

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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32ND ANNUAL GENERAL MEETING	
Date	12.09.2015
Day	SATURDAY
Time	02:00 P.M.
Place	GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Raj Kumar Gupta	DIN: 00074532	Whole Time Director & CFO
Mr. Prabindra Nath Baidya	DIN: 00294339	Director
Mr. Amit Gupta	DIN: 00074483	Director
Mr. Pankaj Aggarwal	DIN: 01586710	Independent Director
Ms. Lalita Mittal	DIN: 06928783	Independent Director
Mr. Mohit Kumar	ACS: 38142	Company Secretary & Compliance Officer

AUDITORS M/s MOHAN & MOHAN Chartered Accountants, FRN – 002612N Mr. Adarsh Mohan, Partner Membership No.: 081491 Address: 18A, 2nd Floor, North Avenue Road, Punjabi Bagh, New Delhi- 110026 Tel: 011-47322696, Email Id: camohan1984@gmail.com	CIN : L67120AS1982PLC007076 Date of Incorporation : 14730 dated 22.11.1982 Date of Commencement : 14730 dated 15.12.1982 PAN : AAACD0851F TAN / VAT : 07186926141 dated 13.06.2014 Jewellery, Diamonds, Gems, Precious Metals & Stones, Etc ISIN : INE183R01010
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BANKERS 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060 2. Bank of Maharashtra 17A/45, W.E.A. Karol Bagh, New Delhi – 110 005	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
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OFFICES

REGISTERED OFFICE Girish Chandra Bardalai Path, Bamunimaidan Guwahati, Assam – 781021	CORPORATE OFFICE R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi – 110060
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CONTACTS DETAILS

Tel : 011-42475489 Mob : 9911223638	Email : decorous1982@gmail.com Website : www.ditco.in
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JEWELLERY SHOW ROOM
2480, GF, Gali No. 8, Beadon Pura, Gurudwara Road, Karol Bagh, New Delhi-110005 Phone : 011-42542560, 9911223638

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

To the Members,

NOTICE IS HEREBY GIVEN THAT 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, THE 12TH DAY OF SEPTEMBER, 2015 AT 02:00 P.M. AT "GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021" TO CONSIDER AND TRANSACT THE BUSINESS (ES) MENTIONED BELOW:

ORDINARY BUSINESS

ITEM NO. – 1:

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, and the Profit and Loss Account & Cash Flow Statements for the year ended on that date alongwith the Reports of Auditors and Directors thereon.

ITEM NO. - 2:

To re-appoint Mr. Prabindra Nath Baidya (DIN: 00294339) as Director who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

ITEM NO. - 3:

To re-appoint M/s MOHAN & MOHAN, Chartered Accountants, FRN - 002612N, as statutory auditors of the company to hold office from conclusion of this Annual General Meeting till 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 Act 2013 or Rules made thereunder, M/s MOHAN & MOHAN, Chartered Accountants, FRN - 002612N be and is hereby re-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 regards."

SPECIAL BUSINESS

ITEM NO. – 4:

TO APPOINT MR. AMIT GUPTA (DIN: 00074483) AS DIRECTOR

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

"RESOLVED THAT pursuant to the provision of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rule, 2014 (including any statutory modification or enactment thereof for the time being in force) Mr. Amit Gupta (DIN: 00074483) who was appointed as additional director under Section 161 of the Companies Act, 2013, effective 29.01.2015 and holds office upto the date of 32nd Annual General Meeting and the Company having 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 a Non Executive Director of the Company, liable to retire by rotation."

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

Place: New Delhi
Dated: 31.07.2015

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of Proxy in order to be effective must be received at the company's Registered Office / Corporate Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 02:00 p.m. on 12th September, 2015.
2. Explanatory Statement under Section 102(1) of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto and forms part of the Notice.
3. Corporate Members intending to send their authorized representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorising the representatives to attend and vote on their behalf at the AGM.
4. Members are requested to bring their attendance slips duly filled-in and signed as per the specimen signature recorded with the company for attending the meeting along with Annual Report.
5. In case several joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
6. Register of Members & Share Transfer Books of the company will remain closed from **09.09.2015 to 12.09.2015** (both days inclusive).
7. Queries proposed to be raised at the AGM may be sent to the Company at its Corporate / Registered Office at least Seven days prior to the date of AGM to enable the Management to Compile the relevant information enabling to Reply the same.
8. Copies of the Memorandum and Articles of Association of the Company and the Documents referred to in the Notice etc., shall be open for inspection at the Corp./Registered Office of the Company on any working day between 11 A.M. and 5 P.M. up to the date of the AGM.
9. Members who hold shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.
10. Brief profile of the Directors seeking appointment / re-appointment, as mandated under Clause 49 of the Listing Agreement with Stock Exchanges, forms part of the Notice.
11. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent or to the Company.
12. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN details to Registrar and Transfer Agent or to the Company.
13. Members are requested to :
 - i. Quote their folio number (s) / Client ID / DP ID in all correspondence.
 - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address along with Pin Code Number, and e-mail ID, etc., to the Registrar and Share Transfer Agent or to Company.
14. Electronic copy of the Annual Report for 2014-15 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
15. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.ditco.in for their download. The physical copies of the aforesaid

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

documents will also be available at the Company's Corporate and Registered Office in Delhi and Assam, respectively, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: decorous1982@gmail.com.

16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc. in electronic form to the E-mail address provided by the shareholders.
18. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 32nd Annual General Meeting.
19. **Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.**

Voting Through Electronic means :

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Clause 35B of the Listing Agreements with Stock Exchanges, the company is provide members facility to exercise their right to vote on resolution proposed to be passed in the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL:

The instructions for E-voting are as under :-

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

1. Open E-mail and open attached PDF file "**Decorous e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. [**102292**] as given in the body of E-mail. Now you are ready for e-voting as Cast Vote page opens and you can cast vote online from **September 9, 2015 (9:00 am) till September 11, 2015 (5:00 pm)**.
Note: e-Voting shall not be allowed beyond said time.
8. Cast your vote by selecting appropriate options and click on "Submit" and also "Confirm", when prompted.
9. Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail b.bhushanandcompany@gmail.com with a copy marked to evoting@nsdl.co.in.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

ii). In case of Members receiving physical copies of the Notice of the AGM by Post:

1. User ID and initial password alongwith Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. [102292] is provided / stapled/ annexed in the Annual report for the purpose of remote e-voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

General Instructions

1. The E-voting period begins at 09:00 A.M. on Wednesday, 09th September, 2015 and ends at 5:00 P.M. on Friday, 11th September, 2015. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **5th September, 2015** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll by ballot paper.
3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The Company has appointed M/s. B. Bhushan & Co., Practicing Company Secretaries, New Delhi, (M. No.: A31951, COP : 14469)) to act as the "Scrutinizer", to scrutinize the e-voting process and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 05th September, 2015.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 05th September, 2015 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids evoting@nsdl.co.in or RajivR@nsdl.co.in or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the e-mail ID decorous1982@gmail.com
9. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
10. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
11. Remote E-voting right cannot be exercised by a Proxy.
12. The Scrutinizer, after scrutinising the votes cast at the meeting through poll / show of hand and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ditco.in and on the website of NSDL www.evoting.nsdl.com The results shall simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed.

