- Reimbursement of actual out of pocket expenses.

### **Variation**

The terms and conditions of the appointment of Mr. Raj Kumar Gupta and / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Whole Time Director and Chief Financial Officer, subject to such consents/ approvals as may be required.

### **Confidentiality**

Mr. Raj Kumar Gupta is aware that in the course of his employment he will have access to and be entrusted with information in respect of the business and finances of the Company including IP, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation customers or clients all of which information is or may be of a confidential nature.

He shall not except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law divulge/ disclose to any person whatever or otherwise make use of and shall use his best endeavors to prevent the publication or disclosure of any confidential information of the Company or any of its suppliers, agents, distributors or customers, etc.

All notes, memoranda, documents and confidential information concerning the business of the Company or any of its suppliers, agents, distributors or customers which shall be acquired, received or made by him during the course of his employment shall be the property of the Company and shall be surrendered by him to the Company upon the termination of his employment or at the request of the Board at any time during the course of his employment.

### **Non - Competition**

Mr. Raj Kumar Gupta covenants with the Company that he will not, without the prior consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, manager, agent, consultant or employee of any person or firm, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company.

### **Code of Conduct of the Company**

The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. Mr. Raj Kumar Gupta shall during his term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.

### **Summary termination of employment**

Employment may be terminated by Company without notice:

- if he is found guilty of any negligence, default or misconduct in connection with or affecting the business of the Company; or
- in the event of any serious or repeated or continuing breach or non-observance of any of the stipulations contained in the Agreement;
- in the event the Board expresses its loss of confidence in the Whole Time Director and Chief Financial Officer.

### **Resignation from Directorship**

Upon the termination by whatever means of his employment:

Mr. Raj Kumar Gupta shall immediately tender his resignation from office as a director of the Company without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his place and on his behalf to sign and deliver such resignation to the Company.

He shall not, without the consent of the Company at any time thereafter, represent himself as connected with the Company or any of the subsidiaries and associated companies.

### **Agreement co-terminus with directorship**

If and when this Agreement expires or is terminated for any reason whatsoever, Mr. Raj Kumar Gupta shall cease to be Whole Time Director and Chief Financial Officer. If at any time, he ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director and Chief Financial Officer and this Agreement shall forthwith stand terminated.

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### Notices

Notices may be given by either Party by letter addressed to the other Party at, in the case of the Company, at its registered office for the time being and in the case of the Whole Time Director and Chief Financial Officer at his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the notice was properly addressed and posted.

### Disclosure of Interest of Board Members

None of the Directors except Mr. Raj Kumar Gupta is interested in the proposed resolution, and shall be deemed to be interested in the resolution to the extent of his appointment as the Whole Time Director and Chief Financial Officer.

### Information as required by Schedule V of Companies Act, 2013 is reproduced below:

#### I. General Information

- |  |  |
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| 1. Nature of Industry  | Real Estate, Consulting, Agents, Distributors, Etc.  |
| 2. Date or expected date of commencement of production   | The company is an Investment & Trading concern, etc which has already commenced its business |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable   |
| 4. Foreign investments or collaborations, if any   | Not Applicable   |

#### II. Information about the appointee

- |  |  |
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| 1. Background details  | Mr. Raj Kumar Gupta holds a Bachelor Degree from University of Delhi and has over 35 years of experience in the fields of finance, administration, liaisons, stock markets, real estate, etc.  |
| 2. Past remuneration   | Rs. Twenty Thousand per month from 23/08/2014.   |
| 3. Recognition or awards   | NIL  |
| 4. Job profile and his suitability   | Subject to the supervision and control of the Board, Mr. Raj Kumar Gupta be entrusted with powers of management which are in connection with and in the best interests of the business of the Company  |
| 5. Remuneration proposed   | As mentioned in the notice, the remuneration payable has been approved by the Board of Directors. The proposed remuneration is Rs. 25,000/- per month and perquisites as mentioned in the notice.  |
| 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, etc., the remuneration proposed to be paid is reasonable to that of the similar other companies. |
| 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.  | No pecuniary relationship with the Company or with the managerial personnel  |

#### III. Other Information

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|--|--|
| 1. Reasons of loss or inadequate profits                             | Inadequacy of year-wise profits is due to cut throat competition, economic slowdown, market sentiments, increasing costs, high regulatory frameworks, higher inflation, loss(es) in trading of shares, bad debts, etc. |
| 2. Steps taken or proposed to be taken for improvement               | The Company is trying to expand its operations. Further the company proposes to diversify into other business(es) for which it has Altered its Objects.  |
| 3. Expected increase in productivity and profits in measurable terms | Board of Directors has taken effective steps for increasing the profitability of the Company. There are signs of revival in economic activity which should lead to improvement prospects during the coming years.      |



## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. Board recommends the re-appointment of Mr. Raj Kumar Gupta as Whole Time Director and Chief Financial Officer of the Company.

### ITEM NO. – 5: APPOINTMENT OF MS. LALITA MITTAL, AS INDEPENDENT DIRECTOR

As per the provisions of section 149 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and amended Clause 49 of the Listing Agreement, the Company shall have at least one Woman Director on the Board of the Company.

In view of the provisions stated Companies Act, 2013 and the fact that Knowledge & Experience of Mrs. Lalita Mittal, which can be utilised in the best interest of the Company or its shareholders it is necessary that she continue further as the Non-Executive & Independent Director of the Company.

The Board has appointed her as “Non-Executive & Independent Director” on 19.07.2014 and now propose that Ms. Lalita Mittal be re-appointed as Non-Executive & Independent Director of the Company, not liable to retire by rotation, for the period of 5(five) consecutive years Meeting and she shall not be liable to retire by rotation.

A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from one of the members of the Company proposing Ms. Lalita Mittal (DIN: 06928783) for the office of Director of the Company.

Ms. Lalita Mittal has given her consent under section 152 (5) of the Companies Act, 2013 to act as the Director of the Company along with the declaration of not being disqualified under section 164 of the Act to become the director of the Company.

The terms and conditions of appointment of Ms. Lalita Mittal shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday and will also be available at the website of the company.

#### Brief Resume of Appointee Director

Ms. Lalita Mittal (DOB-04.08.1949) holds Masters Degree(s) in English & Sanskrit from University of Punjab and she has over 40 years of experience in the fields of administration, education, management, etc. At present he holds the Directorship in the following Companies

S.No.	Name of the Company	Category of Directorship
1.	Swagtam Trading & Services Ltd.	Whole Time Director & Chief Financial Officer

Ms. Lalita Mittal does not hold any shares in this Company.

#### Disclosure of Interest of Board Members

None of the Directors except Ms. Lalita Mittal is interested in the proposed resolution. Ms. Lalita Mittal shall be deemed to be interested in the resolution to the extent of her appointment as the Independent Director.

The resolution stated in the item No. 5 is placed for kind consideration and approval of members of the Company. Board recommends the re-appointment of Ms. Lalita Mittal as the Non Executive Independent Director of the Company.

### ITEM NO. – 6: APPOINTMENT OF MR. PANKAJ AGGARWAL, AS INDEPENDENT DIRECTOR

The Board of Directors has recommended that Mr. Pankaj Aggarwal (DIN: 01586710) be appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for the period of five consecutive years effective.

A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from one of the members of the Company proposing Mr. Pankaj Aggarwal for the office of Director of the Company.

Mr. Pankaj Aggarwal has given his consent under section 152 (5) of the Companies Act, 2013 to act as the Director of the Company along with the declaration of not being disqualified under section 164 of the Act to become the director of the Company.

In the opinion of the Board of Directors, Mr. Pankaj Aggarwal be the Non-Executive Independent Director proposed to be appointed fulfils the conditions specified in the Act and the Rules made thereunder. A copy of the terms and conditions of appointment of Mr. Pankaj Aggarwal shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday will also be available at the website of the company.

#### Brief Resume of Appointee Director

Mr. Pankaj Aggarwal (DOB-30.07.1979) holds B.Com(H) and M.C.A. degrees and has over 15 years of experience in the fields of finance, computer systems, marketing, distribution, etc.



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S. No.	Name of the Company	Category of Directorship	Shareholding
1.	Buckingham Industries Ltd.	Independent Director	NIL
2.	PROCO System Private Ltd	Director	NIL

### Disclosure of Interest of Board Members

None of the Directors except Mr. Pankaj Aggarwal is interested in the proposed resolution. Mr. Pankaj Aggarwal shall be deemed to be interested in the resolution to the extent of his appointment as the Independent Director.

The resolution stated in the item No. 6 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mr. Pankaj Aggarwal as the Non Executive Independent Director of the Company.

### 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.
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 authorizing 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 alongwith Annual Report as already sent.
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 will remain closed from **19.09.2019 to 25.09.2019** (both days inclusive)
6. Queries proposed to be raised at the AGM may be sent to the Company atleast Seven days prior to the date of AGM to enable the Management to compile the relevant information enabling to reply the same.
7. Copies of the MOA and AOA and the Documents referred to in the Notice, shall be opened for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
8. 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 Director seeking appointment / re-appointment, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
11. 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 RTA 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 alongwith Pin Code Number, Mobile, and E-mail ID, etc., to the RTA or to Company.
13. Electronic copy of the Annual Report 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 and for Members who have not registered their Email, physical copies of the Annual Report for 2018-19 is being sent.
14. Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting alongwith 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 36th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice and the Annual Report for 2018-19 will also be available on the Company's

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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, 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, shareholders may also send requests to 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 u/s 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
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 Regulation 44 of the SEBI (LODR) Regulations, 2015, the company provides the members facility to exercise their right to vote on resolution proposed to be passed in the 36<sup>th</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 remote "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. **[111167]** 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 21, 2019 (9:00 am) till September 24, 2019 (5:00 pm)**.  
**Note: e-Voting shall not be allowed beyond said time.**
8. Cast your vote by selecting appropriate options 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 [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 alongwith Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. **[111167]** 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.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### General Instructions

1. E-voting period begins at 09.00 A.M. on 21.09.2019 and ends at 5:00 P.M. on 24.09.2019.  
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. 18.09.2019 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 disabled 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.
3. Members who have cast their vote by remote e-voting may also attend Meeting but shall not be entitled to cast vote again.
4. Company has appointed M/s. B. Bhushan & 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. 18.09.2019.
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 shall be entitled to avail 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 e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Assistant Manager NSDL at designated email id [evoting@nsdl.co.in](mailto:evoting@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. Scrutinizer, after scrutinizing the votes cast at the meeting through poll / show of hand and through remote e-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 alongwith the consolidated scrutinizer's report shall be placed on the website of the Company [www.ditco.in](http://www.ditco.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Results shall simultaneously be communicated to the Stock Exchange(s), where the Company's shares are Listed.

