

DECOROUS INVESTMENT & TRADING CO. LTD.



**ANNUAL REPORT
2013-14**



Decorous

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SEPARATE ANNEXURE

POSTAL BALLOT NOTICE, POSTAL BALLOT FORM, ENVELOPE, ETC.

1. **ALTERATION OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION AND TO DELETE SUB-CLAUSE (C) OF CLAUSE III - "OTHER OBJECTS"**
2. **CHANGE IN SITUATION OF REGISTERED OFFICE**

31st ANNUAL GENERAL MEETING	
DATE	29.09.2014
DAY	MONDAY
TIME	11:00 A.M.
PLACE	GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM
BOOK CLOSURE DATES	25.09.2014 to 29.09.2014 (both days inclusive)

CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Raj Kumar Gupta	DIN: 0074532	Whole Time Director & Chief Financial Officer
Mr. Prabinder Nath Baidya	DIN: 0294339	Director
Mr. Dharendra Singh Bhandari	DIN: 0294082	Director
Ms. Lalita Mittal	DIN: 6928783	Independent Director
Mr. Pankaj Aggarwal	DIN: 1586710	Independent Director
AUDITORS - EXISTING M/s ANUJ GARG & CO. Chartered Accountants, Membership No. 082422 Tel.: 098184 05553 Email Id: anujgarg@ndf.vsnl.net.in		CIN L67120AS1982PLC007076 Date of Incorporation 14730 of 1982-83 dated 22.11.1982 Commencement of Business 14730 dated 15.12.1982 PAN AAACD0851F TIN / VAT 07186926141 dated 13.06.2014 Jewellery, Diamonds, Gems, Precious Metals & Stones, Etc
BANKERS Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi - 110060		REGISTRAR 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
OFFICES		
REGISTERED OFFICE Girish Chandra Bardalai Path, Bamuni Maidan Guwahati, Assam - 781021		CORPORATE OFFICE 1748/55, First Floor, Naiwala, Karol Bagh, New Delhi-110005
CONTACT DETAILS		
Tel : 011 - 24365230 Mob : 9910003638		Email : decorous1982@gmail.com Website : www.ditco.in

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 and/or the Company.

NOTICE OF 31ST ANNUAL GENERAL MEETING

To the Members,

NOTICE IS HEREBY GIVEN THAT 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, THE 29th DAY OF SEPTEMBER, 2014 AT 11:00 A.M. AT "GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM" TO CONSIDER AND TRANSACT THE BUSINESS(ES) AS MENTIONED BELOW:

ORDINARY BUSINESS

ITEM NO. - 1: To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, and the Profit and Loss Account for the year ended on that date alongwith the Reports of Auditors & Directors thereon, annexures & enclosures, thereto.

ITEM NO. - 2: To re-appoint Mr. Prabindra Nath Baidya who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

ITEM NO. - 3: To appoint M/s MOHAN & MOHAN, Chartered Accountants, FRN - 002612N, in place of M/s ANUJ GARG & CO., Chartered Accountants, New Delhi, existing Auditors who have shown their unwillingness to be re-appointed, as the Statutory Auditors of the Company to hold office until the conclusion of next annual general meeting.

"RESOLVED THAT, pursuant to the provisions of section 139 and other applicable provisions if any of the Companies 2013 or Rules made thereunder, M/s MOHAN & MOHAN, Chartered Accountants, FRN 002612N be and is hereby appointed as the Statutory Auditors of the Company to hold the office from conclusion of this Annual general meeting till the conclusion of next Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to fix their remuneration and to do all such acts & deeds as may be necessary in this regard."

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 to hold office up to the upcoming Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose him as candidate for the office of Whole Time Director and Chief Financial Officer of the Company, be and is hereby appointed as Whole Time Director and Chief Financial Officer for a period of 3 (Three) consecutive years.

RESOLVED FURTHER THAT Mr. Prabindra Nath Baidya, (DIN: 00294339) or Mr. Raj Kumar Gupta (DIN: 00074532), Director(s) of the Company, be and is hereby authorised to sign and file the requisite forms and returns with the concerned Registrar of Companies and Delhi Stock Exchange Limited, etc. and to take such steps as may be necessary or desirable to give effect to the aforesaid resolution"

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 Clause 49 of the Listing Agreement, Ms. Lalita Mittal (DIN 06928783), who was appointed as an Additional 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 an Independent Director of the Company for a period of 3 (three) consecutive years from the date of this Annual General Meeting and she shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Prabindra Nath Baidya, (DIN: 00294339) or Mr. Raj Kumar Gupta (DIN: 00074532), Director(s) of the Company, be and is hereby authorised to sign and file the requisite forms and returns with the concerned Registrar of Companies and Delhi Stock Exchange Limited, etc., and to take such steps as may be necessary or desirable to give effect to the aforesaid resolution"

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 an Additional 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 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 an Independent Director of the Company for a period of 3 (three) consecutive years from the date of this Annual General Meeting and he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Prabindra Nath Baidya, (DIN: 00294339) or Mr. Raj Kumar Gupta (DIN: 00074532), Director(s) of the Company, be and is hereby authorised to sign and file the requisite forms and returns with the concerned Registrar of Companies and Delhi Stock Exchange Limited, etc., and to take such steps as may be necessary or desirable to give effect to the aforesaid resolution"

ITEM NO. - 7: INCREASE IN AUTHORISED CAPITAL

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

"**RESLOVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), the Authorised Capital of the Company be and is hereby increased from the existing Rs 1,25,00,000 (Rupees One Crore Twenty Five Lacs Only) divided into 12,50,000 (Twelve Lacs Fifty Thousand Only) Equity Shares of Rs 10/- (Rupees Ten) each to Rs. 4,00,00,000 (Rupees Four Crores Only) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs 10/- (Rupees Ten) each and any further alterations / amendment(s), wherever applicable / required, in consequences of this resolution shall be made accordingly.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following:

- V. **The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lacs) Equity Shares having face value of Rs. 10/- (Rupees Ten) each.**

RESOLVED FUTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to take all such steps and actions and give such directions and delegate such powers/ authorities, as it may in its absolute discretion, deem appropriate, including settling any question that may arise in this regard."

ITEM NO. - 8: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to provisions of section 14 and all other applicable provisions of the Companies Act 2013 read with Companies (Incorporation) Rules, 2014, the draft set of regulations / articles as contained in the Articles of Association as submitted to this meeting, be and are hereby approved and adopted as "New Set of Article of Association of the Company", with amended Authorised Share Capital, in substitution and to the entire exclusion, of the existing regulations / articles contained in the existing Articles of Associations of the Company."

"RESOLVED FURTHER THAT Mr. Prabindra Nath Baidya, (DIN: 00294339) or Mr. Raj Kumar Gupta (DIN: 00074532), Director(s) of the Company, be and is hereby authorised to sign and file all necessary forms, documents, deeds & returns with the concerned Registrar of Companies, Delhi Stock Exchange Limited, etc., and all other appropriate authorities and do all such acts & deeds and take all such further steps as may be necessary, proper or expedient to give effect to aforesaid resolution."

ITEM NO. - 9: ISSUE OF EQUITY SHARES ON PREFERENTIAL OFFER/ALLOTMENT BASIS

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

"RESLOVED THAT pursuant to the provisions of Section 62 and 42 of the Companies Act, 2013 ("Companies Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any amendment or statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI (ICDR) Regulations"), as in force and subject to other applicable rules, regulations, clarifications and/or guidelines, if any, issued by concerned Regulatory Authority, including but not limited to the Securities and Exchange Board of India ("SEBI"), RBI, Delhi Stock Exchange Limited ("DSE"), being the Stock Exchange where the Shares of the Company are listed and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into between the Company and DSE and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the Central Government, Stock Exchange, SEBI, Banks and Financial Institutions and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted by the Board or any Director / person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), the Board be and is hereby authorised to create, offer, issue and allot Upto 36,00,000 (Thirty Six Lacs Only), or lower number of shares as subscribed, Equity Shares of the face value of Rs. 10/- (Rupees Ten) on Preferential Offer / Allotment basis to Non-Promoters, as per details mentioned below, which shall rank pari-passu with the existing Equity Shares of the Company, in such form and manner, in one or more lots/issues, and upon such terms and conditions, etc., as the Board may in its absolute discretion deem fit, at a price as will be determined in accordance with SEBI (ICDR) Regulations to the following proposed Allottee(s) of Non-Promoter Category:-

All the Proposed Allottee(s) belong to NON-PROMOTER Category					
Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
1	Aarti Mittal	APDPM3391Q	30000	0.83	138 Deepali Enclave Pitampura Delhi
2	Aayush Aggarwal	ALAPA1919R	40000	1.11	House No. 87, Sector 16A, Faridabad
3	Ajay Bindal	AADPB9118R	50000	1.39	140, Deepali Enclave, Pitampura, Delhi.
4	Ajay Bindal HUF	AACHA7658G	50000	1.39	140, Deepali Enclave, Pitampura, Delhi.
5	Amit Gupta	AATPG1441Q	170000	4.72	J-13/55, First Floor, Rajouri Garden, Delhi

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
6	Amit Gupta	AGOPG3075D	50000	1.39	402, Tower No. 3, Uniworld Gardens, Sohna Road, Gurgaon-122001, Haryana.
7	Amit Mittal	ADOPM7415Q	30000	0.83	138 Deepali Enclave Pitampura Delhi
8	Anil Aggarwal	ACMPA9733A	20000	0.56	22, Green Park, Hisar, HR
9	Anita Aggarwal	AAPNA6586C	40000	1.11	House No. 87, Sector 16A, Faridabad
10	Anjali Garg	AAHPG3523D	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
11	Asha Sabharwal	BMKPS4892M	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
12	Ashok Kumar	ADIPK2652F	10000	0.28	Plot No 28A, A-29 Sainik Enclave, Vipin Garden, New Delhi 110059
13	Ashok Kumar & Sons HUF	AAFHA6818K	5000	0.14	Plot No 28A, A-29 Sainik Enclave, Vipin Garden, New Delhi 110059
14	Charanjit Singh	AVSPS3065J	10000	0.28	140 SF, A-2 Block, Janakpuri, Delhi - 110058
15	Deepak Agarwal	ACTPA8190N	20000	0.56	918-Sector-16&17, Hisar
16	Deepak Agarwal HUF	AAGHD4567B	20000	0.56	918-Sector-16&17, Hisar
17	Deepak Mittal	AGBPM6382Q	30000	0.83	138 Deepali Enclave Pitampura Delhi
18	Deepak Mittal HUF	AAGHD7986J	30000	0.83	138 Deepali Enclave Pitampura Delhi
19	Garima Singhvi	AWEPS1143E	20000	0.56	E-48, SF, Greater Kailash, Part - 1, New Delhi - 110048
20	Garvit Singhvi	BCIPS9677N	20000	0.56	E-48, SF, Greater Kailash, Part - 1, New Delhi - 110048
21	Gaurav Mohan	ANYPM1623Q	50000	1.39	18A, 2nd Floor, North Avenue Road, West Punjabi Bagh, New Delhi-26.
22	Govind Aggarwal	ABVPA5466G	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
23	Harsh Vardhan Bansal	AAAPB1908Q	50000	1.39	210, Tarun Enclave, Pitampura, Delhi.
24	Inder Pal Singh HUF	AAAHI 4705C	20000	0.56	B-1/392, Janak Puri, New Delhi - 110 058
25	Inder Paul Singh Saini	AAAPS2696A	10000	0.28	10, Rashi Aptt., Plot No. 3, Sector-7, Dwarka New Delhi-110075.
26	Jagbir Singh	BLQPS1456L	25000	0.69	3A/305, Rang Rasayan Aptt., Sector-13, Rohini, New Delhi-85.
27	Joydeep Syal	AIEPS8907Q	40000	1.11	Street No.5, Sant Nagar, Bathinda.
28	Kamaljit Singh Gabbi	AJZPG1156H	10000	0.28	H.No.16247-A, Gali No.9, Guru Gobind Singh Nagar, Bathinda-151001, Punjab.
29	Kavita Mohan	AAXPM7602D	25000	0.69	H.No. 25, Road No. 60, Punjabi Bagh West, New Delhi - 110026.
30	Krishan Kumar	AEWPK0416L	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
31	Kusum Agarwal	APDPA0990B	20000	0.56	918-Sector-16&17, Hisar
32	Lajwanti Devi	AIJPD4264C	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
33	Lakshika Aggarwal	BESPA8675N	20000	0.56	22, Green Park, Hisar, HR
34	Loveleen Syal	AGPPS1736E	40000	1.11	Street No.5, Sant Nagar, Bathinda.

Decorous Investment & Trading Co. Ltd.