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

Place: New Delhi
Dated: 31.07.2015

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

EXPLANATORY STATEMENT

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

ITEM NO. – 4: TO APPOINT MR. AMIT GUPTA (DIN: 06911742) AS DIRECTOR

Mr. Amit Gupta (DIN: 00074483) was appointed as Additional Director of the Company w.e.f. 29.01.2015 in accordance with the Provisions of Section 161 of Companies Act, 2013 & Articles of Association.

Pursuant to the Provisions of Section 161 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard the company has received a request in writing from a member of the company proposing Mr. Amit Gupta (DIN: 00074483) as a candidate for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Amit Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors & Key Managerial Personal, except Mr. Amit Gupta (DIN: 00074483) is interested in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Brief Resume of Appointee Director

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

At present he holds the Directorship in the following Companies

S.No.	Name of the Company	Category of Directorship
1.	Shubh Estates Private Ltd	Director
2.	Unique Credits Private Limited	Director
3.	Dune Estates Private Limited	Director
4.	Empire Realcon Private Limited	Director
5.	Jai Bhikshu Credit And Holdings Limited	Director
6.	Decorous Investment And Trading Company Limited	Director

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

Disclosure of Interest of Board Members

None of the Directors except Mr. Amit Gupta (DIN: 00074483) is interested in the proposed resolution.

Mr. Amit Gupta (DIN: 00074483) shall be deemed to be interested in the resolution to the extent of his shareholding & Directorship.

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 Amit Gupta (DIN: 00074483) as the Director of the Company.

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

Place: New Delhi
Dated: 31.07.2015

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 32nd Annual Report for the year ended 31.03.2015.

FINANCIAL RESULTS

(In Rupees)

Particulars	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
Income from Operations	-	494,190
Sale of Jewellery	102,988,835	-
Surplus on purchase/ sale of BullionCommodities, etc.	243,249	-
Other Income	317,779	12,285
Total Income	103,549,863	506,475
Total Expenditure	101,564,115	32,116
Profit/(Loss) before tax	1,985,748	474,359
Provision for Tax	547,544	88,315
Net Profit/(Loss)	1,438,203	386,044

FINANCIAL HIGHLIGHTS

During the year under review your Company diversified into the business of Gems & Jewellery and purchase & sale of commodities, bullion, etc. Company has earned the total revenue of Rs. 103,549,863/- Net Profit after Tax for the year under consideration is Rs. 1,438,203/-. Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

DIVIDEND

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

SHARE CAPITAL

Authorised share capital as on 31.03.2015 is Rs. 4,00,00,000 divided into 40,00,000 Equity Shares of Rs. 10/- each and the Paid-up capital stands at Rs. 3,45,00,000/-.

The Members in their meeting held on 29th September, 2014 had approved / resolved to create, issue & allot Upto 36,00,000 (Thirty Six lacs only) Equity Shares of face value of Rs. 10/- (Rupees Ten) shares on Preferential basis to the non-promoters to finance the business activities of the Company.

During the year your company had raised the funds by Allotment of only 34,50,000 equity shares of Rs.10/- each, out of the 36,00,000 shares, on preferential basis to non promoters to finance the business activities of the company.

DIRECTORS AND KEY MANAGERIAL PERSON

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association, Mr. Prabindra Nath Baidya, Director of the Company, who retires by rotation and shown his willingness for Re-appointment.

In accordance with the section 196, 197 read with Schedule V of Companies Act, 2013 Mr. Raj Kumar Gupta has been appointed as Whole Time Director & Chief Financial Officer of the Company on 23.8.2014.

Ms. Lalita Mittal was appointed as Independent Director w.e.f. 19.07.2014.

Mr. Pankaj Aggarwal was also appointed as Independent Director w.e.f. 19.07.2014.

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

The Resignation of Shri Dharendra Singh Bhandari was accepted w.e.f. 12.01.2015.

Mr. Amit Gupta was appointed as Additional Director w.e.f. 29.01.2015.

And Mr. Mohit Kumar (ACS-38142) was appointed as Company Secretary cum Compliance Officer of the Company on 29.01.2015.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

MEETING OF THE BOARD

The followings meeting were held during reporting period

BOARD MEETINGS DATES:-

S. NO	DATE ON WHICH MEETING HELD	S. NO	DATE ON WHICH MEETING HELD
1.	11.04.2014	12.	23.08.2014
2.	23.04.2014	13.	30.08.2014
3.	30.04.2014	14.	26.09.2014
4.	26.05.2014	15.	20.10.2014
5.	30.05.2014	16.	29.10.2014
6.	30.06.2014	17.	08.12.2014
7.	01.07.2014	18.	12.01.2015
8.	11.07.2014	19.	29.01.2015
9.	15.07.2014	20.	19.03.2015
10.	19.07.2014	21.	30.03.2015
11.	01.08.2014		

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under the provisions of the Companies Act regarding the Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of annual accounts for the financial year ended March 31, 2015, 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 2015 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.
- v. The director have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- vi. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

PARTICULARS OF EMPLOYEES

During the year under review, company does not have any employee who falls in this Clause.

LOANS, GUARANTEES AND INVESTMENTS

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

PERFORMANCE EVALUATION OF BOARD MEMBERS

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

PUBLIC DEPOSIT

During the year under review, your company has not invited any fixed deposits from the Public and has not accepted fixed deposits and nothing is outstanding.