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

Place: New Delhi  
Dated: 09.08.2019

Raj Kumar Gupta - DIN: 00074532  
W T D & CFO  
B-15, Panchsheel Garden,  
Naveen Shahadara, Delhi- 110032

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors have pleasure to present herewith the 36th Annual Report for the year ended 31.03.2019.

### FINANCIAL RESULTS

(in Rupees)

Particulars	For the Year ended 31.03.2019	For the Year ended 31.03.2018
Income from Operations	7,00,000.00	10,00,000.00
Other Income/Receipts	6,54,202.78	3,66,998.00
Total Income	13,54,202.78	13,66,998.00
Total Expenditure	12,71,159.91	13,00,537.37
Exceptional Items	0.00	0.00
Profit/(Loss) before Tax	83,042.87	66,460.63
Provision for Tax	21,409.62	24,277.33
Net Profit/(Loss)	61,633.24	42,183.30

### FINANCIAL HIGHLIGHTS

During the previous year under review your company was carrying-out the business of Gems & Jewellery and closed the said activities due to competition, commercial & other reasons and resolved to start the business activities relating to real estate, commission, agents, brokers, consultancy, trading / purchase & sale of commodities & bullion, etc., as per the main objects as contained in MOA. Company has received the total revenue of Rs. 13,54,202.78. Net Profit after Tax for the year under consideration is Rs. 61,633.24. 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

No amount is proposed to be transferred to the Reserves & Surplus account.

### LIQUIDITY

Company continues to maintain sufficient funds to meet the desired strategic Objectives.

### DIVIDEND

Your directors do not consider it desirable to recommend / declare any dividend.

#### • CAPITAL

During the Financial Year 2018-19, there is no change in share capital:

- Buy Back of Securities : Company has not bought back any of its securities.
- Sweat Equity Shares : Company has not issued any Sweat Equity Shares.
- Bonus Shares : No Bonus Shares were issued during the year.
- Preference Shares / Debentures : Company has not issued any Preference Shares/ Debentures.
- Employees Stock Option Plan : Company has not provided any Stock Option Scheme.

Subsequent to 31.03.2017 & 31.03.2019 there has been no change in authorized, issued, subscribed and paid-up equity share Capital of the company. Authorised share capital as on 31.03.2019 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

In accordance with the provisions of Companies Act, 2013 and Articles of Association, Mr. Amit Gupta, Director, retires by rotation in the ensuing AGM and being eligible, offers himself 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 was Non-Independent Director from 01.01.2004 & Resigned on 01.01.2018

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- Ms. Lalita Mittal is Independent Director w.e.f. 19.07.2014
  - Mr. Pankaj Aggarwal is Independent Director w.e.f. 19.07.2014
  - Mr. Amit Gupta is Non-Independent Director w.e.f. 29.01.2015
- Kindly refer Notice & Explanatory Statement for Special Business(es).*

### KEY MANAGERIAL PERSONNEL

- Ms. Karishma Jain (ACS – 46124) was Company Secretary cum Compliance Officer of the company from 10.08.2016 and resigned on 07.10.2017.
- Mr. Manish Sinha (ACS - 39188) has joined as Company Secretary cum Compliance Officer w.e.f. 16.07.2018
- Shri Raj Kumar Gupta (DIN: 00074532) is WTD & CFO of the Company.

### MEETING OF THE BOARD

4 (Four) Meetings of the Board were held during reporting period, the details of which are given in the CGR.  
*(Maximum Gap of 120 days between two consecutive Board Meetings has been complied with)*

### LOANS, GUARANTEES AND INVESTMENTS

Company has not given any Guarantee, provided any Security and made an Investment during the reporting period as specified u/s 186 of Companies Act, 2013.

### PERFORMANCE EVALUATION OF BOARD MEMBERS

With a view to improving performance and effectiveness, 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

The Company has neither accepted nor renewed any deposits during the Financial Year 2018-19 in terms of Chapter V of the Companies Act, 2013, therefore, information in this regard is NIL.

### STATUTORY AUDITORS

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

### STATUTORY AUDITORS' REPORT

Auditors' Report being self-explanatory requires no Comments from the Directors and there are no reservations, or qualifications or adverse remarks in the Audit Report in respect to FY 2018-19 and does not require/ call for any major explanation from the Board of Directors.

Ms. Karishma Jain (ACS – 46124) resigned on 07.10.2017 and Mr. Manish Sinha (ACS - 39188) has joined as Company Secretary cum Compliance Officer w.e.f. 16.07.2018

### SECRETARIAL AUDITORS

Board has re-appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the FY 2019-20. Secretarial Audit Report and Secretarial Compliance Report for the financial year 2018-19 are annexed with Directors' Report.

There are no qualifications or reservations or other adverse remarks by Secretarial Auditors in the Reports for the FY 2018 – 19 and does not require/ call for any major explanation from the Board of Directors.

Ms. Karishma Jain (ACS – 46124) resigned on 07.10.2017 and Mr. Manish Sinha (ACS - 39188) has joined as Company Secretary cum Compliance Officer w.e.f. 16.07.2018

### INTERNAL AUDITORS

Board has re-appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit for FY 2019-20

### COST AUDITORS

Provisions of Section 148 does not apply to the Company and hence, Cost Auditors need not to be appointed.

### FRAUDS REPORTED BY AUDITORS

There are no frauds reported by Auditors u/s 143(12) including those which are reportable to the Central Government.



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

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### **LISTING OF SHARES**

Equity Shares of the Company are listed on BSE Ltd., Calcutta Stock Exchange (CSE) and Delhi Stock Exchange (DSE stands de-recognized) & Company has complied with the requirements of listing agreement(s) during the period under review. All the Quarterly & Yearly Compliances are upto-date, scanned pdf files are emailed, uploaded on BSE listing portal, couriered by Speed-Post, XBRL submissions at online Portal, uploaded at Company's Website, etc.

- Listing Fee stands paid to MSEI for & upto 31.03.2020.
- Annual Custodial Fee stands paid to NSDL & CDSL for FY 2019-20

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

In terms of the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, the "Management's Discussion and Analysis Report" is presented in a separate section forming part of the Annual Report

### **SUBSIDIARIES AND JOINT VENTURES 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**

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. As required under Regulation 34 (3) read with Part C of Schedule V to the SEBI (LODR) Regulations, 2015, Report on Corporate Governance is annexed herewith and forms part of this Annual Report. The requisite Certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the Corporate Governance Report.

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

Board as on date consists of four members, one of whom is Executive (CFO) & WTD and 2 are independent directors and 1 is non-independent director. Board consists of appropriate mix of executive & independent & non-independent woman directors to maintain the independence of the Board and to separate its functions of governance and management. Policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required u/s 178(3) and there has been no change in the Policy.

### **INDEPENDENT DIRECTORS**

Independent Directors of the company have met 2 times in the financial year 2018 – 19, including for :-

- (a) to review the performance of non – independent Directors and the Board as a whole,
- (b) to review the performance of Board, taking into account the views of executive and nonexecutive directors;
- (c) to assess the quality, quantity and timeliness of flow of information between the management and the Board which 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. Company has received necessary declarations from each Independent Director u/s 149(7), 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 (LODR) Regulations, 2015.

### **BOARD EVALUATION**

As mandated under the SEBI (LODR) 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 of Board and committee's effective working, etc.

The Companies Act, 2013 states 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 to the Companies Act, 2013 states that the performance evaluation of independent director shall be done by entire Board, excluding director being evaluated.



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## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Evaluation of all the Directors and the Board as a whole has been conducted. Board approved the evaluation results as collated by the “Nomination and Remuneration Committee.”

### **DECLARATIONS BY DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL**

Annual Report of the Company contains a Certificate by the CFO / CEO in terms of Para D of Schedule V to the SEBI (LODR) Regulations, 2015 on the declarations received from the Directors and the Senior Management personnel affirming compliance with the Code applicable to them during the year ended 31.03.2019.

### **BUSINESS RESPONSIBILITY REPORT**

Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015 is not applicable to the company.

### **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. Insider Trading Policy explains the guidelines and procedures to be followed and disclosures to be made while dealing with the shares as well as the consequences of violation of norms. Insider Trading Policy is available on the website of the company.

### **UNIFORM LISTING AGREEMENT**

SEBI issued SEBI (LODR) Regulations, 2015 which became effective from 01.12.2015 by replacing existing Listing Agreement. Company executed New Listing Agreement(s) with BSE Ltd. and CSE Ltd. during February 2016.

### **OPERATIONS**

Our reputation for excellence and integrity earned through the consistent delivery of quality work and by adhering to the 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, commitments and changes occurred between the end of the financial year of the company to which the financial statements relate and the date of this Report.

### **VIGIL MECHANISM**

Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 and also in terms of Regulation 4(2) (d) and Regulation 22 of SEBI (LODR) Regulations, 2015, includes an Ethics & Compliance Task Force comprising of Senior Executives of the company. Protected disclosures can be made by a whistle blower through an e-mail or telephone line or a letter to the Task Force or to the Chairman of Audit Committee. Policy on vigil mechanism is available on the Company's website.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Provisions of the Companies Act, 2013 relating to 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 2018-19 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 significant contract / arrangement / transaction with related parties which could be considered material. Your Directors draw attention of the members to “Notes to the Financial Statements” (Form AOC-2) which sets out Related Party Disclosures.

### **RISK MANAGEMENT POLICY**

Risk Management Policy is not applicable to your company.

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

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 AND THEIR ADEQUACY**

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

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

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Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. Internal Auditors independently evaluate the adequacy of internal controls and audit the transactions. Independence of the audit and compliance is ensured by timely supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions suggested are presented to the Audit Committee on regular basis.

### **OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :-**

Company has adopted the Policy for prevention of Sexual Harassment of Women at workplace and has authorised remuneration & nomination committee for implementation of said policy and No Complaints has been received during the financial year.

### **DETAILS OF COMMISSION RECEIVED BY MD / WTD**

None of the Directors have received any commission during the year under review.