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
35	Madhu Mohan	AARPM0048H	100000	2.78	H.No. 25, Road No. 60, Punjabi Bagh West, New Delhi - 110026.
36	Madhu Mohan & Sons HUF	AAAHM5165Q	25000	0.69	H.No. 25, Road No. 60, Punjabi Bagh West, New Delhi - 110026.
37	Madhu Sharma	AQOPS4590F	20000	0.56	208, Avtar Enclave, 1st Floor, Paschim Vihar, New Delhi - 110063.
38	Manish Aggarwal	AFZPA2150B	50000	1.39	2502, FF, Diamond Plaza, Gurudwara Road, New Delhi - 110005
39	Manish Aggarwal HUF	AAIHM6935J	50000	1.39	2502, FF, Diamond Plaza, Gurudwara Road, New Delhi - 110005
40	Mayank Aggarwal	AJPPA8512H	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
41	Meenakshi Malhotra	AEFPC9718Q	10000	0.28	72, Raj Nagar, Pitam Pura, New Delhi - 110034
42	Meenu Bansal	AAAPB3590L	50000	1.39	210, Tarun Enclave, Pitampura, Delhi.
43	Mohinder Sabharwal	AYCPS6669K	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
44	Mukesh Mittal	AJGPM2125D	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
45	Naresh Kumar	ABJPK5857F	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
46	Nidhi Gupta	ARCPG7516L	50000	1.39	402, Tower No. 3, Uniworld Gardens, Sohna Road, Gurgaon-122001, Haryana.
47	Nikita Jain	AGCPJ5236D	30000	0.83	B-5, Civil Lines, Bathinda.
48	Nishant Sabharwal	DIWPS1458H	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
49	Nitin Aggarwal	AOTPA2202H	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
50	Paayal	BEGPP3614E	55000	1.53	House No. 87, Sector 16A, Faridabad
51	Pricep Trade and Finance Private Limited	AABCP5338C	100000	2.78	110, FF, P-2, New CIT Road, Kolkatta, West Bengal -01
52	Raj Kumar Garg	AAFPG1018F	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
53	Rajendra Mishra	AIBPM5035G	20000	0.56	WP-501-A, SF, Wazir Pur Village, New Delhi -110052
54	Rajendra Mishra & Sons HUF	AANHR1185A	20000	0.56	29-C, Pocket-D, Phase-III, Ashok Vihar, New Delhi -110052
55	Rajesh Gupta	AALPG4303M	100000	2.78	53, Jeevan Basera Apts, 31/77, West Punjabi Bagh, New Delhi - 26
56	Rajni Jain	AANPJ0005H	30000	0.83	B-5, Civil Lines, Bathinda.
57	Raman Mittal	ABJPM8133A	20000	0.56	2752B-Shakti Nagar, Bhatinda
58	Rekha Kumari	ALLPK8634J	5000	0.14	Plot No 28A, A-29 Sainik Enclave, Vipin Garden, New Delhi 110059
59	Richa Aggarwal	ABHPA1347G	170000	4.72	15/16, Inner City, Ring Road, Agra - 282004
60	Rishab Aggarwal	BJZPA4566J	50000	1.39	House No. 87, Sector 16A, Faridabad
61	Ritu Gupta	ADUPG8304N	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
62	Sanjay Jain	ABJJP5318E	30000	0.83	B-5, Civil Lines, Bathinda.

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
63	Sanjay Jain & Sons HUF	AALHS3790H	30000	0.83	B-5, Civil Lines, Bathinda.
64	Sanjeev Mittal	ACBPM4337R	20000	0.56	2752B-Shakti Nagar, Bhatinda
65	Sanjeev Mittal HUF	AAKHS7708B	20000	0.56	2752B-Shakti Nagar, Bhatinda
66	Saroj Bansal	ABIPB1824G	20000	0.56	62-Green Park, Hisar
67	Saroj Rani Aggarwal	ABQPA9078H	50000	1.39	House No. 87, Sector 16A. Faridabad
68	Satish Gupta	ADUPG8302L	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
69	Satish Gupta (HUF)	AAHHS3006H	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
70	Satpal Singh HUF	AAOHS 5977A	20000	0.56	B-1/365, Janak Puri, New Delhi-110 058
71	Saurav Singla	FRNPS8219H	40000	1.11	H.No.106, Sector-19, Faridabad, Haryana-121002
72	Seema Gupta	AFKPG7585D	100000	2.78	916, Tower No. 2, Pearl Omaxe, Netaji Subash Place, Pitam Pura, Delhi - 34
73	Shalini Agarwal	AFNPA4164P	20000	0.56	918-Sector-16&17, Hisar
74	Shilpi Mittal	AGCPM3531G	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
75	Shivani Garg	ALTPG9441P	50000	1.39	194, Block - AM, Shalimar Bagh, Delhi - 88
76	Shresth Bansal	BBDPB3444C	50000	1.39	210, Tarun Enclave, Pitampura, Delhi.
77	Shrishty Singhvi	AZRPS6869B	20000	0.56	E-48, SF, Greater Kailash, Part - 1, New Delhi - 48
78	Shruti Mittal	AIIPG6160B	30000	0.83	138 Deepali Enclave Pitampura Delhi
79	Shubham Bansal	AVOPB9208J	20000	0.56	62-Green Park, Hisar
80	Shweta Gupta	AGPPG9195H	40000	1.11	House No. 87, Sector 16A. Faridabad
81	Sita Rani	AFZPR2087L	175000	4.86	House No. 267, Phase 1, Model Town, Bathinda, Punjab 151001
82	Sumit Gupta	AATPG1443N	175000	4.86	2502, Diamond Plaza, Gurudwara Road, New Delhi - 110005
83	Sunita Bindal	AHFPB9420M	50000	1.39	140, Deepali Enclave, Pitampura, Delhi.
84	Sunita Mishra	ANWPM6393H	20000	0.56	29-C, Pocket-D, Phase-III, Ashok Vihar, New Delhi -110053
85	Swati Sabharwal	DIWPS1626H	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
86	Tarun Aggarwal	AOQPA9034E	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
87	Tarun Jain	AHWPJ2158H	30000	0.83	B-5, Civil Lines, Bathinda.
88	Ujjwal	ABAPU1534E	25000	0.69	3A/305, Rang Rasayan Aptt., Sector-13, Rohini, New Delhi-85.
89	Upasna Garg	AAFPG1019E	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
90	Vani Aggarwal	AAZPA6566C	20000	0.56	22, Green Park, Hisar, HR
91	Veena Gupta	AFRPG8029B	175000	4.86	B-802, Tarun CGHS, Sector-47, Gurgaon
92	Vikas Garg	AAGPG3265K	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
93	Weldon Fincap Private Limited	AABCS5281M	100000	2.78	916, Tower No. 2, Pearl Omaxe, Netaji Subash Place, Pitam Pura, Delhi - 34
	TOTAL =		3600000	100.00	

The names of proposed investors/allottee(s) and/or number of shares proposed to be subscribed by them as mentioned above are indicative and actual numbers of shares that may be ultimately subscribed and allotted may interchange among the persons named above but the total number of shares that will be allotted shall be Upto 36,00,000 Equity Shares.

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of determining the Issue Price of the Equity Shares in accordance with the SEBI (ICDR) Regulations, 2009 (as amended) be fixed as 30th August 2014 being the 30th day prior to 29th September, 2014, i.e. the date on which the Annual General Meeting of the shareholders is to be convened & held, in terms of Section 96 of the Companies Act, 2013 as well as of Regulation 71 of the SEBI (ICDR) Regulations to consider the proposed preferential issue.
- ii. The Equity Shares allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration.
- iii. The Board be and is hereby authorized to decide/finalise and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, amend, modify or alter any of the terms and conditions, number of shares to be ultimately allotted depending upon subscription, in one or more lots, including the issue price on a higher side, as it may deem expedient, without being required to seek any further consent or sanction or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the aforesaid equity shares allotted on preferential offer/ allotment basis shall be listed on the Delhi Stock Exchange Limited and shall be locked-in from the date of trading approval granted by Delhi Stock Exchange for a period of one year as prescribed in Regulation 78 of SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above, shall be listed and traded on Delhi Stock Exchange Ltd. on which existing shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and Delhi Stock Exchange (DSE) and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board/authorised Director.

RESOLVED FURTHER THAT for giving effect to the above mentioned resolution, the Board/ the Committee of the Board or any nominated Director, be and is hereby authorised on behalf of the Company to take all such actions and to do all such acts, deeds, things and matters, as it may, in its absolute discretion, consider necessary, desirable, incidental or expedient to the issue and allotment(s) of aforesaid Equity Shares, including without any limitation, appointment of consultants, retainers, professionals or Merchant Bankers, or any other person(s) as may be required, and entering into arrangements for in-principle approval, listing & trading approvals, entering into arrangement and/or liasoning with the RTA, Depositories, NSDL, CDSL, DSE, etc., and to enter into all such arrangements and agreements as may be necessary, to seek Listing & Trading Approval of the Equity Shares so allotted pursuant to the Preferential Offer/ Allotment with Delhi Stock Exchange Ltd., to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any regulations, as it may, in its absolute discretion, deem fit to do, without being required to seek any further approval/sanctions and/or consent of the Members of the Company and it is deemed that the members have given their consent/approval for the purpose of these acts & deeds.

RESOLVED FURTHER THAT Board of Directors of the company, be and is hereby authorized to make the Allotment(s) of all and/or any of the Equity shares in one or more lots as and when considered necessary, without seeking further approval/consents.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee(s) of Directors, any other Director(s) or Officer(s) or professionals or consultants, etc., to give effect to the aforesaid resolution."

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

**Place : New Delhi
Dated: 23.08.2014**

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

NOTES:

1. EXPLANATORY STATEMENT PURSUANT TO SECTION 102

The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 with respect to the special business(es) to be transacted at the Annual general Meeting are annexed hereto.

2. APPOINTMENT OF PROXY

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to the notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate Resolution / Authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. APPOINTMENT OF AUTHORISED REPRESENTATIVE

No person shall be entitled to attend or vote at the meeting as a duly authorised representative of a Company or body corporate which is a shareholder of the Company, unless a copy of the Resolution appointing him/her as a duly authorized representative certified to be a true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Office of the Company not less than TWO DAYS before the date of the meeting, i.e., on or before the closing hours of the Company on 29th September, 2014.

4. BOOK CLOSURE DATES

The Register of Members and share Transfer Books of the Company will remain closed from 25.09.2014 to 29.09.2014 (Both days inclusive).

5. JOINT HOLDERS

If any share stands in the names of two or more persons, the person name listed first in the Register shall, as regards voting, be deemed to be the sole holder thereof. Hence if shares are in the name of joint holders, then first named person is only entitled to attend the meeting and is only eligible to vote (by poll or by show of hands) in the meeting.

6. GREEN INITIATIVE

As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual report / Notice to the meeting.

7. SUBMISSION OF PAN

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company / RTA.

8. NOMINATION

Members holding shares in physical form and desirous of making a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to Company / Registrars and Transfer Agents the details as required in Form No. SH-13 of Companies (Share Capital and Debentures) Rules 2014. Form would be made available on demand.

9. INSPECTION

All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Office of the Company during office hours on all working days, up to and inclusive of the date of the Annual General Meeting.

10. ELECTRONIC VOTING

In terms of Section 108 of the Companies Act, 2013 Read with the rule 20 of the Companies (Management & Administration) Rules, 2014 it is mandatory on the part of the Company to provide e-Voting facility but MCA circular No. Dated 17th June, 2014, has provides exemption to the Companies from providing E-voting Facility till 31st December, 2014. Therefore E-Voting facility is not being provided for this Meeting, in view of the circular of MCA.

11. REGISTERS FOR INSPECTION

The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, alongwith other Registers, Agreements, Arrangements, Contracts, Memorandum & Articles, Accounts, Certificates, Etc., will be available for inspection by the members at the AGM.

12. Members/ Proxies should bring the Attendance Slip duly filled-in and signed for attending the meeting and should have/carry a valid proof of Identity.

13. Members seeking any clarification or information or having any queries/ questions, are requested to send the same in writing at least 7 days in advance, enabling proper replies.

14. 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 Registered Address along with Pin Code, Contact Numbers, PAN and E-mail Id to the Registrar and Share Transfer Agent or to Company.

15. The Company has designated an exclusive E-mail ID called decorous1982@gmail.com for redressal of shareholder's complaints / grievances, in case you have any queries / complaints or unresolved grievances, then please write to us.

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 an Additional Director w.e.f. 30.04.2014. Having regards to the dynamic Business situation and the expansion programs on anvil it is thought fit and proper to 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. Board of Directors in its Meeting held on 23RD August, 2014 decided to appoint Mr. Raj Kumar Gupta as the Whole Time Director and Chief Financial Officer of the Company in terms of section 196, 197 & Schedule V of the Companies Act, 2013.