STATUTORY AUDITORS

To re-appoint M/s MOHAN & MOHAN, Chartered Accountants, FRN - 002612N, as statutory auditors of the company to

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

hold office from conclusion of this Annual General Meeting till 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 Act 2013 or Rules made thereunder, M/s MOHAN & MOHAN, Chartered Accountants, FRN - 002612N be and is hereby re-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 regards.”

AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2015 is self Explanatory and does not warrant any further comments/ explanation from the Board of Directors.

SECRETARIAL AUDITOR

The Board has appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2014-15. The Secretarial Audit Report for the financial year 2014-15 is annexed with Directors' Report.

Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

LISTING OF SHARES

Equity Shares of the Company are listed on Delhi Stock Exchange Limited (de-recognized by SEBI w.e.f. 19.11.2014) & Calcutta Stock Exchanges Limited. Company has complied with the requirement of Listing Agreements during the period of review.

Listing Fee stands paid to CSE for & upto-date (2015-16).

Company has also filed an Application to get all of its Shares Listed with Trading approvals to Bombay Stock Exchange Ltd and the necessary required compliances & submissions & fee payments have been made.

ALTERATION OF MOA & AOA

Company added / altered/ changed its Main Objects 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 to enlarge its area of business operations. The Board of Directors have decided to add dealing in the Gems & Jewellery, bullion & Commodities, etc., to the main objects clause of the Memorandum of Association.

Company altered the Articles of Association and adopted New Set of Articles of Association based on Table 'F' of the Companies Act, 2013. Company has also received “Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)” dated 17.11.2014 from Registrar of Companies, Shillong.

SHIFTING OF REGISTERED OFFICE

Registered office of the Company is presently situated in Guwahati, Assam and Corporate Office is in Delhi. Most of the shareholders of the Company, business dealings & activities of the Company take place in Delhi. Further Company is into the business(es) of Gems & Jewellery, Bullion & Commodities, etc., therefore it has been thought fit to shift the registered office of the Company from the State of Assam to Delhi for the purpose of administrative convenience, expansion, diversification, economy, etc. For aforesaid purpose a petition has already been filed to Regional Director, Shillong, for shifting of Registered office.

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.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

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

	<u>31.03.2015 (Amt.)</u>	<u>31.03.2014 (Amt.)</u>
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

DISCLOSURES

AUDIT COMMITTEE

Composition of Audit Committee :

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

REMUNERATION AND NOMINATION COMMITTEE

Composition of Remuneration and Nomination Committee :

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

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Composition of Shareholders / Investors Grievance Committee :

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

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith Board Report

APPRECIATION

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

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

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

Place: New Delhi

Dated: 31.07.2015

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31.03.2015

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

To,
The Members,
Decorous Investment and Trading Company Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Decorous Investment and Trading Company Limited** [CIN: L67120AS1982PLC007076] (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 01.04.2014 ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of :

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

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

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

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

- a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- d) The Securities and Exchange Board of (Delisting of Equity Shares) Regulations, 2009; requiring compliance thereof by the company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

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

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

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

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

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

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

We further report that the company allotted only 32,50,000 equity shares of Rs. 10/- each to Non –Promoters, out of the resolution passed by the shareholders in the AGM held on 29.09.2015 for issue and allot upto 36,00,000 equity shares of Rs.10/- each.

I/we further report that during the audit period the company has not indulged / involved in any matter related to the following:-

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

Place: New Delhi
Date : 31.07.2015

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

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

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2015

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L67120AS1982PLC007076
ii) Registration Date	22nd November, 1982
iii) Name of the Company	Decorous Investment & Trading Company Limited
iv) Category / Sub-Category of the Company	Public Company/ Limited by shares
v) Address of the Regd. Office	Girish Chandra Bardalai Path, Bamunimaindan, Guwahati, Assam-781021
vi) contact details	
a.) Corp. Office	R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi - 110060
b.) Website	www.ditco.in
c.) Email i.d.	decorous1982@gmail.com
d.) Phone No.	011-42475489, 9911223638
vii) Whether listed company	YES
	1) Delhi Stock Exchange Ltd. (Derecognised by SEBI on 19.11.2014)
	2) Calcutta Stock Exchange Ltd.
viii) Detail of RTA	
a.) Name	Alankit Assignments Limited
b.) Address	R. O. IE/13, Alankit Heights, Jhandewalan Extn., New Delhi – 55 C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55
c.) Contact	011-42541234, 011-42541960 rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Gems & Jewellery		99.46

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

IV. SHARE HOLDING PATTERN

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

i) Category-wise Share Holding

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year	% of total no. of shares	No. of Shares held at the end of the year	% of total no. of shares	% Change during the year
(A)	Shareholding of Promoter and Promoter Group²					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	0		0		
(b)	Central Government/ State Government(s)	0		0		
(c)	Bodies Corporate	102000	51.00	72700	2.11	[0.85]
(d)	Financial Institutions/ Banks	0		0		
(e)	Any Others(Specify)	0		0		
(e-i)						
(e-ii)						
	Sub Total(A)(1)	102000	51.00	72700	2.11	[0.85]
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)	102000	51.00	72700	2.11	[0.85]

(B) Public shareholding

1 Institutions

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		
(g)	Foreign Venture Capital Investors	0		0		
(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (specify)	0		0		
(i-ii)						
(i-ii)						
	Sub-Total (B)(1)	0		0		

B 2 Non-institutions

(a)	Bodies Corporate	54000	27.00	200000	5.80	4.23
(b)	Individuals					
I	i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	44000	22.00	137200	3.98	2.70
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	3040100	88.12	88.12
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	0		0		
(d-i)						
(d-ii)						
	Sub-Total (B)(2)	98000	49.00	3377300	97.89	95.05
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	98000	49.00	3377300	97.89	95.05
	TOTAL (A)+(B)	200000	100.00	3450000	100.00	94.20
(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	3450000	100.00	94.20