### **CHANGES HAPPENING DURING THE FINANCIAL YEAR**

Your company had closed the business of Gems & Jewellery and started the business of Real Estate, agents, brokers, consultancy, commission, distribution, trading / purchase & sale of commodities & bullion, etc. for which proper records have been maintained.

Further, the company has no Subsidiary and therefore information regarding any change in Subsidiaries or in the nature of business carried on by them is not applicable to the company.

### **EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS**

There are no significant/ material Events to be reported under this head.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements u/s 134 (3)(c) of Companies Act, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31.03.2019, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (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 as at 31.03.2019 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 compliances 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 (IEPF)**

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 IEPF.

### **COMPLIANCES**

Company has devised proper systems to ensure compliances of all Laws applicable to the company and the compliance reports are placed before the Board confirming compliances by the company with all applicable Laws.

### **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 is currently in dematerialized form, the transfers are processed and approved in the electronic form by NSDL / CDSL through depository participants. Alankit Assignments Limited is the Share Transfer Agent for both physical and dematerialized mode.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### 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

Your company did not use any significant energy during the year under review. Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasis 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 in all spheres of our activities to improve efficiency levels.

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

	31.03.2019 (Amt.)	31.03.2018 (Amt.)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

### CEO/CFO CERTIFICATION

In accordance with the Regulation 17 (8) read with Part B of Schedule V to the SEBI (LODR) Regulations, 2015 pertaining to corporate governance norms, Mr. Raj Kumar Gupta, Whole Time Director & CFO of the company, have certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended 31.03.2019. The said Certificate forms an integral part of this Annual Report and the Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

### FINANCIAL STATEMENTS

Annual Report of F.Y. 2018-19 of the Company containing complete Balance Sheet, Statement of Profit & Loss, other Statements and Notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis Report and Corporate Governance Report) etc. are being sent via email to shareholders who have provided their Email address (es) and to others the Annual Report is being sent by post. Full version of Annual Report is also available for inspection at the registered office of the company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website [www.ditco.in](http://www.ditco.in). The Notice of the AGM shall also be placed at the website of NSDL/CDSL. Please note that Members will be entitled to be supplied, free of cost, Annual Report, upon receipt of written request from members.

### DEMATERIALIZATION OF SHARES

As mentioned in company's earlier Annual Reports, the company's equity shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 98.54% of the issued shares of the company are already in dematerialized form. M/s Alankit Assignments Limited, New Delhi is acting as the RTA for this purpose and acts as share agency in terms of SEBI Guidelines.

### EXTRACT OF ANNUAL RETURN (MGT – 9)

Pursuant to section 92(3) of Companies Act, 2013 ('the Act') and Rule 12(1) of Companies (Management and Administration) Rules, 2014, Extract of Annual Return is Annexed herewith to Director's Report.

### DISCLOSURES

#### AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015, an Audit Committee is duly constituted.

Audit Committee as on March 31, 2019 comprises of the following Directors:-

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

Details of Audit Committee have been separately given in the Corporate Governance Report.

Further, recommendations of Audit Committee were accepted by the Board of Directors.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### REMUNERATION AND NOMINATION COMMITTEE

In terms of Regulation 19 of SEBI (LODR), Regulations, 2015 and pursuant to the provisions of Section 178(1) of the Companies Act, 2013, Nomination & Remuneration Committee is duly constituted.

The Nomination and Remuneration Committee as on March 31, 2019 comprises of the following Directors:-

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

Details of Remuneration Policy and Committee are furnished in the CGR, which is annexed herewith.

### SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

In terms of Regulation 20 of SEBI (LODR), Regulations, 2015, the Stakeholders Relationship Committee is duly constituted. Shareholders / Investors Grievance Committee as on March 31, 2019 comprises of following Directors:-

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

Details of Committee(s) are furnished in the Report on Corporate Governance, which is annexed herewith.

**RISK MANAGEMENT COMMITTEE** : Not Applicable

### E-VOTING

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulation 2015.

The above Rule 20 of the Companies (Management and Administration) Rules, 2014 have been amended on March 19, 2015 to introduce a new concept of e-voting i.e. E-Voting at general meeting through an electronic voting system. To comply with the requirements of new Companies Act, 2013 and to ensure good governance for its members, your company has provided e-voting facility for its general meetings to enable its members to participate in the voting electronically. The instruction(s) for e-voting for ensuing AGM is also provided with Notice to shareholders of this Annual Report. Company has signed necessary agreements with NSDL and CDSL to facilitate e-voting for member(s).

### APPRECIATION

Your Directors wish to express their sincere appreciation to its valued Clients, Bankers, various Regulators, Departments & Agencies and Employees of the company, etc, for their continued valued support, guidance & co-operation.

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

Raj Kumar Gupta - DIN: 00074532  
WTD & CFO  
B-15, Panchsheel Garden,  
Naveen Shahadara, Delhi- 110032

Place : New Delhi  
Dated: 09.08.2019

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

(as on the financial year ended on 31st March 2019)

### 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, Ground Floor, New Rajinder Nagar, New Delhi - 110060
vi) contact details	
b.) Website	<a href="http://www.ditco.in">www.ditco.in</a>
c.) Email i.d.	<a href="mailto:decorous1982@gmail.com">decorous1982@gmail.com</a>
d.) Phone No.	9910003638
vii) Whether listed company	YES
	1) BSE Ltd. 2) Calcutta Stock Exchange Ltd. 3) 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 <a href="mailto:rtat@alankit.com">rtat@alankit.com</a>

### 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	Real Estate, Commission, Consultancy, Bullion, Commodities, Etc.		51.69%

### III PARTICULARS OF HOLDING AND SUBSIDIARY COMPANIES -

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

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### M. SHARE HOLDING PATTERN

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

#### i) Category-wise Share Holding

Category Code	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
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group2</b>					
<b>1</b>	<b>Indian</b>					
(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)						
	<b>Sub Total(A)(1)</b>	<b>72700</b>	<b>2.11</b>	<b>72700</b>	<b>2.11</b>	<b>0</b>
<b>2</b>	<b>Foreign</b>					
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0		0		
b	Bodies Corporate0		0			
c	Institutions	0		0		
d	Qualified Foreign Investor	0		0		
e	Any Others(Specify)	0		0		
e-i		0		0		
e-ii						
	<b>Sub Total(A)(2)</b>	<b>0</b>		<b>0</b>		
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>72700</b>	<b>2.11</b>	<b>72700</b>	<b>2.11</b>	<b>0</b>
<b>(B)</b>	<b>Public shareholding</b>					
<b>1</b>	<b>Institutions</b>					
(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		
(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		
(g)	Foreign Venture Capital Investors	0		0		



**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (Body Corporate)	0	0	0	0	
(i-ii)						
(i-ii)						
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>B 2</b>	<b>Non-institutions</b>					
(a)	Bodies Corporate	577600	16.74	577600	16.74	0
(b)	Individuals					
I	i. Individual shareholders holding nominal share capital up to ` 2 lakh	438250	12.70	388287	11.25	(1.45)
II	ii. Individual shareholders holding nominal share capital in excess of ` 2 lakh	2361450	68.45	2411413	69.90	1.45
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	0		0		
(d-I)						
(d-ii)						
	<b>Sub-Total (B)(2)</b>	<b>3377300</b>	<b>97.89</b>	<b>3377300</b>	<b>97.89</b>	<b>0</b>
<b>(B)</b>	<b>Total Public Shareholding</b>					
	<b>(B)= (B)(1)+(B)(2)</b>	<b>3377300</b>	<b>97.89</b>	<b>3377300</b>	<b>97.89</b>	<b>0</b>
	<b>TOTAL (A)+(B)</b>	<b>3450000</b>	<b>100.00</b>	<b>3450000</b>	<b>100.00</b>	<b>0</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>					
1	Promoter and Promoter Group					
2	Public					
	<b>Sub-Total (C )</b>	<b>0</b>		<b>0</b>		
	<b>GRAND TOTAL (A)+(B)+©3450000</b>	<b>3450000</b>	<b>100.00</b>	<b>3450000</b>	<b>100.00</b>	

## 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	24300	0.71	0	24300	0.71	0	0
2	P R Holdings Ltd	9600	0.28	0	9600	0.28	0	0
3	Buckingham 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
	<b>TOTAL</b>	<b>72700</b>	2.11		<b>72700</b>	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	
1	<b>Aditya Estates Pvt. Ltd.</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	24300	0.71	24300	0.71
	At the End of the year	24300	0.71	24300	0.71

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
2	<b>P R Holdings Ltd.</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	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	
3	<b>Buckingham Industries Ltd.</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	9800	0.28	9800	0.28
	At the End of the year	9800	0.28	9800	0.28

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
4	<b>Swagtam Trading &amp; Services Ltd.</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	9600	0.28	9600	0.28
	At the End of the year	9600	0.28	9600	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 of the company	No. of shares	% of total shares of the company
5	<b>Jeewan Commercial Ltd.</b>				
	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 of the company	No. of shares	% of total shares of the company
6	<b>Antique Holdings Ltd.</b>				
	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 :  
(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 of the company	No. of shares	% of total shares of the company
1	<b>Sukhwinder Lal Gupta</b>				
	At the Beginning of the year	0	0	0	0
	Addition	175000	5.07	175000	5.07
	At the End of the year	<b>175000</b>	<b>5.07</b>	<b>175000</b>	<b>5.07</b>

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

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

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	<b>Richa Gupta</b>				
	At the Beginning of the year	<b>170000</b>	<b>4.93</b>	<b>170000</b>	<b>4.93</b>
	At the End of the year	<b>170000</b>	<b>4.93</b>	<b>170000</b>	<b>4.93</b>