Brief Resume of Appointee Whole Time Director and Chief Financial Officer

Mr. Raj Kumar Gupta (DOB-30.04.1968) holds Bachelor Degree from University of Delhi and has over 30 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	Category of Directorship
1.	Usha Financial Services Private Limited	Director
2.	Swagtam Trading and Services Limited	Additional Director

Mr. Raj Kumar Gupta does not hold any share in this Company.

Terms of appointment of Executive

Appointment of Mr. Raj Kumar Gupta as the Whole Time Director and Chief Financial Officer shall be subject to the terms and conditions of the 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 three 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. 20000/- 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.
 - ❖ 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 gross 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 by the Whole Time Director and Chief Financial Officer 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.

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				
1.	Nature of Industry	Jewellery, Stocks & Shares, Etc.		
2.	Date or expected date of commencement of production	The company is an Investment & Trading concern, 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.	Financial Performance	Particulars	31.03.2014 (In Rs.)	31.03.2013 (In Rs.)
		Income from Operations	506,475.00	12,275.00
		Total Expenditure	32,116.00	26,839.00
		PBT	474,359.00	(14,564.00)
		Income Tax	88,315.00	—
		PAT	386,044.00	(14,564.00)
	Rate of Dividend Declared	N.A.	N.A.	
5.	Foreign investments or collaborations	Not Applicable		

Decorous Investment & Trading Co. Ltd.

II. Information about the appointee	
1. Background details	Mr. Raj Kumar Gupta holds Bachelor Degree from University of Delhi and has over 30 years of experience in the fields of finance, administration, liaisons, stock markets, etc.
2. Past remuneration	Appointed in Board meeting held on 23/08/2014 hence no past remuneration.
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. 20,000/- 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, 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	
1. Reasons of loss or inadequate profits	Inadequacy of year-wise profits is due to cut throat competition, 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 proposed to Alter 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.

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. Board recommends the 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 Director of the Company.

The Board has appointed her as additional director on 19.07.2014 and now propose that Ms. Lalita Mittal be appointed as the Independent Director of the Company, not liable to retire by rotation, for the period of three consecutive years.

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 in English & Sanskrit from University of Punjab and she has over 30 years of experience in the fields of administration, education, 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 & C.F.O.

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 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 Independent Director of the Company, not liable to retire by rotation, for the period of three 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 Mittal the 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 10 years of experience in the fields of finance, computer systems, marketing, etc. At present he holds the Directorship in 'PROCO Systems Private Limited'.

Mr. Pankaj Aggarwal does not hold any share in this Company.

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.

ITEM NO. - 7: INCREASE IN AUTHORISED CAPITAL

The existing Authorised Share Capital of the Company is Rs. 1,25,00,000/- (Rupees One Crore Twenty Five Lacs Only) divided into 12,50,000 (Twelve Lacs Fifty Thousand Only) Equity Shares of Rs 10/- (Rupees Ten) each and the existing Paid-up Capital is Rs. 20.00 Lacs.

As the Board have diversification & expansion plans which require the infusion of funds and for this purpose the Board of Directors propose to create, offer, issue and allot Upto 36,00,000 (Thirty Six Lacs Only) Equity Shares of Rs 10 (Rupees Ten) to Non Promoters on Preferential Offer / Allotment basis, under Section 67 read with Section 42 of the Companies Act, 2013 and Rules made thereunder.

The existing Authorised Share Capital of the Company is Rs. 125,00,000/- (Rupees One Crore Twenty Five Lacs) which is required to be increased for the purpose of issuing Equity Shares as aforesaid. The Authorised Share Capital of the Company is proposed to be increased, from the existing, to Rs. 4,00,00,000/- (Rupees Four Crores only).

The proposed increase in the Authorised Capital would entail consequential Alteration of the relevant "**Clause V**" of the Memorandum of Association of the Company in terms of the provisions of the Companies Act, 2013.

Disclosure of Interest by the Directors

None of the Directors and the Key Managerial Personnel of the Company are concerned or interested in aforesaid resolutions.

The consent of the members is being sought by way of Special Resolution. The Board recommends resolution for adoption.

ITEM NO. - 8: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Ministry of Corporate affairs has made applicable various provisions of the Companies Act, 2013 in phased manner on different dates. The existing Articles of Association of the Company is based on provisions of the sections of Companies Act, 1956 and are not in conformity with the applicable provisions of Companies Act, 2013. Further the Articles of the Company do not contain any provision relating to the dematerialization of securities of the Company. In order to bring the Articles of Association of the Company in conformity with the new Act and to incorporate the provisions relating to the Dematerialization of the Securities of the Company it is necessary to amend the Articles of Association of the Company. As the amendments are numerous therefore it has been decided to replace the existing Regulations/Articles as contained in the existing Articles of Association of the Company with the "New Set of Regulations / Articles" and requires the approval of Shareholders by way of Special Resolution.

"New Set of Regulations / Articles" to be substituted in place of existing Articles, based on Table "F" of the Act which sets out the model Articles of Association for a company limited by shares.

A copy of the existing Articles of Association of the Company; and the "New Set of Articles of Association", incorporating the proposed alteration thereto, will be available for inspection for the Members on any working day during 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting at the Registered/ Corporate Office of the Company.

None of the Directors / Key Managerial Personnel of the Company is, in any way, concerned or interested, in the Special Resolution set out at Item No. 8 of the Notice.

The resolution stated under item No. 8 is being placed for the kind approval of Members of the Company by way of special resolution in terms of relevant provisions of the Companies Act, 2013 in the interest of the Company and the members

The consent of the members is being sought by way of Special Resolution. The Board recommends resolution for adoption.

ITEM NO. - 9: ISSUE OF EQUITY SHARES ON PREFERENTIAL OFFER/ALLOTMENT BASIS

As the Company is on a growth trajectory, the Company requires funds for infusion in the Company, for working capital requirements, expansion, diversification, other general business purposes, etc., accordingly, in order to finance the requirements of funds, the Company proposes to create, offer, issue and allot Equity Shares on Preferential Offer / Allotment basis under section 62 read with section 42 of the Companies Act, 2013 and the rules made thereunder subject to the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosures Requirements) Regulation, 2009 including any reenactment or modification thereof.

The shares allotted to the investors shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

The Company is in receipt of communications/intention from the persons and/or entities mentioned below, whereby the said persons and/or entities have expressed their desire to subscribe/ contribute capital in the Company by way of subscribing to the Equity Shares of the Company. In view of the above, the Company proposes to create, offer, issue and allot Upto 36,00,000 (Thirty Six Lacs Only), or lower number of shares as subscribed, Equity Shares of the face value of Rs. 10/- (Rupees Ten) on Preferential Offer / Allotment basis to Non-Promoters, as per details mentioned below, which shall rank pari-passu with the existing Equity Shares of the Company, in such form and manner, in one or more lots/ issues, and upon such terms and conditions as the Board may in its absolute discretion deem fit, at a price as will be determined in accordance with SEBI (ICDR) Regulations to the following proposed Allottee(s) of Non-Promoter Category:-

All the Proposed Allottee(s) belong to NON-PROMOTER Category					
Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
1	Aarti Mittal	APDPM3391Q	30000	0.83	138 Deepali Enclave Pitampura Delhi
2	Aayush Aggarwal	ALAPA1919R	40000	1.11	House No. 87, Sector 16A, Faridabad
3	Ajay Bindal	AADPB9118R	50000	1.39	140, Deepali Enclave, Pitampura, Delhi.
4	Ajay Bindal HUF	AACHA7658G	50000	1.39	140, Deepali Enclave, Pitampura, Delhi.
5	Amit Gupta	AATPG1441Q	170000	4.72	J-13/55, First Floor, Rajouri Garden, Delhi
6	Amit Gupta	AGOPG3075D	50000	1.39	402, Tower No. 3, Uniworld Gardens, Sohna Road, Gurgaon-122001, Haryana.
7	Amit Mittal	ADOPM7415Q	30000	0.83	138 Deepali Enclave Pitampura Delhi
8	Anil Aggarwal	ACMPA9733A	20000	0.56	22, Green Park, Hisar, HR
9	Anita Aggarwal	AAPNA6586C	40000	1.11	House No. 87, Sector 16A, Faridabad
10	Anjali Garg	AAHPG3523D	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
11	Asha Sabharwal	BMKPS4892M	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
12	Ashok Kumar	ADIPK2652F	10000	0.28	Plot No 28A, A-29 Sainik Enclave, Vipin Garden, New Delhi 110059
13	Ashok Kumar & Sons HUF	AAFHA6818K	5000	0.14	Plot No 28A, A-29 Sainik Enclave, Vipin Garden, New Delhi 110059
14	Charanjit Singh	AVSPS3065J	10000	0.28	140 SF, A-2 Block, Janakpuri, Delhi - 110058
15	Deepak Agarwal	ACTPA8190N	20000	0.56	918-Sector-16&17, Hisar
16	Deepak Agarwal HUF	AAGHD4567B	20000	0.56	918-Sector-16&17, Hisar
17	Deepak Mittal	AGBPM6382Q	30000	0.83	138 Deepali Enclave Pitampura Delhi
18	Deepak Mittal HUF	AAGHD7986J	30000	0.83	138 Deepali Enclave Pitampura Delhi
19	Garima Singhvi	AWEPS1143E	20000	0.56	E-48, SF, Greater Kailash, Part - 1, New Delhi - 110048

Decorous Investment & Trading Co. Ltd.

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
20	Garvit Singhvi	BCIPS9677N	20000	0.56	E-48, SF, Greater Kailash, Part - 1, New Delhi - 110048
21	Gaurav Mohan	ANYPM1623Q	50000	1.39	18A, 2nd Floor, North Avenue Road, West Punjabi Bagh, New Delhi-26.
22	Govind Aggarwal	ABVPA5466G	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
23	Harsh Vardhan Bansal	AAAPB1908Q	50000	1.39	210, Tarun Enclave, Pitampura, Delhi.
24	Inder Pal Singh HUF	AAAHI 4705C	20000	0.56	B-1/392, Janak Puri, New Delhi - 110 058
25	Inder Paul Singh Saini	AAAPS2696A	10000	0.28	10, Rashi Aptt., Plot No. 3, Sector-7, Dwarka New Delhi-110075.
26	Jagbir Singh	BLQPS1456L	25000	0.69	3A/305, Rang Rasayan Aptt., Sector-13, Rohini, New Delhi-85.
27	Joydeep Syal	AIEPS8907Q	40000	1.11	Street No.5, Sant Nagar, Bathinda.
28	Kamaljit Singh Gabbi	AJZPG1156H	10000	0.28	H.No.16247-A, Gali No.9, Guru Gobind Singh Nagar, Bathinda-151001, Punjab.
29	Kavita Mohan	AAXPM7602D	25000	0.69	H.No. 25, Road No. 60, Punjabi Bagh West, New Delhi - 110026.
30	Krishan Kumar	AEWPK0416L	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
31	Kusum Agarwal	APDPA0990B	20000	0.56	918-Sector-16&17, Hisar
32	Lajwanti Devi	AIJPD4264C	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
33	Lakshika Aggarwal	BESPA8675N	20000	0.56	22, Green Park, Hisar, HR
34	Loveleen Syal	AGPPS1736E	40000	1.11	Street No.5, Sant Nagar, Bathinda.
35	Madhu Mohan	AARPM0048H	100000	2.78	H.No. 25, Road No. 60, Punjabi Bagh West, New Delhi - 110026.
36	Madhu Mohan & Sons HUF	AAAHM5165Q	25000	0.69	H.No. 25, Road No. 60, Punjabi Bagh West, New Delhi - 110026.
37	Madhu Sharma	AQOPS4590F	20000	0.56	208, Avtar Enclave, 1st Floor, Paschim Vihar, New Delhi - 110063.
38	Manish Aggarwal	AFZPA2150B	50000	1.39	2502, FF, Diamond Plaza, Gurudwara Road, New Delhi - 110005
39	Manish Aggarwal HUF	AAIHM6935J	50000	1.39	2502, FF, Diamond Plaza, Gurudwara Road, New Delhi - 110005
40	Mayank Aggarwal	AJJPA8512H	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
41	Meenakshi Malhotra	AEFPC9718Q	10000	0.28	72, Raj Nagar, Pitam Pura, New Delhi - 110034
42	Meenu Bansal	AAAPB3590L	50000	1.39	210, Tarun Enclave, Pitampura, Delhi.
43	Mohinder Sabharwal	AYCPS6669K	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
44	Mukesh Mittal	AJGPM2125D	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
45	Naresh Kumar	ABJPK5857F	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
46	Nidhi Gupta	ARCPG7516L	50000	1.39	402, Tower No. 3, Uniworld Gardens, Sohna Road, Gurgaon-122001, Haryana.