Note: 32,50,000 equity shares allotted in Preferential Issue on 20.10.2014

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			%change in shareholding during the year
		No. of Shares		% of Shares Pledged / encumbered	No. of Shares		% of Shares Pledged / encumbered	
1	Aditya Estates Pvt. Ltd	24300	12.15	0	24300	0.70	0	0
2	P R Holdings Ltd	9600	4.80	0	9600	0.28	0	0
3	Buckingham Industries Ltd	9800	4.90	0	9800	0.28	0	0
4	Swagtam Trading & Services Ltd	9600	4.80	0	9600	0.28	0	0
5	Jeewan Commercial Ltd	9600	4.80	0	9600	0.28	0	0
6	Antique Holdings P Ltd	9800	4.90	0	9800	0.28	0	0
7	Grace Holdings P Ltd	9800	4.90	0	0	0	0	[0.28]
8	Pashupatinath Holdings P Ltd	9800	4.90	0	0	0	0	[0.28]
9	East West Properties P Ltd	9700	4.85	0	0	0	0	[0.28]
	TOTAL	102000	51.00		72700	2.11		

(iii) Change in Promoters' Shareholding

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Grace Holdings P Ltd.				
	At the Beginning of the year	9800	4.90 % (9800*100 / 200000)	9800	4.90 % (9800*100 / 200000)
	Decrease –				
	(i) Date of Sale -28.06.2014	5000	2.50 %	0	0
	(ii) Date of Sale -30.06.2014	4800	2.40%	0	0
	At the End of the year	0	0	0	0

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	Pashupatinath Holdings Pvt. Ltd.				
	At the Beginning of the year	9800	4.90 % (9800*100 / 200000)	9800	4.90 % (9800*100 / 200000)
	Decrease –				
	(i) Date of Sale : 28.06.2014	5000	2.50 %	0	0
	(ii) Date of Sale : 30.06.2014	4800	2.40%	0	0
	At the End of the year	0	0	0	0

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	East West Properties Pvt. Ltd.				
	At the Beginning of the year	9700	4.85 % (9700*100 / 200000)	9700	4.85 % (9700*100 / 200000)
	Decrease –				
	(i) Date of Sale : 28.06.2014	5000	2.50 %	0	0
	(ii) Date of Sale : 30.06.2014	4700	2.35%	0	0
	At the End of the year	0	0	0	0

**(iv) Shareholding Pattern of TOP TEN Shareholders
(other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sita Rani				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	175000	5.07	175000	5.07
	At the End of the year	175000	5.07	175000	5.07

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	Sumit Gupta				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	175000	5.07	175000	5.07
	At the End of the year	175000	5.07	175000	5.07

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Amit Gupta				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	Richa Aggarwal				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Veena Gupta				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	155000	4.49	155000	4.49
	At the End of the year	155000	4.49	155000	4.49

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	Madhu Mohan				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	100100	2.90	100100	2.90
	At the End of the year	100100	2.90	100100	2.90

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Princep Trade And Finance Private Limited				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	Rajesh Gupta				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	Seema Gupta				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	Weldon Fincap Private Limited				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Amit Gupta Director – w.e.f. 29.01.2015				
	At the Beginning of the year	0	0	0	0
	Increase - Shares Allotted in Preferential Issue on 20.10.2014	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment *Amount (Rs.)*

	Secured Loans excluding deposits	Unsecured Loans / Advances	Deposits
Indebtedness at the beginning of the financial year	NIL		NIL
i) Principal Amount		79,778	
ii) interest due but not paid		0	
iii) interest accrued but not due.		0	
Total (i+ii+iii)	NIL	79,778	NIL
Change in Indebtedness during the financial year			
* Addition			
* Reduction		79,778	
Net Change	NIL	79,778	NIL
Indebtedness at the end of the Financial Year	NIL	NIL	NIL
i) Principal Amount		0	
ii) Interest due but not paid		0	
iii) Interest accrued but not due		0	
Total (i+ii+iii)	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no	Particulars of Remuneration	Total Amount (Rs.)	
		Per Month	Per Year
	RAJ KUMAR GUPTA - WTD & CFO		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,000	1,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	
	(c) profit in lieu of salary under section 17(3) income tax Act, 1961	0	
2	Stock Option	0	
3	Sweat Equity	0	
4	Commission - as % of Profit - Other, Specify.....	0	
5	Others, please specify	0	
	Total (A) Ceiling as per the Act	20,000	1,60,000

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

B. REMUNERATION TO OTHER DIRECTORS:

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD TOTAL (Rs.)

Sl. no		Per Month	Per Year
1	Mr. Mohit Kumar (ACS-38142) Company Secretary	15,000	30,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors presents before you the Company's Management Discussion and Analysis Report for the year ended on 31.03.2015

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.

GEMS & JEWELLERY BUSINESS, BULLION, COMMODITIES, ETC.

INDUSTRY STRUCTURE AND DEVELOPMENTS

India has substantial reserves of gold, diamond, ruby and other gemstones. The gems and jewellery sector has been playing a very important role in the Indian economy and contributes about six–seven per cent to the country's gross domestic product (GDP), apart from large scale employment generations and foreign exchange earnings (FEE). Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion. In FY 2014–15, 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.

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 2015 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 up gradation 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.

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

Place: New Delhi

Dated: 31.07.2015

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

REPORT ON CORPORATE GOVERNANCE

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Corporate Governance practices are fundamental to the success of any organization and for enhancement of value of 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 comprise of '5' Directors as on 31.03.2015 namely: Mr. Prabindra Nath Baidya, Mr. Raj Kumar Gupta, Ms. Lalita Mittal, Mr. Pankaj Aggarwal and Mr. Amit Gupta

Mr. Raj Kumar Gupta was appointed as an Additional Director on 30.04.2014. Further Board of Directors also appointed Mr. Pankaj Aggarwal and Mr. Lalita Mittal as Additional Directors w.e.f. 19.07.2014 and 19.07.2014 respectively.

Later on Board of Directors in its meeting held on 23rd August, 2014 decided that it is imperative to appoint one of the Directors as Whole Time Director & Chief Financial Officer for carrying out the Business in comfortable and smooth manner and appointed Mr. Raj Kumar Gupta as Whole-Time Director & Chief Financial Officer.

Resignation of Mr. Navin Nischal Prasad & Mr. Dharendra Singh Bhandari was accepted w.e.f. 01.08.2014 & 12.01.2015, respectively.

Mr. Amit Gupta was appointed as an Additional Director of the Company w.e.f. 29.01.2015.