## 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 of the company	No. of shares	% of total shares of the company
5	<b>Veena Gupta</b>				
	At the Beginning of the year	<b>155000</b>	<b>4.49</b>	<b>155000</b>	<b>4.49</b>
	At the End of the year	<b>155000</b>	<b>4.49</b>	<b>155000</b>	<b>4.49</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	<b>Ram Yadav</b>				
	At the Beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Addition	<b>115000</b>	<b>3.33</b>	<b>115000</b>	<b>3.33</b>
	At the End of the year	<b>115000</b>	<b>3.33</b>	<b>115000</b>	<b>3.33</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	<b>Charanjit Singh Sodhi</b>				
	At the Beginning of the year	<b>135100</b>	<b>3.92</b>	<b>135100</b>	<b>3.92</b>
	At the End of the year	<b>135100</b>	<b>3.92</b>	<b>135100</b>	<b>3.92</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	<b>Nupur Aggarwal</b>				
	At the Beginning of the year	<b>140300</b>	<b>4.07</b>	<b>140300</b>	<b>4.07</b>
	At the End of the year	<b>140300</b>	<b>4.07</b>	<b>140300</b>	<b>4.07</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	<b>Rekha Gupta</b>				
	At the Beginning of the year	<b>135550</b>	<b>3.93</b>	<b>135550</b>	<b>3.93</b>
	At the End of the year	<b>135550</b>	<b>3.93</b>	<b>135550</b>	<b>3.93</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	<b>Anshul Jain</b>				
	At the Beginning of the year	<b>54800</b>	<b>1.59</b>	<b>54800</b>	<b>1.59</b>
	Addition	<b>59800</b>	<b>1.73</b>	<b>59800</b>	<b>1.73</b>
	At the End of the year	<b>114600</b>	<b>3.32</b>	<b>114600</b>	<b>3.32</b>

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### (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 of the company	No. of shares	% of total shares of the company
1	<b>Amit Gupta, Director – w.e.f. 29.01.2015</b>				
	At the Beginning of the year	<b>170000</b>	<b>4.93</b>	<b>170000</b>	<b>4.93</b>
	At the End of the year	<b>170000</b>	<b>4.93</b>	<b>170000</b>	<b>4.93</b>

### V. INDEBTEDNESS

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

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

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR KEY MANAGER :

Sl. no	Particulars of Remuneration	Total Amount (in Rs.)	
		Per Month	Upto 31.03.2019
	<b>RAJ KUMAR GUPTA - WTD &amp; CFO</b>		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	<b>20,000</b>	<b>2,40,000/-</b>
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	<b>0</b>	
	(c) profit in lieu of salary under section 17(3) income tax Act, 1961	<b>0</b>	
2	Stock Option	<b>0</b>	
3	Sweat Equity	<b>0</b>	
4	Commission - as % of Profit - Other, Specify.....	<b>0</b>	
5	Others, please specify	<b>0</b>	
	<b>Total (A)</b>	<b>20,000</b>	<b>2,40,000/-</b>
	Ceiling as per the Act		

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### B. REMUNERATION TO OTHER DIRECTORS:

Sl. no	Particulars of Remuneration	Per Month	Upto 31.03.2019
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/WTD TOTAL (Rs.)

Sl. no		Per Month	Upto 31.03.2019
1	Mr. Manish Sinha (ACS-A39188) Company Secretary appointed w.e.f. 16.07.2018	20,000	1,57,000/-

### 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  
Sita Ram Bazar, Delhi - 110006  
Email : b.bhushanandcompany@gmail.com  
Mobile: 9650555376, 9311531800

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED on 31.03.2019

*[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 1.04.2018 ended on 31.03.2019 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 2019 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.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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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 during the audit period the company has not indulge 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.

For B.Bhushan & Company  
(Company Secretaries)

Bharat Bhushan  
(Proprietor)

M.No.: A31951  
CoP No.: 14469

Date : 17-05-2019  
Place : New Delhi

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

1195, Gali Babu Ram  
Sita Ram Bazar, Delhi - 110006  
Email : b.bhushanandcompany@gmail.com  
Mobile: 9650555376, 9311531800

## SECRETARIAL COMPLIANCE REPORT

for the year ended on 31-03-2019

To  
The Members of  
Decorous Investment and Trading Company Limited  
(CIN : L67120DL1982PLC289090)  
R-489, GF - B, Ground Floor,  
New Rajinder Nagar, New Delhi-110060.

We, **B.Bhushan & Co.**, Practising Company Secretary have examined:

- All the documents and records made available to us and explanation provided by “**Decorous Investment and Trading Company Limited**” (CIN : L67120DL1982PLC289090) (“the listed entity”), having its Registered office at :- R-489, GF - B, Ground Floor, New Rajinder Nagar, New Delhi-110060.
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31.03.2019 (“Review Period”) in respect of compliance with the provisions of :

- The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of NonConvertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under; and based on the above examination, We hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
—	—	—	—

- The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, etc	Observations/ remarks of the Practicing Company Secretary, if any.
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Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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For B.Bhushan & Company  
(Company Secretaries)

Date : 17-05-2019  
Place : New Delhi

Bharat Bhushan Garg  
(Proprietor)  
M. No. : A31951  
CoP No. : 14469

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors Present Company's Management Discussion and Analysis Report for the year ended on 31.03.2019

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 and 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.

### **REAL ESTATE & SERVICE SECTOR & OTHER BUSINESS (ES), CONSULTANCY, COMMISSION ETC.**

#### **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 5-6% 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% to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 per cent during FY 2008–2020.
- 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 3 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.

#### **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.

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

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### **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. Audit Committee of the Board reviews Internal Control Systems on periodical basis.

#### **CHANGES HAPPENING DURING THE FINANCIAL YEAR**

During the Financial Year, Company its engaged in the business activities relating to real estate, commission, agents, brokers, consultancy, trading / purchase & sale of bullion & commodities, etc.

#### **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 goals but also recognize, appreciate and develop the individual interest of the employees. 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  
DECOROUS INVESTMENT & TRADING CO. LTD.**

**Place : New Delhi  
Dated: 09.08.2019**

**Raj Kumar Gupta - DIN: 00074532  
WTD & CFO  
B-15, Panchsheel Garden,  
Naveen Shahadara  
Delhi- 110032**



# 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 Stakeholders. With this view, Company has decided to adopt clause 49 of Listing Agreement [now SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] from 01.08.2014, as prescribed by SEBI and incorporated in the Listing Agreement, though it is not mandatory on your Company to comply the clause 49 of Listing Agreement [now SEBI (LODR) Regulations, 2015]. To strengthen this belief, your company has further adopted a "Code of Conduct," which inter- alia forms guidelines for "Leadership with Trust". Company focuses its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, to protect the interests of all its stakeholders.

### BOARD OF DIRECTORS

Board of Directors is an optimum combination of professionalism, experience, executive, non executive, and independent Directors, provides and evaluates the strategic decisions 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:

Board of Directors comprise of 4 (four) Directors as on 31.03.2019 namely

NAME	CATEGORY
Mr. RajKumar Gupta	Whole Time Director & CFO
Mr. Amit Gupta	Director
Ms. Lalita Mittal	Independent Director
Mr. Pankaj Aggarwal	Independent Director

### BOARD MEETING

During the financial year ended March 31, 2019, 04 (Four) 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:

#### BOARD MEETINGS DATES:-

S No.	Date – Board Meeting	S. No.	Date – Board Meeting
1.	25.05.2018	3.	05.11.2018
2.	10.08.2018	4.	07.02.2019

#### Attendance Record of Directors

Sr. No.	Name of Director	No. of Meetings attending during the year			No. of other Directorship(s)		No. of outside Committee(s)	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. Raj Kumar Gupta	04	04	Yes	1	1	NIL	2
2.	Mr. Amit Gupta	04	04	Yes	0	4	NIL	NIL
3.	Ms. Lalita Mittal	04	04	Yes	1	0	0	2
4.	Mr. Pankaj Aggarwal	04	04	Yes	1	1	2	3

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

#### Notes:

- None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than 5 Committees in all the public listed companies in which they are Directors.
- The directorship/ committee membership is based on the disclosures received from the directors.
- No Director is inter-se directly related to any other Director on the Board of the company.

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## 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.

Code of Conduct is available on the Company's website [www.ditco.in](http://www.ditco.in)

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 2018-19.

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' w.e.f. 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.

## DEMATERIALIZATION OF SHARES AND LIQUIDITY

98.54 % of the equity shares of the company have been dematerialized as on 31.03.2019. 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 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. 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 RTA

### Brief Resume of retiring 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, Real Estate, Gems, Jewellery etc., and he retires by rotation and being eligible he has offered for re-election.

At present, he holds the Directorship in the following Companies:

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

## 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 & 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 :
  - o Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of section 134(3) (c) of the Companies Act, 2013.
  - o Any Change in accounting policies and practices.
  - o Major accounting entries based on exercise of judgment by management.
  - o The going concern assumption.
  - o Compliance with accounting standards.
  - o Compliance of legal requirements concerning financial statements.
  - o Any related party transactions, Etc.
5. Reviewing with the management, statutory and internal Auditors, 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 thereon.
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 to 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 modifications of transactions with the Related parties.
13. Scrutiny of inter-corporate loans, advances 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
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 Board 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.*

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Audit Committee has been constituted by the Board of Directors in its Board meeting held on 01.08.2014, 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 4 (Four) times i.e. 25.05.2018, 10.08.2018, 05.11.2018 and 07.02.2019 during financial year 2018-19.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	4	4
2.	Ms. Lalita Mittal	4	4
3.	Mr. Raj Kumar Gupta	4	4

## 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 01.08.2014 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 appointment and removal of Directors or officers in the senior management

### Constitution of the Committee:

Remuneration and Nomination Committee comprise/ consists of the following Directors:

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

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

### ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

Remuneration and Nomination committee have met 4 (Four) times i.e. 25.05.2018, 10.08.2018, 05.11.2018 and 07.02.2019 during financial year 2018-19.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	4	4
2.	Ms. Lalita Mittal	4	4
3.	Mr. Amit Gupta	4	4

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

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

## [C] SHAREHOLDERS' / 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.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### 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, Executive & Non Independent Director, Ms. Lalita Mittal, Non-Executive & Independent Director and Mr. Amit Gupta, Non-Executive & Non-Independent Director.

*Mr. Lalita Mittal is heading the Committee.*

### Meetings and attendance:

Shareholders / Investors Grievance Committee have met four times i.e. i.e. 25.05.2018, 10.08.2018, 05.11.2018 and 07.02.2019 during financial year 2018-19.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raj Kumar Gupta	4	4
2.	Ms. Lalita Mittal	4	4
3.	Mr. Amit Gupta	4	4

### COMPLAINTS STATUS

Received	Resolved	Pending
None	NIL / N.A.	NIL / N.A.