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
47	Nikita Jain	AGCPJ5236D	30000	0.83	B-5, Civil Lines, Bathinda.
48	Nishant Sabharwal	DIWPS1458H	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
49	Nitin Aggarwal	AOTPA2202H	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
50	Paayal	BEGPP3614E	55000	1.53	House No. 87, Sector 16A, Faridabad
51	Pricep Trade and Finance Private Limited	AABCP5338C	100000	2.78	110, FF, P-2, New CIT Road, Kolkatta, West Bengal -01
52	Raj Kumar Garg	AAFPG1018F	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
53	Rajendra Mishra	AIBPM5035G	20000	0.56	WP-501-A, SF, Wazir Pur Village, New Delhi -110052
54	Rajendra Mishra & Sons HUF	AANHR1185A	20000	0.56	29-C, Pocket-D, Phase-III, Ashok Vihar, New Delhi -110052
55	Rajesh Gupta	AALPG4303M	100000	2.78	53, Jeevan Basera Apts, 31/77, West Punjabi Bagh, New Delhi - 26
56	Rajni Jain	AANPJ0005H	30000	0.83	B-5, Civil Lines, Bathinda.
57	Raman Mittal	ABJPM8133A	20000	0.56	2752B-Shakti Nagar, Bhatinda
58	Rekha Kumari	ALLPK8634J	5000	0.14	Plot No 28A, A-29 Sainik Enclave, Vipin Garden, New Delhi 110059
59	Richa Aggarwal	ABHPA1347G	170000	4.72	15/16, Inner City, Ring Road, Agra - 282004
60	Rishab Aggarwal	BJZPA4566J	50000	1.39	House No. 87, Sector 16A, Faridabad
61	Ritu Gupta	ADUPG8304N	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
62	Sanjay Jain	ABJJP5318E	30000	0.83	B-5, Civil Lines, Bathinda.
63	Sanjay Jain & Sons HUF	AALHS3790H	30000	0.83	B-5, Civil Lines, Bathinda.
64	Sanjeev Mittal	ACBPM4337R	20000	0.56	2752B-Shakti Nagar, Bhatinda
65	Sanjeev Mittal HUF	AAKHS7708B	20000	0.56	2752B-Shakti Nagar, Bhatinda
66	Saroj Bansal	ABIPB1824G	20000	0.56	62-Green Park, Hisar
67	Saroj Rani Aggarwal	ABQPA9078H	50000	1.39	House No. 87, Sector 16A, Faridabad
68	Satish Gupta	ADUPG8302L	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
69	Satish Gupta (HUF)	AAHHS3006H	25000	0.69	45 Bhera Enclave, Paschim Vihar, New Delhi-110026.
70	Satpal Singh HUF	AAOHS 5977A	20000	0.56	B-1/365, Janak Puri, New Delhi-110 058
71	Saurav Singla	FRNPS8219H	40000	1.11	H.No. 106, Sector-19, Faridabad, Haryana-121002
72	Seema Gupta	AFKPG7585D	100000	2.78	916, Tower No. 2, Pearl Omaxe, Netaji Subash Place, Pitam Pura, Delhi - 34
73	Shalini Agarwal	AFNPA4164P	20000	0.56	918-Sector-16&17, Hisar
74	Shilpi Mittal	AGCPM3531G	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
75	Shivani Garg	ALTPG9441P	50000	1.39	194, Block - AM, Shalimar Bagh, Delhi - 88
76	Shresth Bansal	BBDPB3444C	50000	1.39	210, Tarun Enclave, Pitampura, Delhi.

Decorous Investment & Trading Co. Ltd.

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
77	Shrishty Singhvi	AZRPS6869B	20000	0.56	E-48, SF, Greater Kailash, Part - 1, New Delhi - 48
78	Shruti Mittal	AIIPG6160B	30000	0.83	138 Deepali Enclave Pitampura Delhi
79	Shubham Bansal	AVOPB9208J	20000	0.56	62-Green Park, Hisar
80	Shweta Gupta	AGPPG9195H	40000	1.11	House No. 87, Sector 16A, Faridabad
81	Sita Rani	AFZPR2087L	175000	4.86	House No. 267, Phase 1, Model Town, Bathinda, Punjab 151001
82	Sumit Gupta	AATPG1443N	175000	4.86	2502, Diamond Plaza, Gurudwara Road, New Delhi - 110005
83	Sunita Bindal	AHFPP9420M	50000	1.39	140, Deepali Enclave, Pitampura, Delhi.
84	Sunita Mishra	ANWPM6393H	20000	0.56	29-C, Pocket-D, Phase-III, Ashok Vihar, New Delhi -110053
85	Swati Sabharwal	DIWPS1626H	25000	0.69	G-26/210, Sector-3, Rohini, New Delhi-110085.
86	Tarun Aggarwal	AOQPA9034E	15000	0.42	154 Deepali Enclave, Pitampura, New Delhi
87	Tarun Jain	AHWPJ2158H	30000	0.83	B-5, Civil Lines, Bathinda.
88	Ujjwal	ABAPU1534E	25000	0.69	3A/305, Rang Rasayan Aptt., Sector-13, Rohini, New Delhi-85.
89	Upasna Garg	AAFPG1019E	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
90	Vani Aggarwal	AAZPA6566C	20000	0.56	22, Green Park, Hisar, HR
91	Veena Gupta	AFRPG8029B	175000	4.86	B-802, Tarun CGHS, Sector-47, Gurgaon
92	Vikas Garg	AAGPG3265K	10000	0.28	C-91, Shivaji Park, New Delhi - 110026.
93	Weldon Fincap Private Limited	AABCS5281M	100000	2.78	916, Tower No. 2, Pearl Omaxe, Netaji Subash Place, Pitam Pura, Delhi - 34
	TOTAL =		3600000	100.00	

The Special Resolution contained in the Notice, have been proposed pursuant to the provisions of Section 62 of the Companies Act, 2013, in view of the fact that the Shares proposed to be issued by the Company will be offered to the persons who may or may not be the existing members of the Company.

Furthermore, under the Listing Agreement entered by the Company with the Delhi Stock Exchange, the Company, in the first instance is required to offer all shares to be issued for subscription, pro-rata to the existing equity shareholders, unless the shareholders in the general meeting decide otherwise. Company has neither proposed nor made any preferential issue of equity shares in terms of Section 62 of Companies Act, 1956, during the current financial year commencing on 01.04.2014.

Accordingly, Consent of the shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as applicable to the Company and subject to the guidelines and clarifications issued by the Government of India ("GOI"), SEBI, DSE, and in terms of the provisions of the Listing Agreement executed by the Company with Delhi Stock Exchange.

The consent of the members is being sought by way of Special Resolution. The Board recommends resolution for adoption. None of the Directors and the Key Managerial Personnel of the Company are concerned or interested in aforesaid resolutions.

Disclosures as required under the provisions of the SEBI (ICDR) Regulations:

Objects of the Preferential Issue:

The members are hereby informed that taking into consideration, the performance and positive outlook, as well as the growth plans, and in order to finance the various programmes & ventures and augmenting the working capital, it is considered prudent to raise the capital on long term basis and accordingly to raise further capital by way of preferential offer/issue basis. The proceeds of the preferential issue are, subject to all the applicable laws, intended to be utilized by the Company for infusion of funds in the Company for working capital requirements, expansion, diversification, other general corporate purposes, etc and/or as may be resolved by the Board of Directors from time to time, subject to guidelines/regulations.

Relevant Date and Issue Price

The relevant date for the purpose of Preferential Offer/Allotment is 30.08.2014, being the date which is 30 days prior to the date of this AGM and issue price as determined in accordance with the SEBI Guidelines and Companies Act, 2013 or any other Law for time being in force.

Statutory Auditor's Certificate

A Certificate from the Statutory Auditors of the Company Certifying that the Issue of Equity Shares by way of the proposed Preferential Issue/Allotment is being made in accordance with the requirements of SEBI's guidelines for preferential issue as contained under Regulation 73(2) in Chapter VII of SEBI (ICDR) Regulations 2009, the Auditors' Certificate will be available for inspection at the Office of the Company between 11:00 A.M. and 1:00 P.M. on any working day except Saturday and public holidays up to the date of Annual General Meeting (i.e. 29.09.2014).

Methodology of Arriving at Issue Price

Pricing of Equity Shares on Preferential Offer/Allotment basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Currently SEBI (ICDR) Regulations, 2009 provides that the issue of shares on preferential basis can be made at a price not less than the higher of the following:

- ❖ The average of the weekly high and low of the closing price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant dates; or
- ❖ The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As the shares are listed only at DSE and as there is no trading in DSE and in the absence of Market Price of the shares, Issue price would be determined on the basis of clause (e) of sub Regulation (2) of Regulation 8 of SEBI (SAST) Regulations, 2011 and which comes to Rs. 2.98 per share of face value of Rs. 10/- each and therefore Board of Directors has resolved the Issue Price of the share be set at Rs 10/- (Rs. Ten) each, as per Statutory Auditors Certificate, subject to guidelines / regulations.

Intention/ proposal of the Promoters/ Directors/ Key Management Persons to subscribe to the Equity Shares:

None of the existing Promoters/ Directors/ Key Managerial persons intends/ proposes to subscribe to any of the Shares to be allotted under the proposed preferential allotment.

Decorous Investment & Trading Co. Ltd.

Shareholding Pattern before and after the issue & allotment of Subscription Shares:

Shareholding Pattern before and After the Issue and Allotment of Subscription Shares					
Category code	Category of Shareholder	PRE ISSUE		POST ISSUE	
		No. of Shares	%	No. of Shares	%
(A)	Shareholding of Promoter and Promoter Group2				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	0	0.00	0	0.00
(b)	Central Government/ State Government(s)		0.00		0.00
(c)	Bodies Corporate	72700	36.35	72700	1.91
(d)	Financial Institutions/ Banks		0.00		0.00
(e)	Any Others(Specify)		0.00		0.00
	Sub Total(A)(1)	72700	36.35	72700	1.91
2	Foreign				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0.00	0	0.00
(e)	Any Others(Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	72700	36.35	72700	1.91
(B)	Public Shareholding				
B 1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0
(i)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0

Category code	Category of Shareholder	PRE ISSUE		POST ISSUE	
		No. of Shares	%	No. of Shares	%
B 2	Non-institutions				
(a)	Bodies Corporate	0	0.00	200000	5.26
(b)	Individuals	127300	63.65	3527300	92.83
(c)	Qualified Foreign Investor		0		0
(d)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(2)	127300	63.65	3727300	98.09
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	127300	63.65	3727300	98.09
	TOTAL (A)+(B)	200000	100.00	3800000	100.00
(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)	200000	100.00	3800000	100.00

Time within which Preferential Issue shall be completed:

The Board proposes to allot equity shares within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

Further provided that in terms of section 42 (6) of the Companies Act, 2013 the allotment of the Equity Shares shall be made within 60 days of the receipt of the share application money.

Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them

The names of the proposed allottees and the percentage of post preferential issue capital to be held by them after the proposed allotment are:

All the Proposed Allottee(s) belong to NON-PROMOTER Category								
Sr. No.	Name	PAN	Pre- Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
1	Aarti Mittal	APDPM3391Q	100	0.05	30000	0.83	30100	0.79
2	Aayush Aggarwal	ALAPA1919R	0	0.00	40000	1.11	40000	1.05
3	Ajay Bindal	AADPB9118R	100	0.05	50000	1.39	50100	1.32
4	Ajay Bindal HUF	AACHA7658G	100	0.05	50000	1.39	50100	1.32
5	Amit Gupta	AATPG1441Q	0	0.00	170000	4.72	170000	4.47
6	Amit Gupta	AGOPG3075D	100	0.05	50000	1.39	50100	1.32
7	Amit Mittal	ADOPM7415Q	100	0.05	30000	0.83	30100	0.79

Decorous Investment & Trading Co. Ltd.