Composition of the Board of Directors:

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

BOARD MEETING

During the financial year ended March 31, 2015, Twenty One Meetings of the Board of Directors were held as against the minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days in between them. The dates of Board meetings and Directors attendance record is given below:

BOARD MEETINGS DATES:-

S. NO	DATE ON WHICH MEETING HELD	S. NO.	DATE ON WHICH MEETING HELD
1.	11.04.2014	12.	23.08.2014
2.	23.04.2014	13.	30.08.2014
3.	30.04.2014	14.	26.09.2014
4.	26.05.2014	15.	20.10.2014
5.	30.05.2014	16.	29.10.2014
6.	30.06.2014	17.	08.12.2014
7.	01.07.2014	18.	12.01.2015
8.	11.07.2014	19.	29.01.2015
9.	15.07.2014	20.	19.03.2015
10.	19.07.2014	21.	30.03.2015
11.	01.08.2014		

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Attendance Record of Directors

Sr. No	Name of Director	No. of Meetings attending during 2014-15			No. of other Directorship		No. of outside Committee	
		Board		Last	Listed	Others	Chairman	Member
		Held*	Attended	AGM				
1.	Mr. Raj Kumar Gupta	20	20	Yes	1	1	NIL	2
2.	Mr. P. N. Baidya	21	21	Yes	4	8	NIL	NIL
3.	Mr. Amit Gupta	3	3	No	NIL	5	NIL	NIL
4.	Ms. Lalita Mittal	12	12	Yes	3	NIL	1	2
5.	Mr. Pankaj Aggarwal	12	12	Yes	NIL	1	NIL	NIL
6.	Mr. Dharendra Singh Bhandari	18	17	Yes	2	2	NIL	NIL
7.	Mr. Navin Nischal Prasad	11	11	No	4	5	NIL	NIL

* 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.
- ♦ The directorship/ committee membership is based on the disclosures received from the directors.
- ♦ No Director is inter-se related to any other Director on the Board of the Company.

CODE OF CONDUCT

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

The Whole Time Director has declared that all the members of the Board have affirmed that they have complied with the code of conduct for the financial year 2014-15.

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

DEMATERIALISATION OF SHARES AND LIQUIDITY

98.54% of the equity shares of the Company have been dematerialized as on 31.03.2015. The Company has entered into Agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories and cast their electronic vote.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every Quarter and the report thereon is submitted to the Stock Exchanges(s) where the Company's shares are listed as well as to BSE Ltd. where the company has applied for its shares to be listed & traded also. The Audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

NOMINATION

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

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RESUME OF DIRECTORS PROPOSED TO BE APPOINTED

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

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:
 - ♦ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause 3(C) of section 134 of the Companies Act, 2013.
 - ♦ Any Change in accounting policies and practices.
 - ♦ Major accounting entries based on exercise of judgment by management.
 - ♦ The going concern assumption.
 - ♦ Compliance with accounting standards.
 - ♦ Compliance of legal requirements concerning financial statements.
 - ♦ Any related party transactions.
5. Reviewing with the management, statutory and internal Auditors, the adequacy and compliance of internal control system.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
8. Discussion on internal 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.

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Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

ii) Composition:

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

Mr. Pankaj Aggarwal is heading the Audit Committee.

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

Meeting and attendance:

Audit committee have met Five times i.e. 22.08.2014, 26.09.2014, 20.10.2014, 29.10.2014 and 29.01.2015 during financial year 2014-15.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	5	5
2.	Ms. Lalita Mittal	5	5
3.	Mr. Raj Kumar Gupta	5	5

[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 23.08.2014 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 : Chairman, Non-Executive & Independent Director
2. Ms. Lalita Mittal : Non-Executive & Independent Director
3. Mr. Raj Kumar Gupta : Executive & Non-Independent Director

Mr. Pankaj Aggarwal is the chairman of the committee.

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

Remuneration and Nomination committee have met two times i.e. 23.08.2014 and 22.01.2015 during financial year 2014-15.

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

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

S. No.	Director	Remuneration (in Rs.)
1.	Mr. Raj Kumar Gupta	1,60,000/-

[C] SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

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

i) **Terms of reference**

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

ii) **Composition:**

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

Mr. Raj Kumar Gupta is heading the Committee.

Meeting and attendance:

Shareholders / Investors Grievance Committee have met two times i.e. 29.10.2014 & 29.01.2015 during Financial Year 2014-15.

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

COMPLAINTS STATUS

Received	Unresolved	Pending
None	NIL	NIL

DIRECTOR'S SHAREHOLDING

<u>S.No.</u>	<u>Director</u>	<u>No. of Shares held</u>
1.	Mr. Amit Gupta	170000

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

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

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

INDEPENDENT DIRECTORS

Independent Directors of the company have met 2 times in the financial year 2014-15 to

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

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

GENERAL BODY MEETINGS

Date and Venue of last Four Annual General Meeting

Nature of Meeting	Date	Venue	Special Resolution passed
Annual General Meeting for the financial year 2013-14	29th September 2014	Registered Office	1. to appoint Mr. Raj Kumar Gupta as Whole-Time Director & Chief Financial Officer. 2. To Adopt new set of Regulation / Articles of Association. 3. To issue Equity Share on Preferential basis
Annual General Meeting for the financial year 2012-13	30th September 2013	Registered Office	None
Annual General Meeting for the financial year 2011-12	29th September 2012	Registered Office	None
Annual General Meeting for the financial year 2010-11	30th September 2011	Registered Office	None

POSTAL BALLOT

The followings Ordinary or Special Resolution(s) were passed through Postal Ballot during the year under review.

1. Alteration of Objects Clause of Memorandum of Association.
2. Change in Situation of Registered Office from Guwahati, Assam to New Delhi.

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 DSE, CSE or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

MEANS OF COMMUNICATION

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

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GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**
-Date and Time : **12.09.2015 at 02:00 P.M.**
-Venue : Girish Chandra Bardalai Path
Bamunimaidan, Guwahati,
Assam - 781021
- b) **Financial Year of the Company** : from April 1st to March 31st
Tentative Schedule for Financial Year 2015-16
1st Quarter ending June 30, 2015 : End of July, 2015
2nd Quarter ending September 30, 2015 : End of October, 2015
3rd Quarter ending December 31, 2015 : End of January, 2016
Annual Result for the year : End of May, 2016
ended March 31, 2016
- c) **Date of Book Closure / Record Date** : 09th – 12th September, 2015
- 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 Ltd.
Calcutta Stock Exchange Ltd.