### DIRECTOR'S SHAREHOLDING

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

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

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

- ⓐ To look into and supervise the redressal of shareholders'/Investors' Complaints.
- ⓑ To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- ⓒ 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 additionally met 2 times in the financial year 2018-19 including for to :-

- a. Review the performance of non-independent Directors and the Board as a Whole
- b. Review the performance of the Board, 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's 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

### ANNUAL GENERAL MEETINGS

Date and Venue of last Four Annual General Meetings :-

Nature of Meeting	Date	Venue	Special Resolution passed
AGM for FY 2017-18	24.09.2018	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi - 110060	None
AGM for FY 2016-17	25.09.2017	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi - 110060	None
AGM for FY 2015-16	26.09.2016	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi – 110060	None
AGM for FY 2014-15	12.09.2015	Registered Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021	To Appoint Mr. Amit Gupta (DIN: 00074483) as Director

### DISCLOSURES

- ⓪ There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries conflicting with Company's interest. Required disclosures as required by the Accounting Standards (AS18) have been made in Annual Report.
- ⓪ In the preparation of the financial statements, company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- ⓪ There were no material penalties, strictures imposed on the company by BSE, CSE, DSE or SEBI or any statutory authority on any matter related to capital markets.

### MEANS OF COMMUNICATION

- Company communicates with shareholders through its Annual Report, Publication of Financial Results, Website, etc.
- Board of Directors 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 & CSE Ltd. Further the highlights of the Quarterly results are published in the Newspapers.
- 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.
- Compliances of BSE are uploaded at their Online Portal – Listing Centre including XBRL submission.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**  
Date and Time : **Wednesday, 25.09.2019 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<sup>st</sup> to March 31<sup>st</sup>  
**Tentative Schedule for Financial Year 2019-20**  
1<sup>st</sup> Quarter ending June 30, 2019 : end of July, 2019  
2<sup>nd</sup> Quarter ending September 30, 2019 : end of October, 2019  
3<sup>rd</sup> Quarter ending December 31, 2019 : end of January, 2020  
Annual Result for the year ended March 31, 2020 : end of May, 2020
- c) **Date of Book Closure / Record Date** : 19th - 25th September, 2019
- 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. 14.96 and 52 Week Low: Rs. 14.96  
At CSE & DSE, market price of the share is not available for want of Trading Platform.
- k) **Dematerialization of Shares**  
98.54% Shares are in DEMAT made with CDSL & NSDL.
- l) **Outstanding GDRs/ADRs/Warrants or any other convertible instruments**  
Your Company does not have any GDRs /ADRs / Warrants or any other Convertible Instruments.
- m) **Investor Correspondence**  
① For transfer of shares, payment of dividend & any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at following address:  
Mr. J. K. Singla (Sr. Manager)  
M/s Alankit Assignments Limited  
Address: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055  
Contact: 011-4254 1234, 4254 1960 Email id: [rta@alankit.com](mailto:rta@alankit.com)  
② Mr. Manish Sinha (ACS : 39188) Company Secretary & Compliance Officer, at Registered Office of the Company
- n) **Address for Correspondence**  
The Correspondence may be addressed to  
Company Secretary & Compliance Officer, at Registered Office of the Company,

OR

Mr. J. K. Singla, Senior Manager, Alankit 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](mailto:rta@alankit.com).



## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### o) SHAREHOLDING PATTERN

Shareholding pattern as on 31<sup>st</sup> March, 2019:

Category code (I)	Category of Shareholder (II)	Number of shares (III)	Total number of Shareholders (IV)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group:</b>		
<b>1</b>	<b>Indian</b>		
(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)			
	<b>Sub Total(A)(1)</b>	<b>6</b>	<b>72700</b>
<b>A 2</b>	<b>Foreign</b>		
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			
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>6</b>	<b>72700</b>
<b>(B)</b>	<b>Public shareholding</b>		
<b>1</b>	<b>Institutions</b>		
(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
(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 (specify)	0	0
(i-ii)			
(i-ii)			
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>
<b>B 2</b>	<b>Non-institutions</b>		
(a)	Bodies Corporate	7	577600
(b)	Individuals		
I	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	447	388287
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	25	2411413
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	0	0
(d-I)			
(d-ii)			
	<b>Sub-Total (B)(2)</b>	<b>479</b>	<b>3377300</b>

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	479	3377300
	TOTAL (A)+(B)	485	3450000
(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 )	485	3450000

### VIGIL MECHANISM - WHISTLE BLOWER POLICY

Whistle Blower Policy is formulated to provide a vigil mechanism for Directors and Employees to raise genuine concerns about unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. It also provides for adequate safeguard against victimization of 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 Chairman of the Audit Committee in appropriate or exceptional cases

Whistle Blower Policy in terms of Section 177(10) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (LODR) Regulations, 2015.

Directors and Employees of Company are eligible to make "Protected Disclosures" to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

#### **Principles**

- Protected disclosures shall be acted upon in a time bound manner.
- Complete confidentiality of the Whistle Blower will be maintained.
- Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.
- Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy 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.
- Whistle Blower should bring into attention of the Competent Authority at the earliest any improper activity or practice, although they are not required to provide proof, they must have sufficient cause for concern.
- Whistle Blower shall co-operate with investigating authorities and maintain full confidentiality.

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

Place : New Delhi  
Dated: 09.08.2019

**Raj Kumar Gupta - DIN: 00074532  
Whole Time Director & CFO  
B-15, Panchsheel Garden,  
Naveen Shahadara  
Delhi- 110032**

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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**B. Bhushan & CO.**

Company Secretaries

1195, Gali Babu Ram  
Sita Ram Bazar, Delhi - 110006  
Email : b.bhushanandcompany@gmail.com  
Mobile: 9650555376, 9311531800

### 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, 2019, 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, but Company Secretary is not appointed till 15<sup>th</sup> July, 2018 after that Mr. Manish Sinha appointed on the post of Company Secretary.

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 & Company

(Company Secretaries)

Bharat Bhushan Garg

(Proprietor)

M. No.: A31951

CoP No. : 14469

Date : 09-08-2019

Place : New Delhi

### 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.

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

Place : New Delhi

Dated: 09.08.2019

Raj Kumar Gupta - DIN: 00074532

Whole Time Director & CFO

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

**G.K. KEDIA & CO.**  
Chartered Accountants

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

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
DECOROUS INVESTMENT AND TRADING COMPANY LIMITED

### Opinion

We have audited the accompanying Standalone financial statements of **DECOROUS INVESTMENT AND TRADING COMPANY LIMITED, [CIN: L67120DL1982PLC289090]** ("the company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies, Act 2013 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 31.03.2019;
- 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 Statement, of the cash flows of the company for the year ended on that date.
- d) In the case of the Change in Equity, of the equity flows of the company for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

This section of our auditor's report is intended to describe the matters selected from those communicated with management that, in our professional judgment, were of most significance in our audit of the financial statements, except for the matter described in the Basis for Qualified (or Adverse) Opinion section and the material uncertainty described in the Going Concern section. We have determined that there are no such matters to report on the basis of these financial statements.

### Management's responsibilities 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 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. As part of an audit in accordance with SAs, professional judgment is exercised and professional skepticism is maintained throughout the audit. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure – "I" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 (Including other comprehensive income), Cash Flow Statement and Change in Equity dealt with by this Report are in agreement with the books of account;
  - e) In our opinion, the aforesaid Ind AS financial statements comply with the Indian 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, 2019 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2019 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 with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure – "II".
  - 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 31.03.2019.

For **G. K.Kedia & Co.**  
Chartered Accountants  
F. R. No.: 013016N

**Kanishka Aggarwal**  
Partner  
Membership No. 544129

Place: New Delhi  
Date: 17.05.2019

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## Annexure - I

### ANNEXURE - I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS 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) According to the information and explanation given to us, those fixed assets were physically verified by the management at reasonable intervals & no material discrepancies have been noticed.
- c) According to the information and explanation given to us, there is no immovable property held by the company.
- ii) According to the information and explanation given to us, there is no inventory held by the company. So, this clause is not applicable to the Company.
- 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, LLP 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) The Company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.
- vi) Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014; so this clause is not applicable to company.
- 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 31.03.2019, 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

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- 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, Managerial Remuneration has been paid during the year, is in accordance with section 197 of Companies Act, 2013.
- 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 party's transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Ind AS 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  
FR No.: 013016N

**Kanishka Aggarwal**  
Partner  
Membership No.: 544129

Place: New Delhi  
Date: 17.05.2019



**ANNEXURE - II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS**

(As referred in Paragraph 2(g) 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, 2019 in conjunction with our audit of the Ind AS 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 Ind AS 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;
- (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

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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- (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, 2019, 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  
FR No.01316N

**Kanishka Aggarwal**  
Partner  
Membership No. 544129

Place : New Delhi  
Date : 17.05.2019

*\* There is amendment in **clause (i) of sub-section 3 of section 143 of the companies act, 2013**, which substitute "internal financial control over financial reporting" by "internal financial control with reference to financial statement". However, no guidance note is issued by concerned authority on internal financial control with reference to financial statement. Hence, auditor has given opinion on internal financial control over financial reporting.*

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

**DECOROUS INVESTMENT & TRADING CO. LTD**

CIN: L67120DL1982PLC289090

**BALANCE SHEET AS AT MARCH 31, 2019** (AMOUNT IN Rs.)

Particulars	Notes	As At March 31, 2019	As At March 31, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	33,743.99	51,514.58
(b) Financial Assets			
(i) Loans	4	426,136.36	387,396.73
(c) Deferred tax Assets (Net)	5	19,237.98	19,077.60
(d) Other Non Current Asset	6	25,355.37	0.00
<b>Total Non-Current Assets</b>		<b>504,473.42</b>	<b>457,988.91</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Cash and Cash Equivalents	7	545,850.67	87,462.99
(ii) Loans and Advances	8	33,200,000.00	33,700,000.00
(b) Other Current Assets	9	256,943.05	223,608.00
<b>Total Current Assets</b>		<b>34,002,793.72</b>	<b>34,011,070.99</b>
<b>Total Assets</b>		<b>34,507,267.14</b>	<b>34,469,059.90</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	34,500,000.00	34,500,000.00
(b) Other Equity	11	(46,106.86)	(107,740.10)
<b>Total Equity</b>		<b>34,453,893.14</b>	<b>34,392,259.90</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other Financial Liabilities	12	53,374.00	73,800.00
(b) Other Current Liabilities	13	0.00	3,000.00
<b>Total Current Liabilities</b>		<b>53,374.00</b>	<b>76,800.00</b>
<b>Total Equity and Liabilities</b>		<b>34,507,267.14</b>	<b>34,469,059.90</b>
Significant Accounting Policies Notes to Financial Statments	2 2 to 31		

As per our Report of even date attached  
**For G. K. Kedia & Co.**  
 Chartered Accountants  
 FRN : 013016N

**Kanishka Agarwal**  
 Partner  
 M. No. 544129

Place: New Delhi  
 Date : 17.05.2019

For Decorous Investment & Trading Co. Ltd.