Sr. No.	Name	PAN	Pre- Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
8	Anil Aggarwal	ACMPA9733A	0	0.00	20000	0.56	20000	0.53
9	Anita Aggarwal	AAPNA6586C	0	0.00	40000	1.11	40000	1.05
10	Anjali Garg	AAHPG3523D	0	0.00	10000	0.28	10000	0.26
11	Asha Sabharwal	BMKPS4892M	4900	2.45	25000	0.69	29900	0.79
12	Ashok Kumar	ADIPK2652F	100	0.05	10000	0.28	10100	0.27
13	Ashok Kumar & Sons HUF	AAFHA6818K	100	0.05	5000	0.14	5100	0.13
14	Charanjit Singh	AVSPS3065J	0	0.00	10000	0.28	10000	0.26
15	Deepak Agarwal	ACTPA8190N	0	0.00	20000	0.56	20000	0.53
16	Deepak Agarwal HUF	AAGHD4567B	0	0.00	20000	0.56	20000	0.53
17	Deepak Mittal	AGBPM6382Q	100	0.05	30000	0.83	30100	0.79
18	Deepak Mittal HUF	AAGHD7986J	100	0.05	30000	0.83	30100	0.79
19	Garima Singhvi	AWEPS1143E	0	0.00	20000	0.56	20000	0.53
20	Garvit Singhvi	BCIPS9677N	5000	2.50	20000	0.56	25000	0.66
21	Gaurav Mohan	ANYPM1623Q	6800	3.40	50000	1.39	56800	1.49
22	Govind Aggarwal	ABVPA5466G	100	0.05	15000	0.42	15100	0.40
23	Harsh Vardhan Bansal	AAAPB1908Q	100	0.05	50000	1.39	50100	1.32
24	Inder Pal Singh HUF	AAAHI 4705C	0	0.00	20000	0.56	20000	0.53
25	Inder Paul Singh Saini	AAAPS2696A	100	0.05	10000	0.28	10100	0.27
26	Jagbir Singh	BLQPS1456L	100	0.05	25000	0.69	25100	0.66
27	Joydeep Syal	AIEPS8907Q	0	0.00	40000	1.11	40000	1.05
28	Kamaljit Singh Gabbi	AJZPG1156H	0	0.00	10000	0.28	10000	0.26
29	Kavita Mohan	AAXPM7602D	100	0.05	25000	0.69	25100	0.66
30	Krishan Kumar	AEWPK0416L	100	0.05	15000	0.42	15100	0.40
31	Kusum Agarwal	APDPA0990B	0	0.00	20000	0.56	20000	0.53
32	Lajwanti Devi	AIJPD4264C	0	0.00	25000	0.69	25000	0.66
33	Lakshika Aggarwal	BESPA8675N	0	0.00	20000	0.56	20000	0.53
34	Loveleen Syal	AGPPS1736E	0	0.00	40000	1.11	40000	1.05
35	Madhu Mohan	AARPM0048H	100	0.05	100000	2.78	100100	2.63
36	Madhu Mohan & Sons HUF	AAAHM5165Q	100	0.05	25000	0.69	25100	0.66
37	Madhu Sharma	AQOPS4590F	5000	2.50	20000	0.56	25000	0.66
38	Manish Aggarwal	AFZPA2150B	0	0.00	50000	1.39	50000	1.32

Sr. No.	Name	PAN	Pre- Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
39	Manish Aggarwal HUF	AAIHM6935J	0	0.00	50000	1.39	50000	1.32
40	Mayank Aggarwal	AJJPA8512H	100	0.05	15000	0.42	15100	0.40
41	Meenakshi Malhotra	AEFPC9718Q	0	0.00	10000	0.28	10000	0.26
42	Meenu Bansal	AAAPB3590L	100	0.05	50000	1.39	50100	1.32
43	Mohinder Sabharwal	AYCPS6669K	5000	2.50	25000	0.69	30000	0.79
44	Mukesh Mittal	AJGPM2125D	100	0.05	15000	0.42	15100	0.40
45	Naresh Kumar	ABJPK5857F	100	0.05	15000	0.42	15100	0.40
46	Nidhi Gupta	ARCPG7516L	100	0.05	50000	1.39	50100	1.32
47	Nikita Jain	AGCPJ5236D	100	0.05	30000	0.83	30100	0.79
48	Nishant Sabharwal	DIWPS1458H	100	0.05	25000	0.69	25100	0.66
49	Nitin Aggarwal	AOTPA2202H	100	0.05	15000	0.42	15100	0.40
50	Paayal	BEGPP3614E	0	0.00	55000	1.53	55000	1.45
51	Pricep Trade and Finance Private Limited	AABCP5338C	0	0.00	100000	2.78	100000	2.63
52	Raj Kumar Garg	AAFPG1018F	100	0.05	10000	0.28	10100	0.27
53	Rajendra Mishra	AIBPM5035G	0	0.00	20000	0.56	20000	0.53
54	Rajendra Mishra & Sons HUF	AANHR1185A	0	0.00	20000	0.56	20000	0.53
55	Rajesh Gupta	AALPG4303M	0	0.00	100000	2.78	100000	2.63
56	Rajni Jain	AANPJ0005H	100	0.05	30000	0.83	30100	0.79
57	Raman Mittal	ABJPM8133A	0	0.00	20000	0.56	20000	0.53
58	Rekha Kumari	ALLPK8634J	5000	2.50	5000	0.14	10000	0.26
59	Richa Aggarwal	ABHPA1347G	0	0.00	170000	4.72	170000	4.47
60	Rishab Aggarwal	BJZPA4566J	0	0.00	50000	1.39	50000	1.32
61	Ritu Gupta	ADUPG8304N	0	0.00	25000	0.69	25000	0.66
62	Sanjay Jain	ABJPJ5318E	100	0.05	30000	0.83	30100	0.79
63	Sanjay Jain & Sons HUF	AALHS3790H	100	0.05	30000	0.83	30100	0.79
64	Sanjeev Mittal	ACBPM4337R	0	0.00	20000	0.56	20000	0.53
65	Sanjeev Mittal HUF	AAKHS7708B	0	0.00	20000	0.56	20000	0.53
66	Saroj Bansal	ABIPB1824G	0	0.00	20000	0.56	20000	0.53
67	Saroj Rani Aggarwal	ABQPA9078H	0	0.00	50000	1.39	50000	1.32
68	Satish Gupta	ADUPG8302L	0	0.00	25000	0.69	25000	0.66

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Sr. No.	Name	PAN	Pre- Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
69	Satish Gupta (HUF)	AAHHS3006H	0	0.00	25000	0.69	25000	0.66
70	Satpal Singh HUF	AAOHS 5977A	0	0.00	20000	0.56	20000	0.53
71	Saurav Singla	FRNPS8219H	0	0.00	40000	1.11	40000	1.05
72	Seema Gupta	AFKPG7585D	0	0.00	100000	2.78	100000	2.63
73	Shalini Agarwal	AFNPA4164P	0	0.00	20000	0.56	20000	0.53
74	Shilpi Mittal	AGCPM3531G	100	0.05	15000	0.42	15100	0.40
75	Shivani Garg	ALTPG9441P	0	0.00	50000	1.39	50000	1.32
76	Shresth Bansal	BBDPB3444C	100	0.05	50000	1.39	50100	1.32
77	Shrishty Singhvi	AZRPS6869B	0	0.00	20000	0.56	20000	0.53
78	Shruti Mittal	AHPPG6160B	100	0.05	30000	0.83	30100	0.79
79	Shubham Bansal	AVOPB9208J	0	0.00	20000	0.56	20000	0.53
80	Shweta Gupta	AGPPG9195H	0	0.00	40000	1.11	40000	1.05
81	Sita Rani	AFZPR2087L	0	0.00	175000	4.86	175000	4.61
82	Sumit Gupta	AATPG1443N	0	0.00	175000	4.86	175000	4.61
83	Sunita Bindal	AHFPB9420M	100	0.05	50000	1.39	50100	1.32
84	Sunita Mishra	ANWPM6393H	0	0.00	20000	0.56	20000	0.53
85	Swati Sabharwal	DIWPS1626H	100	0.05	25000	0.69	25100	0.66
86	Tarun Aggarwal	AOQPA9034E	100	0.05	15000	0.42	15100	0.40
87	Tarun Jain	AHWPJ2158H	100	0.05	30000	0.83	30100	0.79
88	Ujjwal	ABAPU1534E	100	0.05	25000	0.69	25100	0.66
89	Upasna Garg	AAFPG1019E	100	0.05	10000	0.28	10100	0.27
90	Vani Aggarwal	AAZPA6566C	0	0.00	20000	0.56	20000	0.53
91	Veena Gupta	AFRPG8029B	0	0.00	175000	4.86	175000	4.61
92	Vikas Garg	AAGPG3265K	100	0.05	10000	0.28	10100	0.27
93	Weldon Fincap Private Limited	AABCS5281M	0	0.00	100000	2.78	100000	2.63
	TOTAL =		35600	17.80	3600000	100.00	3635600	95.67

The names of proposed allottees(s) / investors and/or number of shares proposed to be subscribed by them as mentioned above are indicative and actual numbers of shares that may be ultimately subscribed and allotted depending upon subscription, in one or more lots/issues, may interchange among the persons named above but the total number of shares that will be allotted shall be Upto 36,00,000 (Thirty Six Lacs Only), or lower number of shares as subscribed, Equity Shares of the face value of Rs. 10/- (Rupees Ten) per Equity Share on preferential offer/allotment basis.

Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

Change in Control & Management

The allotment would not result in any change in control over the Company or the management of the affairs of the Company and the existing Promoters of the Company will continue to be in control of the Company. Voting right shall change according to the change in shareholding pattern.

Terms of Payment:

The entire consideration against the allotment of the Equity Shares shall be received by the Company from the Allottee(s) before the said Allotment.

Mode of Allotment

The allotment shall be made in Dematerialized mode to all the proposed allottees.

Undertakings:

In terms clause (f) (g) of sub regulation (1) of regulation 73 of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) it shall re-compute the price of the equity shares in terms of the provision of these regulations where it is required to do so.
- b) if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

Subscription:

The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the relevant date and the Investor not acquiring or selling any Equity Shares until completion of the allotment of the issue Shares under the proposed preferential issue.

Lock-in

The proposed allotment to Non-Promoters shall be locked-in for a period of one year from the date of trading approval of equity shares or as stipulated by DSE/ SEBI. The entire pre-preferential share-holding of proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 6 months from the date of Trading Approval as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

Disclosure of Interest by the Directors

None of the Directors and the Key Managerial Personnel of the Company are concerned or interested in aforesaid resolutions.

The Board believes that such an Issue of Equity Shares by the Company is in the interest of the Company and therefore recommends the resolutions for your approval by way of special resolution.

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

**Place : New Delhi
Dated: 23.08.2014**

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

REPORT OF BOARD OF DIRECTORS

Dear Stakeholders,

Your Directors present herewith the 31st Annual Report for the year ended 31.03.2014.

FINANCIAL RESULTS

(In Rupees)

Particulars	For the Year Ended 31.03.2014	For the Year Ended 31.03.2013
Income from Operations	494,190	—
Other Income	12,285	12,275
Total Income	506,475	12,275
Total Expenditure	32,116	26,839
Profit/(Loss) before tax	474,359	(14,564)
Provision for Tax	88,315	—
Net Profit/(Loss)	386,044	(14,564)

FINANCIAL HIGHLIGHTS

During the year under review your Company's performance was good as compared to previous year. Company has earned the total revenue of Rs. 506475 as compared to Rs. 12275 in previous Financial Year. Net Profit after Tax for the year under consideration is Rs. 386,044/- in comparison to loss of Rs. 14564/- in previous Financial Year. Your Company hopes to increase its presence in the business in the coming years, which should increase the top line and also its profitability.

DIVIDEND

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

SHARE CAPITAL

The Authorised share capital of the Company as on 31.03.2014 was Rs. 1,25,00,000 divided into 12,50,000 Equity Shares of Rs. 10/- each and the paid-up capital of the Company as on 31.03.2014 was Rs. 20,00,000.

The Board of Directors in their meeting held on 23rd August, 2014 has decided to create, offer, issue & allot Upto 36,00,000 (thirty six lacs only), or lower number of shares as subscribed, Equity Shares of Rs. 10/- each, in such form & manner, in one or more lots/issues, upon such terms & conditions, to the Non-Promoters to finance the business activities of the Company. In order to give effect to the said decision it has also been decided to increase the Authorised share capital of the Company from existing by an amount of Rs. 2,75,00,000/- and the Authorised Share Capital of the Company after considering the aforesaid increase shall be at Rs. 4,00,00,000/-.

DIRECTORS

In accordance with the requirements of the Companies Act, 2013 and the Company's Articles of Association Mr. Prabindra Nath Baidya, Director of the Company, retires by rotation and shown his willingness for Re-appointment. In accordance with the section 161 (1) of Companies Act, 2013 Mr. Raj Kumar Gupta who was appointed as the Additional Director of the Company by the Board of Directors in their meeting held on 30.04.2014 and his office shall be determined at this Annual General meeting and the Company has received the requisite Notice in writing from a member proposing the appointment of Mr. Raj Kumar Gupta as the Whole Time Director and Chief Financial Officer of the Company in the ensuing Annual General Meeting.

Ms. Lalita Mittal and Mr. Pankaj Aggarwal were also appointed as Additional Independent Directors w.e.f. 19.07.2014 in its meeting held on 19.07.2014. Brief resume of Directors proposed to be appointed, nature of their experience in their specific functional areas, Companies in which they hold directorship and membership / chairmanship of the Board Committees, Shareholdings as stipulated under Clause 49 of the listing agreement with Delhi Stock Exchange forms part of the Notice.