(Application submitted to BSE Ltd. for Listing with Trading Approvals)
(*SEBI derecognized Delhi Stock Exchange Ltd. on 19.11.2014)

- g) **Stock Code**
Delhi Stock Exchange : 04029
Calcutta Stock Exchange : 014338
- h) **Registrar & Share Transfer Agents** : Alankit Assignments Limited
- i) **Liquidity**
Equity Shares of your Company are listed on Delhi Stock Exchange Ltd. and Calcutta Stock Exchange Ltd. & since Trading Platform is not available at DSE & CSE, hence there is no liquidity in the shares of the Company at Stock Exchanges.

(Application for Listing with Trading Approvals of the securities of the company has already been submitted to BSE Ltd. under Direct Listing norms)

- j) **Market Price Data**
As the shares of your Company are listed only on Delhi Stock Exchange Limited and Calcutta Stock Exchange Limited therefore market price of the share is not available for want of Trading platform.
- k) **Dematerialization of Shares**
Shares of the company are in physical mode and also in DEMAT with CDSL & NSDL.
- l) **Outstanding GDRs/ADRs/Warrants or any other convertible instruments**
Your Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.
- m) **Investor Correspondence**
(i) For transfer of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:
Mr. J. K. Singla (Sr. Manager)
M/s 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. Mohit Kumar (ACS-38142), Company Secretary cum Compliance Officer has been designated as the Compliance Officer of the Company as required under the Listing Agreements with Delhi Stock Exchange and Calcutta Stock Exchange.

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n) Address for Correspondence

The Correspondence may be addressed to
Mr. Mohit Kumar, Company Secretary cum Compliance Officer of the company,
at the Corporate Office.

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.

o) SHAREHOLDING PATTERN

The shareholding pattern as on 31st March, 2015:

Category code (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)
(A)	Shareholding of Promoter and Promoter Group²		
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
(h)	Qualified Foreign Investor	0	0

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(i) (i-ii) (i-ii)	Any Other (specify)	0	0
	Sub-Total (B)(1)	0	0
B 2	Non-institutions		
(a)	Bodies Corporate	2	200000
(b)	Individuals		
I	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	433	137200
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	68	3040100
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	0	0
(d-i) (d-ii)			
	Sub-Total (B)(2)	503	3377300
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	503	3377300
	TOTAL (A)+(B)	509	3450000
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group		
2	Public		
	Sub-Total (C)	0	0
	GRAND TOTAL (A)+(B)+(C)	509	3450000

p) Distribution of Shareholding as on 31.03.2015

NO OF SHARE HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF RS.	NO OF SHARES	AMOUNT IN RS.	% TO TOTAL
416	81.73	1 TO 5000	38800	388000	01.13
2	0.39	5001 TO 10000	1700	17000	0.05
0	0.00	10001 TO 20000	0	0	0.00
0	0.00	20001 TO 30000	0	0	0.00
0	0.00	30001 TO 40000	0	0	0.00
9	1.77	40001 TO 50000	44300	443000	01.28
11	2.16	50001 TO 100000	100800	1008000	2.92
71	13.95	100001 AND ABOVE	3264400	32644000	94.62
509	100		3450000		100

WHISTLE BLOWER POLICY

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

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

The Whistle Blower Policy is in conformity with Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

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

Principles

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

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

Place: New Delhi
Dated: 31.07.2015

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

CERTIFICATE ON THE COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To the Members

Decorous Investment and Trading Company Limited

We have examined the compliance of conditions of Corporate Governance by **Decorous Investment and Trading Company Limited** [CIN: L67120AS1892PLC007076] for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges in India where the company is listed.

The compliance of conditions of Corporate Governance is the responsibility of the management.

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

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

We state that no investor grievance was received and none was pending for a period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

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

Place: New Delhi
Date : 31.07.2015

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

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

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

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

I, Raj Kumar Gupta (DIN: 00074532), WTD & CFO hereby certify to the Board that:

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

Date : 31.07.2015
Place: New Delhi

RAJ KUMAR GUPTA
DIN:00074532
Whole Time Director & CFO

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

MOHAN & MOHAN

Chartered Accountants
18A, 2nd Floor, North Avenue Road
Punjabi Bagh (West), New Delhi – 110016
Tele Fax No(s) : 91-11-47322696 / 47322697

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DECOROUS INVESTMENT AND TRADING COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Decorous Trading and Investment Company Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information and the company is primarily in the business of gems & jewellery.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters, which are required to be included in the audit report under the provisions of the Act, and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March, 2015,

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

and its Profit & Loss A/c and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion & to the best of our information & according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For MOHAN & MOHAN
Chartered Accountants
FRN: 002612N**

**Place: New Delhi
Date : 25/05/2015**

**Adarsh Mohan
Partner
(M. No. 081491)**

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Annexure to the Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of **Decorous Investment and Trading Company Limited** for the year ended on 31.03.2015, We report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.
- (ii) (a) Physical verification of inventory (gems & jewellery) has been conducted at reasonable intervals by the management;
- (b) Procedures of physical verification of inventory followed by the management are reasonable and Adequate in relation to the size of the company and the nature of its business.
- (c) Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013.
- (iv) There is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- (v) The company has not accepted any deposit from the public.
- (vi) As per information & explanation given by the management, Central Government has not prescribed the maintenance of cost records under section (1) of section 148 of the Companies Act.
- (vii)(a) As per information & explanation given by the management ,the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, there is no amount payable of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess on account of any dispute.
- (c) No amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under transferred to such fund within time.
- (viii) The Company does not have any accumulated loss at the end of the financial year and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) The company did not have any outstanding dues to financial institution or bank or debenture holders during the year.
- (x) According to information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The company did not have any term loan outstanding during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

Place: New Delhi
Date : 25/05/2015

For MOHAN & MOHAN
Chartered Accountants
FRN: 002612N

Adarsh Mohan
Partner
(M. No. 081491)