**Raj Kumar Gupta**  
 WTD & CFO  
 DIN: 00074532

**Amit Gupta**  
 Director  
 DIN: 00074483

**Manish Sinha - A39188**  
 Company Secretary cum Compliance Officer

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

**DECOROUS INVESTMENT & TRADING CO. LTD**

CIN: L67120DL1982PLC289090

**STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED MARCH 31, 2019**

(AMOUNT IN Rs.)

Particulars	Note	Year Ended March 31,2019	Year Ended March 31,2018
I Revenue from Operations	14	700,000.00	1,000,000.00
II Other Income	15	654,202.78	366,998.00
<b>I Total Income</b>		<b>1,354,202.78</b>	<b>1,366,998.00</b>
<b>IV EXPENSES :</b>			
Employee Benefits Expense	16	649,500.00	573,389.00
Finance costs	17	38,046.00	38,078.00
Depreciation and amortization expenses	3	17,770.59	31,598.38
Other Expenses	18	565,843.32	657,471.98
<b>Total Expenses</b>		<b>1,271,159.91</b>	<b>1,300,537.36</b>
<b>V Profit/(loss) before exceptional items and tax</b>		<b>83,042.87</b>	<b>66,460.64</b>
<b>VI Exceptional items</b>		0.00	0.00
<b>VII Profit/(loss) before tax</b>		<b>83,042.87</b>	<b>66,460.64</b>
<b>VIII Tax Expense/(credit) :</b>			
Current Year Tax		21,570.00	23,618.00
Deferred Tax		(160.38)	659.33
<b>IX Profit/(loss) for the year</b>		<b>61,633.24</b>	<b>42,183.30</b>
<b>X Other Comprehensive Income/(Loss)</b>			
-Item that will not be subsequently reclassified to profit or loss		0.00	0.00
-Item that may be subsequently reclassified to profit or loss:		0.00	0.00
<b>Total Other Comprehensive Income/(loss) for the year</b>		<b>0.00</b>	<b>0.00</b>
<b>XI Total Comprehensive Income for the year (IX+X) comprising Profit/(Loss) and Other comprehensive Income for the year )</b>		<b>61,633.24</b>	<b>42,183.30</b>
<b>XII Earning per equity share (for discontinued &amp; continuing operation) (Equity share of par value of Rs. 10 each)</b>			
Basic		10.00	10.00
Diluted		0.02	0.01
Significant Accounting Policies	2		
Notes to Financial Statements	2 to 31		

As per our Report of even date attached

**For G. K. Kedia & Co.**

Chartered Accountants

FRN : 013016N

**Kanishka Agarwal**

Partner

M. No. 544129

Place: New Delhi

Date : 17.05.2019

For Decorous Investment & Trading Co. Ltd.

**Raj Kumar Gupta**

WTD & CFO

DIN: 00074532

**Amit Gupta**

Director

DIN: 00074483

**Manish Sinha - A39188**

Company Secretary cum Compliance Officer

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

#### CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

(AMOUNT IN Rs.)

PARTICULARS	As At March 31, 2019	As At March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit after tax	61,633.24	42,183.30
<i>Adjustments For :-</i>		
Add: Income tax	21,570.00	23,618.00
Less: Deferred tax	160.38	659.33
Add: Depreciation	17,770.59	31,598.38
Less: Interest / Dividend Received	0.00	42,781.00
<b>Operating profit before working capital changes</b>	<b>100,813.46</b>	<b>55,278.02</b>
(Increase)/Decrease in other current assets	76,013.95	25,407.00
Increase/(Decrease) in current liabilities	(23,426.00)	29,000.00
(Increase)/Decrease in Loans and Advances	500,000.00	(2,000,000.00)
Direct Taxes paid	(130,919.00)	-138,989.00
<b>Net Cash Flow from operating activities</b>	<b>522,482.40</b>	<b>(2,029,303.98)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Prepaid Rent	(25,355.37)	0.00
Security Deposit Given	(38,739.63)	(35,218.00)
Fixed deposit	0.00	1,538,901.00
<b>Net Cash Flow from Investing activities</b>	<b>(64,095.00)</b>	<b>1,503,683.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Income	0.00	42,781.00
<b>Net Cash Flow from financing activities</b>	<b>0.00</b>	<b>42,781.00</b>
<b>NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>458,387.40</b>	<b>(482,839.98)</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Beginning of the year	87,462.99	570,302.58
<b>End of the year</b>	<b>545,850.67</b>	<b>87,462.99</b>

Significant Accounting Policies 2  
Notes to Financial Statements 2 to 31

As per our Report of even date attached  
**For G. K. Kedia & Co.**  
Chartered Accountants  
FRN : 013016N

**Kanishka Agarwal**  
Partner  
M. No. 544129

Place: New Delhi  
Date : 17.05.2019

For Decorous Investment & Trading Co. Ltd.

**Raj Kumar Gupta**                      **Amit Gupta**  
WTD & CFO                              Director  
DIN: 00074532                          DIN: 00074483

**Manish Sinha - A39188**  
Company Secretary cum Compliance Officer

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

CIN: L67120DL1982PLC289090

**STATEMENT OF CHANGES IN EQUITY****A. Equity Share Capital**

Particulars	Number of shares	Amount in (Rs.)
<b>Balance as at April 1, 2017</b>	<b>3,450,000.00</b>	<b>34,500,000.00</b>
Change in Equity Share Capital during the year	0.00	0.00
<b>Balance as at March 31, 2018</b>	<b>3,450,000.00</b>	<b>34,500,000.00</b>
<b>Balance as at April 1, 2018</b>	<b>3,450,000.00</b>	<b>34,500,000.00</b>
Change in Equity Share Capital during the year	0.00	0.00
<b>Balance as at March 31, 2019</b>	<b>3,450,000.00</b>	<b>34,500,000.00</b>

**B. Other Equity****(AMOUNT IN `)**

Particulars	Reserve & Surplus
<b>Balance as at April 1, 2017</b>	Retained Earning (149,924.03)
Profit during the year	42,183.30
Other Comprehensive Income	0.00
<b>Total Comprehensive Income</b>	<b>(107,740.10)</b>
Transfer of profit to general reserve during the year	0.00
<b>Balance as at March 31, 2018</b>	<b>(107,740.10)</b>
<b>Balance as at April 1, 2018</b>	(107,740.10)
Profit during the year	61,633.24
Other Comprehensive Income	0.00
<b>Total Comprehensive Income</b>	<b>(46,106.86)</b>
Transfer of profit to general reserve during the year	0.00
<b>Balance as at March 31, 2019</b>	<b>(46,106.86)</b>

Significant Accounting Policies 2  
Notes to Financial Statements 2 to 31As per our Report of even date attached  
**For G. K. Kedia & Co.**  
Chartered Accountants  
FRN : 013016N**Kanishka Agarwal**  
Partner  
M. No. 544129Place: New Delhi  
Date : 17.05.2019

For Decorous Investment &amp; Trading Co. Ltd.

**Raj Kumar Gupta**      **Amit Gupta**  
WTD & CFO              Director  
DIN: 00074532          DIN: 00074483**Manish Sinha - A39188**  
Company Secretary cum Compliance Officer

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

### 1. COMPANY OVERVIEW

Decorous Investment and Trading Company Limited (the "Company") is a company domiciled in India, with its registered office situated at R-489, GF - B, Ground Floor, New Rajinder Nagar, New Delhi - 110060 was incorporated on November 22, 1982 under the provisions of the Companies Act, 2013 with main objects to invest in properties, debentures, securities and to do the business of promoters, investment consultants etc. Its Equity Shares are listed on Bombay Stock Exchange Limited (BSE).

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

Now, the Company has discontinued to carry on the said business and continued the business as a Real Estate Broker.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 21 General information and statement of compliance with Ind AS

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented. These financial statements were approved for issue by the Board of Directors on May 17<sup>th</sup>, 2019.

#### 22 Basis for preparation of Financial Statements

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

#### 23 Use of estimates

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India and also these financial statements are in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make judgment, estimates and assumptions that affect the reported amounts of revenue, expense, assets and liabilities, and the accompanying disclosures and the disclosure relating to contingent liabilities as at the date of the financial presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. Any revision in accounting estimates is recognized prospectively in the period of change and material revision, including its impact on financial statements, is reported in the notes to accounts in the year of incorporation of revision.

#### 24 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue from services rendered is recognized based on agreements/arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably. Revenue is recognized only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed or determinable, services have been rendered and collectability of the resulting receivables is reasonably assured. Dividend income is recognized when the right to receive payment is established. Interest income is recognized using effective rate of interest method.

#### 25 Employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences



# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

### 26 Property, Plant and Equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of property, plant and equipment are recognized in the Statement of Profit and Loss. Depreciation has been provided based on estimated useful life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

### 27 Impairment of Assets

#### (i) Financial assets

The company recognizes loss allowances using Expected Credit Losses (ECL) model for the Financial Assets which are not fair valued through Profit or Loss. Loss Allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other Financial Assets, ECLs are measured at an amount equal to 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at Lifetime ECL. The amount of ECL that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment Gain or Loss in the Statement of Profit or Loss.

#### (ii) Non-financial assets (Tangible and intangible assets)

An asset is deemed impairable when recoverable value is less than its carrying cost and the difference between the two represents provisioning exigency. Recoverable value is the higher of the 'Value in Use' and 'fair value as reduced by cost of disposal'. Test of impairment of PPE, investment in subsidiaries / associates / joint venture and goodwill are undertaken under Cash Generating Unit (CGU) concept. For Intangible Assets and Investment Properties it is undertaken in asset specific context. Test of impairment of assets are generally undertaken based on indication of impairment, if any, from external and internal sources of information outlined in para 12 of Ind AS-36. Non-financial assets other than goodwill suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### 28 Provisions and Contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### 29 Income Taxes & Deferred Taxes

Tax expense recognized in Standalone Statement of Profit and Loss comprises the sum of deferred tax and current tax. Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax is recognize on temporary differences between the carrying amount of asset and liabilities in the financial statement and the corresponding tax bases used in computation of taxable profit under Income Tax Act, 1961. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

comprehensive income or in equity). Deferred tax assets and deferred tax liabilities are off set, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 210 Cash and Cash Equivalents

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

### 211 Functional & Presentation Currency

These Financial Statements are presented in Indian Rupees (INR), which is also Company's Functional Currency.