The Resignation of Shri Navin Nischal Prasad was accepted w.e.f. 01.08.2014.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the Companies Act, 1956 regarding the Directors' Responsibility Statement, it is hereby stated:

- i. In the preparation of annual accounts for the financial year ended March 31, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31st 2014 and of the profit or loss of the Company for that period.
- iii. 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.
- iv. The Directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

During the year under review, the company does not have any employee who is covered under Section 217(2A) of the Companies Act 1956.

PUBLIC DEPOSIT

During the year under review, your company has not invited any fixed deposits from the Public and has not accepted fixed deposits.

AUDITORS

M/s ANUJ GARG & CO., Chartered Accountants, New Delhi, M. No. 082422, Statutory Auditors of the Company who hold office until the conclusion of the ensuing Annual General Meeting and have not offered/consented for re-appointment. The Board of Directors recommends to consider & to appoint of M/s MOHAN & MOHAN, Chartered Accountants, New Delhi, having FRN 002612N as the Statutory Auditors of the Company.

AUDITORS' REPORT

Auditors Report in respect of the Financial Statement for the current Financial Year is self Explanatory and does not warrant any further comments / explanation from the Board of Directors.

CORPORATE GOVERNANCE REPORT

To comply with conditions of Corporate Governance, pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Reports on Management Discussion and Analysis & Corporate Governance and Certificate from the Whole Time Director & CFO are included in the Annual Report.

FORMATION OF VARIOUS COMMITTEES

Details of various committees constituted by the Board of Directors as per the provisions of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013 are given in the Corporate Governance Report annexed and forms part of the Notice.

LISTING OF SHARES

Equity Shares of the Company are listed on Delhi Stock Exchange Limited only. Company has complied with all the requirement of listing agreement during the period under review.

Listing Fee stands paid for & upto-date (2014-15).

APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT

At present Alankit Assignments Limited is the Registrar & Share Transfer Agent of the Company. Members may contact the RTA for resolution of any query related to transfers of shares or for effecting transfer of Equity shares, corporate actions, etc.

DEMATERIALIZATION OF EQUITY SHARES

Directors have considered the Dematerialization of the Equity Shares of the Company in the interest of the Members in order to provide them safer mode of holding the equity shares and also the faster mode of share transfer. The Directors have taken effective steps for joining the NSDL & CDSL.

ALTERATION OF OBJECTS

The Company proposes to add to / alter / change its Main Object clause in the Memorandum of Association in order to bring the Memorandum of Association and Articles of Association in conformity with the provisions of the Companies Act, 2013 and accordingly to Delete Sub-Clause (c) of Clause III - "Other Objects" of the Memorandum of Association, and to enlarge its area of business operations. The Board of Directors has decided to add the Real Estate, Agency business, Education, etc., to the main objects clause of the Memorandum of Association. In terms of section 14, 110 of the Companies Act 2014 read with the rule 22 of the Companies (Management and Administration) Rules 2014, aforesaid matter require the approval of the shareholders through postal ballot by way special resolution. The Board of Directors in its Meeting held on 23rd Day of August, 2014 has approved the Notice of Postal Ballot & Postal Ballot Form for the aforesaid purpose. Shareholders are requested to send their assent / dissent in respect of the aforesaid resolution through Postal Ballot.

A Postal Ballot Form and "self addressed prepaid postage reply envelope" has been attached. Shareholders are requested to send their assent / dissent in respect of the aforesaid resolution through postal ballot before 24.09.2014.

SHIFTING OF REGISTERED OFFICE

The Registered Office of the Company is presently situated in Guwahati, Assam and corporate office is in Delhi. Most of the business dealings & activities of the Company take place in Delhi. Further Company also proposes to engage into the business(es) of Real Estate, Agency, Education, etc., therefore it has been thought fit to shift the registered office of the Company from the State of Assam to National Capital Territory of Delhi for the purpose of administrative convenience expansion, diversification, economy, etc. For aforesaid purpose a resolution has been placed in the Notice of Postal Ballot. The aforesaid resolution is required to be passed by way of Postal Ballot; therefore members are requested to send their Assent/ Dissent through Postal Ballot.

A Postal Ballot Form and "self addressed prepaid postage reply envelope" has been attached. Shareholders are requested to send their Assent / Dissent in respect of the aforesaid resolution through postal ballot before 24.09.2014.

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

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

A. CONSERVATION OF ENERGY

The company did not use any energy during the year under review.

Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We 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 extensively in all spheres of our activities to improve efficiency levels.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details of Foreign Exchange, Earnings & Outgo are given as below:-

	31.03.2014 (Amt.)	31.03.2013 (Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

APPRECIATION

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

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

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

**Place : New Delhi
Dated: 23.08.2014**

**Raj Kumar Gupta
DIN: 00074532
Whole Time Director & CFO**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors presents before you the Company's Management Discussion and Analysis Report for the year ended on 31.03.2014

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

FORWARD LOOKING STATEMENT

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

FINANCIAL SERVICES SECTOR

OVERVIEW

The operations of the company are mainly centered in the Jewellery, Finance & Shares. With strengthening of the economic environment, the Indian capital market is expected to perform well. The improved performance of the industrial and service sector and strong capital inflows witnessed robust growth in primary and secondary capital market and is expected to hold in the coming years.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Jewellery & Finance industry where the company is also involved, major development have been taken place for past few decades in view of the fact that plethora of companies have come into existence with various products and there has been tremendous growth due to foreign collaboration, foreign equity participation etc.

OPPORTUNITIES

- Some of the key trends of the industry that are favourable to the company to exploit these emerging opportunities are:
- Clients are more comfortable with uniform high quality and quick services and security process across the enterprise.
- The company is also facing competition from others.

THREATS

- Some of the key changes in the industry unfavorable to the company are:
- Heightened competition
- Increasing costs
- High Regulatory frameworks and Compliances

OUTLOOK

The continual growth in the Jewellery & Finance sector is expected to give the necessary support to the industry. The Company is making all efforts to accelerate growth in its business. It expects to improve its position in the market.

RISK & CONCERN

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY 2014-15 appear reassuring the buoyant growth, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes, etc. We continuously tackle this situation by providing increasingly superior customized services.

In our business, effective risk management has become very crucial. Your Company is exposed to credit risk, liquidity risk and interest rate risks. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

GEMS & JEWELLERY BUSINESS

INDUSTRY STRUCTURE AND DEVELOPMENTS

India has substantial reserves of gold, diamond, ruby and other gemstones. The gems and jewellery sector has been playing a very important role in the Indian economy and contributes about six-seven per cent to the country's gross domestic product (GDP), apart from large scale employment generations and foreign exchange earnings (FEE). Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion. In FY 2013-14, the Indian gems and jewellery sector contributed US\$ 34,746.90 million to India's FEE. The primary segments of the sector in India are gold jewellery and diamonds & gems. India is the world's largest consumer of gold, accounting for over 20 per cent of the global gold consumption. The country is also the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. India exports 95 per cent of the world's diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). The industry is projected to generate up to US\$ 35 billion of revenue from exports by 2015.

OPPORTUNITIES

- The country is slowly starting to move towards branded jewellery and consumers are progressively accommodating modern retail formats.
- Gold jewellery exports from India increased for a second straight month in March 2014 as raw material supply improved following the Reserve Bank of India's ruling to allow more banks to import bullion/precious metals.
- India has the high skilled low cost Labour.
- The Indian cut diamonds and designed jewellery are in demand in the international market.

THREATS

- Gold import is subject to custom duty which fluctuates & can affect the business severely.
- Gold prices are also not stable that poses threat to the profit margin consequently.
- Tough competition from the other players may compel Company to offer competitive price and ultimately affect our profit margin.

OUTLOOK

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

RISK & CONCERN

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

REAL ESTATE INDUSTRY

INDUSTRY STRUCTURE & DEVELOPMENTS

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

Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. Total investment by private equity (PE) funds in the real estate sector from January-March 2014 was approximately Rs 28 billion (US\$ 465.19 million). This is a substantial increase of 28 per cent compared to the previous quarter and close to 2.5 times the investments during January-March 2013. The role of the Government of India has been instrumental in the development of the sector. With the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014-20 does look promising.

OPPORTUNITIES

- Real estate contributes about 5 per cent to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 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 three million hospital beds to meet the global average of three for every 1,000 people.

THREATS

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

OUTLOOK

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

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

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

**Place : New Delhi
Dated: 23.08.2014**

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

REPORT ON CORPORATE GOVERNANCE

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

BOARD OF DIRECTORS

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

Composition:

The Board of Directors is comprised of 3 Directors as on 31.03.2014 namely Mr. Navin Nischal Prasad, Mr. Dharendra Singh Bhandari and Mr. Prabindra Nath Baidya. Mr. Raj Kumar Gupta is appointed as an Independent Additional Director on 30.04.2014. Further Board of Directors in its meeting held on 23.08.2014 decided that it is imperative to appoint one of the Directors as Whole Time Director and Chief Financial Officer for carrying out the Business in comfortable and smooth manner and appoint Mr. Raj Kumar Gupta as Whole Time Director and Chief Financial Officer. Ms. Lalita Mittal and Mr. Pankaj Aggarwal were also appointed as Additional Independent Directors w.e.f. 19.07.2014 in its meeting held on 19.07.2014. Resignation of Mr. Navin Nischal Prasad was accepted w.e.f. 01.08.2014.

At present the composition of the Board of Directors:

NAME	CATEGORY
Mr. Dharendra Singh Bhandari	Director
Mr. Prabindra Nath Baidya	Director
Ms. Lalita Mittal	Independent Director
Mr. Pankaj Aggarwal	Independent Director
Mr. Raj Kumar Gupta	Whole Time Director and Chief Financial Officer

Note:

None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across the Public Companies in which they are Directors.

No Director is inter-se related to any other Director on the Board of the Company.

BOARD MEETING

During the financial year ended March 31, 2014, Eleven 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 between them. The dates of Board meetings and Directors attendance record is given below:

BOARD MEETINGS DATES :-

S. No	Date on which Meeting Held	S. No	Date on which Meeting Held
1.	22.04.2013	7.	28.12.2013
2.	04.06.2013	8.	13.01.2014
3.	19.07.2013	9.	31.01.2014
4.	31.08.2013	10.	28.02.2014
5.	08.10.2013	11.	29.03.2014
6.	30.11.2013		

Attendance Record of Directors

Sr. No.	Name of Director	No. of Meeting attending during 2013-14			No. of Directorship in other Public Companies		No. of Committee positions held in other public companies	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. Parbindra Nath Baidya	11	11	Yes	3	3	—	—
2.	Mr. Navin Nischal Prasad	11	11	Yes	4	3	—	—
3.	Mr. Dharendra Singh Bhandari	11	11	Yes	4	2	—	—

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

Note:

- None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.
- Directorship/ committee membership is based on the disclosures received from the Directors.

RESUME OF DIRECTORS PROPOSED TO BE APPOINTED

The brief resume of Directors seeking appointment is appended herein above

COMMITTEES OF THE BOARD

The Board has constituted for the first time the following standing Committees:

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

[A] AUDIT COMMITTEE

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

i) Terms of reference

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, remuneration and terms of appointment and change of statutory and internal Auditors, fixation of audit fee and also approval for payment for any other services.
3. To review and monitor the independence and performance of auditors & effectiveness of audit process.
4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
 - o Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - 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.

5. Reviewing with the management, statutory and internal Auditors, the adequacy and compliance of internal control system.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
8. Discussion on internal Auditors significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with statutory Auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.
11. Reviewing the Company's financial and risk management policies.
12. Approval or any subsequent modification of transaction of the Company with the Related parties.
13. Scrutiny of inter corporate loans and investments.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
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 shall comprise of three members, including Mr. Raj Kumar Gupta, Whole Time Director and Chief Financial Officer, Mr. P. N. Baidya, Director and Mr. Pankaj Aggarwal Non Executive Independent director.

Mr. Pankaj Aggarwal is heading the Committee.

Audit Committee has been constituted by the Board of Directors in its Board meeting held on 01.08.2014, to inter alia to look in to the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements.

Meeting and attendance:

As the Audit Committee has been constituted in the current financial year therefore the attendance record for the last year is not given in this Report.

[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 shall consist of the following Directors:

1. Mr. Pankaj Aggarwal : Independent Director
2. Mr. D. S. Bhandari : Director
3. Ms. Lalita Mittal : Independent Director

Mr. Pankaj Aggarwal is the chairman of the committee.

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

As the committee has been constituted by the Board of Directors in the current financial year and same did not exist in the period under review therefore the attendance record and details of the meeting is not provided herewith.