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120AS1982PLC007076

BALANCE SHEET

Amount in ₹

Particulars	Note	As at 31.03.2015	As At 31.03.2014
EQUITY AND LIABILITIES			
SHAREHOLDER's FUNDS			
Share Capital	2.1	34,500,000	2,000,000
Reserves and Surplus	2.2	34,347	(1,403,856)
		34,534,347	596,144
NON-CURRENT LIABILITIES			
Long-term Borrowing	2.3	-	79,778
Deferred tax liabilities		7,544	-
		7,544	79,778
CURRENT LIABILITIES			
Short-term Provisions	2.4	540,000	154,190
Other current liabilities	2.5	129,388	836,258
		669,388	990,448
		35,211,280	1,666,370
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets (Tangible Assets)	2.6	112,858	-
Loans & advances	2.7	338,367	338,367
		451,225	338,367
CURRENT ASSETS			
Advances against Purchase of Property	2.8	18,200,000	-
Loans / Advances	2.9	7,000,000	-
Trade Inventories		5,896,254	-
Trade Receivables	2.10	-	1,295,692
Sundry Trade Debtors	2.11	3,538,659	-
Cash and cash equivalents	2.12	125,141	32,311
		34,760,054	1,328,003
		35,211,280	1,666,370
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 MOHAN & MOHAN
Chartered Accountants
FRN: 002612N
Adarsh Mohan
Proprietor
Membership No. 081491

Place: New Delhi
Date : 25.05.2015

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta
Director
DIN: 00074532

Amit Gupta
Director
DIN: 00074483

Mohit Kumar ACS-38142
Company Secretary & Compliance Officer

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120AS1982PLC007076

STATEMENT OF PROFIT & LOSS

Amount in ₹

Particulars	Note	Year ended 31.03.2015	Year ended 31.03.2014
REVENUE			
<u>Revenue from Operations</u>			
Sale of Jewellery		102,988,835	-
Sale of Shares		-	11,080
Surplus on purchase/sale of Commodities, etc.		243,249	-
Profit on Sale of Investments		-	483,110
Misc. Balances written back		317,779	-
Other Income	2.13	-	12,285
		103,549,863	506,475
EXPENSES			
Purchase of Jewellery		104,820,372	-
Changes in Inventories - Stock in Trade		(5,896,254)	-
Administrative & other expenses	2.14	2,150,166	32,116
Employee Benefit Exp	2.15	477,700	-
Depreciation		12,132	-
Total Expenses		101,564,115	32,116
Profit before exceptional and extraordinary items and tax		1,985,748	474,359
Exceptional items		-	-
Profit before extraordinary items and tax		1,985,748	474,359
Extraordinary Items		-	-
PROFIT BEFORE TAX		1,985,748	474,359
Tax Expense:			
Current Year Tax		540,000	88,315
Deferred Tax Liability		7,544	-
PROFIT for the year		1,438,203	386,044
EARNING PER SHARE			
(Equity share of par value of Rs. 10 each)			
Basic		0.79	1.93
Diluted		0.79	1.93

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 1&2

AND NOTES ON ACCOUNTS

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

As per our even Report attached
For MOHAN & MOHAN
Chartered Accountants
FRN: 002612N
Adarsh Mohan
Proprietor
Membership No. 081491

Place: New Delhi
Date : 25.05.2015

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta
Director
DIN: 00074532

Amit Gupta
Director
DIN: 00074483

Mohit Kumar ACS-38142
Company Secretary & Compliance Officer

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2015 :-

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

At the meeting of Board & Shareholders held on 23rd Day of August, 2014 & 29th day of September, 2014 respectively.

MOA & AOA were amended and Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated 17.11.2014 received from ROC and the company is now carrying on the principal business of Gems & Jewellery, Bullion, etc.

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, to the extent applicable. Accounting policies have been consistently applied.

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

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as on 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 the management as stock in trade, are valued at lower of cost or net realizable value. Transfer charges on securities purchased are added to the cost when paid. Cost of Stock is taken on Average cost method

1.5 Employee benefits

Employee benefits are recognized as an expense in the profit and loss account

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 COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2015:-

Amount in ₹

2.1 Share Capital

Particulars	As at 31.03.2015	As at 31.03.2014
Authorised		
Equity shares 40,00,000 (Previous year 12,50,000) of par value Rs.10/- each	40,000,000	12,500,000
	40,000,000	12,500,000
Issued, Subscribed and Paid up		
Equity shares 34,50,000 (Previous year 2,00,000) of par value Rs.10/-each fully paid up	34,500,000	2,000,000
	34,500,000	2,000,000

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 31.03.2015		As at 31.03.2014	
	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
Add : Shares issue during the year	3,250,000	32,500,000	-	-
Shares outstanding at the end of the year	3,450,000	34,500,000	200,000	2,000,000

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

Name of the company	Class of shares	31.03.2015	31.03.2014
	Equity shares		
Aditya Estates Pvt. Ltd.		-	24300
Duncan Macneill Const. & Dev. Ltd		-	16800
Lord Inchcape Financial Services Ltd		-	27300
Sita Rani		175000	-
Sumit Gupta		175000	-
		350,000	68,400

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Amount in ₹

2.2 Reserves and Surplus

Particulars	31.03.2015	31.03.2014
Profit & Loss Account		
Balance in Profit & Loss Account - Opening	(1,403,856)	(1,789,900)
Add: Profit during the year	1,438,203	386,044
Balance in Profit & Loss Account - Closing	34,347	(1,403,856)

2.3 Long-term Borrowings

Particulars	31.03.2015	31.03.2014
Unsecured		
Long term Loan from others	-	79,778
	-	79,778

2.4 Short-term Provisions

Particulars	31.03.2015	31.03.2014
Provision for Expenses	-	65,875
Provision of Income Tax	540,000	88,315
	540,000	154,190

2.5 Other current liabilities

Particulars	31.03.2015	31.03.2014
Sundry Creditors	-	608,459
Intercompany Advances Received	-	131,799
Other Liabilities	109,534	96,000
Duties & Taxes	19,854	-
	129,388	836,258

NOTE : 2.6

FIXED ASSETS - AS AT 31.03.2015

Particular	Date of Purchase	Original Cost (Rs)	Addition During the Year	Deletion During the Year	Life as per Co. Act, 2013	Life Used till 31/03/2014	Salvaged value	Depreciable amount over whole life	Depreciation for the year	Carrying Amount as on 31.03.2015
Computer										
	11.07.2014	-	37,700	-	3	-	1,885	-	7,826	29,874
	06.01.2015	-	23,450	-	3	-	1,173	-	1,733	21,717
Furniture										
	16.06.2014	-	26,840	-	10	-	1,342	-	2,104	24,736
Office Equipments										
	04.03.2015	-	32,000	-	5	-	1,600	-	456	31,544
	26.03.2015	-	5,000	-	5	-	250	-	13	4,987
		-	124,990	-			6,250	-	12,132	112,858