### 212 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the net profit for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is calculated by dividing the net profit for the period attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

### 213 Operating lease

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially remain with the lesser, are recognized as operating lease. Operating lease payments are recognized on a straight line basis over the lease term in the statement of profit and loss, unless the lease agreement explicitly states that increase is on account of inflation.

### 214 Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. The net cash flow from operating activities is determined by adjusting net profit or loss for the effects of:

- (i) Changes during the year in inventories and operating receivables and payables,
- (ii) Non-cash items such as depreciation, provisions, deferred taxes, and unrealized foreign exchange gains and losses, and
- (iii) All other items for which the cash effects are on investing or financing cash flows

### 215 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a Financial Liability or equity instrument of another entity.

#### (i) Financial assets: Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

#### Subsequent Measurement

For purpose of subsequent measurement financial assets are classified in two broad categories: -

- (i) Financial Assets at fair value
- (ii) Financial assets at amortized cost

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss, or recognized in other comprehensive income.

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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## NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

- A financial asset that meets the following two conditions is measured at **amortized cost**:  
Business Model Test: The objective of the company's business model is to hold the financial asset to collect the contractual cash flows.  
Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.
  - A financial asset that meets the following two conditions is measured at fair value through **OCI**:  
Business Model Test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.  
Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.
- All other financial assets are measured at fair value through **profit and loss**.

### (ii) Financial Liabilities

All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL).

A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognized in statement of profit and loss.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of profit and loss.

### 216 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company determines classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## DECOROUS INVESTMENT &amp; TRADING CO. LTD

CIN: L67120DL1982PLC289090

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Note No:- 3

## PROPERTY, PLANT AND EQUIPMENTS

(Amount in `)

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	GROSS VALUE AS ON 1-4-2018	ADDI-TION	DELE-TION	GROSS VALUE AS ON 31-03-2019	ACCUMU-LATED DEPRE-CIATION	CURRENT YEAR DEPRE-CIATION	TOTAL DEPRE-CIATION	WDV AS ON 31-3-2019	WDV AS ON 31-03-2018
<b>(A) Office Equipment</b>									
1. Computer	61,150.00	-	-	61,150.00	57,940.66	114.23	58,054.90	3,095.10	3,209.34
2. Security Camera	45,000.00	-	-	45,000.00	36,994.70	3,560.46	40,555.16	4,444.84	8,005.30
3. Battery & Invertor	32,000.00	-	-	32,000.00	26,835.78	2,285.11	29,120.90	2,879.10	5,164.22
4. Mobile Phone	69,000.00	-	-	69,000.00	57,131.93	5,659.73	62,791.65	6,208.35	11,868.07
<b>(B) Furniture and Fixtures</b>									
1. Furniture	47,840.00	-	-	47,840.00	24,572.34	6,151.06	30,723.40	17,116.60	23,267.66
<b>TOTAL</b>	<b>254,990.00</b>	<b>-</b>	<b>-</b>	<b>254,990.00</b>	<b>203,475.42</b>	<b>17,770.59</b>	<b>221,246.01</b>	<b>33,743.99</b>	<b>51,514.58</b>
<b>PREVIOUS YEAR</b>	<b>254,990.00</b>	<b>-</b>	<b>-</b>	<b>254,990.00</b>	<b>171,877.03</b>	<b>31,598.38</b>	<b>203,475.41</b>	<b>51,514.58</b>	<b>83,112.97</b>

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

#### 4 Loans and Advances (Non-Current)

Particulars	As At March 31, 2019 ( ` )	As At March 31, 2018 ( ` )
Security Deposit*	426,136.36	387,396.73
	<b>426,136.36</b>	<b>387,396.73</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.

\* as per Amotrized Cost

#### 5 Deferred Tax Asset/ (Liability)

Particulars	As At March 31, 2019 ( ` )	As At March 31, 2018 ( ` )
Temporary Difference on Depreciation	19,237.98	19,077.60
	<b>19,237.98</b>	<b>19,077.60</b>

#### 6 Other Non -Current Assets

Particulars	As At March 31, 2019 ( ` )	As At March 31, 2018 ( ` )
Prepaid Rent	25,355.37	0.00
	<b>25,355.37</b>	<b>0.00</b>

#### 7 Cash and Cash Equivalents

Particulars	As At March 31, 2019 ( ` )	As At March 31, 2018 ( ` )
<b>Cash And Cash Equivalents</b>		
Cash on Hand	55,773.00	37,087.00
Bank of Maharastra	13,237.01	13,898.41
PNB - Preferential Issue	18,267.29	18,521.29
PNB - C/A	458,573.37	17,956.29
	<b>545,850.67</b>	<b>87,462.99</b>

#### 8 Loans and Advances (Current)

Particulars	As At March 31, 2019 ( ` )	As At March 31, 2018 ( ` )
Advance For Purchase of Property	33,200,000.00	33,700,000.00
	<b>33,200,000.00</b>	<b>33,700,000.00</b>

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

#### 9 Other Current Assets

Particulars	As At March 31, 2019 ( ` )	As At March 31, 2018 ( ` )
RCM Receivable	0.00	9,226.00
Value to be received in Cash or Kind	0.00	3,400.00
Prepaid rent	38,033.05	101,421.00
Income Tax Refundable / (Provision for Income tax) (Net of Advance Tax & TDS Receivable)	218,910.00	109,561.00
	<b>256,943.05</b>	<b>223,608.00</b>

#### 10 Equity Share Capital

Particulars	As At March 31, 2019 ( ` )	As At March 31, 2018 ( ` )
<b>Authorised</b> Equity Shares 4,000,000 (4,000,000) of par value `10/- ( `10/-) each	40,000,000.00	40,000,000.00
	<b>40,000,000.00</b>	<b>40,000,000.00</b>
<b>Issued, Subscribed and Fully Paid up</b> Equity shares 3,450,000 (3,450,000) of par value `10/- ( `10/-) each fully paid up	34,500,000.00	34,500,000.00
	<b>34,500,000.00</b>	<b>34,500,000.00</b>

#### (i) Reconciliation of the number of shares outstanding

Particulars	Shares As At March 31, 2019		Shares As At March 31, 2018	
	No. of shares	Value ( ` )	No. of shares	Value ( ` )
<b>EQUITY SHARES</b>				
Shares outstanding at the beginning	3,450,000.00	34,500,000.00	3,450,000.00	34,500,000.00
Add: Shares issued during the period	0.00	0.00	0.00	0.00
<b>Total Shares outstanding at the end of the year</b>	<b>3,450,000.00</b>	<b>34,500,000.00</b>	<b>3,450,000.00</b>	<b>34,500,000.00</b>

#### (ii) 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 March 31, 2019		Shares As At March 31, 2018	
		Nos.	%	Nos.	%
S. L. Gupta	Equity shares	175,000.00	5.07	175,000.00	5.07
Sumit Gupta	Equity shares	175,000.00	5.07	175,000.00	5.07
		<b>350,000.00</b>		<b>350,000.00</b>	

The company has one class of equity shares having a par value of Rs. 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.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

#### 11 Other Equity

Particulars	As at March 31, 2019 ( ` )	As at March 31, 2018 ( ` )
Opening Balance	(107,740.10)	(149,924.03)
Add : Profit during the year	61,633.24	42,183.30
Closing Balance	<b>(46,106.86)</b>	<b>(107,740.10)</b>

#### 12 Other Financial Liabilities

Particulars	As at March 31, 2019 ( ` )	As at March 31, 2018 ( ` )
Expense payable	53,374.00	73,800.00
	<b>53,374.00</b>	<b>73,800.00</b>

#### 13 Other Current Liabilities

Particulars	As at March 31, 2019 ( ` )	As at March 31, 2018 ( ` )
Duties and Taxes	0.00	3,000.00
	<b>0.00</b>	<b>3,000.00</b>

#### 14 Revenue from Operations

Particulars	Year Ended 31.03.2019 ( ` )	Year Ended 31.03.2018 ( ` )
Sale of Services	700,000.00	1,000,000.00
	<b>700,000.00</b>	<b>1,000,000.00</b>

#### 15 Other Income

Particulars	Year Ended 31.03.2019 ( ` )	Year Ended 31.03.2018 ( ` )
Interest on loan	609,189.00	288,999.00
Interest on FDR	0.00	42,781.00
Misc. Balance Written Back	6,274.78	0.00
Interest on Security Deposit (as per Ind AS 109)	38,739.00	35,218.00
	<b>654,202.78</b>	<b>366,998.00</b>

#### 16 Employee Benefits Expense

Particulars	Year Ended 31.03.2019 ( ` )	Year Ended 31.03.2018 ( ` )
Salary to Employees	409,500.00	573,389.00
Director Remuneration (Raj Kumar Gupta )	240,000.00	0.00
	<b>649,500.00</b>	<b>573,389.00</b>



## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

#### 17 Finance Costs

Particulars	Year Ended 31.03.2019 ( ` )	Year Ended 31.03.2018 ( ` )
Interest on TDS	14.00	45.00
Interest on Security Deposit (as per IndAS 109)	38,032.00	38,033.00
	<b>38,046.00</b>	<b>38,078.00</b>

#### 18 Other expenses

Particulars	Year Ended 31.03.2019 ( ` )	Year Ended 31.03.2018 ( ` )
Annual Listing Fees	250,000.00	287,500.00
Rent Expense	72,000.00	72,000.00
Mics Exp	119,769.32	110,544.98
Printing and stationery	43,750.00	64,937.00
Secretarial Audit Fee	15,000.00	15,000.00
<u>Auditor's Remuneration</u>		
Audit Fees	25,424.00	30,000.00
Other Fees	0.00	15,000.00
Filing Fee - ROC	7,200.00	7,800.00
Telephone Exp	0.00	13,400.00
Internal Audit Fee	10,000.00	11,800.00
Professional Charges	13,400.00	5,400.00
Travelling Exp	0.00	16,790.00
Certification Fees	9,300.00	7,300.00
	<b>565,843.32</b>	<b>657,471.98</b>

#### Note 19: Valuation of Inventory

There is no inventory held by company during the year.

#### Note 20: 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 is not less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities has been made.

Also, as per Management's best estimates & judgments involved, the Loans & Advances given will be received in the current financial year.