[C] INVESTORS GRIEVANCE COMMITTEE

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

i) Terms of reference

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

ii) Composition:

The Shareholders'/Investors' Grievance Committee comprises of three members, including Mr. Raj Kumar Gupta, Whole Time Director and Chief Financial Officer of the Company Mr. D. S. Bhandari, Director and Ms. Lalita Mittal Independent Directors.

Ms. Lalita Mittal is heading the Committee.

Meeting and attendance:

As the Committee has been constituted in this Financial Year therefore the attendance record for the last year is not given in this Report.

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

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

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

GENERAL BODY MEETINGS

Date and Venue of last three Annual General Meeting

Nature of Meeting	Date	Venue	Special Resolution passed
Annual General Meeting	30th September 2013	Regd. Office	None
Annual General Meeting	29th September 2012	Regd. Office	None
Annual General Meeting	30th September 2011	Regd. Office	None

POSTAL BALLOT

No Ordinary or Special Resolution(s) was passed through Postal Ballot during the year under review.

DISCLOSURES

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

MEANS OF COMMUNICATION

- The Company communicates with the shareholders through its Annual report and publication of financial results.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results within 45 days of the close of the quarter and the results are announced to the Delhi Stock Exchange Limited. Further the highlights of the quarterly results published in the newspapers.

GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**
 - **Date and Time** : **29.09.2014 at 11:00 A.M.**
 - **Venue** : Girish Chandra Bardalai Path
Bamuni Maidan, Guwahati, Assam - 781021
- b) **Financial Year of the Company** : from April 1st to March 31st
Tentative Schedule for Financial Year 2014-15
 - 1st Quarter ending June 30, 2014 : Mid of August, 2014
 - 2nd Quarter ending September 30, 2014 : Mid of November, 2014
 - 3rd Quarter ending December 31, 2014 : Mid of February, 2015
 - Annual Result for the year ended March 31, 2015 : Mid/End of May, 2015
- c) **Date of Book Closure/Record Date** : 25th - 29th September, 2014
(both days inclusive)
- d) **Registered Office** : Girish Chandra Bardalai Path,
Bamunimaidan, Guwahati, Assam - 781021
- e) **Dividend Payment Date** : N.A.
- f) **Listing of Equity Shares on Stock Exchanges** : Delhi Stock Exchange Limited
- g) **Stock Code**
Delhi Stock Exchange :

h) Registrar & Share Transfer Agents : Alankit Assignments Limited

i) Liquidity

Equity Shares of your Company are listed on Delhi Stock Exchange Limited & the trading platform is not available at DSE, hence there is no liquidity in the shares of the Company.

j) Market Price Data

As the shares of your Company are listed only on Delhi Stock Exchange Limited therefore market price of the share is not available.

k) Dematerialization of Shares

Shares are in physical mode and Company's Application is in process with RTA / Depository.

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) Address for Correspondence

The Correspondence may be addressed to

- **Mr. Raj Kumar Gupta**
Compliance Officer,
at the Corporate 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.

n) Investor Correspondence

- (i) For transfer of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:

Mr. J. K. Singla (Sr. Manager)
M/s 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

- (ii) Mr. Raj Kumar Gupta has been designated as the Compliance Officer of the Company as required under the Listing Agreement with Delhi Stock Exchange.

o) Shareholding Pattern

The shareholding pattern as on 30th June, 2014:

Category code	Category of Shareholder	Number of Shareholders	Total number of shares
(I)	(II)	(III)	(IV)
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	0	0
(b)	Central Government/ State Government(s)		
(c)	Bodies Corporate	6	72700
(d)	Financial Institutions/ Banks		
(e)	Any Others(Specify)		
(e-i)			
(e-ii)			
	Sub Total(A)(1)	6	72700
2	Foreign		
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0
b	Bodies Corporate	0	0
c	Institutions	0	0
d	Qualified Foreign Investor	0	0
e	Any Others(Specify)	0	0
e-i		0	0
e-ii			
	Sub Total(A)(2)	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	6	72700
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	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 Co. Ltd.

Category code	Category of Shareholder	Number of Shareholders	Total number of shares
(I)	(II)	(III)	(IV)
(h)	Qualified Foreign Investor	0	0
(i)	Any Other (specify)	0	0
(i-ii)			
(i-ii)			
	Sub-Total (B)(1)	0	0
B 2	Non-institutions		
(a)	Bodies Corporate	0	0
(b)	Individuals		
	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	453	44000
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	16	83300
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	0	0
(d-i)			
(d-ii)			
	Sub-Total (B)(2)	469	127300
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	469	127300
	TOTAL (A)+(B)	475	200000
(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)	475	200000

p) Distribution of Shareholding as on 30.06.2014

NO OF SHARE HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF RS.	NO OF SHARES	AMOUNT IN RS.	% TO TOTAL
451	94.947	1 TO 5000	42300	423000	21.15
2	0.421	5001 TO 10000	1700	17000	0.85
0	0	10001 TO 20000	0	0	0
0	0	20001 TO 30000	0	0	0
0	0	30001 TO 40000	0	0	0
14	2.947	40001 TO 50000	69200	692000	34.60
7	1.474	50001 TO 100000	62500	625000	31.25
1	0.211	100001 AND ABOVE	24300	243000	12.15
475	100.000		200000		100.00

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

Place : New Delhi
Dated: 23.08.2014

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

Decorous Investment & Trading Co. Ltd.

Certificate by CEO/CFO on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement (s)

The Board of Directors

Decorous Investment & Trading Company Limited

I, Raj Kumar Gupta, Whole Time Director and Chief Financial Officer, responsible for the finance and overall functions of the company hereby submit that:

- (a) I have reviewed financial statements and the cash flow statement and that to the best of my knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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 during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Board Members :-
- Significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

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

**Place : New Delhi
Dated: 23.08.2014**

**Raj Kumar Gupta - DIN: 00074532
Whole Time Director & CFO**

Declaration by the CEO/CFO under Clause 49 of the Listing Agreement

As the Company has adopted the provisions of Clause 49 voluntarily from this financial year and the Board of Directors laid down the code of conduct as provided in the listing agreement in current financial year therefore the declaration for the Financial Year 2013-14 regarding compliance with code of conduct and certificate of Statutory Auditors certifying compliance with the provisions of Clause 49 is not required.

**Place : New Delhi
Dated: 23.08.2014**

**Raj Kumar Gupta - DIN: 00074532
Whole Time Director & CFO**

***Note :- As the Company has adopted Corporate Governance measure (clause 49) from the current financial Year therefore Certificate from the Auditors or Practicing Company Secretary has not been provided herein.*

SECRETARIAL COMPLIANCE CERTIFICATE
[Pursuant to S.383A of the Companies Act, 1956 and
Rule 3 of Companies (Compliance Certificate) Rules, 2001]

CIN No: L67120AS1982PLC007076
Authorised Capital: Rs. 1,25,00,000/-

To,
The Members
Decorous Investment and Trading Company Limited
Girish Chandra Bardalai Path, Bamuni Maidan,
Guwahati, Assam

We have examined the registers, records, books and papers of **M/s Decorous Investment and Trading Company Limited** as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31-03-2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made thereunder.
3. The company being a public limited company comments are not required.
4. The Board of Directors duly met **ELEVEN** times and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

S.No.	Date on which Meeting Held	S.No.	Date on which Meeting Held
1.	22.04.2013	7.	28.12.2013
2.	04.06.2013	8.	13.01.2014
3.	19.07.2013	9.	31.01.2014
4.	31.08.2013	10.	28.02.2014
5.	08.10.2013	11.	29.03.2014
6.	30.11.2013		

5. The Company closed its Register of Members from 24.09.2013 to 30.09.2013 during the financial year and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31st March, 2013 was held on 30.09.2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not made fresh loans to any of the parties mentioned in Section 295 of the Act during the year under review.
9. According to the information and explanation given to us, no purchase of materials and services have been made from Companies/Firms listed in the Register maintained under Section 301 of the Act hence the Provisions of Section 297 of the Act do not attract.

10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. The Company :
 - (i) not allotted any fresh shares and no request has been received for transmission during the year under review; in case of transfer of shares, proper procedures have been followed and timely entries & endorsements have been made without any delay.
 - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year;
 - (iv) not transferred the amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection fund as there were no such amounts outstanding during the financial year under review;
 - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of directors of the company is duly constituted.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The company has not made borrowings during the financial year.
25. The company has complied with the provisions of section 372A regarding making loans and investments, or giving guarantees or providing securities to other bodies corporate and has made necessary entries in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.

28. The company has not altered the provisions of the Memorandum with respect to the name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to the share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.
31. There was/were no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year for offences under the Act, and being a Listed Company at DSE the Company has made all the required compliances.
32. The company has not received any money as security from its employees during the financial year.
33. The company was not required to deposit any amounts towards provident fund, 1956.

Date : 26.05.2014

Place: New Delhi

**FOR A. UPADHYAYA & ASSOCIATES
COMPANY SECRETARIES**

**ABHIMANYU UPADHYAYA
PROPRIETOR
CP NO. 4729**

Annexure - A

Registers as maintained by the Company

Statutory Registers

1. Register of Charges.
2. Register of Members u/s 150 of the Companies Act, 1956.
3. Minutes of the Meeting of Shareholders of the Company u/s 193 of the Companies Act, 1956.
4. Minutes of the Meeting of Board of Directors of the Company u/s 193 of the Companies Act, 1956.
5. Books of Accounts u/s 209 of the Companies Act, 1956.
6. Register as per section 297 of the Companies Act, 1956.
7. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Companies Act, 1956.
8. Register of Directors' Shareholdings u/s 307 of the Companies Act, 1956.
9. Register of Loans & Investment u/s 372A of the Companies Act, 1956.

Annexure - B

Form and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2014.

SL. No.	Form No.	Filed under section	Date of filing
1	Annual Return	Sec. 159 & Schedule - V	31.12.2013
2	Balance Sheet	Sec. 220 & Schedule - VI	17.01.2014
3	Secretarial Compliance Certificate	220	14.12.2013

Date : 26.05.2014

Place : New Delhi

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
DECOROUS INVESTMENT & TRADING CO. LTD**

Report on the Financial Statements

1. We have audited the accompanying financial statements of Decorous Investment & Trading Co. Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

5. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

6. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

Decorous Investment & Trading Co. Ltd.

7. As required by section 227(3) of the Act, we report that:
- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in section 211(3C) of the Act;
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of section 274(1)(g) of the Act.

For ANUJ GARG & CO.,
Chartered Accountants

(Anuj Garg)
Proprietor
Membership No.082422

PLACE : NEW DELHI
DATED : 26-05-2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 6 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. The company does not have any fixed assets.
2. The company has taken loans/advances, secured or unsecured from 5 companies covered in the register maintained under section 189 of the Companies Act, 2013 and the amount involved is Rs. 3.77 lacs.
3. The company has not granted loans/advances, secured or unsecured to any Company covered in the register maintained under section 189 of the Companies Act, 2013.
4. The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest. The parties have repaid the principal amount as stipulated and have been regular in the payment of interest.
5. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
6. In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 189 and exceeding the value of Five Lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
7. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable to the company. No order has been passed by the National Company Law Tribunal.
8. The provisions relating to comment on internal audit system are not applicable to your company.
9. The Central Government has not prescribed maintenance of cost records under section 128 of the Companies Act, 2013 for any of the products of the company.
10. According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, wealth-tax, cess and other statutory dues applicable to it and no such statutory dues were outstanding as at 31.03.2014 for a period of more than six months from the date they became payable.
11. According to the records of the company, there are no dues of sales tax, income tax, customs tax. Wealth tax, excise duty, cess, which have not been deposited on account of any dispute.
12. The accumulated losses of the company are more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and the company has incurred cash losses of Rs. 14,564/- immediately preceding financial year.
13. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
14. Based on our examination of documents and records, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

Decorous Investment & Trading Co. Ltd.

15. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transaction and contracts and timely entries have been made in those records in respect of shares, securities, debentures and other investments dealt in and traded by the company. We also report that the company has held the shares, securities, debentures and other securities in its own name.
16. The company has not given any guarantee for loans taken by others from bank or financial institutions.
17. The company has not taken any term loan.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 189 of the act.
19. During the period covered by our audit report, the company has not issued any debenture.
20. The company has not raised any money from public issues.
21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For ANUJ GARG & CO.,
Chartered Accountants

(Anuj Garg)
Proprietor
Membership No.082422

PLACE : NEW DELHI
DATED : 26-05-2014

Decorous Investment & Trading Co. Ltd.
Balance Sheet

Amount in ₹

Particulars	Note	As at March 31,	
		2014	2013
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	2.1	2,000,000	1,996,250
Reserves and surplus	2.2	(1,403,856)	(1,789,900)
		596,144	206,350
NON-CURRENT LIABILITIES			
Long-term Borrowing	2.3	79,778	79,778
		79,778	79,778
CURRENT LIABILITIES			
Short-term Provision	2.4	154,190	54,639
Other current liabilities	2.5	836,258	897,627
		990,448	952,266
		1,666,370	1,238,394
ASSETS			
NON-CURRENT ASSETS			
Investment	2.6	—	714,560
Long-term loans and advances	2.7	338,367	338,367
		338,367	1,052,927
CURRENT ASSETS			
Trade receivables	2.8	1,295,692	64,931
Cash and cash equivalents	2.9	32,311	120,536
		1,328,003	185,467
		1,666,370	1,238,394
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS			
	1&2		

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

As per our even report attached

For Anuj Garg & Co.