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

2.7 Loans & advances

Amount in ₹

Particulars	31.03.2015	31.03.2014
Unsecured - considered good Advance Income Tax	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 Advance Against Purchase of Property

Particulars	31.03.2015	31.03.2014
Sanjay Jain & Rajni Jain	12,500,000	-
Rishav Singla	3,700,000	-
Vipul Jain	2,000,000	-
	18,200,000	-

2.9 Loans / Advances

Particulars	31.03.2015	31.03.2014
NCG Real Estate Pvt Ltd	4,000,000	-
Weldon Projects Pvt Ltd	3,000,000	-
	7,000,000	-

2.10 Trade Receivables

Particulars	31.03.2015	31.03.2014
Unsecured - considered good Link Holdings Pvt Ltd.	-	1,140,380
William Jacks & Co. India Ltd.	-	155,311
	-	1,295,691

2.11 Sundry Trade Debtors

Particulars	31.03.2015	31.03.2014
Archit Gems	2,323,971	-
Uwajh Jewels	295,958	-
Brilliant Jeweller	918,730	-
	3,538,659	-

2.12 Cash and Cash equivalents

Particulars	31.03.2015	31.03.2014
Cash on hand	32,023	138
Bank of Maharashtra	26,968	-
ICICI Janpath	32,173	32,173
PNB-Preferential Issue	19,432	-
PNB - C/A	14,545	-
	125,141	32,311

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2015 :-

2.13 Other Income

Amount in ₹

Particulars	31.03.2015	31.03.2014
Dividend received	-	12,285
	-	12,285

2.14 Administrative & other expenses

Particulars	31.03.2015	31.03.2014
Advertisement & Publicity	53,847	-
Charges to CDSL	56,199	-
Charges to NSDL	41,013	-
Charges to RTA - Alankit	50,826	-
Conveyance Exp	26,993	-
Courier Charges	13,946	-
Deepawali Exp	16,000	-
Listing Fee - Calcutta Stock Exchange	146,630	-
Listing Fee - Delhi Stock Exchange	131,846	11,236
Listing Fee - BSE	561,800	-
Jewellery Making Charges	140,538	-
Office Exp	20,730	-
Pantry Exp	22,440	-
Professional charges	169,815	9,120
Rent Paid	173,000	-
Auditor's Remuneration		
Audit fee	11,236	2,000
Certification Charges	4,750	-
Printing and Stationery	20,376	-
Filing Fee - ROC	309,150	9,000
Telephone Exp	10,900	-
Travelling Exp	28,320	-
Secretarial Audit Fee	25,000	-
Internal Audit Fee	28,090	-
Misc. Expenses	86,721	760
	2,150,166	32,116

2.15 Employees Benefit Exp

Particulars	31.03.2015	31.03.2014
Salary to Employees	477,700	-
	477,700	-

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2015

2.16 Related Party Disclosures

a) Name of the Related Parties : Key Management Personnel	:	<ol style="list-style-type: none"> 1. Sh. P.N. Baidya - Director 2. Sh. Raj Kumar Gupta - WTD & CFO 3. Smt Lalita Mittal - Director 4. Sh. Pankaj Aggarwal - Director 5. Sh. Amit Gupta - Director 6. Sh. Mohit Kumar - CS 	
Enterprises over which Key Management Personnel / Shareholders / Relatives have significant influence	:		
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		-	-
Loan/Advances repaid		-	-
Balance outstanding as at year end		-	-

2.17 Quantitative Details & Business

The Company is carrying on the principal business of Gems & Jewellery and sale & purchase of Bullion, Commodities, etc.,

2.18 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	:	1438203
Weighted average number of shares outstanding	:	1825000
Weighted average number of equity shares & equity share equivalents outstanding	:	1825000
Nominal Value of share	:	10/- each
Basic earning per share	:	0.79
Diluted earning per share	:	0.79

2.19 Post Balance Sheet Events

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

2.20 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.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

2.21 Segment Reporting

Income of company are primarily from Gems & Jewellery business and also from purchase & sale of bullion commodities, etc.

2.22 Previous year's figures

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

As per our even Report attached

For MOHAN & MOHAN
Chartered Accountants
FRN: 002612N
Adarsh Mohan
Proprietor
Membership No. 081491

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta
Director
DIN: 00074532

Amit Gupta
Director
DIN: 00074483

Place: New Delhi
Date : 25.05.2015

Mohit Kumar
Company Secretary & Compliance Officer
ACS-38142

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

Corp. Office: R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi – 110060

CIN: L67120AS1982PLC007076

32nd ANNUAL GENERAL MEETING

Saturday, 12TH September, 2015, at 02:00 P.M.

at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST

Ordinary Business

1.	To receive, consider & adopt the Audited Balance Sheet as on 31.03.2015 and Profit & Loss for the year ended 31.03.2015 along with the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. P. N. Baidya as Director who retires by rotation & being eligible offer himself for re appointment.		
3.	To re-appoint M/s. MOHAN & MOHAN., Chartered Accountants, FRN – 002612N as the Statutory Auditors of the Company.		

Special Business

4.	To appoint Mr. Amit Gupta as Non – Executive Director		
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Signed this day of 2015

Signature of Shareholder

Name :

Address :

Folio No. :

No. of Equity Shares held :

Notes:

- This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the meeting.**
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 32nd AGM.
- *It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

Corp. Office: R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi – 110060

CIN: L67120AS1982PLC007076

ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING

Saturday, 12TH September, 2015, at 02:00 P.M.

at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam

Electronic Voting Event Number "EVEN" 102292 <https://www.evoting.nsdl.com/>

Members are requested to bring copy of Annual Report alongwith 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 AGM.

Place :

Dated :

Member's / Proxy's Signature

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]

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

Corp. Office: R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi – 110060

I/We.....

R/o.....

being a Member/ Members of **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**, 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 32nd Annual General Meeting of the members of the Company, to be held on Saturday, 12TH September, 2015, at 02:00 P.M. at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam and at any adjournment thereof in respect of such Resolutions as attached / annexed.

Signed on this _____ Day of _____, 2015

Signature

Address

Folio No.

No. of Equity Shares held

Affix
Revenue
Stamp
of 1/- Rupee

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 Registered Office not less than 48 hours before the time for holding the aforesaid meeting. Proxy need not be a Member.