#### Note 21:

In respect of parties covered under the Micro, Small & Medium Enterprises Development Act, 2006, neither the company has identified nor received any communication from any of its vendor in respect of their coverage under the said act. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of this act is not expected to be material.

#### Note 22:

Balance of sundry debtors, creditors and loans & advances are subject to direct confirmation.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

#### Note 23: Discounting of security deposits for leases

Security deposits for leases have been recognized at discounted value and the difference between undiscounted and discounted value has been recognized as 'Prepaid expense for Rent' which has been amortized over respective lease term as rent expense under 'Finance Cost'. The discounted value of the security deposits is increased over the period of lease term by recognizing the notional interest income under 'other income'.

#### Note 24: Auditors' Remuneration

Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
Statutory Audit Fees	25,424.00	30,000.00
<b>Total</b>	<b>25,424.00</b>	<b>30,000.00</b>

#### Note 25: Contingent Liabilities

Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
Contingent Liabilities	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### Note 26: Foreign Currency Transactions

Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
a. Expenditure in Foreign Currency	NIL	NIL
b. Income in Foreign Currency	NIL	NIL

#### Note 27: Previous Year Figures

Previous Year's figures have been regrouped & rearranged whenever found necessary to conform current year's classification.

#### Note 28: Related Party Disclosure

In accordance with Ind AS – 24 "Related party disclosures" along with aggregate amount of transactions as identified and certified by the management are given as follows: -

##### Name of Related Parties

S.No.	Name of related Party	Relationship
1.	Sh.Raj Kumar Gupta - WTD & CFO	Key Management Personnel
2.	Sh. Pankaj Aggarwal - Director	
3.	Smt. Lalita Mittal - Director	
4.	Sh. Amit Gupta - Director	

##### Transactions undertaken with related parties in the ordinary course of business during the year:

NATURE OF TRANSACTIONS	NAME OF THE CONCERN	RELATION	AMOUNT OF TRANSACTION ( ` )	OUTSTANDING AS ON 31.03.2019 ( ` )
Director Remuneration	Sh. Raj Kumar Gupta	WTD & CFO	2,40,000.00 (0.00)	0.00 (0.00)

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

#### Note 29: Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker are the Directors. 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 IndAS 108, 'Operating Segments'.

#### Note 30: Earnings per Share

(AMOUNT IN Rs.)

Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
Profit / (loss) attributable to equity share holder (')	61,633.24	42,183.31
Weighted average number of equity shares for Basic EPS	34,50,000	34,50,000
Nominal Value of shares (')	10.00	10.00
<b>Basic EPS (')</b>	<b>0.02</b>	<b>0.01</b>
<b>Diluted EPS (')</b>	<b>0.02</b>	<b>0.01</b>

#### Note 31: Movement of Provision for Tax

(AMOUNT IN Rs.)

Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
Opening Provision (A)	(1,09,561.00)	5,810.00
Provision made during the year (B)	21,570	23,619.00
Mat Credit Entitlement (C)	0.00	0.00
Balance Refundable (A+B-C)	(87,991)	29,428.00
Provision Adjusted with Advance Tax & TDS for the year	(1,30,919.00)	(1,33,189.00)
Previous year Provision written back for Earlier year	0.00	(5,810.00)
<b>Closing Provision/ (Income Tax Refund)</b>	<b>(2,18,910.00)</b>	<b>(1,09,561.00)</b>

As per our Report of even date attached

**For G. K. Kedia & Co.**

Chartered Accountants

FRN : 013016N

**Kanishka Agarwal**

Partner

M. No. 544129

Place: New Delhi

Date : 17.05.2019

For Decorous Investment & Trading Co. Ltd.

**Raj Kumar Gupta**

WTD & CFO

DIN: 00074532

**Amit Gupta**

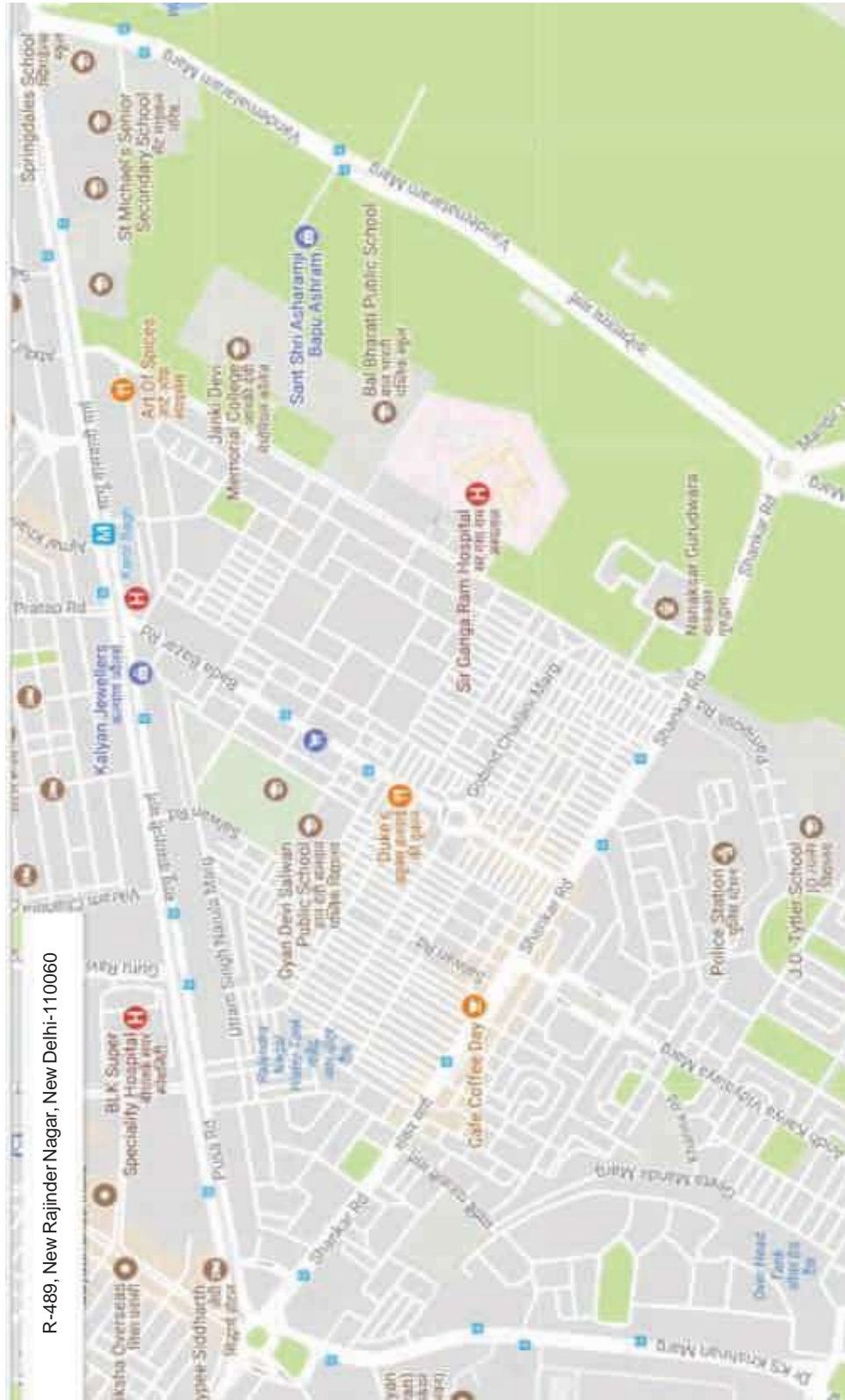
Director

DIN: 00074483

**Manish Sinha - A39188**

Company Secretary cum Compliance Officer

ROAD MAP



**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

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

**CIN: L67120DL1982PLC289090**

**ATTENDANCE SLIP**

**36th ANNUAL GENERAL MEETING  
WEDNESDAY, 25.09.2019, AT 10.00 A.M.**

**at R-489, GF-B, NEW RAJINDER NAGAR, NEW DELHI – 110060**

PLEASE COMPLETE THIS ATTENDANCE SLIP & HAND IT OVER AT THE ENTRANCE.

Members are requested to bring the copy of Annual Report alongwith them to the AGM :-  
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

**ELCTRONIC 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 36<sup>th</sup> Annual General Meeting will be transacted through remote E-Voting (facility to cast vote from a place other than Venue of AGM).

EVEN (E-voting Event Number)	User ID	Password
<b>1 1 1 1 6 7</b>		

Please refer to Note No 18 of NOTICE

**REGISTRATION OF E-MAIL & CONTACT DETAILS, PAN & AADHAR NO. ETC.  
FOR FUTURE COMMUNICATION**

Name of the Shareholder:

PAN

Aadhar No. :

Telephone No. :

Mobile No. :

Email ID:

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

Registered Address:

No. of Shares held:

Signature of the Shareholder:



**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

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

**36<sup>TH</sup> ANNUAL GENERAL MEETING**  
**WEDNESDAY, 25<sup>TH</sup> SEPTEMBER, 2019, AT 10.00 A.M.**  
**AT R-489, GF-B, NEW RAJINDER NAGAR, NEW DELHI – 110060**

**FORM No. MGT-11** **PROXY FORM**  
[Pursuant to Section 105 (6) of the Companies Act, 2013 and  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Affix  
Revenue  
Stamp  
of 1/- Rupee

Name of the Shareholder:  
Ledger Folio No./ DP 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.  
R/o  
Email Id: \_\_\_\_\_ Tele/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 **36<sup>th</sup> Annual General Meeting** of the members of the Company, to be held on **Wednesday, 25.09.2018 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 Statement of Profit & Loss as at 31.03.2019 and Cash Flow Statements, etc. for the year ended 31.03.2019 alongwith the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. Amit Gupta (DIN: 00074483) 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.		

**Special Business**

4	To re-appoint Mr. Raj Kumar Gupta (DIN: 00074532) as Whole Time Director & Chief Financial Officer		
5	To re-appoint Mr. Pankaj Aggarwal (DIN: 01586710) as Independent Director		
6	To re-appoint Ms. Lalita Mittal (DIN: 06928783) as Independent Director		

Signed this .....day of September, 2019

Signature of Shareholder: .....

Signature of Proxy: .....

**Notes:**

1. 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.
2. For the Resolutions and Notes, please refer to NOTICE of 36th AGM.
3. \*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.
4. Please complete all details including details of member(s) in the above box before submission.