Chartered Accountants

Firm's Registration No. 003366N

For Decorous Investment & Trading Co. Limited

Anuj Garg

Partner

Membership No. 082422

P. N. Baidya

Director

DIN: 00293945

D S Bhandari

Director

DIN: 00086575

Place: New Delhi

Date: 26.05.2014

Decorous Investment & Trading Co. Ltd.

Decorous Investment & Trading Co. Ltd. Statement of Profit & Loss

Amount in ₹

Particulars	Note	Year ended March 31	
		2014	2013
REVENUE			
Sale of Shares		11,080	—
Profit on Sale of Investments		483,110	—
Other Income	2.10	12,285	12,275
		506,475	12,275
EXPENSES			
Administrative & other expenses	2.11	31,566	26,289
Finance Costs	2.12	550	550
Total Expenses		32,116	26,839
Profit before exceptional and extraordinary items and tax (III-IV)		474,359	(14,564)
Exceptional items		—	—
Profit before extraordinary items and tax (V-VI)		474,359	(14,564)
Extraordinary Items		—	—
PROFIT/(LOSS) BEFORE TAX		474,359	(14,564)
Tax expense:		88,315	—
PROFIT/(LOSS) FOR THE PERIOD		386,044	(14,564)
EARNING PER SHARE (Equity share of par value of 10 each)			
Basic		1.93	(0.07)
Diluted		1.93	(0.07)
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS			
	1&2		

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

As per our even report attached
For Anuj Garg & Co.
Chartered Accountants
Firm's Registration No. 003366N

For Decorous Investment & Trading Co. Limited

Anuj Garg
Partner
Membership No. 082422

P. N. Baidya
Director
DIN: 00293945

D S Bhandari
Director
DIN: 00086575

Place: New Delhi
Date : 26.05.2014

Notes which are integral part of financial statements for the year ended March 31, 2014

Decorous Investment & Trading Co. Limited ("the Company") was incorporated on November 22, 1982 to Invest in shares, stock, debentures, securities, properties and to do the business of promoters, investment consultants etc. Certificate of Commencement of Business was issued on December 15, 1982.

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP Comprises accounting standards as specified in rule 3 of the Companies (Accounting Standards) Rules 2006, and the relevant provisions of the Companies Act, 1956 to the extent applicable. Accounting policies have been consistently applied.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

1.2 Use of estimates

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

1.3 Revenue recognition

Revenue is recognized on accrual basis. Dividend income is accounted for on receipt basis. Sale/purchase of securities is recognized on the basis of actual deliveries of securities.

1.4 Investments

Securities, which are considered by management as investments, are valued at cost. Cost is determined on a weighted average basis. Transfer charges on securities purchased are added to the cost when paid. Earning from investments are accrued on declaration or receipt and the Tax deducted at Source thereon is treated as advance tax.

1.5 Employee benefits

There was no person employed during the year.

1.6 Foreign Currency Transactions

- a. Expenditure in Foreign Currency : NIL
- b. Income in Foreign Currency : NIL

1.7 Taxes

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

1.8 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and accounts with banks.

Decorous Investment & Trading Co. Ltd.

2.1 ShareCapital

In ₹

Particulars	As at March 31, 2014	As at March 31, 2013
Authorised		
Equity shares 12,50,000 (Previous year 12,50,000) of par value Rs.10/- each	12,500,000	12,500,000
	12,500,000	12,500,000
Issued, Subscribed and Paid up		
Equity shares 2,00,000 (Previous year 2,00,000) of par value Rs.10/- each fully paid up	2,000,000	2,000,000
Less : Unpaid allotment money	—	3,750
	2,000,000	1,996,250

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.

Reconciliation of the number of shares outstanding

Particulars	As at March 31st 2014		As at March 31st 2013	
	No. of shares	Value	No. of shares	Value
EQUITY				
Shares outstanding at the beginning of the year	200,000	2,000,000	200,000	2,000,000
Total Shares outstanding at the end of the year	200,000	2,000,000	200,000	2,000,000

2.2 Reserve and surplus

Particulars	As at March 31, 2014	As at March 31, 2013
Profit & Loss Account		
Balance in Profit & Loss Account - Opening	(1,789,900)	(1,775,337)
Add: Profit (loss) during the year	386,044	(14,564)
Balance in Profit & Loss Account - Closing	(1,403,856)	(1,789,900)

2.3 Long Term Borrowings

Particulars	As at March 31, 2014	As at March 31, 2013
Unsecured		
Long term Loan from others	79,778	79,778
	79,778	79,778

2.4 Short-term Provision

In ₹

Particulars	As at March 31, 2014	As at March 31, 2013
Provision for Expenses	65,875	54,639
Provision of Income Tax	88,315	—
	154,190	54,639

2.5 Other current liabilities

Particulars	As at March 31, 2014	As at March 31, 2013
Sundry Creditors	608,459	676,829
Intercompany Advances Received	131,799	131,799
Other Liabilities	96,000	89,000
	836,258	897,628

2.6 Investment

Particulars	Face Value	Quantity	As at March 31, 2014	Quantity	As at March 31, 2013
A) EQUITY SHARES (QUOTED)					
Assam Company India Ltd	1	—	—	245,500	343,700
B) EQUITY SHARES (UNQUOTED)					
First & Second e.Com Pvt. Ltd	1	—	—	6,237,000	310,860
World Link Finance Ltd.	10	—	—	600,000	60,000
		—	—	7,082,500	714,560

2.7 Long term loans and advances

In ₹

Particulars	As at March 31, 2014	As at March 31, 2013
Unsecured considered good		
Advance Income taxes	338,367	338,367
	338,367	338,367

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

2.8 Trade Receivables

Particulars	As at March 31, 2014	As at March 31, 2013
Unsecured considered good		
Over Six Months	1,295,691	64,931
	1,295,691	64,931

Decorous Investment & Trading Co. Ltd.

2.9 Cash and Cash equivalents

In ₹

Particulars	As at March 31, 2014	As at March 31, 2013
Cash on hand	138	98
Balance with banks	32,173	120,438
	32,311	120,536

2.10 Other Income

Particulars	As at March 31, 2014	As at March 31, 2013
Dividend received	12,285	12,275
	12,285	12,275

2.11 Administrative & other expenses

Particulars	As at March 31, 2014	As at March 31, 2013
Professional charges	9,120	4,870
<u>Auditor's remuneration</u>		
Audit fee	2,000	2,000
Communication	—	1,960
Printing and stationery	—	2,239
Misc. Expenses	210	220
Filing Fee	9,000	10,000
Listing Fee	11,236	5,000
	31,566	26,289

2.12 Finance costs

Particulars	As at March 31, 2014	As at March 31, 2013
Bank charges	550	550
	550	550

2.13 Related Party Disclosures

a)	Name of the Related Parties :	
	Key Management Personnel	: 1. Sh. P.N. Baidya - Director 2. Sh. N. N. Prasad - Director 3. Sh. D S Bhandari - Director 4. Sh. Raj Kumar Gupta - Director
	Enterprises over which Key Management Personnel/Shareholders/Relatives have significant influence	: 1. Buckingham Ind. Ltd. 2. P R Holdings Ltd. 3. Jacks Aviation P. Ltd. 4. Dune Leasing & Finance Ltd. 5. A C E C India Pvt. Ltd.

b) Transactions with Related Parties		
Nature of Transaction	Key Management Personnel	Enterprises over which Key Management Personnel/Shareholders/Relatives have significant influence
Loan/Advances received	0.07 lacs	—
Loans/Advances repaid	—	0.68 lacs
Balance outstanding as at the yr. end-Credit	0.96 lacs	3.77 lacs

2.14 Earning Per Share

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

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

The following is the computation of earnings per share :

Net profit as per P&L. A/C	386044
Weighted average number of shares outstanding	200000
Weighted average number of equity shares & potential equity share equivalents outstanding	200000
Nominal Value of share	10/- each
Basic earning per share	1.93
Diluted earning per share	1.93

2.15 Post Balance Sheet Events

Material events occurring after the Balance Sheet are taken into cognizance.

2.16 Loans & Advances

In the opinion of the Board all the Current Assets, Loans & Advances have a value on realization in ordinary course of business at least equal to the amount at which these are stated except stock of shares\debentures.

Certain loans/unsecured loans has been considered as Advances against shares to be purchased/sold.

2.17 Segment Reporting

Income of company are primarily from financing and investing activities. There are no other reportable segment.

2.18 Previous year figures

Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year classification/disclosure.

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

As per our even report attached

For Anuj Garg & Co.

Chartered Accountants

Firm's Registration No. 003366N

For Decorous Investment & Trading Co. Limited

Anuj Garg

Partner

Membership No. 082422

P. N. Baidya

Director

DIN: 00293945

D S Bhandari

Director

DIN: 00086575

Place: New Delhi

Date : 26.05.2014

Decorous Investment & Trading Co. Ltd.

Regd. Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam - 781021

Corp. Office: 1748/55, First Floor, Naiwala, Karol Bagh, New Delhi - 110005

Tel No.: 011 - 2875 4317, Email Id: decorous1982@gmail.com Website : www.ditco.in

CIN: L67120AS1982PLC007076

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING

MONDAY, 29TH SEPTEMBER, 2014, at 11.00 A.M.

at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam

Members are requested to bring copy of Annual Report, Notice, Postal Ballot, Etc., along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No. :

Address :

No. of Shares held :

Name of the Proxy :

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

Place :

Dated :

Member's / Proxy's Signature

Decorous Investment & Trading Co. Ltd.

Regd. Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam - 781021
Corp. Office: 1748/55, First Floor, Naiwala, Karol Bagh, New Delhi - 110005
Tel No.: 011 - 2875 4317, Email Id: decorous1982@gmail.com Website : www.ditco.in
CIN: L67120AS1982PLC007076

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]

31ST ANNUAL GENERAL MEETING

MONDAY, 29TH SEPTEMBER, 2014, at 11.00 A.M.

I/We _____

R/o _____

being a Member/ Members of **DECOROUS INVESTMENT & TRADING CO. LTD.**, hereby appoint

Mr./ Mrs. _____

failing him/ her Mr./ Mrs. _____

R/o _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the members of the Company, to be held on Monday, 29.09.2014 at 11:00 A.M at Girish Chandra Bardalai Path, Bamuni Maidan, Guwahati, Assam and at any adjournment thereof in respect of such Resolutions listed overleaf/annexed.

Signed on this ____ Day of SEPTEMBER, 2014

Signature :

Address :

Folio No. :

No. of Equity Shares held :

Affix a
1 Rupee
Revenue
Stamp

Notes:

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	To receive, consider & adopt the Audited Balance Sheet as on 31.03.2014 and Profit & Loss for the year ended 31.03.2014 along with the Reports of Auditors & Directors thereon, annexures & enclosures, thereto		
2.	To re-appoint of Mr. Prabindra Nath Baidya as the Director who retires by rotation & being eligible offers himself for re-appointment.		
3.	To appoint M/s. MOHAN & MOHAN, Chartered Accountants, FRN - 002612N as the Statutory Auditors of the Company, in place of M/s ANUJ GARG & CO. Chartered Accountants, the existing Auditors.		
Special Business			
4.	To Appoint Mr. Raj Kumar Gupta as the Whole Time Director and Chief Financial Officer.		
5.	To appoint Ms. Lalita Mittal as the Independent Director.		
6.	To appoint Mr. Pankaj Aggarwal as the Independent Director.		
7.	Increase in the Authorised Share Capital of the Company.		
8.	To adopt New Set of Regulations / Articles of Association.		
9.	To issue, offer & allot of Equity Shares on Preferential Offer / Allotment basis to Non-Promoters.		

Signed this day of SEPTEMBER, 2014

Signature of Shareholder

Address :

Folio No. :

No. of Equity Shares held :

Affix a 1 Rupee Revenue Stamp
--

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the NOTICE of 31st Annual General Meeting and NOTICE of Postal Ballot and Ballot Form, Etc.
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) & as in the above box before submission.



Decorous Investment & Trading Co. Ltd.

Corp. Office:
1748/55, First Floor, Naiwala,
Karol Bagh, New Delhi - 110005